

Exhibit D



Tennessee Valley Authority, 1101 Market Street, Chattanooga, Tennessee 37402

March 31, 2022

Mr. Marc Perrusquia (marcusperusquia@hotmail.com)
Institute for Public Service Reporting
University of Memphis
318 Meeman
Memphis, TN 38152

Dear Mr. Perrusquia:

This responds to your March 2, 2022, appeal of the initial determination by the Tennessee Valley Authority (TVA) on your Freedom of Information Act (FOIA) request 21-FOI-00081 for salary and total compensation for each of TVA's four regional vice presidents. In a letter dated March 1, 2022, the FOIA Officer denied your request based upon FOIA exemptions 5 and 6. For the reasons set forth below, this decision is upheld on appeal.

As stated in the March 1 response, TVA is different than other federal agencies in that it self-funds its operations from revenues and receives no tax dollars. Also, TVA employees are not paid using the General Schedule that is used by most federal agencies, but are paid according to TVA's unique compensation plan in accordance with the TVA Act. The components of this plan are described in TVA's filings with the U.S. Securities and Exchange Commission ("SEC"), but salaries of individuals, outside of those whose salaries are disclosed in SEC filings, are confidential. The employees have a privacy interest in their personal compensation which brings the material within the scope of FOIA exemption 6.

Exemption 6 protects information that would constitute an unwarranted invasion of personal privacy. As the March 1 response noted, TVA must balance the privacy interest of its employees against any public interest in the requested information. Disclosure occurs only when the public interest clearly warrants the invasion of an individual's privacy.

In this case, you have asserted that the public has an interest in knowing the salaries of the individuals that TVA has hired to serve the public. You have stated this in the context of the relationship between TVA and Memphis, specifically TVA's providing power to Memphis Light, Gas and Water ("MLGW"). Any relationship between the salaries of the four individuals, three of whom are not involved at all with Memphis or MLGW, to the public interest you've identified is tenuous at best, and it is difficult to see how someone's salary, which bears no relation to TVA's policies, would aid in this interest. Therefore, I find that there is no justification for intruding on the privacy interest of the employees whose salaries you have requested.

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Additionally, TVA maintains confidentiality of salaries not just to protect the privacy of its employees, but also to protect TVA's own ability to recruit and retain individuals in a highly competitive market. Revealing this information would make it far simpler for other entities to recruit talent away from TVA, undermining TVA's ability to serve the public in its service territory. Therefore, Exemption 5 was properly applied in this case to bar disclosure of this information.

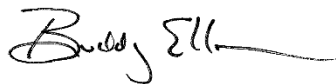
For the reasons stated above, I uphold the FOIA Officer's initial determination.

This is TVA's final determination on your FOIA request. Under the FOIA, you have the opportunity to seek judicial review of this final determination. The provisions of 5 U.S.C. § 552(a)(4)(B) provide the processes for seeking such review.

Alternatively, the Office of Government Information Services (OGIS), the Federal FOIA Ombudsman, offers mediation services to resolve disputes between FOIA requesters and federal agencies as a non-exclusive alternative to litigation. Using OGIS services does not affect your right to pursue litigation. You may contact OGIS in any of the following ways:

Office of Government Information Services
National Archives and Records Administration
8601 Adelphi Road (OGIS)
College Park, MD 20740-6001
ogis@nara.gov
ogis.archives.gov
Phone: 202-741-5770
Phone (toll-free) 1-877-684-6448

Sincerely,

A handwritten signature in black ink, appearing to read "Buddy Eller", with a long horizontal flourish extending to the right.

Buddy Eller
Vice President, Communications & Public Relations