

1812

Form **990**Department of the Treasury  
Internal Revenue Service**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**2018**Open to Public  
Inspection**A For the 2018 calendar year, or tax year beginning****and ending**

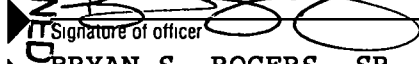
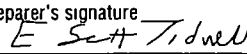
<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C Name of organization</b> <b>OLD DOMINION ELECTRIC COOPERATIVE</b>		<b>D Employer identification number</b> <b>23-7048405</b>
	Doing business as		<b>E Telephone number</b> <b>(804) 747-0592</b>
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	<b>G Gross receipts \$</b> <b>943,340,045.</b>
	City or town, state or province, country, and ZIP or foreign postal code <b>GLEN ALLEN, VA 23060</b>		<b>H(a) Is this a group return for subordinates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	<b>F Name and address of principal officer</b> <b>MARCUS M. HARRIS</b> <b>SAME AS C ABOVE</b>		<b>H(b) Are all subordinates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
<b>I Tax-exempt status</b> <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) ( <b>12</b> ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J Website:</b> <b>WWW.ODEC.COM</b>			
<b>K Form of organization</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			<b>L Year of formation</b> <b>1948</b> <b>M State of legal domicile:</b> <b>VA</b>

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities <b>PROVIDE WHOLESALE POWER TO MEMBER COOPERATIVES</b>	
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets	
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>22</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>22</b>
	<b>5</b> Total number of individuals employed in calendar year 2018 (Part V, line 2a)	<b>156</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>0</b>
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>0.</b>
<b>7b</b> Net unrelated business taxable income from Form 990-T, line 38	<b>4,444.</b>	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>0.</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	<b>53,106,524.</b>
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>34,584,588.</b>
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>195,708.</b>
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>787,886,820.</b>
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>417,936.</b>
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	<b>26,626,822.</b>
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>17,836,487.</b>
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	<b>0.</b>
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>0.</b>	<b>0.</b>
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>741,917,665.</b>
	<b>18</b> Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>786,798,910.</b>
	<b>19</b> Revenue less expenses - Subtract line 18 from line 12	<b>1,087,910.</b>
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	<b>2203416000.</b>
	<b>21</b> Total liabilities (Part X, line 26)	<b>1768175327.</b>
	<b>22</b> Net assets or fund balances - Subtract line 21 from line 20	<b>435,240,673.</b>
		<b>448,519,104.</b>

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	<b>Signature of officer</b> 		<b>Date</b> <b>11/14/19</b>	
	<b>BRYAN S. ROGERS, SR. VP &amp; CFO</b>			
<b>Paid Preparer</b>	<b>Print preparer's name</b> <b>SCOTT TIDWELL</b>	<b>Preparer's signature</b> 	<b>Date</b> <b>11-13-19</b>	<b>Check if self-employed</b> <input type="checkbox"/>
	<b>Firm's name</b> <b>ERNST &amp; YOUNG</b>	<b>Firm's EIN</b> <b>34-6565596</b>	<b>PTIN</b> <b>P01729213</b>	
<b>Use Only</b>	<b>Firm's address</b> <b>100 NORTH TYRON STREET #3800</b> <b>CHARLOTTE, NC 28202</b>		<b>Phone no.</b> <b>(704) 372-6300</b>	

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

637

12

**Part III** Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☐**1** Briefly describe the organization's mission:**PROVIDE WHOLESALE POWER TO MEMBER COOPERATIVES****2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No


If "Yes," describe these new services on Schedule O

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)**OLD DOMINION IS A NOT-FOR-PROFIT WHOLESALE POWER SUPPLY COOPERATIVE ENGAGED IN THE BUSINESS OF PROVIDING WHOLESALE ELECTRIC SERVICE TO ITS MEMBER COOPERATIVES.****4b** (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)**4c** (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)**4d** Other program services (Describe in Schedule O.)

(Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

**4e** Total program service expenses 

Form 990 (2018)

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**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>		X
<b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?		X
<b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	X	
<b>4</b> <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		
<b>5</b> Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
<b>6</b> Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
<b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
<b>9</b> Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
<b>10</b> Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
<b>11</b> If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
<b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
<b>b</b> Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
<b>c</b> Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
<b>d</b> Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
<b>f</b> Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
<b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?		X
<b>b</b> Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
<b>15</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
<b>16</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
<b>17</b> Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
<b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
<b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
<b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
<b>21</b> Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>22</b> Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	X	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
<b>24b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
<b>24c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
<b>24d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
<b>25a</b> <b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		
<b>25b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		
<b>26</b> Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If "Yes," complete Schedule L, Part II		X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
<b>28a</b> A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
<b>28b</b> A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
<b>28c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	X	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
<b>35b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		X
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O.

**Part V Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response or note to any line in this Part V ☐

	Yes	No
<b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
<b>1b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
<b>1c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	

**Part V** Statements Regarding Other IRS Filings and Tax Compliance (continued)

		Yes	No
<b>2a</b> Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 156		
<b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	X	
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X	
<b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b	X	
<b>4a</b> At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
<b>b</b> If "Yes," enter the name of the foreign country See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)			
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
<b>c</b> If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
<b>6a</b> Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>			
<b>a</b> Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		
<b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		
<b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year	7d		
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
<b>8 Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8		
<b>9 Sponsoring organizations maintaining donor advised funds.</b>			
<b>a</b> Did the sponsoring organization make any taxable distributions under section 4966?	9a		
<b>b</b> Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b		
<b>10 Section 501(c)(7) organizations.</b> Enter			
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12	10a		
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
<b>11 Section 501(c)(12) organizations.</b> Enter			
<b>a</b> Gross income from members or shareholders	11a 880721268.		
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b 125309786.		
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	12a		
<b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>			
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O	13a		
<b>b</b> Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
<b>c</b> Enter the amount of reserves on hand	13c		
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
<b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		
<b>15</b> Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N	15		X
<b>16</b> Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O	16		X

Form 990 (2018)

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI ☒

**Section A. Governing Body and Management**

	Yes	No
<b>1a</b> Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	22	
<b>1b</b> Enter the number of voting members included in line 1a, above, who are independent	22	
<b>2</b> Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
<b>3</b> Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	X
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
<b>6</b> Did the organization have members or stockholders?	6	X
<b>7a</b> Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X
<b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b> The governing body?	8a	X
<b>b</b> Each committee with authority to act on behalf of the governing body?	8b	X
<b>9</b> Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.	9	X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
<b>10a</b> Did the organization have local chapters, branches, or affiliates?	10a	X
<b>b</b> If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
<b>11a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
<b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b> Did the organization have a written conflict of interest policy? If "No," go to line 13.	12a	X
<b>b</b> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
<b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done.	12c	X
<b>13</b> Did the organization have a written whistleblower policy?	13	X
<b>14</b> Did the organization have a written document retention and destruction policy?	14	X
<b>15</b> Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
<b>a</b> The organization's CEO, Executive Director, or top management official	15a	X
<b>b</b> Other officers or key employees of the organization. If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	15b	X
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
<b>b</b> If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	X

**Section C. Disclosure**

**17** List the states with which a copy of this Form 990 is required to be filed **VA, IN**

**18** Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

**19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

**20** State the name, address, and telephone number of the person who possesses the organization's books and records **BRYAN ROGERS - (804) 968-4035**  
**4201 DOMINION BOULEVARD, GLEN ALLEN, VA 23060**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Check if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) J. WILLIAM ANDREW, JR. VICE-CHAIRMAN	6.00	X		X				0.	0.	0.
(2) PAUL BROWN BOARD MEMBER	9.00	X						47,350.	0.	0.
(3) JOHN J. BURKE, JR. BOARD MEMBER	6.00	X						47,100.	0.	0.
(4) DARLENE CARPENTER BOARD MEMBER	6.00	X						46,100.	0.	0.
(5) EARL CURRIN BOARD MEMBER	7.00	X						47,850.	0.	0.
(6) E. GARRISON DRUMMOND BOARD MEMBER	6.00	X						45,600.	0.	0.
(7) JEFFREY S. EDWARDS BOARD MEMBER	6.00	X						0.	0.	0.
(8) KENT D. FARMER SECRETARY/TREASURER	10.00	X		X				0.	0.	0.
(9) CHAD N. FOWLER BOARD MEMBER	6.00	X						46,100.	0.	0.
(10) FRED C. GARBER BOARD MEMBER	6.00	X						47,100.	0.	0.
(11) HUNTER R. GREENLAW, JR. BOARD MEMBER	6.00	X						47,350.	0.	0.
(12) STEVE HARMON BOARD MEMBER	6.00	X						0.	0.	0.
(13) MICHAEL W. HASTINGS BOARD MEMBER	6.00	X						0.	0.	0.
(14) BRUCE A. HENRY BOARD MEMBER	6.00	X						45,600.	0.	0.
(15) DAVID J. JONES BOARD MEMBER	6.00	X						46,600.	0.	0.
(16) MICHAEL J. KEYSER BOARD MEMBER	6.00	X						0.	0.	0.
(17) JOHN C. LEE, JR. BOARD MEMBER	6.50	X						0.	0.	0.

**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) MICHAEL E. MALANDRO BOARD MEMBER	6.00	X						0.	0.	0.
(19) KEITH L. SWISHER BOARD MEMBER	6.00	X						46,100.	0.	0.
(20) MICHAEL I. WHEATLEY BOARD MEMBER	6.00	X						0.	0.	0.
(21) GREGORY W. WHITE BOARD MEMBER	6.00	X						0.	0.	0.
(22) BELVIN WILLIAMSON JR. BOARD MEMBER	6.00	X						0.	0.	0.
(23) MARCUS M. HARRIS PRESIDENT & CEO	40.00			X				528,653.	0.	89,646.
(24) BRYAN S. ROGERS SR VP & CFO	40.00			X				237,404.	0.	131,981.
(25) RICHARD R. BEAM SR. VP POWER SUPPLY	40.00			X				316,230.	0.	409,039.
(26) JACKSON E. REASOR (FORMER) PRESIDENT & CEO	40.00			X				923,766.	0.	20,030.
<b>1b Sub-total</b>								2,518,903.	0.	650,696.
<b>c Total from continuation sheets to Part VII, Section A</b>								1,277,032.	0.	868,614.
<b>d Total (add lines 1b and 1c)</b>								3,795,935.	0.	1519310.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **88**

- 3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ACES POWER MARKETING 4140 W 99TH STREET, CARMEL, IN 46032	ENERGY MANAGEMENT	2,332,014.
BURNS & MCDONNELL, 7201 GLEN FOREST DRIVE #100, RICHMOND, VA 23226	ENGINEERING CONSULTANT	2,202,864.
LECLAIRRYAN 919 E MAIN STREET, RICHMOND, VA 23219	LEGAL SERVICES	1,815,280.
THOMPSON COBURN, LLP 1909 K STREET NW #600, WASHINGTON, DC 20006	LEGAL SERVICES	636,312.
ORRICK, HERRINGTON & SUTCLIFFE 1152 15TH STREET NW, WASHINGTON, DC 20005	LEGAL SERVICES	587,122.
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization <b>31</b>		

SEE PART VII, SECTION A CONTINUATION SHEETS

Form 990 (2018)



**Part VIII** Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f					
	g	Noncash contributions included in lines 1a-1f \$						
	h	<b>Total.</b> Add lines 1a-1f						
Program Service Revenue			<b>Business Code</b>					
	2 a	OPERATING REV - MEMBER	424000	865,409,302.	865,409,302.			
	b	OP. REV. - NON-MEMBER	424000	67,158,677.	67,158,677.			
	c							
	d							
	e							
	f	All other program service revenue						
	g	<b>Total.</b> Add lines 2a-2f		932,567,979.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		10,542,123.			10,542,123.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross rents	(i) Real	(ii) Personal				
		b	Less rental expenses					
		c	Rental income or (loss)					
		d	Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b	Less cost or other basis and sales expenses		0.			
		c	Gain or (loss)		<9,044.>			
		d	Net gain or (loss)		<9,044.>			<9,044.>
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a					
		b	Less direct expenses	b				
		c	Net income or (loss) from fundraising events					
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
		b	Less direct expenses	b				
		c	Net income or (loss) from gaming activities					
	10 a	Gross sales of inventory, less returns and allowances	a					
b		Less cost of goods sold	b					
c		Net income or (loss) from sales of inventory						
Miscellaneous Revenue			<b>Business Code</b>					
11 a	MISC. NON-OPERATING INC	900099	251,348.	251,348.				
b	ACES	900099	<12,361.>			<12,361.>		
c								
d	All other revenue							
e	<b>Total.</b> Add lines 11a-11d		238,987.					
12	<b>Total revenue.</b> See instructions		943,340,045.	932,819,327.	0.	10,520,718.		

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

☒ X

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	367,695.			
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members	13,278,427.			
5 Compensation of current officers, directors, trustees, and key employees	1,724,804.			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	10,546,877.			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	3,043,635.			
9 Other employee benefits	1,335,006.			
10 Payroll taxes	1,253,278.			
11 Fees for services (non-employees)				
a Management				
b Legal	2,543,226.			
c Accounting	350,800.			
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	5,034,252.			
12 Advertising and promotion	105,564.			
13 Office expenses	1,222,295.			
14 Information technology				
15 Royalties				
16 Occupancy	341,307.			
17 Travel	248,346.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	411,634.			
20 Interest	60,482,202.			
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	46,559,339.			
23 Insurance	438,700.			
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a POWER COSTS	510,748,681.			
b PROD & MAINT - FOSSIL F	174,637,543.			
c PROD & MAINT - MAINTENA	58,541,429.			
d PROD & MAINT - ADMIN &	18,285,449.			
e All other expenses	26,807,788.			
25 Total functional expenses. Add lines 1 through 24e	938,308,277.			
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**Check if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
<b>Assets</b>	1 Cash - non-interest-bearing	2,375,941.	1	498,056.
	2 Savings and temporary cash investments	35,596.	2	22,241,630.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	93,511,542.	4	93,719,987.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	52,766,407.	8	54,493,918.
	9 Prepaid expenses and deferred charges	58,494,693.	9	73,781,962.
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	10a 2640833031.		
	b Less accumulated depreciation	10b 1000936675.	10c	1639896356.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11	292,941,122.	12	176,487,185.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	2203416000.	16	2061119094.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	137,855,825.	17	157,161,086.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	1239187574.	23	1198932724.
	24 Unsecured notes and loans payable to unrelated third parties	43,400,000.	24	0.
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	347,731,928.	25	256,506,180.
	26 <b>Total liabilities.</b> Add lines 17 through 25	1768175327.	26	1612599990.
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	0.	30	0.
	31 Paid-in or capital surplus, or land, building, or equipment fund	0.	31	0.
	32 Retained earnings, endowment, accumulated income, or other funds	435,240,673.	32	448,519,104.
	33 <b>Total net assets or fund balances</b>	435,240,673.	33	448,519,104.
34 <b>Total liabilities and net assets/fund balances</b>	2203416000.	34	2061119094.	

Form 990 (2018)

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	943,340,045.
2	Total expenses (must equal Part IX, column (A), line 25)	2	938,308,277.
3	Revenue less expenses Subtract line 2 from line 1	3	5,031,768.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	435,240,673.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	8,246,663.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	448,519,104.

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response or note to any line in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2018)

**SCHEDULE C**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Political Campaign and Lobbying Activities**

For Organizations Exempt From Income Tax Under section 501(c) and section 527  
▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**  
▶ **Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**

OMB No 1545-0047

**2018**

**Open to Public  
Inspection**

If the organization answered "Yes," on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of organization **OLD DOMINION ELECTRIC COOPERATIVE** Employer identification number **23-7048405**

**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political campaign activity expenditures ▶ \$ **36,750.**
- 3 Volunteer hours for political campaign activities

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?  
☐ Yes ☐ No
- 4a Was a correction made?  
☐ Yes ☐ No
- b If "Yes," describe in Part IV

**Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ **36,750.**
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ \$ **36,750.**
- 4 Did the filing organization file Form 1120-POL for this year? ☒ Yes ☐ No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
ACRE	ARLINGTON, VA 22203	54-6134963	15,750.	0.
JOE LINDSEY FOR DELEGATE	NORFOLK, VA 23510		1,000.	0.
VA CHAMBER POLITICAL ACTION COMMITTEE	RICHMOND, VA 23219		1,000.	0.
COLONIAL LEADERSHIP TRUST	COLONIAL HEIGHTS, VA 23834		1,000.	0.
VIRGINIA SENATE REPUBLICAN CAUCUS	WILLIAMSBURG, VA 23187		500.	0.
VIRGINIA LEGISLATIVE BLACK CAUCUS	1104 WEST AVENUE HAMPTON, VA 2366	03-0506214	2,500.	0.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule C (Form 990 or 990-EZ) 2018

LHA

SEE PART IV FOR CONTINUATION

832041 11-08-18

**Part II-A** Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B** Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
<b>1a</b> Total lobbying expenditures to influence public opinion (grass roots lobbying)															
<b>b</b> Total lobbying expenditures to influence a legislative body (direct lobbying)															
<b>c</b> Total lobbying expenditures (add lines 1a and 1b)															
<b>d</b> Other exempt purpose expenditures															
<b>e</b> Total exempt purpose expenditures (add lines 1c and 1d)															
<b>f</b> Lobbying nontaxable amount Enter the amount from the following table in both columns															
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
<b>g</b> Grassroots nontaxable amount (enter 25% of line 1f)															
<b>h</b> Subtract line 1g from line 1a. If zero or less, enter -0-															
<b>i</b> Subtract line 1f from line 1c. If zero or less, enter -0-															
<b>j</b> If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?															

☐ Yes ☐ No
**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.

See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) Total
<b>2a</b> Lobbying nontaxable amount					
<b>b</b> Lobbying ceiling amount (150% of line 2a, column (e))					
<b>c</b> Total lobbying expenditures					
<b>d</b> Grassroots nontaxable amount					
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					
<b>f</b> Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2018

**Part II-B** Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
<b>a</b> Volunteers?			
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1j)?			
<b>c</b> Media advertisements?			
<b>d</b> Mailings to members, legislators, or the public?			
<b>e</b> Publications, or published or broadcast statements?			
<b>f</b> Grants to other organizations for lobbying purposes?			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
<b>i</b> Other activities?			
<b>j</b> Total. Add lines 1c through 1i			
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

**Part III-A** Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members?	<b>1</b>	
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?	<b>2</b>	
<b>3</b> Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year?	<b>3</b>	

**Part III-B** Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

<b>1</b> Dues, assessments and similar amounts from members	<b>1</b>	
<b>2</b> Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
<b>a</b> Current year	<b>2a</b>	
<b>b</b> Carryover from last year	<b>2b</b>	
<b>c</b> Total	<b>2c</b>	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	<b>3</b>	
<b>4</b> If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	<b>4</b>	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions)	<b>5</b>	

**Part IV** Supplemental Information

Provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, lines 1 and 2 (see instructions), and Part II-B, line 1. Also, complete this part for any additional information.

**PART I-A, LINE 1:**

OLD DOMINION ELECTRIC COOPERATIVE (ODEC) ENGAGES WITH OUR GOVERNMENT AT THE LOCAL, STATE AND FEDERAL LEVELS ON VARIOUS ISSUES INCLUDING BUT NOT LIMITED TO REGULATIONS, POLICIES AND LEGISLATION THAT WOULD HARM OUR INDUSTRY, MAKE GENERATION OF ELECTRICITY COST MORE OR AFFECT RELIABILITY. ODEC SPEAKS DIRECTLY TO AGENCY STAFF, ADMINISTRATORS AND

Schedule C (Form 990 or 990-EZ) 2018

**Part IV** Supplemental Information *(continued)*

LEGISLATORS ABOUT THE IMPACTS OF LEGISLATION AND REGULATION ON OUR  
MEMBER OWNERS.

## PART I-C CONTINUATION:

VIRGINIA DEMOCRATIC CAUCUS - COMMONWEALTH VICTORY FUND

919 EAST MAIN STREET SUITE 900 RICHMOND, VA 23219

EIN: 54-1971319 COL (D) AMOUNT: 15000. COL (E) AMOUNT: 0.



**SCHEDULE D**  
**(Form 990)**Department of the Treasury  
Internal Revenue Service**Supplemental Financial Statements**▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**  
▶ **Attach to Form 990.**▶ **Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**

OMB No 1545-0047

**2018****Open to Public Inspection**

Name of the organization

OLD DOMINION ELECTRIC COOPERATIVE

Employer identification number  
23-7048405**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" on Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

**Part II Conservation Easements.** Complete if the organization answered "Yes" on Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenue included on Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenue included on Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2018

832051 10-29-18

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition  
 b ☐ Scholarly research  
 c ☐ Preservation for future generations  
 d ☐ Loan or exchange programs  
 e ☐ Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

- c Beginning balance  
 d Additions during the year  
 e Distributions during the year  
 f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII ☐

**Part V Endowment Funds.** Complete if the organization answered "Yes" on Form 990, Part IV, line 10

1a Beginning of year balance

- b Contributions  
 c Net investment earnings, gains, and losses  
 d Grants or scholarships  
 e Other expenditures for facilities and programs  
 f Administrative expenses  
 g End of year balance

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a					
b					
c					
d					
e					
f					
g					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment ☐ %  
 b Permanent endowment ☐ %  
 c Temporarily restricted endowment ☐ %

The percentages on lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

- (i) unrelated organizations  
 (ii) related organizations

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds

**Part VI Land, Buildings, and Equipment.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		44,907,822.		44,907,822.
b Buildings		208,536,227.	135,229,950.	73,306,277.
c Leasehold improvements		733,074.	387,809.	345,265.
d Equipment		219,727,800.	719,280,953.	147,799,705.
e Other		189,377,904.	146,037,963.	43,339,941.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				163,989,635.

Schedule D (Form 990) 2018

**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) CAPITAL TERM CERTIFICATES	41,933.	COST
(B) DECOMMISSIONING FUND	173,951,135.	END-OF-YEAR MARKET VALUE
(C) HOMESTEAD FUND - DEFERRED		
(D) COMP PLAN	393,517.	END-OF-YEAR MARKET VALUE
(E) COBANK STOCK	85,560.	COST
(F) INVESTMENT ACES - BOOKED		
(G) AT COST	1,240,734.	COST
(H) INVESTMENT NRCO	69,353.	COST
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	176,487,185.	

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

**Part IX Other Assets.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

**Part X Other Liabilities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) OTHER DEFERRED CREDITS	403,516.
(3) UNAMORT GAIN REACQUISITION - 93A	
(4) 2023	289,773.
(5) OTHER REGULATORY LIABILITY - FAS	
(6) 143	89,145,559.
(7) ASSET RETIREMENT OBLIGATION	130,488,305.
(8) REG LIAB - DECOMMISSION MTM	35,587,972.
(9) NY MEX MARG MTM	591,055.
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.)	256,506,180.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII. ☒

Schedule D (Form 990) 2018

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII )	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII )	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII )	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII )	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	

**Part XIII Supplemental Information.**

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

**PART X, LINE 2:**

AS A NOT-FOR-PROFIT ELECTRIC COOPERATIVE, WE ARE CURRENTLY EXEMPT FROM  
 FEDERAL INCOME TAXATION UNDER IRC SECTION 501(C)(12), AND WE INTEND TO  
 CONTINUE TO OPERATE IN THIS MANNER. BASED ON OUR ASSESSMENT AND  
 EVALUATIONS OF RELEVANT AUTHORITY, WE BELIEVE WE COULD SUSTAIN TREATMENT  
 AS A TAX-EXEMPT UTILITY IN THE EVENT OF A CHALLENGE OF OUR TAX STATUS.  
 ACCORDINGLY, NO PROVISION FOR INCOME TAXES HAS BEEN RECORDED BASED ON  
 ODEC'S OPERATIONS IN THE ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS.



**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**  
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2018**

Open to Public  
Inspection

Name of the organization

**OLD DOMINION ELECTRIC COOPERATIVE**

Employer identification number  
**23-7048405**

**Part I General Information on Grants and Assistance**

**1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☐ Yes ☒ No

**2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

**Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments.** Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BOYS & GIRLS CLUB OF CECIL COUNTY P.O. BOX 1737 ELKTON, MD 21922	52-2190263	501(C)(3)	12,500.	0.			SUMMER PROGRAM
CECIL COLLEGE FOUNDATION 1 SEAHAWK DRIVE NORTH EAST, MD 21901	23-7345298	501(C)(3)	10,000.	0.			GENERAL SUPPORT
CENTER FOR RURAL VIRGINIA 600 E MAIN STREET SUITE 300 RICHMOND, VA 23219	05-0616386	501(C)(3)	5,500.	0.			GOLD SPNSR-4 TICKTS RCR & GOV. SUMMIT
HABITAT FOR HUMANITY SUSQUEHANNA 205 S. HAYS STREET BEL AIR, MD 21014	52-1848933	501(C)(3)	5,200.	0.			FRAMING THE FUTURE SPONSORSHIP
WATER WITCH FIRE COMPANY P.O. BOX 324 PORT DEPOSIT, MD 21904	52-6055358	501(C)(3)	25,000.	0.			NEW AMBULANCE
YMCA SOUTH BOSTON/HALIFAX COUNTY 650 HAMILTON BLVD SOUTH BOSTON, VA 24592	54-0951231	501(C)(3)	25,000.	0.			GENERAL SUPPORT

**2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

▶ 13.

**3** Enter total number of other organizations listed in the line 1 table

▶ 0.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2018)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GORDONSVILLE VOLUNTEER FIRE COMPANY - P.O. BOX 297 - GORDONSVILLE, VA 22942	54-6076193	501(C)(3)	25,000.	0.			DONATIONS TOWARDS FIRE EQUIPMENT
HALIFAX COUNTY CHAMBER OF COMMERCE P.O. BOX 399 SOUTH BOSTON, VA 24592	54-0641363	501(C)(3)	5,450.	0.			STRATEGIC PLANNING DONATION
PLUMPTON PARK ZOOLOGICAL GARDENS INC - 1416 TELEGRAPH ROAD - RISING SUN, MD 21911	52-1548155	501(C)(3)	10,000.	0.			GP FOR JIMMY GIRAPPE
VIRGINIA WAR MEMORIAL EDUCATIONAL FOUNDATION, INC. - 621 S. BELVDERE STREET - RICHMOND, VA 23220	31-1647903	501(C)(3)	7,000.	0.			GENERAL SUPPORT
VIRGINIA MARYLAND DELAWARE ASSOCIATION OF ELECTRIC COOPERATIVES - 4201 DOMINION BLVD - GLEN ALLEN, VA 23060	54-0553861	501(C)(3)	15,000.	0.			FUNDING STATUE
THE VIRGINIA FOUNDATION FOR COMMUNITY COLLEGE EDUCATION - 300 ARBORETUM PLACE, SUITE 200 - RICHMOND, VA 23236	23-7004354	501(C)(3)	10,000.	0.			GENERAL SUPPORT
UNION HOSPITAL OF CECIL COUNTY FOUNDATION INC - 106 BOW STREET - ELKTON, MD 21921	52-1794552	501(C)(3)	7,000.	0.			GENERAL SUPPORT

Schedule I (Form 990)

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.



**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest  
Compensated Employees

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 23.**

▶ **Attach to Form 990.**

▶ **Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**

OMB No 1545-0047

**2018**

**Open to Public  
Inspection**

Employer identification number

23-7048405

OLD DOMINION ELECTRIC COOPERATIVE

**Part I Questions Regarding Compensation**

	Yes	No
<b>1a</b> Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (such as maid, chauffeur, chef)		
<b>b</b> If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain		
<b>2</b> Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?		
<b>3</b> Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <input checked="" type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee		
<b>4</b> During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization: <b>a</b> Receive a severance payment or change-of-control payment? <b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? <b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.	<b>4a</b> X <b>4b</b> X <b>4c</b> X	
<b>Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</b>		
<b>5</b> For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: <b>a</b> The organization? <b>b</b> Any related organization? If "Yes" on line 5a or 5b, describe in Part III	<b>5a</b> <b>5b</b>	
<b>6</b> For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: <b>a</b> The organization? <b>b</b> Any related organization? If "Yes" on line 6a or 6b, describe in Part III	<b>6a</b> <b>6b</b>	
<b>7</b> For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III	<b>7</b>	
<b>8</b> Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	<b>8</b>	
<b>9</b> If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	<b>9</b>	

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2018



**Part III** Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 7, and 8, and for Part II. Also complete this part for any additional information.

**PART I, LINES 4A-B:**

IN 2018, IN CONNECTION WITH THE EXECUTION OF THE EMPLOYMENT AGREEMENT WITH

MR. HARRIS, WE ADOPTED THE DEFERRED COMPENSATION PLAN FOR THE PURPOSE OF

PROVIDING SUPPLEMENTAL DEFERRED COMPENSATION TO MR. HARRIS IN AN AMOUNT

WITHIN THE STATUTORY MAXIMUMS PERMITTED UNDER IRC SECTION 457. THE

DEFERRED COMPENSATION PLAN IS RESTRICTED TO THOSE EXECUTIVE EMPLOYEES

DESIGNATED BY OUR BOARD OF DIRECTORS WHO ARE GENERALLY RESPONSIBLE FOR

ONGOING OPERATIONS, RESPONSIBLE FOR AND HAVE GENERAL SUPERVISION OVER THE

OVERALL FINANCIAL CONDITION, RESPONSIBLE FOR SETTING AND EXECUTING OVERALL

CORPORATE POLICIES AND PRACTICES, AND RESPONSIBLE FOR SUPERVISING LARGE

NUMBERS OF EMPLOYEES AND WHO ELECT TO PARTICIPATE IN THE DEFERRED

COMPENSATION PLAN BY AGREEING TO A DEFERRAL OF A PORTION OF THEIR CURRENT

COMPENSATION. CURRENTLY, MR. HARRIS IS THE ONLY PARTICIPANT IN THE DEFERRED

COMPENSATION PLAN. A \$13,104 CONTRIBUTION WAS MADE TO THE PLAN IN 2018.

**FORM 990, SCHEDULE J, PART II:**

JACK REASOR RETIRED FROM ODEC EFFECTIVE JANUARY 15, 2018 AND IN

ACCORDANCE WITH THE AMENDMENT TO HIS EMPLOYMENT AGREEMENT, RECEIVED

\$589,139 IN CASH SEPARATION PAYMENTS. MR. REASOR ALSO RECEIVED A

<b>Part III</b>	<b>Supplemental Information</b>
-----------------	---------------------------------

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information

**\$209,764 PAYOUT FROM A NONQUALIFIED BENEFIT PLAN IN 2018.**

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

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Name of the organization

OLD DOMINION ELECTRIC COOPERATIVE

Employer identification number  
23-7048405

FORM 990, PART VI, SECTION A, LINE 6:

OLD DOMINION ELECTRIC COOPERATIVE IS A COOPERATIVE OWNED BY 11 MEMBERS. NO  
MEMBER OWNS MORE THAN 50%.

FORM 990, PART VI, SECTION B, LINE 11B:

A FINAL DRAFT OF THE 990 IS PROVIDED TO THE BOARD OF DIRECTORS FOR REVIEW.  
THE 990 IS REVIEWED BY AN OFFICER OF THE ORGANIZATION BEFORE FILING WITH  
THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C:

THE CONFLICT OF INTEREST POLICY IS INCLUDED IN THE COMPANY'S CODE OF  
ETHICS, WHICH IS SIGNED BY ALL EMPLOYEES AND BOARD MEMBERS. GENERAL  
COUNSEL SERVES AS THE COMPLIANCE OFFICER TO ADMINISTER THE CODE OF ETHICS.  
WHEN CONTACTED, THE COMPLIANCE OFFICER IS OBLIGATED TO RECORD ANY REPORT  
ALLEGING A VIOLATION OF THE CODE AND TO TAKE EFFECTIVE STEPS TO INVESTIGATE  
SUCH REPORT. PERIODICALLY, AS DETERMINED AND REQUESTED BY THE  
PRESIDENT/CEO, THE COMPLIANCE OFFICER WILL SUBMIT A MEMORANDUM OUTLINING  
THE COMPLAINTS HE HAS RECEIVED FOR THAT PERIOD, THE RESULTS OF ALL  
INVESTIGATIONS, AND RECOMMENDATIONS FOR REMEDIAL ACTION.

FORM 990, PART VI, SECTION B, LINE 15:

GENERAL PHILOSOPHY

OUR COMPENSATION PHILOSOPHY HAS FOUR OBJECTIVES:

1. ATTRACT AND RETAIN A QUALIFIED, DIVERSE WORKFORCE THROUGH A

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2018)

832211 10-10-18

Name of the organization

OLD DOMINION ELECTRIC COOPERATIVE

Employer identification number  
23-7048405

COMPETITIVE COMPENSATION PROGRAM;

2. PROVIDE EQUITABLE AND FAIR COMPENSATION;

3. SUPPORT OUR BUSINESS STRATEGY; AND

4. ENSURE COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS.

TOTAL COMPENSATION PACKAGE

WE COMPENSATE OUR CEO THROUGH THE USE OF A TOTAL COMPENSATION PACKAGE WHICH INCLUDES BASE SALARY, COMPETITIVE BENEFITS, AND THE POTENTIAL OF A BONUS. OUR CEO'S BASE SALARY IS DERIVED FROM THIRD PARTY MARKET DATA BASED UPON NATIONAL COMPENSATION SURVEYS. THE NATIONAL COMPENSATION SURVEY DATA INCLUDES DATA FROM THE LABOR MARKET FOR POSITIONS OF SIMILAR RESPONSIBILITIES. THE COMPENSATION OF OUR CEO IS REVIEWED BY THE EXECUTIVE COMMITTEE OF OUR BOARD OF DIRECTORS AND THEY PROVIDE A RECOMMENDATION TO OUR ENTIRE BOARD OF DIRECTORS. THE ENTIRE BOARD OF DIRECTORS APPROVES OUR CEO'S COMPENSATION.

WE COMPENSATE OUR OTHER SENIOR MANAGEMENT THROUGH THE USE OF A TOTAL COMPENSATION PACKAGE WHICH INCLUDES BASE SALARY, COMPETITIVE BENEFITS, AND THE POTENTIAL OF A BONUS. THEIR ANNUAL SALARY IS ALSO DERIVED FROM THIRD PARTY MARKET DATA BASED UPON NATIONAL COMPENSATION SURVEYS AND INCLUDES DATA FROM THE LABOR MARKET FOR POSITIONS OF SIMILAR RESPONSIBILITIES.

TARGETED OVERALL COMPENSATION

OUR COMPENSATION PROGRAM UTILIZES ACCURATE, DETAILED JOB DESCRIPTIONS FOR ALL OF OUR EMPLOYEES, INCLUDING SENIOR MANAGEMENT WITH THE EXCEPTION OF THE CEO, AS AN INSTRUMENT TO ESTABLISH BENCHMARKED POSITIONS. THE MARKET

Name of the organization

OLD DOMINION ELECTRIC COOPERATIVE

Employer identification number  
23-7048405

COMPENSATION INFORMATION FOR EACH POSITION IS DERIVED FROM SALARY DATA PROVIDED BY THIRD PARTIES THROUGH NATIONAL SURVEYS AND INCLUDES SALARY DATA FOR POSITIONS WITHIN THE DETERMINED COMPETITIVE LABOR MARKET. OUR JOB DESCRIPTIONS ARE REVIEWED ANNUALLY AND INCLUDE ESSENTIAL AND NON-ESSENTIAL RESPONSIBILITIES, REQUIRED KNOWLEDGE, SKILLS AND ABILITIES, FORMAL EDUCATION AND EXPERIENCE NECESSARY TO ACCOMPLISH THE REQUIREMENTS OF THE POSITION WHICH IN TURN HELPS US ACHIEVE OPERATIONAL GOALS. UTILIZING THIS INFORMATION, OUR HUMAN RESOURCES DEPARTMENT DETERMINES A MARKET-BASED SALARY FOR EACH POSITION BASED UPON SALARY SURVEY DATA PROVIDED BY THIRD PARTIES. A THIRD-PARTY CONSULTANT REVIEWS THE MARKET-BASED SALARY DATA WE COMPILED FOR REASONABLENESS AND FAIRNESS ANNUALLY. OUR BOARD OF DIRECTORS HAS DEFINED MARKET-BASED SALARY AS APPROXIMATELY 95% TO 100% OF THE 50TH PERCENTILE OF THE MARKET, EXCLUDING NEW HIRES THAT MAY BE HIRED AT 90% OF THE 50TH PERCENTILE OF MARKET UNTIL A LEARNING PERIOD IS COMPLETE.

# PROCESS

OUR BOARD OF DIRECTORS HAS DELEGATED TO OUR CEO THE AUTHORITY TO ESTABLISH AND ADJUST COMPENSATION FOR ALL EMPLOYEES OTHER THAN HIMSELF. WE HAVE A SUB-COMMITTEE OF OUR BOARD OF DIRECTORS, THE EXECUTIVE COMMITTEE, WHICH RECOMMENDS COMPENSATION FOR OUR CEO TO THE ENTIRE BOARD OF DIRECTORS AND THE ENTIRE BOARD OF DIRECTORS APPROVES THE COMPENSATION. THE COMPENSATION FOR ALL OTHER EMPLOYEES, INCLUDING MEMBERS OF SENIOR MANAGEMENT OTHER THAN THE CEO, IS APPROVED BY OUR CEO BASED UPON MARKET-BASED SALARY DATA. ON AN ANNUAL BASIS OUR BOARD OF DIRECTORS REVIEWS THE PERFORMANCE AND COMPENSATION OF OUR CEO AND OUR CEO REVIEWS THE PERFORMANCE AND COMPENSATION OF THE REMAINING SENIOR MANAGEMENT.

Name of the organization

OLD DOMINION ELECTRIC COOPERATIVE

Employer identification number

23-7048405

FORM 990, PART VI, SECTION C, LINE 19:

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY  
AND FINANCIAL STATEMENTS AVAILABLE UPON REQUEST.

FORM 990, PART IX, LINE 4:

LINE 4 CONTAINS CAPITAL CREDITS ALLOCATED TO OUR MEMBERS.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

CLOVER BOOK DEPRECIATION FOR FULL YEAR	-5,409,266.
LEASE EXPENSE CLOVER UNIT 1	187,914.
INTEREST INCOME ON PAYMENT UNDERTAKING	-154,550.
FEDERAL INCOME TAX 1120-POL	-7,697.
BOOK/TAX DIFFERENCES FROM PARTNERSHIP	11,216.
TAX AMORTIZATION OF REA PREPAYMENT	340,619.
PATRONAGE DIVIDENDS REPORTED AS BENEFITS TO MEMBERS EXPENSE	13,278,427.
TOTAL TO FORM 990, PART XI, LINE 9	8,246,663.

FORM 990, PART I, LINE 3 AND PART VI, LINE 1A:

ODEC IS GOVERNED BY A BOARD OF 22 DIRECTORS, CONSISTING OF TWO  
REPRESENTATIVES FROM EACH OF OUR MEMBER DISTRIBUTION COOPERATIVES AND  
ONE REPRESENTATIVE FROM TEC TRADING INC, ITS CLASS B MEMBER. THE  
CHAIRMAN OF THE BOARD CASTS 2 VOTES, ONE FOR HIS COOPERATIVE AND ONE  
FOR TEC.





**Part III** Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year

**Part V** Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36**Note:** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to related organization(s)**c** Gift, grant, or capital contribution from related organization(s)**d** Loans or loan guarantees to or for related organization(s)**e** Loans or loan guarantees by related organization(s)**f** Dividends from related organization(s)**g** Sale of assets to related organization(s)**h** Purchase of assets from related organization(s)**i** Exchange of assets with related organization(s)**j** Lease of facilities, equipment, or other assets to related organization(s)**k** Lease of facilities, equipment, or other assets from related organization(s)**l** Performance of services or membership or fundraising solicitations for related organization(s)**m** Performance of services or membership or fundraising solicitations by related organization(s)**n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)**o** Sharing of paid employees with related organization(s)**p** Reimbursement paid to related organization(s) for expenses**q** Reimbursement paid by related organization(s) for expenses**r** Other transfer of cash or property to related organization(s)**s** Other transfer of cash or property from related organization(s)**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of related organization		(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

