

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): November 15, 2023

Oglethorpe Power Corporation

(An Electric Membership Corporation)

(Exact name of Registrant as specified in its charter)

Georgia
(State of incorporation)

333-192954
(Commission File Number)

58-1211925
(I.R.S. Employer
Identification No.)

2100 East Exchange Place
Tucker, Georgia
(Address of principal executive offices)

30084-5336
(Zip Code)

Registrant's telephone number, including area code **(770) 270-7600**

None

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to section 12(b) of the Act:

Title of each class:	Trading Symbol(s)	Name of each exchange on which registered:
None	N/A	N/A

Item 1.01 Entry into a Material Definitive Agreement

We have substantially similar wholesale power contracts with each of our members. On November 15, 2023, we and each of our members entered into an amendment to the wholesale power contracts extending the term of the contracts from December 31, 2050 to December 31, 2085.

The foregoing description of the amendment to the wholesale power contracts is not complete and is qualified in its entirety by reference to the full text of the amendment, which is filed as Exhibit 10.1 hereto and is incorporated by reference herein.

For additional information regarding our wholesale power contracts with our members, see “Item 1—Business—Oglethorpe Power Corporation—Wholesale Power Contracts” in our annual report on Form 10-K for the fiscal year ended December 31, 2022.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Second Amendment to Amended and Restated Wholesale Power Contract, dated as of November 15, 2023, between Oglethorpe and Altamaha Electric Membership Corporation, together with a schedule identifying 37 other substantially identical Second Amendments.</u>
104	Cover Page Interactive Data File, formatted in Inline XBRL.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**OGLETHORPE POWER CORPORATION
(AN ELECTRIC MEMBERSHIP CORPORATION)**

Date: November 16, 2023

By: /s/ Michael L. Smith

Michael L. Smith

President and Chief Executive Officer

**SECOND AMENDMENT
TO
AMENDED AND RESTATED WHOLESALE POWER CONTRACT**

THIS SECOND AMENDMENT, dated as of November 15, 2023 (this “Second Amendment”) is made to the Amended and Restated Wholesale Power Contract, dated as of January 1, 2003, as previously amended by the First Amendment to Amended and Restated Wholesale Power Contract, dated as of June 1, 2005 (as so amended, the “Wholesale Power Contract”) by and between Oglethorpe Power Corporation (An Electric Membership Corporation) (the “Seller”) and Altamaha Electric Membership Corporation (the “Purchaser”).

WHEREAS, the Purchaser and the Seller desire to provide for an extension of the current term of the Wholesale Power Contract set forth in Section 12.1 of the Wholesale Power Contract.

NOW, THEREFORE, for and in consideration of the mutual agreements set forth herein, the Purchaser and the Seller do hereby agree as follows:

1. Extension of Term. Effective as of the date of this Second Amendment, the second sentence of Section 12.1 of the Wholesale Power Contract is hereby amended to read in its entirety as follows:

This Agreement shall remain in effect until December 31, 2085, and from year to year thereafter unless terminated on December 31, 2085, or any succeeding December 31, by either party’s giving to the other not less than three years’ prior written notice of its intention to terminate.

2. Confirmation of Wholesale Power Contract. Except as expressly amended in this Second Amendment, the Purchaser and the Seller expressly ratify and confirm the Wholesale Power Contract.

[Signatures On Next Page]

IN WITNESS WHEREOF, the Seller and the Purchaser have duly executed and delivered this Second Amendment as of the date first above written.

SELLER:

OGLETHORPE POWER
CORPORATION (AN ELECTRIC
MEMBERSHIP CORPORATION)

By: /s/ Michael L. Smith
Name: Michael L. Smith
Title: President and Chief Executive
Officer

[CORPORATE SEAL]

ATTEST:

By: /s/ Kimberly D. Adams
Name: Kimberly D. Adams
Title: Secretary

PURCHASER:

ALTAMAHA ELECTRIC MEMBERSHIP
CORPORATION

By: /s/ George McLendon
Name: George McLendon
Title: General Manager

[CORPORATE SEAL]

ATTEST:

By: /s/ Brandon Braddy
Name: Brandon Braddy
Title: Board Secretary/Treasurer

Schedule to Exhibit 10.1

Second Amendment to Amended and Restated Wholesale Power Contract

The following is a list of substantially identical Second Amendments to Amended and Restated Wholesale Power Contracts for 37 other electric membership corporations:

1. Amicalola EMC
2. Canoochee EMC
3. Carroll EMC
4. Central Georgia EMC
5. Coastal EMC (d/b/a Coastal Electric Cooperative)
6. Cobb EMC
7. Colquitt EMC
8. Coweta Fayette EMC
9. Diverse Power Incorporated, an EMC
10. Excelsior EMC
11. Flint EMC (d/b/a Flint Energies)
12. Grady EMC
13. Greystone Power Corporation, an EMC
14. Habersham EMC
15. Hart EMC
16. Irwin EMC
17. Jackson EMC
18. Jefferson Energy Cooperative, an EMC
19. Little Ocmulgee EMC
20. Middle Georgia EMC
21. Mitchell EMC
22. Ocmulgee EMC
23. Oconee EMC
24. Okefenoke Rural EMC
25. Planters EMC
26. Rayle EMC
27. Satilla Rural EMC
28. Sawnee EMC
29. Slash Pine EMC
30. Snapping Shoals EMC
31. Southern Rivers Energy, Inc., an EMC
32. Sumter EMC
33. Three Notch EMC
34. Tri-County EMC
35. Upson EMC
36. Walton EMC
37. Washington EMC