

MOTION EXHIBIT 'A'

To: BYRNE, STEPHEN A[SBYRNE@scana.com]; LINDSAY, RONALD[RONALD.LINDSAY@scana.com]
From: BYNUM, ALVIS J JR
Sent: Tue 11/22/2016 3:15:49 PM
Subject: RE: Cooperatives' request for nuclear project analysis report

Keep in mind that we are talking about the [Bechte](#) report- we never even shared that with the commission

From: BYRNE, STEPHEN A
Sent: Tuesday, November 22, 2016 3:14 PM
To: LINDSAY, RONALD <RONALD.LINDSAY@scana.com>; BYNUM, ALVIS J JR <ABYNUM@scana.com>
Subject: RE: Cooperatives' request for nuclear project analysis report

I realize it would be an inconvenience, but wouldn't it be better to set it up in an electronic reading room where we can assure no copies are made and no further dissemination will take place.

From: LINDSAY, RONALD
Sent: Tuesday, November 22, 2016 9:45 AM
To: BYRNE, STEPHEN A <SBYRNE@scana.com>
Subject: FW: Cooperatives' request for nuclear project analysis report

FYI - Ron

From: Baxley, Mike [<mailto:mike.baxley@santeecooper.com>]
Sent: Monday, November 21, 2016 9:33 PM
To: BYNUM, ALVIS J JR <ABYNUM@scana.com>; LINDSAY, RONALD <RONALD.LINDSAY@scana.com>
Subject: Cooperatives' request for nuclear project analysis report

***This is an EXTERNAL email. Please do not click on a link or open any attachments unless you are confident it is from a trusted source.

Al,

We are moving forward with plans to release the report to the Cooperatives. I had asked whether there were any dissemination restrictions that SCE&G wanted to place on the document, but have not yet received a response. You mentioned that Kevin would be calling Lonnie on this, but to my knowledge we have not had any contact.

Assuming you still desire some limitations, I propose the following:

1. The document will be given to counsel for Central Electric Cooperative under attorney/client protection.
2. The document will be classified as "Highly Sensitive Material" under the Coordination Agreement between Central and Santee Cooper, generally limiting disclosure and dissemination.
3. Only one copy will be provided, and no manual or electronic copying of that document will be

permitted. The document is #2 from the Santee Cooper report log, the same copy previously assigned to me, to avoid another copy being made.

4. Viewing/possession of the document may not go beyond Central's CEO, executive management, and internal legal counsel.
5. Any discussion of the document with the Central Board of Directors must be done in executive session, Board members will be specifically instructed by counsel in that session there can be no outside further discussion of the document.

Please let me know if these restrictions satisfy your concerns. If you wish us to discuss this further, as a courtesy to SCE&G we will hold release until after the November 30 SCE&G/Santee Cooper joint executive meeting, although we are beyond the requested release date.

Thank you in advance for your response.

Mike

Mike Baxley | Senior VP & General Counsel

Santee Cooper | jmbaxley@santeecooper.com

Physical: One Riverwood Drive, Moncks Corner, SC 29461

Mailing: PO Box 2946101, Moncks Corner, SC 29461-6101

📞p: (843) 761-7007 | 📠f: (843) 761-7037

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To: MARSH, KEVIN B[KMARSH@scana.com]; LINDSAY,
RONALD[RONALD.LINDSAY@scana.com]
From: BYNUM, ALVIS J JR
Sent: Tue 11/29/2016 11:36:16 AM
Talking Points lonnie Nov 28.docx

See if this helps us

Talking Points

Lonnie's email of November 28 essentially makes three complaints.

Bechtel Report

several points to make

1. We agreed to the CORB in return for flushing the Bechtel report. In fact, Lonnie's email of November 28 arguably acknowledges that:

The formation of the CORB was SCANA's response to the Bechtel Report and Santee Cooper's request for better Project oversight with large EPC experience.

2. The report is of little value. George's email of November 12, 2016:

Having retained Bechtel to aid in preparation for anticipated litigation, I find Bechtel's current, preliminary analysis to be unusable for that purpose. This does not mean that Bechtel's personnel do not have the qualifications necessary to provide meaningful information. It simply means that the analysis is not sufficiently mature to provide meaningful insights into the schedule or the anticipated completion date. Preliminary conclusions often have this shortcoming.

3. George recommended that we not disclose it. His email of July 14, 2015 to Mike Baxley stated:

I would like to add a word or two about the importance of protecting Bechtel's eventual report from disclosure, based on my experience in a similar matter. I was involved in litigation in the USDC for the Western District of Pennsylvania concerning a coal-fired power plant. During the course of construction but before litigation had begun, the opposing party hired an expert to evaluate my client's claims. We learned of the existence of the report and requested production, but the other party refused, contending that the report was privileged. We then successfully moved to compel production. The report in that case was highly favorable to my client, and its production quickly led to a settlement on highly favorable terms. The other side settled because it recognized that it would have a nearly impossible task if it attempted to persuade the fact finder to ignore the report. In short, the consultants hired by the other side effectively "decided" the dispute when it wrote its report, although the report was preliminary and prepared without the aid of discovery. The same could happen here, with the Bechtel report. We should give careful thought to whether we want to put Bechtel in the position of possibly deciding any eventual dispute, based on a seven week review.

4. We have always been reasonable about accommodating legitimate requests

June 23 email from Pelcher to Ron:

I wonder if you have completed vetting the request I made to you late yesterday afternoon to allow John Tiencken, General Counsel of Central, to provide Mike Couick, CEO of the Electric Cooperatives of South Carolina with an un-redacted copy of the Amended and Restated Design and Construction Agreement of October 20, 2011? (Tiencken was provided with a copy of the document several years ago, with SCE&G's knowledge and permission.)

We consented to this. Also allowed them to share with Duke and Century Aluminum

5. Not sure that it is subject to FOIA in any event
George retained them. The engagement letter (of which we were not a party) dated August 6, 2015 states:
Bechtel agrees to provide professional consulting services to SCH in connection with SCH's representation of Owner concerning the Project.

That was the whole purpose of George retaining them

Project Management

Lonnie's November 28 email stated:

We need to be prepared to discuss with our Board, after two years of requests and an affirmative commitment from you on more than one occasion, why this has not yet been done ... I recommend that we move quickly to act on the CORB's recommendations and set specific timeframes for our team to implement.

The attached report includes quotes from several emails in which we agreed to add "resources"

Creation of the CORB arguably satisfied those statements

The only reference in the CORB report:

While there has been progress, Project Engineering needs to ensure adequate resources are available to support Construction needs and complete remaining work on a schedule that supports the substantially complete milestones.

1. Not sure what they say is missing
Lonnie's letter to Kevin dated October 25, 2016:

PROJECT MANAGEMENT: Santee Cooper would like a detailed status report on implementing the specific set of prioritized recommendations our management teams had assembled, which was discussed the first time our joint Boards met on March 21, 2016, and reviewed again on June 20, 2016. As part of this discussion, the Santee Cooper Board would like to get a report on the activities of the Construction Oversight

Review Board (CORB), including the principal recommendations the CORB has made to improve project management and the status of implementing those recommendations.

But the attached memo states:

Williams requests an update from Archie on Oct 5. Jones forwards a report on Oct 13. The information received was primarily a report on what WEC & Fluor are doing to address CORB recommendations on schedule, engineering, project metrics, etc.

As far as the board meetings, this is all that they say we said:

(March 21) Marsh committed that SCANA and Santee Cooper would work to identify actionable Bechtel recommendations, SCANA would add EPC experts to its team, and that SCANA would charter a V.C. Summer Construction Oversight Review Board to help SCANA with project execution.

(June 20) Peggy Pinnell (Santee Cooper Director) reminds Archie of his commitment in the Mar 21 joint meeting to get the CORB established as soon as possible. Archie recommits to getting the CORB established by Jul 20.

Bankruptcy Counsel

Lonnie's November 28 email stated:

After no action on our repeated requests on this topic, as indicated in the attached timeline, I asked our legal team to find bankruptcy counsel. When we advised the SCANA team of this and our recommendation, no response has been received. This issue is of such concern to the Santee Cooper Board (as the timeline shows this was brought up at our first joint Board meeting) that I further asked our legal team to conduct an assessment of the securitization of the Project in the event WEC is unable to finish. This is something that would typically be undertaken by counsel with bankruptcy expertise. The securitization assessment is attached for your benefit. We will be prepared to discuss it further on Wednesday.

1. We originally raised the liquidity concerns – so can't say that we ignored it
2. We don't necessarily agree that counsel is necessary

June 23 email from Pelcher to Bynum

" ... Al, one of my notes from Monday's Joint SCANA/Santee Cooper Board Meeting in Columbia was an interest by members of the respective boards in retaining project bankruptcy counsel to provide strategic advice on the challenges associated with Toshiba's financial difficulties arising out of last year's accounting scandal and the risk that posed to the Owners and the project.

Their board requested it – ours did not endorse it. The statement is not true

George does not think that it is necessary

The securitization memo basically concludes that no immediate action is needed:

The Owners have taken already significant steps to securitize the construction of units 2 and 3 at the Virgil C. Summer Nuclear Generating Station. These steps, outlined in Section One, have thus far withstood a global economic downturn, significant decline in Toshiba's creditworthiness, and poor project performance by WEC and its former consortium partners. In current market conditions, there are no reasonably available or appropriately targeted securitization instruments recommended for purchase at this time for reasons outlined in Sections Two and Three of this document.

3. Denton's has an obvious conflict of interest
4. Santee hired their own bankruptcy counsel

To: BROWNE, KENNETH JEROME[KENNETH.BROWNE@scana.com]; SMITH, ABNEY A JR[SASMITH@scana.com]; WALKER, CARLETTE L[CWALKER@scana.com]; WICKER, SHERI L[SWICKER@SCANA.COM]; JOHNSON, SHIRLEY S[SWJOHNSON@scana.com]; CHERRY, WILLIAM[WILLIAM.CHERRY@scana.com]
Cc: YOUNG, KYLE MATTHEW[KYLE.YOUNG@scana.com]
From: KOCHEMS, KEVIN R
Sent: Mon 8/25/2014 9:36:40 AM
Subject: RE: Preparation for Getting and Reviewing the EAC

Ken,

Glad you brought this up. With a complex task of this magnitude and with such a large team, I think it is imperative that we have clear focus on achieving our objectives. With Skip and Carlette setting the overall goals and then you focusing the team on achieving them, I am very optimistic.

To your suggestions:

- 1) Using the ERB is a great idea. This will allow us to stay focused on our task. I would suggest we begin 7:00, which will allow us to go until a natural stopping point.
- 2) I plan on being part of the team and will bring in Meagen if you think we need her.
- 3)
- 4) While this is a Carlette/Skip call, I would think our goal should be to put a price on the schedule we plan to accept. This maybe higher or lower than the EAC delivered.
- 5) I think this needs to be the schedule we plan to file with the PSC (whether we think it is achievable or not).
- 6) Not sure if a presentation or report is better, but we should keep the end product of a PSC filing and Testimony in mind so that we aren't redoing work in a month.
- 7) I think we should get through this as quickly as possible. We are already behind schedule to support a November filing date.
- 8)

I also think spending some time together before Friday is a good idea (I can do this for you if you'd like).

Kevin

From: BROWNE, KENNETH JEROME
Sent: Monday, August 25, 2014 8:24 AM
To: SMITH, ABNEY A JR; WALKER, CARLETTE L; KOCHEMS, KEVIN R; WICKER, SHERI L; JOHNSON, SHIRLEY S; CHERRY, WILLIAM
Cc: YOUNG, KYLE MATTHEW
Subject: Preparation for Getting and Reviewing the EAC

I did some thinking over the weekend about a plan for review of the EAC when we get it. As you all know, we are supposed to get it this on Friday morning. Our review will be much more effective and efficient if we have a plan prior to getting it.

- 1) Being separated from everything for the last 2 weeks for work on the schedule has been good and I think a similar approach for the EAC may be beneficial if we need a quick review. Probably not for a whole day, but maybe ½ days (7:00 – 11:30 or 12:30 – 5:00) . There is a

conference room here in the ERB that would work well. I don't think it would work as well to attempt the same thing in our conference room in the office, but I guess it is an option. The schedule team review may continue through next week to prepare a presentation but space should be available here. The room has a conference table, 8 chairs (room for a couple more), a white board, and a large TV/ monitor on the wall. There is also a larger classroom with 30 chairs where we have been doing the schedule review. Kyle says we will finished here by this Friday.

- 2) The team composition needs to be determined and people assigned to participate as full time members. Some suggestions...
Possibly Ken, Kevin (and/or somebody from his team), Sheri (and/or somebody from her team), Shirley (and/or somebody from her team), Marion (or somebody else from Santee Cooper, Fritz Hood?) Christina (to extract Shawtrac data as needed for comparison, full time/part time?), somebody from Construction (full time/part time?)
- 3) Need to identify who will be points of contact for part time support (Construction – for staffing and schedule related questions, Startup and Licensing for example)
- 4) Need to define our mission and goals for the EAC review (validate cost estimate?, cut cost?, identify structural module delay cost?, etc.)
- 5) What Schedule do we want to base our EAC on?
- 6) What will be the product? Presentation to management? Report? Both?
- 7) What is the schedule? If we go with a separated and intensive review, I think we can knock it out in 3 weeks, or so. (9/2 – 9/19)
- 8) Need to set up a few meetings with the Consortium to answer questions and set up a protocol for passing them along and getting the answer (do they have to go through "governance review"?)

Maybe other things I have not thought of...

I have attached the EAC Review summary that we worked on a couple of weeks ago and it probably needs a few tweaks, but it is a good start. I suggest that we get together sometime this week before we get the EAC to discuss, and then sometime on Friday after the delivery.

Please let me know your thoughts on this.

Thanks, Ken

Ken Browne, P.E.
Senior Engineer
Business and Financial Services
New Nuclear Deployment, SCE&G
(803)941-9817

To: SPARKS, MARK L[MSPARKS@scana.com]
Cc: COFFER, KEITH C JR[KCOFFER@scana.com]
From: SWAN, JAMES E IV
Sent: Mon 9/21/2015 9:27:41 AM
Subject: FW: becthel study and Santee

FYI – Deloitte will be asking about whether (or why not) we mention the Bechtel consulting engagement in our discussion of NND in the next 10-Q. If Santee ends up mentioning it, they may feel strongly that we should too. The initial thinking I believe is that we will not mention it, since the scope of their work is so limited (only a \$1 million study). Stay tuned.

Also, they may ask about whether we ought to say anything about the ORS' engagement of a CPA firm to consider the value/cost of the BLRA. I don't know what we would say about that, and I do not advocate talking about it. But it is public anyway, so if Deloitte presses and is willing to offer up some idea on language, I am open to it, I guess.

From: ADDISON, JIMMY E
Sent: Wednesday, September 09, 2015 8:52 AM
To: WRIGHT, SUSAN CAROLE; SWAN, JAMES E IV
Subject: Fwd: becthel study and Santee

Just FYI

Jimmy E Addison

Begin forwarded message:

From: "ARCHIE, JEFFREY B" <JARCHIE@scana.com>
Date: September 8, 2015 at 6:43:16 PM EDT
To: "BYNUM, ALVIS J JR" <ABYNUM@scana.com>, "LINDSAY, RONALD" <RONALD.LINDSAY@scana.com>, "BYRNE, STEPHEN A" <SBYRNE@scana.com>, "ADDISON, JIMMY E" <JADDISON@scana.com>
Subject: RE: becthel study and Santee

I have a conference call set up in the morning with Bechtel, Santee and WEC (Benjamin) at 0730 to discuss documents still pending for Bechtel review, challenges in reviewing change orders related to the EPC Agreement and other topics related to path forward. Bechtel will be on site for an all day meeting tomorrow with the consortium that had been previously planned. Crosby will be in attendance.

Al, I will discuss your concern with Mike Crosby and the problem that creates for us. I will speak to him at the conclusion of our conference call.
Jeff

From: BYNUM, ALVIS J JR
Sent: Tuesday, September 08, 2015 4:42 PM
To: LINDSAY, RONALD; BYRNE, STEPHEN A; ARCHIE, JEFFREY B; ADDISON, JIMMY E
Subject: becthel study and Santee

Steve Pelcher told me today that Santee Cooper has a bond prospectus coming out on September 30 and they are debating whether to mention the Bechtel study. I think that

the Consortium would object because they don't want Southern knowing about it and sending a subpoena. I'm not clear how you would feel or if Santee Cooper is even asking for our opinion

5

To: BYNUM, ALVIS J JR[ABYNUM@scana.com]
From: ricohdevice@scana.com
Sent: Tue 5/19/2015 2:10:54 PM
Subject: Message from "RNP0026738D1D5A"
201505191410.pdf

This E-mail was sent from "RNP0026738D1D5A" (Aficio MP 7502).

Scan Date: 05.19.2015 14:10:54 (-0400)
Queries to: ricohdevice@scana.com

CEO Talking Points – April 28, 2015

□ **Schedule Concerns**

- Consortium has no credibility for developing a realistic schedule
 - In the Aug 2014 Rebaselined Schedule, the consortium stated that Substantial Completion Dates (SCDs) of Dec 2018 and Dec 2019 were achievable for Units 2 and 3, respectively.
 - In Jan 2015, the consortium acknowledged that the Dec 2018/Dec 2019 SCDs were not achievable, but that Jun 2019 and Jun 2020 SCDs for Units 2 and 3 were achievable. However, even meeting the Jun 2019/Jun 2020 dates would require expediting a number of shield building wall panels from NNI three months for Unit 2 and five months for Unit 3.
 - In Mar 2015, the consortium communicated that the Unit 2 SCD had slipped 52 days to Aug 10, 2019.
 - As of Apr 20, 2015 Unit 2 substantial completion had slipped 70 days past the Jun 2019 commitment.
 - The consortium continues to fail on executing critical path work.
 - Two self-imposed stop work actions were required because of lack of work control in the containment vessel.
 - Currently _17_ concrete placements are late – not all due to design changes.
 - Layer 3 concrete (baseline date Mar 18) is currently 5/5
 - Incomplete design and late design changes continue to significantly impact construction execution and schedule.
 - A change to rebar configuration for the CA-01 to CA-05 interface has impacted layers 3/4/5 concrete placement in containment.
 - A late change communicated to site Mar 25 has impacted layer 5 rebar and embedments – a potential 12-week delay.
 - Late identification of the use of the incorrect code year for welded rebar couplers resulted in a purposed violation at plant Vogtle and stopped all current concrete pours at VCS. The code year used to

- Target Cost (Since receipt of EAC Aug 29, 2014)
 - Direct Craft Productivity Factor has averaged 2.23 vs. the EAC basis of 1.15 resulting in **\$16.6 million** in additional costs to the Owner.
 - The consortium has indicated and it is apparent that unit rates affecting earned work were bad estimates; therefore, we believe the EAC is significantly understated.
 - Indirect to Direct Craft Labor Ratio has averaged 1.34 vs. the EAC basis of 0.39 resulting in **\$31.4 million** in additional costs to the Owner.
 - Field Non-manual to Direct Craft Labor Ratio has averaged 1.29 vs. the EAC basis of 0.53 resulting in **\$48.1 million** in additional costs to the Owner.
 - The total additional costs over the EAC are **\$96.1 million** in the seven months since we received the EAC.
 - Not only are PF, IC/DC Ratio, and FNM/DC Ratio significantly above the EAC basis, all three are trending higher since receipt of the EAC.
- Production Tax Credits are at risk.
- Financing Costs are at risk for increasing.
- BLRA rate recovery is at risk.
- The Consortium's inability to negotiate reasonable terms with Southern Company for a cost sharing change order for Cyber Security potentially adds a significant cost increase to the proposed change order for SCANA and presents a potential schedule risk for the project.

From: Daw, Martyn
Sent: Saturday, June 20, 2015 10:02 AM
To: 'BYNUM, ALVIS J JR'; 'Pelcher, Steve'
Subject: RE: Implementing Bechtel's Assessment of V.C. Summer Units 2 and 3 [*EXTERNAL*]

Hi Al and Steve (and welcome back to Al from his trip to Asia)

I understand the green light has been given for the assessment. Shall we have a chat early next week about getting the Purchase Order/contract in place? We discussed previously that it would make sense just to use the terms of one of the existing contracts between SCE&G and Bechtel. We can be flexible on this.

It would be good to get the PO/contract in place before the kick-off meeting which I think is planned for July 1.

Thanks and look forward to hearing from you

Martyn

From: Daw, Martyn
Sent: Monday, June 01, 2015 6:42 PM
To: 'BYNUM, ALVIS J JR'; Pelcher, Steve
Cc: Cherry, Marion; Crosby, Michael; LINDSAY, RONALD; BYRNE, STEPHEN A; Albert, Craig
Subject: RE: Implementing Bechtel's Assessment of V.C. Summer Units 2 and 3 [*EXTERNAL*]

Thanks very much, Al

Martyn

From: BYNUM, ALVIS J JR [<mailto:ABYNUM@scana.com>]
Sent: Monday, June 01, 2015 1:28 PM
To: Daw, Martyn; Pelcher, Steve
Cc: Cherry, Marion; Crosby, Michael; LINDSAY, RONALD; BYRNE, STEPHEN A; Albert, Craig
Subject: RE: Implementing Bechtel's Assessment of V.C. Summer Units 2 and 3 [*EXTERNAL*]

Here is the signed O-1

From: Daw, Martyn [<mailto:mndaw@bechtel.com>]
Sent: Monday, June 01, 2015 1:10 PM
To: Pelcher, Steve; BYNUM, ALVIS J JR
Cc: Cherry, Marion; Crosby, Michael; LINDSAY, RONALD; BYRNE, STEPHEN A; Albert, Craig
Subject: RE: Implementing Bechtel's Assessment of V.C. Summer Units 2 and 3

***This is an EXTERNAL email. Please do not click on a link or open any attachments unless you are confident it is from a trusted source.

Steve – thanks again to you and Al for the call this morning.

Attached is a pdf of the Proprietary Data Agreement signed by Bechtel Power Corporation. Please can Al or you let me know if you'd like me to send along the original with the wet signature.

I look forward to hearing from you/Al as to the path forward with respect to getting a PO in place. As I indicated on the phone, we are flexible on this and we are willing to be retained by your outside counsel if you believe that would be preferable.

On the documents side, I believe that Dick Miller will be point of contact for Bechtel but I am confirming this as I write.

Thanks again for the discussion this morning

Martyn

From: Pelcher, Steve [<mailto:stephen.pelcher@santeecooper.com>]
Sent: Monday, June 01, 2015 12:04 PM
To: Daw, Martyn; Bynum, Alvis
Cc: Cherry, Marion; Crosby, Michael; Lindsay, Ronald ; Byrne, Stephen A.; Albert, Craig
Subject: RE: Implementing Bechtel's Assessment of V.C. Summer Units 2 and 3 [*EXTERNAL*]

Martyn/Al: It was great speaking with you this morning.

As a follow up to our conversation, I believe that the **very first action item** will be for Bechtel to send a partially executed copy of the Proprietary Data Agreement to Al Bynum for the Owner's countersignature. Please keep Santee Cooper in the loop so that Santee Cooper might have a fully executed copy of that agreement for our records.

Next up, regarding the documents that Bechtel will review as part of its assessment, Marion Cherry of Santee Cooper has been working with somebody at SCE&G in assembling the documents that will be reviewed. I have copied Marion on this Email. (**Marion: Who have you been working with at SCE&G on assembling these documents?**) My notes indicate that the Bechtel guy who will likely be the logistical link in receiving these documents is 'Dick Miller' but I may be mistaken about this. Note to Al: As a process point, we need to make sure anything that we share with Bechtel fits within the definition of "Contractor Discloseable Information" as that is defined in Section 19.3(b) of the EPC.

During the call, we discussed the possibility that Bechtel might be retained by George Wenick (Smith, Currie & Hancock LLC), if there is an advantage in doing so. Al Bynum will have a conversation with George about that later today, so that we might close that loop on that possibility.

Al mentioned that he will begin his annual vacation this Thursday, although that we should contact his boss, Ron Lindsay, should something come up while he is away.

Finally, we concluded our conversation with a discussion of the form of the Purchase Order the Owners would use to retain Bechtel (assuming Bechtel isn't retain by Smith Currie.) A suggestion was made that

we might "re-purpose" an existing PO the Owners have Bechtel to provide licensing and engineering support. AI identified Kyle Nash as the guy at SCE&G would likely process this paperwork.

Thanks again for the good conversation.

Let's stay in touch.

Steve

-----Original Appointment-----

From: Pelcher, Steve

Sent: Monday, June 01, 2015 9:28 AM

To: Pelcher, Steve; Daw, Martyn ; Bynum, Alvis

Subject: Implementing Bechtel's Assessment of V.C. Summer Units 2 and 3

When: Monday, June 01, 2015 11:00 AM-11:30 AM (UTC-05:00) Eastern Time (US & Canada).

Where: Dial-in Number: (877)635-0568; Participant Code: 8437614016

Date of Call: June 1, 2015

Time of Call: 11:00AM

Duration of Call: 30 Minutes

Dial-in Number: (877)635-0568

Participant Code: 8437614016

Discuss:

1. Process for execution of "Proprietary Data Agreement."
2. Process of jump starting Bechtel's review of documents consistent with Proprietary Data Agreement and Section 19.3 of the EPC.
3. Process of Owners executing a PO with Bechtel.

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To: MARSH, KEVIN B[KMARSH@scana.com]
Cc: LINDSAY, RONALD[RONALD.LINDSAY@scana.com]
From: BYNUM, ALVIS J JR
Sent: Fri 10/28/2016 8:41:48 AM
Subject: FW: Nuclear report

You expressed an opinion on this – we should discuss internally

These guys are wearing us out

From: Baxley, Mike [mailto:mike.baxley@santeecooper.com]
Sent: Thursday, October 27, 2016 10:12 PM
To: BYNUM, ALVIS J JR <ABYNUM@scana.com>
Subject: Nuclear report

***This is an EXTERNAL email. Please do not click on a link or open any attachments unless you are confident it is from a trusted source.

Al,

You may recall our discussion after our meeting last Friday concerning the fact that the Central Electric Cooperative has asked us for a copy of the Bechtel Report, which they learned of during the intervention process. Our initial answer has been that we are not in a position to respond until after the PSC decision on the fixed price petition is issued; additionally, Central has agreed not to file a FOIA while we await the PSC. In my opinion, our best option at this point is to impose NDA restrictions to prevent dissemination of the document if that is the preference of SCE&G. Do you have some specific limitations you would suggest?

Mike

Mike Baxley | Senior VP & General Counsel
Santee Cooper | mbaxley@santeecooper.com
Physical: One Riverwood Drive, Moncks Corner, SC 29461
Mailing: PO Box 2946101, Moncks Corner, SC 29461-6101
☎p: (843) 761-7007 | ☎f: (843) 761-7037

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To: MARSH, KEVIN B[KMARSH@scana.com]
Cc: LINDSAY, RONALD[RONALD.LINDSAY@scana.com]
From: BYNUM, ALVIS J JR
Sent: Fri 10/28/2016 2:54:29 PM
Subject: Fwd: Nuclear report

Sent from my iPhone

Begin forwarded message:

From: "Baxley, Mike" <mike.baxley@santeecooper.com>
Date: October 28, 2016 at 2:53:14 PM EDT
To: "BYNUM, ALVIS J JR" <ABYNUM@scana.com>
Subject: RE: Nuclear report

***This is an EXTERNAL email. Please do not click on a link or open any attachments unless you are confident it is from a trusted source.

Al, thanks for this information. I checked with Lonnie, he comments that he informed Kevin of the request, but Kevin gave him no specifics, and they are leaving the details of disclosure to us. Please let me know if that is not Kevin's understanding. Hope you have a great weekend.

Mike

-----Original Message-----

From: BYNUM, ALVIS J JR [mailto:ABYNUM@scana.com]
Sent: Friday, October 28, 2016 1:12 PM
To: Baxley, Mike
Subject: [EXTERNAL SENDER] Re: Nuclear report

Have you talked to Lonnie? I think that he and Kevin spoke about this

Sent from my iPhone

On Oct 27, 2016, at 10:11 PM, Baxley, Mike
<mike.baxley@santeecooper.com<mailto:mike.baxley@santeecooper.com>>
wrote:

***This is an EXTERNAL email. Please do not click on a link or open any attachments unless you are confident it is from a trusted source.

To: MARSH, KEVIN B[KMARSH@scana.com]
Cc: LINDSAY, RONALD[RONALD.LINDSAY@scana.com]
From: BYNUM, ALVIS J JR
Sent: Fri 10/28/2016 4:38:46 PM
Subject: Fwd: Nuclear report

Sent from my iPhone

Begin forwarded message:

From: "Baxley, Mike" <mike.baxley@santeecooper.com>
Date: October 28, 2016 at 4:35:24 PM EDT
To: "BYNUM, ALVIS J JR" <ABYNUM@scana.com>
Subject: RE: Nuclear report

***This is an EXTERNAL email. Please do not click on a link or open any attachments unless you are confident it is from a trusted source.

Al, we agreed that we would attempt to avoid disclosure and successfully did so. That was before Central learned of the report through the PSC intervention process. I cannot tell our largest customer, who is well familiar with its rights under FOIA, and who is paying a large portion of our costs on the project and pushing back hard on cost overruns, and who is aware of the report's existence, that we decline to disclose an assessment of the project.

Mike

-----Original Message-----

From: BYNUM, ALVIS J JR [mailto:ABYNUM@scana.com]
Sent: Friday, October 28, 2016 3:15 PM
To: Baxley, Mike
Subject: [EXTERNAL SENDER] Re: Nuclear report

Kevin is under the impression that you agreed not to disclose

The report is still a draft

Sent from my iPhone

On Oct 28, 2016, at 2:53 PM, Baxley, Mike
<mike.baxley@santeecooper.com> wrote:

To: 'BYNUM, ALVIS J JR'[ABYNUM@scana.com]
Cc: LINDSAY, RONALD[RONALD.LINDSAY@scana.com]
From: Wenick, George
Sent: Fri 5/22/2015 4:03:44 PM
Subject: RE: Message from "RNP0026738D1D5A"
Submitted: Fri 5/22/2015 4:03:44 PM

Al,

I am in favor of hiring Bechtel, but have two problems with certain statements on page 1 of the Assessment Proposal. Those statements are, as follows:

"There will be focus on understanding the issues that have caused impacts to date, assessing the effectiveness of the mitigation plans put into place to address those issues, and reviewing the project management tools and work processes being employed to plan and execute the project, including change management, through completion and turnover of the units. For clarity this team will not evaluate the ownership of past impacts or validity of pending or future claims."

First, I have trouble seeing how Bechtel could come to understand "the issues that have caused impacts to date" without evaluating "the ownership of past impacts." That seems illogical.

Second, and more important, we need to prevent Bechtel's product from being discoverable. To do that, we need to establish that we are hiring Bechtel "in anticipation of litigation or to prepare for trial." We will likely not be able to do so, if Bechtel "will not evaluate the ownership of past impacts or validity of pending or future claims."

George

-----Original Message-----

From: BYNUM, ALVIS J JR [mailto:ABYNUM@scana.com]
Sent: Wednesday, May 20, 2015 8:54 AM
To: Wenick, George
Cc: LINDSAY, RONALD
Subject: FW: Message from "RNP0026738D1D5A"

George - Santee Cooper wants to hire Bechtel pursuant to the attached proposal (I didn't see the pages that aren't specific to the engagement). I'm curious if you see any problems from this - are we just creating discoverable material?

Thanks - Al

-----Original Message-----

From: ricohdevice@scana.com [mailto:ricohdevice@scana.com]
Sent: Wednesday, May 20, 2015 8:45 AM
To: BYNUM, ALVIS J JR
Subject: Message from "RNP0026738D1D5A"

This E-mail was sent from "RNP0026738D1D5A" (Aficio MP 7502).

Scan Date: 05.20.2015 08:44:47 (-0400)
Queries to: ricohdevice@scana.com