

If one of the Study Options is approved for construction, the Service Provider will provide a credit for the engineering overhead costs for any engineering overhead work previously paid for as part of the Work.

The Service Provider reserves the right to use company engineering resources or contract engineering resources or a combination of both to perform the Work. The Service Provider will use commercially reasonable efforts to complete the Work and produce Study Options within twelve weeks of the County, the City, and the Riverland Terrace resident stakeholders making payment for the respective Cost as provided in Item Three below. During the period the Service Provider is performing the Work, the trees shown inside the "Project Scope Area" in Exhibit 5, attached hereto, will be minimally trimmed, which will include cutting primarily new growth that has occurred since the last cycle trim. This may result in pruning not in accordance to ANSI A300, if cuts from the previous cycle were not performed in accordance with ANSI A300. If no Study Options are selected for a regulatorily approved rate-rider or similarly sufficient cost recovery mechanism by Charleston County by November 1, 2019, trimming to SCE&G specifications will resume inside the "Project Scope Area in Exhibit 5.

ITEM THREE: COST OF THE WORK

The Service Provider estimates the Cost of the Work to be \$26,000 ("Cost"). The County agrees to pay 76% of the total Cost in an amount not to exceed \$19,760 ("County Contribution") for the Work. The County Contribution is contingent on the City of Charleston funding the Work on a geographic pro-rata cost-sharing basis which will be 14% of the Cost and the Riverland Terrace resident stakeholders paying 10% of the Cost as its cost-share for the Work. To the extent the Work has not been performed and therefore no Cost incurred, the County Contribution shall be refundable to the County should both the City of Charleston and the resident stakeholders fail to contribute their cost-share for the Work within sixty (60) days of the issuance of the County Contribution to the Service Provider.

The Service Provider shall not begin the Work until the County, the Riverland Terrace resident stakeholders (or Neighborhood Association), and the City of Charleston have paid their cost-share. If the Cost of the Work exceeds the funding commitments of the County, the City of Charleston, or the resident ratepayers, the Service Provider must either obtain additional funding from the Town of James Island and/or the resident ratepayers, or terminate this Agreement, for which the Parties shall have no further obligation under this Agreement except to pay for the Cost of the Work already performed

The County is in no way obligated to pay for or contribute to any work recommended resulting from the Study Options.

If the results of one or more of the Study Options are approved for construction by the City of Charleston, the Town of James Island, and/or the Riverland Terrace resident stakeholders and incorporated as part of a non-standard service agreement and/or added as a regulatorily approved rate-rider, the County shall be reimbursed by the Service Provider in full for the County Contribution. This reimbursement shall be made within thirty (30) days of the conversion of all customer services in the selected project area to the new underground electric distribution system.

ITEM FOUR: NOTICES

Whenever any provision of the Agreement requires the giving of notice, it shall be deemed to have been validly given if in writing and delivered in person or by registered mail to the following:

If to the County:
 Charleston County Administrator
 County of Charleston
 4045 Bridge View Drive
 North Charleston, South Carolina 29405

If to SCE&G:

ITEM FIVE: SEVERANCE

Should any part of this Agreement be determined by a court of competent jurisdiction to be invalid, illegal, or against public policy, said offending section shall be void and of no effect and shall not render any other section herein, nor this Agreement as a whole, invalid. Any terms which, by their nature, should survive the suspension, termination or expiration hereof shall be deemed to so survive

ITEM SIX: CONTROLLING LAW

The laws of South Carolina shall govern this Agreement. All litigation arising under this Agreement shall be litigated only in a non-jury hearing in the Court of Common Pleas, Ninth Judicial Circuit, Charleston County, South Carolina.

ITEM SEVEN: TERMINATION

The County, by advance written notice, may terminate this Agreement when it is in the best interests of the County. If this Agreement is so terminated, the Service Provider shall be compensated for all necessary and reasonable direct costs of performing the Work completed, not to exceed \$26,000. The Service Provider will not be compensated for any other costs in connection with a termination for convenience. The Service Provider will not be entitled to recover any damages in connection with a termination for convenience.

Rights Cumulative

The rights and remedies of the County provided in this Article are in addition to any other rights and remedies provided by law or under this Contract.

ITEM EIGHT: ENTIRE AGREEMENT

This Agreement constitutes the entire understanding and agreement between the Parties hereto and supersedes all prior and contemporaneous written and oral agreements between the Parties and their predecessors in interest regarding the subject matter of this Agreement. This Agreement may not be changed, altered, amended, modified, or terminated orally, except as

specifically provided, and any such change, alteration, amendment, or modification must be in writing and executed by the Parties hereto.

IN WITNESS WHEREOF, the Service Provider and the County have caused this Agreement to be signed in their names under their several seals as of the day and year first written above.

SOUTH CAROLINA ELECTRIC & GAS

COUNTY OF CHARLESTON, SC

J. Elliott Summey
Chairman of Charleston County Council

Attest:

- 1) _____
- 2) _____

Attest:

- 1) _____
- 2) _____

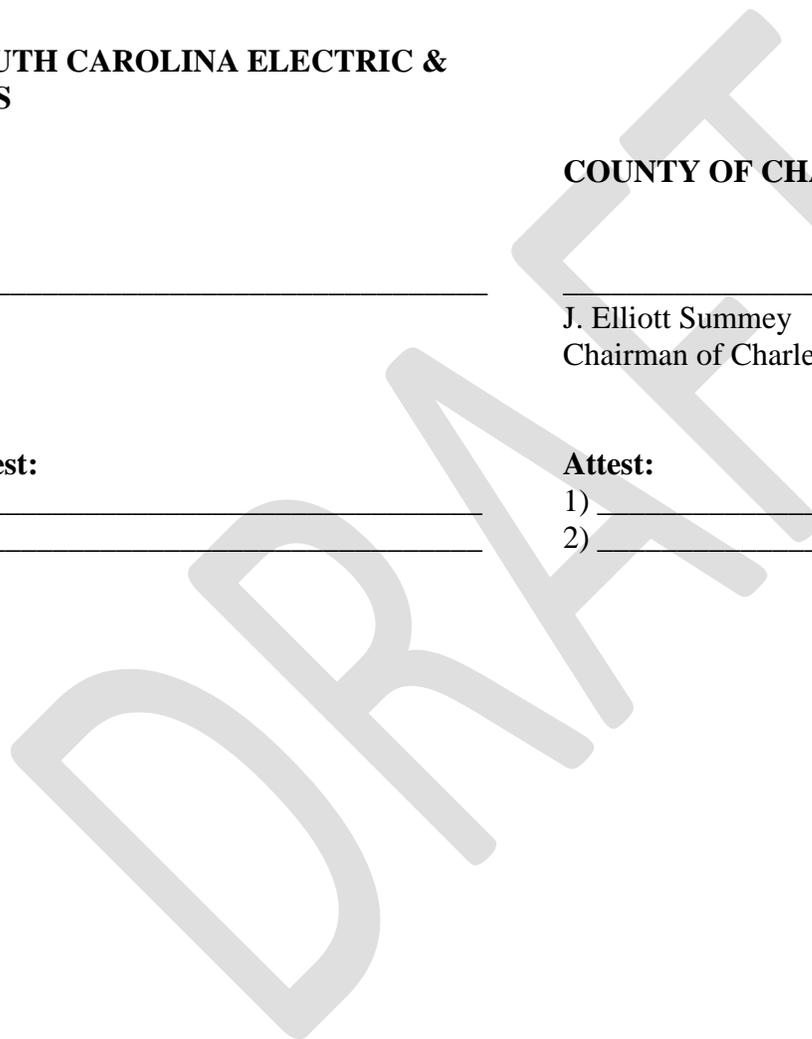
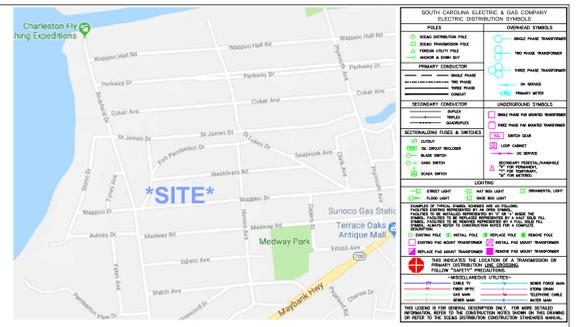




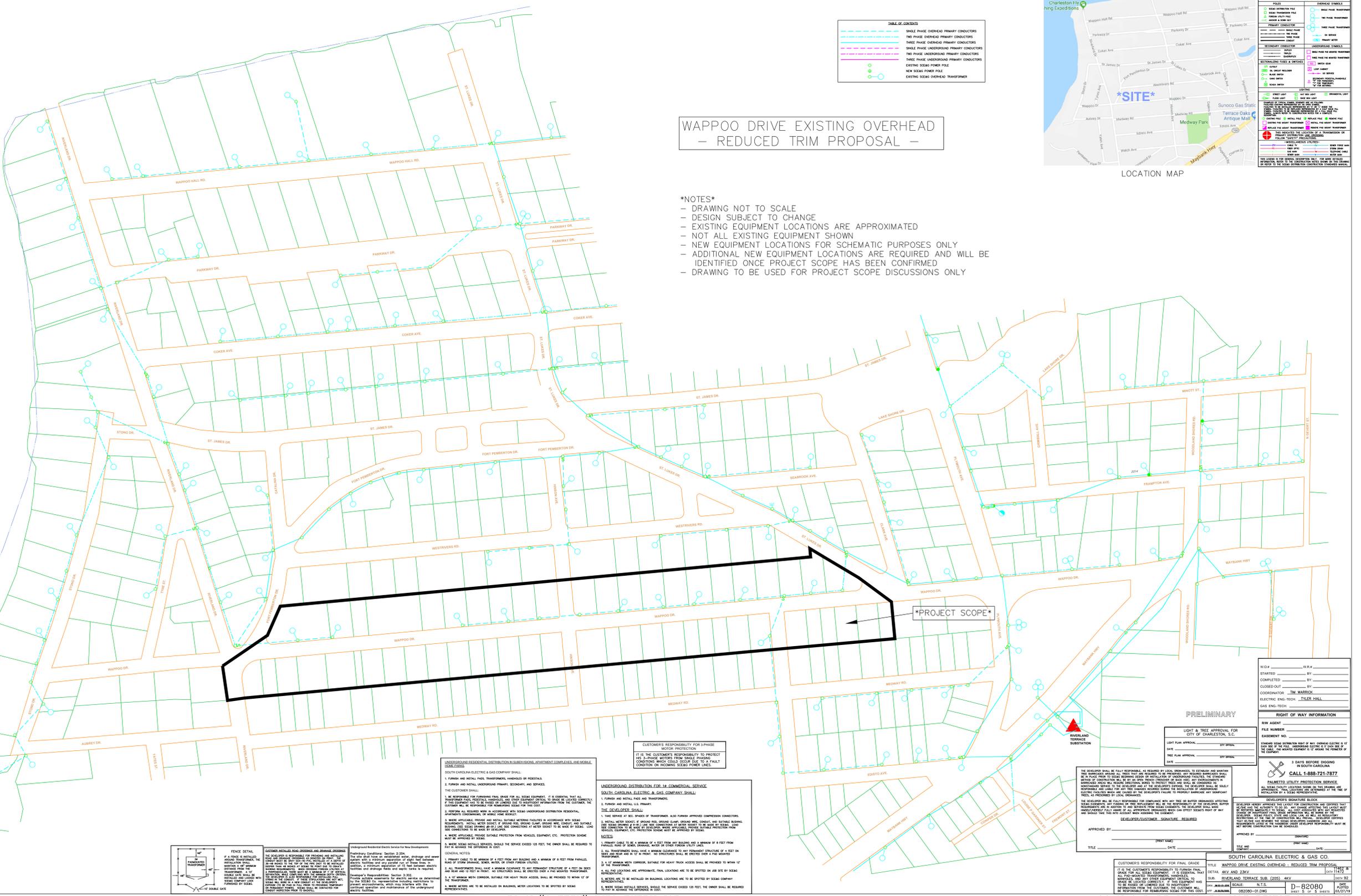
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- NEW SEAGAS POWER POLE
- EXISTING SEAGAS OVERHEAD TRANSFORMER



**WAPPOO DRIVE EXISTING OVERHEAD
- REDUCED TRIM PROPOSAL -**

- *NOTES***
- DRAWING NOT TO SCALE
 - DESIGN SUBJECT TO CHANGE
 - EXISTING EQUIPMENT LOCATIONS ARE APPROXIMATED
 - NOT ALL EXISTING EQUIPMENT SHOWN
 - NEW EQUIPMENT LOCATIONS FOR SCHEMATIC PURPOSES ONLY
 - ADDITIONAL NEW EQUIPMENT LOCATIONS ARE REQUIRED AND WILL BE IDENTIFIED ONCE PROJECT SCOPE HAS BEEN CONFIRMED
 - DRAWING TO BE USED FOR PROJECT SCOPE DISCUSSIONS ONLY



**SOUTH CAROLINA ELECTRIC & GAS COMPANY
ELECTRIC DISTRIBUTION SYMBOLS**

POLES

- WOOD POLE
- STEEL POLE
- STEEL POLE WITH TRANSFORMER
- STEEL POLE WITH TRANSFORMER AND METER
- STEEL POLE WITH TRANSFORMER AND METER AND SERVICE

UNDERGROUND CABLES

- 1" PVC
- 2" PVC
- 3" PVC
- 4" PVC
- 6" PVC
- 8" PVC
- 12" PVC
- 18" PVC
- 24" PVC
- 36" PVC
- 48" PVC
- 60" PVC
- 72" PVC
- 90" PVC
- 108" PVC
- 120" PVC
- 144" PVC
- 180" PVC
- 216" PVC
- 240" PVC
- 300" PVC
- 360" PVC
- 420" PVC
- 480" PVC
- 540" PVC
- 600" PVC
- 720" PVC
- 840" PVC
- 960" PVC
- 1080" PVC
- 1200" PVC
- 1440" PVC
- 1680" PVC
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