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**SURREBUTTAL TESTIMONY AND EXHIBITS OF**

**GARY C. JONES, P.E.**

**ON BEHALF OF**

**THE SOUTH CAROLINA OFFICE OF REGULATORY STAFF**

**DOCKET NOS. 2017-207, 305, 370-E**

**IN RE: JOINT APPLICATION AND PETITION OF SOUTH CAROLINA ELECTRIC & GAS COMPANY AND DOMINION ENERGY, INCORPORATED FOR REVIEW AND APPROVAL OF A PROPOSED BUSINESS COMBINATION BETWEEN SCANA CORPORATION AND DOMINION ENERGY, INCORPORATED, AS MAY BE REQUIRED, AND FOR A PRUDENCY DETERMINATION REGARDING THE ABANDONMENT OF THE V.C. SUMMER UNITS 2 & 3 PROJECT AND ASSOCIATED CUSTOMER BENEFITS AND COST RECOVERY PLANS**

**Q. PLEASE STATE YOUR NAME, BUSINESS ADDRESS AND OCCUPATION.**

**A.** My name is Gary C. Jones. My business address is 1555 North Astor Street, Apartment 22W, Chicago, Illinois 60610. I am President of Jones Partners, Ltd.

**Q. DID YOU FILE DIRECT TESTIMONY AND EXHIBITS IN THIS PROCEEDING?**

**A.** Yes. I filed direct testimony and Exhibits GCJ-1 through GCJ-12 with the Public Service Commission of South Carolina ("Commission" or "PSC") on September 24, 2018.

**Q. WHAT ARE THE PURPOSES OF YOUR SURREBUTTAL TESTIMONY?**

**A.** The purposes of my surrebuttal testimony are to respond to the rebuttal testimony provided by South Carolina Electric & Gas ("SCE&G") witnesses Dr. Kenneth Petrunik and Mr. Kyle M. Young and to provide further evidence and support for positions taken in

my direct testimony based on newly provided information that has become available through my review of additional information received during the discovery process,

**Q. WILL YOU UPDATE YOUR TESTIMONY BASED ON INFORMATION THAT BECOMES AVAILABLE?**

**A.** Yes. I fully reserve the right to revise my recommendations via supplemental testimony should new information become available not previously provided by the SCE&G and Dominion Energy, Inc., or from pending state and federal investigations and lawsuits.

**Q. HAS ADDITIONAL INFORMATION BECOME AVAILABLE THAT SUPPORTS YOUR POSITION THAT SCE&G SHOULD NOT BE ALLOWED TO RECOVER ANY COSTS FROM MARCH 12, 2015, ATTRIBUTED TO CONSTRUCTION OF V.C. SUMMER UNITS 2 AND 3 ("PROJECT")?**

**A.** Yes. The primary reasons I recommend the disallowance of recovery of Project costs from March 12, 2015 to the current date are SCE&G's actions to withhold material information and provide unsubstantiated, misleading and baseless estimates of the revised Project construction schedule and costs. In further support of my position, I am providing four (4) additional examples of SCE&G's actions to withhold and deceive the PSC and ORS, as follows:

**Example 1: SCE&G employees estimated the cost to complete which was different than the estimated cost provided to the PSC in SCE&G's filing in Docket No. 2015-103-E**

The most supportive additional information that demonstrates SCE&G's deception are detailed in the April 24, 2018 deposition provided by Ms. Carlette L. Walker which



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was recently made available to me. Ms. Walker is the former SCE&G Vice President of Nuclear Finance Administration and had direct responsibility for the financial administration of the V.C. Summer Units 2 & 3 ("VCS 2 & 3") nuclear project during the time in question through her retirement in June 2016. I am including the transcript of Ms. Walker's deposition as Surrebuttal Exhibit GCJ-1. On page 49 of the transcript, Lines 7 – 10, Ms. Walker discusses the pressure exerted by Kevin Marsh, Steve Byrne and Jimmy Addison to get her to lie about the estimated cost to complete VCS 2 & 3 in preparation for her direct testimony associated with the March 12, 2015 filing (Docket No. 2015-103-E). Based on my reading of the transcript of her deposition, it is clear she and her team had prepared a cost estimate that established a cost increase of $1.2 billion rather than the $698 million (see page 54, Lines 20 – 22 of the transcript) that SCE&G had included in their filing in Docket No. 2015-103-E. Ms. Walker indicates that she tried for four months prior to the PSC hearings to convince the SCE&G executives to use the cost to complete she and her team had developed, but to no avail (see pp. 49 and 50 of the transcript). Ms. Walker then states that SCE&G then filed false testimony under her name (p. 51 of the transcript). Ms. Walker's deposition provides additional vivid details of the deceit and intentional obfuscation employed by SCE&G in the March 12, 2015 PSC filing.

**Example 2: SCE&G employees did not have confidence in the schedule provided by SCE&G to the PSC in Docket No. 2015-103-E**

Further credence to Ms. Walker's assertions about the SCE&G's decision to mislead the PSC and ORS are provided in Surrebuttal Exhibit GCJ-2, Kevin Kochem's August 25, 2014 e-mail to Kenneth Browne, et. al. Referring to Item 5, it is stated that, "I think this needs to be the schedule we plan to file with the PSC (**whether we think it is**

**achievable or not.**)" I think it is apparent from this that the SCE&G Estimate At Completion ("EAC") team had no confidence in the schedule provided by the Consortium and being filed with the PSC in the March 12, 2015 submittal.

**Example 3: SCE&G employees confirmed cost and schedule estimates were not provided to the PSC and ORS**

Surrebuttal Exhibit GCJ-3 which is the transcript of the deposition of Mr. Kenneth Browne. Mr. Browne worked for SCE&G from November 2009 until July 2016 in the Business and Finance Group at the VCS 2&3 site under the supervision of Mr. Abney Smith. On page 19, Line 14 of the transcript, Mr. Browne states that Kevin Marsh, Steve Byrne and Jimmy Addison were "Not being truthful" and further clarifies in Line 18 that "I don't believe they were truthful about the status of the project and multiple quarterly reports and filings." On page 95 of the transcript, Mr. Browne discusses the SCE&G team formed in August 2014. Mr. Browne goes on to state on page 101, Lines 6 and 7 of the transcript that, "Our conclusion was that CB&I had underestimated the cost in a number of categories." He indicates that the EAC team developed their own estimate and he corroborates the cost values provided by Ms. Walker in her deposition. In addition, Mr. Browne states on page 209, Lines 3 and 4 of the transcript that the EAC team presented their results to the SCE&G executives on October 13, 2014, and that no action was taken to include their estimate and the decision was made to file the March 12, 2015 petition with the Consortium costs with which the EAC team disagreed. He further acknowledges on page 238, Lines 2 through 7 of the transcript that the EAC team work was not shared with the ORS; only the Contractor's cost estimate was provided.



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Of interest in the transcript of the deposition is the reason provided to Mr. Browne for why SCE&G did not present the EAC team's cost estimate was that this would have created an unlawful contingency on the Project that could not have been accepted by the PSC (see page 77, Lines 17-25 of the transcript). This reason defies logic because a contingency is not created if the costs presented reflect the true and accurate estimate, which, it appears to me, the EAC team firmly believed.

The issues identified in Mr. Browne's deposition mostly address the lack of faith the EAC team had in the cost estimate provided by the Company in Docket No. 2015-305-E; however, Mr. Browne also addressed the lack of faith in the construction schedule upon which the cost estimate was based. On pages 147 and 148 of the transcript, he states, "And at least I did not, and I am sure Kevin[1] did not either, believe that it was an achievable schedule."

**<u>Example 4: SCE&G employees chose not to disclose schedule information to ORS</u>**

Another example that specifically demonstrates SCE&G's attempts to deceive ORS is provided in Surrebuttal Exhibit GCJ-4, Mr. Kyle Young's July 31, 2014 e-mail to Mr. Abney Smith wherein Mr. Young acknowledges that Alan[2] has advised Mr. Dukes Scott, former Executive Director of ORS, that the Consortium was not out of compliance with providing SCE&G with a construction schedule even though one had not been provided since February 2014 because they had provided 3-week and 18-month look-ahead schedules. I interpret this e-mail as a warning to Mr. Smith that invoking Article 3.3 of the EPC contract regarding the Consortium's non-compliance might result in a conflict with ORS.

[1] This refers to Kevin Kochems.
[2] This refers to Alan Torres, SCE&G Construction Manager for NND.

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**Q. WHAT ADDITIONAL INFORMATION HAS BECOME AVAILABLE TO SUPPORT YOUR POSITION THAT SCE&G DID NOT BELIEVE THE CONSTRUCTION SCHEDULE AND COST INFORMATION PROVIDED IN THE MARCH 12, 2015 FILING?**

**A.** Additional information recently received by me demonstrates that immediately before and after the March 12, 2015, filing SCE&G had no confidence in the schedule that had been provided to them by the Consortium.

1) Surrebuttal Exhibit GCJ-5, Abney A. Smith letter to JoAnne Hyde (WEC) NND-14-14-0434, dated July 22, 2014 in which Mr. Smith points out that the Consortium schedule submitted was "**incomplete and inaccurate**" and that no corrected schedule had yet been submitted.

2) Surrebuttal Exhibit GCJ-6, a May 19, 2015 e-mail sent to Alvis Bynum to which is an attachment designated "CEO Talking Points – April 28, 2015" wherein it is stated that the "**Consortium has no credibility for developing a realistic schedule**." This was written at the time when the schedule presented in the filing is under review by ORS, which did not have access to this document at the time.

3) Surrebuttal Exhibit GCJ-7, Steve Pelcher's April 28, 2015 e-mail to Alvis Bynum wherein it is stated that "…the project is in jeopardy and **we have no confidence in the schedule they (the Consortium) are providing to us."** Again, this statement is made by an SCE&G employee just over a month after SCE&G has made their March 12, 2015, PSC filing and while the filing was still under review by ORS.

It is also important to note that ORS was not privy to any of these documents or conclusions prior to the discovery associated with this current proceeding.

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**Q. IS THERE ADDITIONAL INFORMATION THAT SUPPORTS YOUR POSITION THAT SCE&G WITHHELD IMPORTANT INFORMATION FROM THE PSC AND ORS THAT WAS MATERIAL TO THE SCHEDULE OF THE PROJECT?**

**A.** Yes. In my direct testimony, I stated that SCE&G's willful failure to disclose to the PSC and ORS, at the time of their March 12, 2015 filing, that they planned to have Bechtel perform a project assessment prevented me from assessing material information that would have influenced my review of their filing and acceptance of the subsequent settlement agreement. SCE&G later failed to disclose the results of the Bechtel assessment which directly addressed materially important information about the schedule of the Project and identified important issues and recommended solutions.

As further evidence of SCE&G's failure to provide relevant information to the PSC and ORS, Surrebuttal Exhibit GCJ-8 demonstrates the decision of SCE&G to conceal the Bechtel report from the PSC and ORS. In the e-mail between two SCE&G employees, (Alvis Bynum's November 11, 2016 e-mail to Kevin Marsh and Ronald Lindsey) the attachment to the e-mail entitled "Talking Points" states "We agreed to the CORB[3] in return for **flushing** the Bechtel report." This further expands the SCE&G lexicon as it intentionally resisted disclosure of the Bechtel report to now include "scrubbing," "whitewashing," and "flushing." This is not a good vocabulary for a utility claiming to "communicate openly and honestly" and "do what is right" as detailed in the SCE&G's parent company's, SCANA Corporation, Code of Conduct and Ethics.

Surrebuttal Exhibit GCJ-12 is another example of correspondence and analysis of SCE&G employees and executive management that support my conclusion that SCE&G

[3] CORB – Construction Oversight Review Board.

concealed information, including the EAC team analysis and the Bechtel assessment/report from the PSC and ORS. The failure to disclose materially important information about the Project limited the decisions of the PSC and ORS about the Project.

**Q. HAVE YOU REVIEWED THE REBUTTAL TESTIMONY SUBMITTED BY DR. KENNETH PETRUNIK ON OCTOBER 24, 2018, AND HIS DIRECT TESTIMONY SUBMITTED ON SEPTEMBER 24, 2018?**

**A.** Yes, I have.

**Q. PLEASE RESPOND TO DR. PETRUNIK'S ASSERTION THAT SCE&G PROVIDED YOU WITH ALL MATERIAL INFORMATION REQUIRED FOR YOU TO PERFORM AN ADEQUATE SCHEDULE ASSESSMENT.**

**A.** Dr. Petrunik is the main rebuttal witness for nuclear construction issues on behalf of SCE&G and he had no role in the Project when construction was active. Dr. Petrunik is confused about the role of ORS to monitor the Project. Under the Base Load Review Act ("BLRA"), ORS provided on-going monitoring under S.C. Code Laws § 58-33-277(B) which states:

> (B) The Office of Regulatory Staff shall conduct on-going monitoring of the construction of the plant and expenditure of capital through review and audit of the quarterly reports under this article, and shall have the right to inspect the books and records regarding the plant and the physical progress of construction upon reasonable notice to the utility.

ORS is not tasked with the responsibility to develop the construction schedule for the Project. ORS was required to review the schedule presented by SCE&G; however, as I have discovered, SCE&G did not provide all scheduling information to me for review.



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Throughout his testimony Dr. Petrunik conflates knowledge of an issue with the requirement to implement a solution. I have acknowledged that I was aware of many of the major issues on the Project, but that does not equate to the requirement to propose how the issue should be resolved or how successful the proposed resolution may be. It certainly does not mean that I should have known in detail how each of these issues would impact the overall completion date.

Dr. Petrunik also asserts that SCE&G provided a clear picture of where the Project stood on a month-by-month and quarter-by-quarter basis. However, knowing the progress that has been made on these limited bases does not convey adequate information on determining the final completion date of the project. In most cases the information conveyed was that the planned activities were not completed on schedule. This limited input does not relate how the delay in completing these activities or in not completing the planned activities impacts the project completion dates. The final completion date is the important component that was not adequately addressed by SCE&G in their reporting and that was withheld from the PSC and ORS.

**Q. DO YOU AGREE WITH DR. PETRUNIK'S CHARACTERIZATION OF THE BECHTEL REPORTS?**

**A.** No. The most important information that SCE&G withheld from the PSC and ORS was the schedule assessment of the Project. Dr. Petrunik erroneously maintains that an assessment of the schedule was not part of the Bechtel scope of work authorized by SCE&G and that Bechtel's assessment was inadequate because it did not reflect key project data and thus, the schedule was properly excluded from the report. First, the schedule assessment was not excluded from the Report. It was segregated into a separate report

which had the sole purpose of further obfuscating and hiding the results of Bechtel's findings.

I have maintained throughout my testimony that if ORS had known of the Bechtel schedule assessment, ORS's review would have been affected and the results would have been materially impacted. Dr. Petrunik and SCE&G cannot arbitrarily dictate what information is material to the PSC and ORS. The Company's obligation is to disclose the information and they failed to do so, as has been demonstrated and supported by the numerous examples provided in my testimony. It is SCE&G's responsibility to disclose this information and this responsibility cannot be shifted by SCE&G to ORS.

**Q. PLEASE EXPLAIN HOW SURREBUTTAL EXHIBIT GCJ-9 CONTRADICTS DR. PETRUNIK'S CHARACTERIZATION OF THE BECHTEL REPORTS?**

**A.** Surrebuttal Exhibit GCJ-9 which is the October 19, 2018, transcript of the deposition of Mr. Ty Troutman, a Bechtel Executive who was directly in charge of the Bechtel assessment performed for VCS 2 & 3. Mr. Troutman disagrees with the assessment of the Bechtel Report provided in Dr. Petrunik's September 24, 2018 testimony. Mr. Troutman states, "We stand behind our assessment based on historical data which over (sic) multiple nuclear power plants." Mr. Troutman states the schedule assessment was in the original scope and was a major element of the assessment performed by Bechtel. Mr. Troutman vigorously defends the rigor and efficacy of the schedule developed by Bechtel as part of that assessment. This is directly counter to the claims and assertions by Dr. Petrunik that the schedule assessment was of no value and useless. Mr. Troutman also states that the schedule assessment comprised approximately one-third of the effort expended by Bechtel during their assessment, and that their weekly summary reports to



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SCE&G clearly indicate the schedule assessment was a major on-going activity and provides a detailed discussion of the methodology that Bechtel was using. These weekly reports also clearly establish that Bechtel did not "go it alone" in their schedule assessment. There was significant interaction with and participation by the Consortium and Bechtel utilized information provided by the Consortium in the development of their schedule assessment. It is also noteworthy that Mr. Troutman states on page 13, Lines 2 and 3 of the transcript and repeats throughout his deposition that his primary contact throughout the assessment was Mr. Stephen Byrne, not Mr. Alvis Bynum or George Wenick as SCE&G asserted. Mr. Byrne claimed he had no knowledge of the Bechtel assessment until the October 22, 2015, presentation to the joint Owner's executives. This now conflicts with the testimony of Mr. Troutman.

**Q. WHAT IS YOUR RESPONSE TO THE REBUTTAL TESTIMONY OF SCE&G WITNESS KYLE YOUNG?**

**A.** In my opinion, Mr. Young describes a thorough review performed by the SCE&G team on a flawed schedule. He acknowledges the schedule his team reviewed contained artificial or hard constraints. As I have discussed in my previous testimony, these constraints prohibit an accurate representation of the true completion dates and provide an overly optimistic schedule.

**Q. PLEASE RESPOND TO THE ASSERTIONS MADE BY SCE&G THAT THE BECHTEL REPORT HAD NO MATERIALLY RELEVANT CONTENT.**

**A.** In my opinion, SCE&G's assertion defies logic. The SCE&G assertion that the Bechtel schedule assessment was unimportant demonstrates SCE&G's lack of construction management experience and expertise. According to SCE&G, they first learned of



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Bechtel's estimated construction completion dates at the October 22, 2015 executive management presentation. Even if one acknowledges the preliminary nature of the Bechtel assessment, it is difficult to understand how SCE&G could make a decision to agree to the Engineering Procurement Construction ("EPC") Amendment on October 27, 2015 (see Surrebuttal Exhibit GCJ-10) a mere five days after SCE&G executive management received the startling revelation about the delay in completion dates presented by Bechtel. The Bechtel evaluation of the completion dates indicated the Project would not qualify for the Federal Production Tax Credits, which meant that SCE&G would lose over $2 billion. This significant loss could not be mitigated by any of the provisions of the negotiated EPC Amendment and would result in a direct loss to SCE&G and South Carolina ratepayers. It seems premature and reckless on SCE&G's part to have agreed to the EPC Amendment with the knowledge that the Federal Production Tax Credits would be lost based on the Bechtel analysis of the schedule. Note that all these decisions occurred prior to SCE&G exercising the fixed price option.

SCE&G had expended $1 million on an assessment by Bechtel that they dismissed immediately and with no serious consideration. It would seem reasonable that they would at least explored in more detail the basis of the Bechtel assessment and would have requested Bechtel to refine the schedule assessment if SCE&G believed the schedule to be based on overly simplified assumptions or a flawed methodology. SCE&G had been provided input from the pre-eminent nuclear plant construction contractor in the world and their reaction was to discard the analysis and then hide it from the PSC and ORS. This decision by SCE&G was reckless and adversely impacted the subsequent review by ORS.



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It is significant that SCE&G chose to specifically track the implementation of Bechtel's recommendations and issue a special report that detailed the status of implementation. If Bechtel's recommendations were not materially important, why did SCE&G implement them on the Project and why specifically track their implementation? It should be noted that the status report was not provided to the ORS during the active life of the project and only became known to me during the discovery period.

Dr. Petrunik attempts to establish the Bechtel Report as not timely and useful because it was not issued until February 2016. Contrary to his opinion, the first Bechtel report was issued in November 2015 and a presentation of Bechtel's findings and recommendations, as well as their schedule assessment, was made to SCE&G and Santee Cooper executive management on October 22, 2015. The delay in issuing the Bechtel report was due to SCE&G. It is my opinion that the Bechtel report results were timely - they were ignored and hidden.

Dr. Petrunik also attempts to discredit the Bechtel Report as solely reflecting self-interest on Bechtel's part in that they were seeking an on-going role on the Project. This does not seem logical to me since it would have been more beneficial to Bechtel to mute their criticism of SCE&G management of the Project if they were only seeking to expand their own role. Also, even if this were the case, I think at this point SCE&G should have realized that the Project was in desperate need of additional project management expertise and that Bechtel would have been an excellent source to obtain this additional expertise. Instead SCE&G totally discounted Bechtel's assessment and actively pursued hiding the results from the PSC and ORS.



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The Bechtel assessment and Bechtel Report were materially relevant information that should have been disclosed by SCE&G to the PSC and ORS. For SCE&G to maintain otherwise is wrong and contradicted by now available information and recently disclosed SCE&G communications.

**Q. WHAT ARE YOUR CONCLUDING COMMENTS RELATIVE TO DR. PETRUNIK'S TESTIMONY?**

**A.** Dr. Petrunik states in his testimony that in late 2015, WEC and Fluor put together a resource-loaded integrated project schedule that corresponded to the new completion dates in the fixed price contract. If this is true, this information was not provided to ORS by SCE&G. I was repeatedly told by SCE&G employees that Fluor had no active participation on the Project before January 2016and that Fluor was expressly prohibited from visiting the Project site and participating in meetings until details of the CB&I departure were finalized. Supposedly, no interaction between CB&I and Fluor was permitted during this time. This means that if Fluor did develop the Project schedule as stated by Dr. Petrunik, Fluor had no input from the construction contractor, CB&I. Also, if this schedule was developed by WEC and Fluor, it was never provided to the ORS.

**Q. PLEASE ADDRESS SCE&G'S ASSERTION YOU WERE AWARE OR SHOULD HAVE BEEN AWARE THE CONSTRUCTION SCHEDULE WAS DELAYED BEYOND THE DATES PROVIDED IN THE MARCH 12, 2015, AND MAY 26, 2016, FILINGS.**

**A.** It was not in my scope of work for the ORS or within my individual capability to develop a detailed construction schedule for a large nuclear power plant. I do not have access to the sophisticated software and powerful hardware that are required to develop a



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detailed construction schedule for a project of this magnitude without associating other experts to assist me. My role was to review and monitor the construction schedule and budget produced by SCE&G and provide input to ORS on the status of the construction. To monitor the Project, I depended on SCE&G to provide accurate and complete information to me and to be truthful and forthright. SCE&G failed to fulfill its obligation.

I was aware of most of the major issues on the Project and I was aware that these issues carried risks of impacting the schedule. I was not in a position to calculate the specific impact on the final completion dates of all of these issues. To do so required computer models that have hundreds of thousands of individual activities linked together by precursor and successor activities and refined by resource inputs based on construction craft productivity/availability and commodity and equipment availability. In the discharge of my duties to monitor the Project, I formed opinions and recognized there were impacts. SCE&G continued contention that ORS and I were aware of all the construction issues associated with the Project and thus, should have known the exact impact on the schedule is ridiculous. It is paramount to stating, "You should have known we were lying to you!"

**Q. DID YOU EXPRESS YOUR OPINIONS ABOUT THE IMPACTS OF THE MAJOR ISSUES TO THE SCHEDULE?**

**A.** Yes. Regarding the March 12, 2015 filing, I believed, at that time and based on the information available to me as provided by SCE&G, that the Project could be completed within the 18-month window of the completion dates stated in SCE&G's petition, as allowed by the BLRA. I believed, at that time. SCE&G was committed to the, dates and planned to successfully implement all the mitigation plans and productivity improvements required to meet these dates. I believed SCE&G's commitment to requiring more direct

accountability from the Consortium and dedication to meet construction milestones. In retrospect and based on my review of the documents obtained through discovery, my confidence was misplaced. SCE&G intentionally misled me, ORS, the PSC and the public.

Pertaining to the May 25, 2016 filing made by SCE&G, I admit that I was not confident in the completion dates provided by SCE&G in their petition. My skepticism and concern are reflected in the December 29, 2016, letter which Mr. Dukes Scott sent to SCE&G regarding the continued lack of an integrated resource-loaded project schedule (see Surrebuttal Exhibit GCJ-11). Despite the initial optimism that I had felt when Fluor was added to the Project as the new construction contractor in January 2016, there was no substantive increase in productivity and the improvements that were expected were never attained. My concerns were slightly assuaged when the fixed price EPC contract was implemented because the construction schedule and costs became the sole responsibility of WEC. In addition, I supported the implementation of the settlement agreement which ensured the rate payers would be protected by assigning any additional EPC risks directly to SCE&G.

After reviewing the information received through discovery and the transcripts of the depositions, I am convinced that if the results of the Bechtel assessment had been known by the PSC, ORS and the public at the time of the evaluation of the 2016 petition, the outcome would have been impacted and the settlement agreement would have been significantly altered. Had the PSC, ORS and other parties known the Project had no chance of meeting the dates to qualify for the Federal Production Tax Credit and with the additional costs associated with increased Project delays, the financial conditions of WEC and of SCE&G would have been recognized to be more serious than was disclosed at the



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time. The decision to continue with the Project would have been in serious question and/or the conditions under which the Project could have continued would have been substantially altered.

**Q. IN YOUR OPINION, SHOULD SCE&G HAVE BEEN CONCERNED WITH THE COMPLETION DATES ONCE THE FIXED PRICE EPC CONTRACT AMENDMENT WAS IMPLEMENTED?**

**A.** Yes. There are several reasons why SCE&G should have been concerned about the accuracy of the Project completion dates and the Project schedule even though most of the financial risks for construction were shifted to WEC. Apart from applying the minimally requisite standards for project management which require an accurate and complete project schedule, the following would have been of concern to SCE&G relative to the completion of the Project:

1) SCE&G remained responsible for determining Owner's costs which are directly linked to the completion schedule;
2) SCE&G was responsible for staffing the operations and maintenance staff for the project once it began operation; therefore, they needed to know when to staff and complete the training for these groups;
3) SCE&G was to be a full participant in the pre-operational and start-up testing of the plant; therefore, they again needed to know the construction schedule to plan for and staff this work activity;
4) Extended schedules would have increased the cost to WEC (and potentially to Toshiba) and therefore increased their risks and financial exposure which



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then would have increased their incentives to abandon the EPC contract and abandon the project;

5) Extended schedules increased the risks to SCE&G because they were required by the settlement agreement to complete the construction of the plant at their own costs if WEC or Toshiba reneged on the EPC contract;

6) SCE&G needed to know the dates when the plant could be relied upon to start producing electrical power to perform their integrated resource planning and to know how to handle outside power purchase agreements and commitments; and

7) Tax planning, investment strategies and other financial planning depended heavily on knowing the completion dates of the Project.

As a result, SCE&G cannot claim they had no interest in knowing and closely monitoring the construction schedule for the Project merely because the financial risk of construction was shifted to WEC. The construction schedule remained SCE&G's responsibility throughout the duration of the Project.

**Q. DOES THIS CONCLUDE YOUR SURREBUTTAL TESTIMONY?**

**A.** Yes, it does.



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# Office of Regulatory Staff
## GARY C. JONES
## SURREBUTTAL EXHIBIT LIST
**South Carolina Electric & Gas Company and Dominion Energy, Inc.**
***Docket No. 2017-207, 305, 370-E***

| EXHIBIT NUMBER | DESCRIPTION |
|---|---|
| GCJ-1 | Transcript of Carlette Walker Deposition |
| GCJ-2 | August 25, 2014 e-mail from Kevin Kochems to Kenneth Browne |
| GCJ-3 | Transcript of Kenneth Browne Deposition |
| GCJ-4 | July 31, 2014 e-mail from Kyle Young to Abney Smith |
| GCJ-5 | July 22, 2014 letter from Abney Smith to JoAnne Hyde at WEC |
| GCJ-6 | May 19, 2015 e-mail to Alvis Bynum CEO Talking Points |
| GCJ-7 | April 28, 2015 e-mail from Steve Pelcher to Alvis Bynum |
| GCJ-8 | November 29, 2016 e-mail from Alvis Bynum to Kevin Marsh and Ronald Lindse |
| GCJ-9 | Draft Transcript of Ty Troutman Deposition |
| GCJ-10 | SCE&G Allowable Ex Parte Briefing to Commission on Recent Activity for NND Project |
| GCJ-11 | December 29, 2016 Letter from Dukes Scott to Kevin Marsh |
| GCJ-12 | Composite Exhibit of SCE&G correspondence and analysis |

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IN THE COURT OF COMMON PLEAS
FOR THE STATE OF SOUTH CAROLINA
RICHLAND COUNTY

DEPOSITION OF CARLETTE L. WALKER

LEBRIAN CLECKLEY, on behalf of himself and all others similarly situated,

Plaintiffs,

vs. Case No. 2017-CP-40-04833

SOUTH CAROLINA ELECTRIC & GAS COMPANY and the STATE OF SOUTH CAROLINA,

Defendants.

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CONFIDENTIAL

DEPONENT: CARLETTE L. WALKER

DATE: APRIL 24, 2018

TIME: 9:21 AM

LOCATION: HOLIDAY INN
COLUMBIA, SOUTH CAROLINA

REPORTED BY: JULIE K. LYLE, RPR/RMR/CRR
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(Exhibit No. 1 was marked for identification.)

CARLETTE L. WALKER,

having been first duly sworn, was examined and testified as follows:

EXAMINATION

BY MR. HALTIWANGER:

Q All right. Ms. Walker, my name is Dan Haltiwanger, and we got introduced right before the deposition started. And it's my understanding you've had a deposition taken before, but our court rules require me to go over a little bit of the ground rules so that they're on the record and it's clear that I've had the opportunity to explain them to you.

One of the most important rules is that we have a court reporter here today that is going to be taking down everything we say. Therefore, it's important to verbalize your answers, to say yes or no instead of uh-huh or uh-uh so she can make a clear record of what is said.

Also, I think as we were just talking about, it's not an endurance contest

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today. If at any point you need to take a break, use the restroom, get a glass of water, anything like that, let me know, and we'll take a break. Okay?

A Okay.

Q Also, as you were just sworn in, the testimony is under oath today, so it can be used in a court of law later. But it's important for me to remind you of that for your testimony today.

And, also, it's my understanding when we were setting this up that you -- that there may be an obligation you have this afternoon, so I'm going to try to get as much in today. I hope to get it finished today, but if not, we'll get as much done as we can today and work with you and your lawyer about if we have to get back together at some point in the future.

But it's -- my understanding is 1:30 is the time we're shooting to be done for today; is that right?

A That's right.

Q Okay. That being said, can you give us your full name for the record?

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A Carlette L. Walker.
Q And what is your current occupation?
A I'm retired.
Q Retired. And when did you retire?
A After I resigned from SCANA in June of 2016.
Q Okay. And I'm going to hand you what has been marked as Exhibit 1. I don't know if anybody wants a copy of that, but this is Exhibit 1 to your deposition.
Have you seen this document before?
MR. MOORE: This is just the notice of deposition, Carlette.
THE WITNESS: Yeah.
A Yes, I have.
Q Okay. And you're appearing here today for us because you were subpoenaed to be here in order to give your testimony, correct?
A That's correct.
Q All right. Can I ask you -- and I don't want any conversations you had with your lawyers or with your lawyer, but did you do anything to prepare for your deposition

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today?
A No.
Q So you have not gone back and looked at any documents, anything like that?
A No.
Q Any conversations with any SCANA employees or former employees that you knew?
A No.
Q Okay. You say you retired in June of 2016. What was your position when you retired?
A Vice president of nuclear finance administration.
Q And I don't need exact dates, but I'm just trying to get a timeline of how long you had that position and going back, so your employment history there.
So how long had you been vice president?
A I think I was VP for six years.
Q And what was your position before that?
A Before that I was the corporate compliance officer for SCANA.
Q And how long, approximately, did

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you serve as a corporate compliance officer?
A I think I was corporate compliance officer for four years.
Q And prior to being a corporate compliance officer?
A I was assistant controller for SCE&G.
Q And approximately how long had you been an assistant controller?
A That's where I'm not as exact on the dates. I want to say -- I think I was assistant controller about eight years.
Q And before being assistant controller?
A I was controller of South Carolina Pipeline. No, wait a minute. I was manager of fossil hydro -- or, no, I was manager of generation --
Q And how long --
A -- for accounting. That was one year.
Q Okay. And prior to that?
A Prior to that I was controller for South Carolina Pipeline.
Q And before controller at South

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Carolina Pipeline?

A That was -- I was controller for South Carolina Pipeline for probably about two years, and then prior to that, I was manager of customer billing, measurement, and finance.

Q Okay. And before that?

A And before that I was manager of customer billing and measurement. Actually, I was the supervisor at that point.

Q And your position before that?

A I was a senior auditor in the internal audit department of SCE&G. And that should take you back to when I started with the company, which would have been in October of '83.

Q Okay. When you left as vice president of nuclear finance, what entity was actually signing your paycheck? And we're going to get into that.

A SCANA.

Q SCANA?

A There's an entity that's a service company --

Q Okay.

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A -- under the umbrella of SCANA, and so it would really be SCANA Services that would have been the employing entity. So I worked for SCANA Services, and that's where all of the finance organization was operating out of.

Q Do you recall your e-mail address when you worked there?

A It was CWalker@scana.com.

Q And did that ever change during your time of employment there?

A I think it did change when I left -- no, I think it stayed the same. I don't think I had a different e-mail when I was at Pipeline.

Q Did you ever use other e-mail addresses while you were doing work for SCANA?

A No.

Q Are you aware of any other employees that you interacted with at SCANA using e-mail addresses that were different from the domain address that you had?

A What -- what do you mean?

Q Yeah. I guess I'm trying to figure

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out, we've got a bunch of documents, and we're trying to figure out if we're understanding how the e-mail system worked with the -- you know, like you said, the CWalker then @scana.com.

Were there other endings that you were familiar with with any of the other companies or any other employees there?

A Well, I know that Santee Cooper had, you know, their own e-mail system, and then the site representative for Santee Cooper, I believe he also had an @scana.com e-mail.

Q And who would that have been?

A Marion Cherry.

Q Marion?

A Uh-huh. Marion Cherry.

Q Okay. Any of the SCE&G employees that you interacted with on a regular basis use an e-mail besides their company e-mail to interact with you?

A Not that I remember. I mean, they may have used a personal e-mail if they were at home, if for some reason they couldn't sign on and they needed to send me a message,

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but not on any kind of routine basis.

Q Okay. And we sort of talked about this. I'm trying to get myself educated about SCANA and SCE&G. I noticed there were a lot of SCANA and SCE&G entities. And if you could -- you're the first witness we've talked to in this case, so I'm trying to get an idea of how all those companies interacted.

A Okay.

Q If you could do your best job of explaining SCANA's relationship to SCE&G and SCE&G Services and what other entities were involved in the project out there.

A Okay. Well, SCE&G is the utility company, and SCE&G was going to be the owner of the nuclear plant. It was also the entity that was building the plant.

SCANA Services was providing services to supplement the SCE&G staff. So I was an -- I was a SCANA Services support team that was going to be assigned to the project.

There were also -- like the IT group, which would be information technology, they came from SCANA Services and

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supplemented the project team.

The project team itself was made up of a lot of engineering and technical people that came from SCE&G personnel, which a lot of them came from Unit 1. And so those were SCE&G employees.

So, generally speaking, SCE&G employees are more technical and are utility specific. They're not the homogeneous employees that can provide services to any of the different subsidiaries that we might have had.

So in your SCANA Services, you tended to have your governance employees, like your corporate secretary, your accounting, your IT, your payroll, your internal audit. I'm trying to think of the different departments. Corporate security, your senior executives.

SCE&G had some designated executives, but they were also SCANA executives. So you might have had Keller Kissam as a designated SCE&G executive, but he was also a SCANA executive. So they were one and the same.

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Q And as we talked about, we have a court reporter writing everything down. When we come to names, sometimes to help her out, the name you just said, can you spell it for her, if you know?

A Yeah. Keller Kissam. That's K-E-L-L-E-R. Kissam, K-I-S-S-A-M.

And then like Kevin Marsh, K-E-V-I-N, Marsh, M-A-R-S-H. Kevin was the CEO of SCANA, but he was also -- had that same authority over SCE&G. So it's not like there was a separate CEO for SCE&G. He had that same CEO authority over SCE&G. He made all the final decisions and had all the purchasing power authority given to him by the board for SCE&G.

So SCE&G was by far the largest subsidiary of SCANA. They had a couple other smaller subsidiaries, like SEMI-GAS. SEMI-GAS bought gas on the open market and then sold it and moved it through transmission lines. SEMI is S-E-M-I. And that was -- they strictly bought gas in Houston and then brought it across transmission lines in the -- across the south

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and then brought it to end users, primarily in South Carolina but also in Georgia.

South Carolina Pipeline was a big subsidiary, but they sold it probably about maybe three or four years before I left the company. As I had mentioned, I had worked at South Carolina Pipeline for about nine years. That was a transmission company.

But they sold it because they wanted to consolidate what their efforts were on, and they felt like generation and distribution of electricity was their core business, and so that's where their efforts were going to be, was consolidated toward distribution with the end-user customers.

Q Okay. When we talk about SCANA Services, how is -- where does SCANA Services get its income from?

A SCANA Services bills out its employees for cost and then its benefits. So it's pretty much a zero game. It doesn't have -- it doesn't -- it's not there to make a profit. It's strictly there to provide services at a zero markup other than for the benefits for its employees and the costs for

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office -- you know, office furniture and equipment and stuff like that.

So it's built into -- what we did was we had time sheets that were incremental time sheets. You were supposed to keep up with your time sheets up to a tenth of an hour, and you billed your time out according to where you spent your time. So if you spent time with SEMI or if you spent time with SCE&G, with distribution or if you spent time with a project, capital project, you were supposed to charge your time according to what you did and who got the benefit of your time.

And so in the case of me working on a capital project, I charged my name to that capital work order. And so my labor rate, my actual labor rate and my benefits and any overhead costs of my efforts would be charged directly to that capital work order. And so SCANA Services would be zeroed out on any costs associated with my employment, and my employment costs would go directly to that capital work order.

And in this case, it would go

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against that BRLA and be collected from the rate payors whenever the rates were changed.

Does that answer your question?

Q Yes, that's very helpful. I've been trying to understand SCANA Services and its relationship to all the other entities out there.

A Right.

Q If your time, though, is billed to SCANA -- or the SCANA Services time that would be billed on the capital work project, would there be any markup on that on the BRLA that would be profit to SCE&G, or how would that work?

A There would be no additional profit other than the profit that was allowed in the capital work order for the interest component of AFUDC, and I think the allowed rate of return was like 12 1/2 percent maybe.

Q Okay. And for the -- well, it would probably help us to get it straight. The problem we're here to talk about is the nuclear project up in Fairfield County.

What would be the title that would be used at SCANA to denote that project in

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general?

A NND. New Nuclear Development is what they called it.

Q And I've heard it -- we've seen in documents like VC Summer project, Number 2 and 3 project.

A No. That's -- all of those refer to the same thing. That's the new nuclear build. That's Units 2 and 3. Because they've got an operating unit that was put in service back in '83. That's Unit 1.

Q Okay.

A And back when they built that unit, it was -- that site was sized for two units, but they didn't build the second unit, so there was always plans to build a second unit.

But when they went out and decided to build again in the early 2000s, the footprint or the amount of space needed for the new technology allowed you to build two plants in the footprint that used to require the amount of space to build one.

So they knew that they had enough footprint next to Unit 1 to build two units,

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and so they were going to build Units 2 and 3 in the same site that in the early '70s they were only going to be able to build one more unit. So that's where you get the Units 2 and 3.

Q Okay. And for the NND project or VC Summer project, who was -- I guess which entities made management decisions relating to that project?

I'm trying to get an idea of the hierarchy of decision-making for VC Summer 2 and 3.

A Say that again.

Q I'm trying to get an idea if we're trying to make a chart of who made decisions regarding the construction and management of Units 2 and 3. You know, SCANA versus SCANA Services versus SCE&G, kind of just give us an idea of the hierarchy of command, I guess is the easiest way to say it.

A Well, that's a good question. I never could find anybody that would make a decision. That was a major issue.

The body that was supposed to make decisions about it was the senior executives

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of SCANA.

Q Okay.

A Because the people at the project apparently didn't have any authority. I couldn't make any decisions. I wasn't given the authority to make any.

Q What about the board of directors of SCANA or SCE&G? Did they ever have any interaction with the project out on VC Summer?

A I never -- I know that they had at least one board meeting at the site, but that doesn't necessarily -- I'm not trying to indicate that they did anything at the site. You know, they may have come to the office and used the office space. Because we had an office out there. But, you know, they may have gone on a tour.

I wasn't in attendance to the meeting, so I couldn't tell you what they did or what they saw, nor could I tell you what was told to them about the progress of the project from one quarter to the next.

Q Do you know if SCANA and SCE&G have the same board or if they're different?

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A It is one board.

Q I want to shift a little bit back to your employment at SCANA. How -- you've told us that your paycheck actually came from SCANA Services; is that correct?

A Right.

Q How was your personal compensation structured? Were you on an annual salary? Was it salary plus bonus? Was it commission? Just tell us in general how you were compensated.

A I was compensated with an annual salary, and then I had two risk components associated with my salary. I had a long-term bonus and then I had a short-term bonus.

Q Okay. And for somebody like me who's completely unfamiliar with that system, can you explain it as best you can?

A Yeah. The short-term bonus was tied to -- it was two components at the end. One component was based on operational goals, and those goals for my team, I set those so that they were focused on goals that would support the success of the project.

And then the others were the

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earnings goals for the company. So those -- those were set by senior staff.

And then the long-term bonus was based on how our stock did in comparison to some indexes. And it was kind of convoluted. I never did the calculation. But there was more to it than that. You'd have to look in the proxy statements and get the full description of the long-term bonus.

So it was kind of a convoluted calculation on how you did -- it was like a rolling three-year calculation that they did. And one, you locked in a year -- it was kind of crazy, and they would change it just about every year.

Q Who was in charge of deciding the goals that would make up the bonus structure?

A I think senior staff pretty much reviewed all the goals to make sure that the goals had enough meat to them. And then they presented them to the board, and then the board had the final say-so whether or not to approve them.

And then the board had the final say-so as to whether or not the bonus goals

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were achieved and whether or not they were going to pay out at 100 percent or if there was going to be a payout to include discretion.

Q And when you say senior staff, in general, who would that be?

A Those would be the top senior executives. And that's probably six or seven of the executives, to include the CEO and the CFO.

Q And for your time there, who would have been in those positions?

A Well, when I first went up to the nuclear project, it would have been Bill Timmerman as the CEO; Kevin Marsh as the CFO; Jimmy Addison; Keller Kissam; Frank Mood; Gina Champion; Jeff Archie, Steve Byrne.

THE WITNESS: I'm trying to remember the guy -- who's the guy that's over -- that was over PSNC and they brought him back down?

Q One of the things I should have told you when we started, even though it's not a test, there's no pass/fail grades, we're really just asking for your

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recollection today.

A Okay.

Q So --

A I can't ask any questions?

MS. HODGES: I'll tell you when it's over.

Q Another thing I should have told you, any time during the deposition, if you gave an answer earlier that you think was either incomplete or incorrect for any reason, we can also go back and address it. Just let me know and we can go back.

For instance, if you say, you know what, I said so-and-so was the CEO at that time and I now remember it was somebody else, we can go back and correct it. You're not held to bite your tongue or anything, if you've said it, once you've said it.

A Okay. Rusty Harris.

Oh, yeah, and -- what was that last name --

Q Now, for bonus payments, did these come out on an annual occurrence, or were they triggered by other events?

A It was annual because they had to

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have year-end stock prices and year-end earnings.

Q And during the time of the construction of VC Summer Units 2 and 3, did you actually receive bonus payments related to the construction out there on the site?

A Say that again.

Q During the time that the VC Summer project was ongoing, did you receive bonus payments related to the work going on out at the site?

A I did.

Q And what would be the criteria that would be related to that, those bonuses? Was it just, in general, if you get enough done, if it's price related? What would be triggering your bonuses?

A I mean, we would have goals set for each year based on what we were trying to achieve, and they were much more in minutia than what you're talking about.

I mean, ours would have been something more like to establish -- and this is just an example. I don't even know if this would have been a goal, but to establish

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a database, an electronic database, for use in reviewing all invoice data for inappropriate billings.

Because we were getting invoice billings from Westinghouse and CB&I that had thousands and thousands of lines of data, and so we had, you know, our information that we were sifting through and looking for duplicate billings for the same employee or employees that supposedly worked more than the 40 hours or the 50 hours.

And, you know, we found a lot of mistakes in the billings by just doing just common sense or simple internal controls that any shop should be doing when they're reviewing billings that are cost-plus.

Q And this -- we may get into this later, but since you brought it up, cost-plus billing, explain first your understanding of how that operated with respect to the project in Fairfield.

A Well, there was different aspects of the contract, and one aspect of the contract, which was the labor for the site, was billed at what you call target. And that

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target was a cost-plus part of the contract.

So in our mind, from an accounting perspective, that was a high-risk area for the company and the project, so we spent a fair amount of resource trying to make sure that that area of cost was under control and that they had controls in place as far as trying to manage time sheets and make sure that there weren't fraudulent charges coming through.

Q And for somebody who's not familiar with accounting like that, what do you mean when you say it's a high-risk area? What makes it high risk as opposed to low risk?

A It's high risk because the contractor bears no -- if somebody charges time and they're not at the site or they're not being productive, the contractor bears no loss on it. The only people that lose money on it would be the owner of the -- owner of the site.

So just like the gasoline or the inventory, the other areas of cost-plus, if they're not managing those types of costs, the owner, which was SCANA or SCE&G, bore the

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risk of fuel being used to fuel cars to drive back and forth to their trailer or wherever they might be living rather than it being used to fuel the trucks that were actually used at the site to produce construction product.

So there were different pieces or elements of the construction that we felt and we put in high risk, so we did audits or we did reviews of those kind of areas because we felt like those were high-risk areas for fraudulent activity.

Q And who at SCANA would have been in charge of that process of overseeing that audit and that type of work?

A Well, my team did most of it. And then we also shared what our plans were with internal audit, and internal audit would then add those to their audit plan. And a lot of times they would work with my team in doing some of the overseeing of the audits.

Q And who would have been the names of some of the people on your team doing that work?

A Shirley Johnson was my manager who

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led those efforts.

Q And who else would have been involved?

A Well, one was in the paper, unfortunately, and her name was Margaret Feckle.

Q And the phrase you just used, her name was in the paper, unfortunately, what do you mean by that?

A I just hate to have somebody who's a senior accountant's name put in the newspaper when she was doing a good job, and to be added to a list of people that are associated with the scandal at the nuclear project is probably not great. I mean, that's not exactly a common name, Margaret Feckle.

Q Uh-huh. All right.

Besides Shirley Johnson and Margaret Feckle, what other SCANA employees would have been doing that work out there?

A I'm trying to remember that one's name. I can't remember the guy's name that Shirley had hired.

Kullen Boling did some. That name

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is B-O-L-I-N-G. First name is K-U-L-L-E-N. So it's Kullen Boling.

Q And --

A Joey Gilespie did some work.

Q And part of their job was reviewing the -- or auditing, I should say, the work being done for SCANA Services looking for fraudulent or other improper billing?

A For SCE&G.

Q For SCE&G.

A For NND.

Q For NND.

And if they found any of that or they wanted to follow up with anything they found that's suspicious or curious, take me through that process. What documents would be created, who would be notified, and how would that be logged in?

A We would have exit interviews with a representative from the area with Westinghouse or CB&I, whichever area was responsible for it. Generally it was CB&I.

And as time passed, those meetings became more and more confrontational. They were never friendly, but they became more and

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more confrontational. It got to where they usually had one or two lawyers in the meetings. They started bringing in a manager from the construction side. He was kind of burly, so they were -- it seemed like it was becoming more like they were trying to team up on us.

But anyway, they had a lawyer for procurement that was particularly nasty, and we would meet with them, explain to them what our problem was, and usually an example -- this is just a really good example, was like the gasoline and the marked vehicles, where we talked to them about how many cars did they have that were marked vehicles that would be using the gasoline. You know, we were told that they might have 10.

Well, when we actually had somebody sit out front and watch the number of vehicles going into the gated secured area where the cars would be going in, they might have counted 40.

And then when they went to check to see how the secured fuel tanks were actually operated, unlike the way they were described,

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there wasn't a key that was serviced so that you had to use the key to swipe it to be able to engage the fuel. All you had to do was walk into the little shop, and you got the key, and you swiped it. And anybody could go up there and pump gas.

It was just like the Hess station, and everybody knew to go in the little gated house, pull the key off there, swipe it, and then you could fuel your car. So when we asked them how we counted 40 cars compared to the 10 you had on the list -- I mean, nothing reconciled. There was no controls over the fuel.

And so when we met with them, you know, instead of acknowledging that they didn't have control, they'd fight you tooth and nail on it. And then we would fight for, you know, months over this.

And we would try to get a credit back on it because we'd say, Well, okay, we've been in this project for "X" number of months. You've ramped up by this number of days, you know, this number of people. You've given out cars by this. And we'd come

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up with some reasonable way of calculating how much we think that the fuel has been inappropriately used, and we would try to seek out a credit.

And then we would add this to a sheet, what we called a running tab of disputed amounts. And we would put it in a letter, and they would have their response put in the letter.

And we never were able to get those disputed amounts settled. Our senior executives never supported us on them. And at the end, when they negotiated a fixed-price contract, that all got just lumped in supposedly with the negotiations, and whether it was treated fairly or not, I couldn't tell you.

Q Okay. I want to go back through a little bit of that.

And one of the reasons I'm asking is I'm trying to find if I can go back and look for documents that would, for instance, trace this dispute about the fuel and who had access and who was using it.

What type of document names or

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1 databases or what would I go to look for if I
2 wanted to go back and sort of educate myself
3 about this controversy or other controversies
4 that you would have with the contractors with
5 regard to payments that were being requested?
6 A I think you probably would ask for
7 the disputed invoice log.
8 Q And who would have been responsible
9 for maintaining that?
10 A Shirley Johnson. Marion Cherry
11 should have probably been getting a copy of
12 it from Santee Cooper.
13 Q And how often -- and, again,
14 because I'm not familiar with the whole
15 process.
16 A Right.
17 Q You have this disputed invoice log.
18 Is this something that would be addressed in
19 any sort of regular time frame, or is it as
20 things went along, it would come up? How did
21 that work?
22 A We would update it with different
23 things that we would come up with where we
24 felt like we were inappropriately billed.
25 And we would take it to senior executives,

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and they would look at it and make no comment. No decisions were ever made until they got to the point where they were going to negotiate this fixed-price contract in the latter part of '15.

Q And the senior executives for SCANA that would have been --

A Kevin Marsh, Jimmy Addison.

Q And any others?

A I can't remember if Lonnie Carter was in there or not.

Q And was Lonnie Carter an executive at SCANA or --

A No, he's Santee Cooper. I'm sorry.

Q So, again, just so I can try to educate myself with it, we've been produced a lot of documents from SCANA and SCE&G related to the project, thousands of them. If I wanted to search through them to find information about instances like we were talking with the fuel, the disputed invoice log, any other titles of documents that I would be looking for?

A You might want to look for audit reports.

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Q Who would be doing audit reports?
A Internal audit was producing audit reports, and then my team was producing audit reports.
Q And who was the internal audit team?
A Well, Iris Griffin, who's now CFO, was internal auditor then.
Q And who else would have been on Iris's team?
A Courtney Owen. She was the manager.
Q And how did -- I mean, it sounds like you had two groups working here, internal audit and your group. How did they interact or how was that system set up?
A They worked hand in hand together. Sometimes they would lead the audit and then other times Shirley's team would lead the audit.
Q And --
A And our team was physically located at the site.
Q Okay.
A And so that made it to where we had

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relationships and insight into what was going on in the project more so than people that were at corporate.

That was one thing that, you know, when I was told that I needed to go out to the project, I went straight out to the project and made myself an office at the project. I didn't stay at the corporate headquarters like my predecessors had done. I mean, they never even went out to the project for the two years they had it. Their view of it was, Well, they get two invoices a month; what could there be that needs to be done.

Q And who was your two predecessors?

A Casey Coffer.

Q And how do you spell that name for her?

A I'm sorry. Casey, C-A-S-E-Y. And then his last name, Coffer, is C-O-F-F-E-R.

And then Jim Swan, S-W-A-N. And Jim Swan is the controller of SCANA and SCE&G.

And they never even went out to the site. And when I went to visit them when

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Bill Timmerman told me he needed me to go out to the site, I went to see them to see what they had been doing so I could get a flavor for what I should expect, and their view of it was, you know, they didn't think it was a big deal because they only get two invoices a month. They get one from WEC and one from CB&I. They didn't see it as a big deal.

And when I got up there, I mean, I -- I was shocked at how far behind we were. I ended up getting people from internal audit to augment my staff so that we could start doing some flowcharts of what processes that were going on at the project so we could get a feel for what CB&I was doing -- or at that point I think it was Stone & Webster -- find out what processes they were using to bill us so we could start getting a flavor for where we might need to be doing some intrusive audit work so we could get a better handle on what was going on and try to, you know, do some risk analysis.

Q And about what time frame was that?

A Okay.

MR. MOORE: You're going to

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have to excuse me for a minute.

MR. HALTIWANGER: We'll take a break.

(Off-the-record discussion.)

Q Ms. Walker, I'm just trying to -- I'm going back over some of the things we asked before. When did you become in charge of accounting?

A What do you mean, in charge of accounting?

Q Or for the project. When would you have taken over the role out at VC Summer, those responsibilities?

A I think I was there for six years, so I think it was around 2010.

Q And the disputed invoice log, is that a process you created, or was that in place before you got there?

A Actually, Shirley Johnson came up with that.

Q And, again, if I'm doing word searches trying to find those documents, disputed invoice log, any other terms that would come up or were being used?

A That's the name of it.

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Q Okay. When we talked about bonus goals, were those written down?
A Uh-huh.
Q Where would I find those for the various employees involved in the project? What would they be titled?
A That's what they would be titled, would be bonus goals.
Q Bonus goals.
A I mean, they might be called short-term bonus goals.
Q The disputed invoice log, prior to that process being in place, how were issues with billing handled with the contractors, billing disputes?
A I couldn't tell you. I mean, that's the process that, you know, we came up with when I got there.
Q Can you tell us or give us an idea of what was going on before if there was an issue?
A I couldn't tell you.
Q Who would know most about that?
A Probably Sheri Wicker. Sheri Wicker. She's currently employed by SCANA.

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Q All right. And how often would you be meeting with Westinghouse or CB&I to go over the disputed invoice log or the issues that arose with the disputed invoice log?

A We ended up going over that with them every single month.

Q And what paperwork would be generated along with those meetings that we could look for?

A I think that they had notes beside each one of the things that were discussed on the disputed invoice log.

Q And can you give us an idea of generally what amounts of money we're talking about on the disputed invoice log?

A I mean, those could be anywhere from 40, 50, $60, up to, you know, hundreds of thousands of dollars.

And those don't necessarily all come from any one source. I mean, those could be from audits. They could be from review of the invoice. They could be from the review of -- or something that was seen by engineers out in the site.

It could be from the review of the

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billables of miscellaneous items that Ken Browne did. And he would find things that were absolutely wrong and being billed to us that were supposed to be included in the fixed price, and they were billing it to us as recoverable.

Q And I just want to make sure that I can go back and find all those disputes and all those materials, and if I'm searching under the disputed invoice log, I'll be able to find that?

A Uh-huh. You should.

Q Okay. And was the disputed invoice log continued the entire time you were there, or did that end whenever it switched to the cost-plus, or do you know?

A Well, the cost-plus was the whole -- the whole time. Now, when it went to fixed price --

Q Fixed price, that's what I meant.

A -- I can't tell you because that's when I quit, after they negotiated that.

Q Okay. Well, that will bring us right to the next topic, which is the date that you left employment at SCANA. Do you

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recall the date?
A Uh-huh.
Q What is it? What was it?
A January 7th, I think.
Q Of?
A 2016.
Q And what was the official job title at the time you left?
A Vice president of nuclear finance administration.
Q And I want to get an idea of your -- the supervisory hierarchy at the time.
Who did you report to at the time you left?
A The CFO, Jimmy Addison.
Q And he would have been your direct boss?
A Yeah. I had reported to Jimmy from the time that I started on the project. Prior to that I was in corporate compliance. I reported to the CEO who had since retired.
Q And who was that?
A Bill Timmerman.
Q And, again, just trying to get a

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hierarchy, if you're the vice president, you report to the CFO, Jimmy Addison. Who reported to you, underneath you, if anybody?

A When I was --

Q At the time you left.

A I had three managers reporting -- well, I had four -- five. I had Shirley Johnson, Kevin Kochems. That's -- Kochems is K-O-C-H-E-M-S.

And then I had Sheri Wicker. And Sheri has an I instead of a Y at the end.

And then I had Billie Kaye -- that's K-A-Y-E -- Morris, and she had Unit 1.

And then I had Shannon Perry, and she had responsibility for transmission. That was the construction for the transmission line that was going to take the electricity from Units 2 and 3 and move it down toward the beach.

And I take that back. They had -- right before -- right before the -- I think it was at the beginning of 2015, I think they went ahead and made her a part of the transmission organization.

Q Okay. And let me ask you, when you

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came to leave SCANA, did you resign from SCANA, or were you terminated?

A I resigned.

Q And in as much detail as you can give us, tell us how you came to leave SCANA employment.

A Well, actually, I went to talk to Kevin Marsh to be able to tell him some concerns that I had with the project. And, much to my surprise, Kevin didn't want to hear what I had to say.

And he put me out on a medical leave. A special medical leave was the term he used. And so I was on a medical leave for three months. And it was obvious when he put me on the medical leave that it was a complete exit from the company.

I went to see one attorney to start with, and then I moved to go see Jake. And I explained what I had seen with the company to Jake and what had happened when I testified in the 2015 rate case that was before the Public Service Commission and how uncomfortable I was with the number that they had put in my testimony and filed in my

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1 testimony while I was out of work when my
2 husband was deathly ill.
3 And then at the end of that year,
4 in -- I guess it was the fall of '15, I
5 watched the negotiations of that fixed-price
6 contract, and that was like the icing on the
7 cake. And I told Jimmy Addison on the phone
8 that I was not going to lie for the company.
9 And it was six weeks later that I was put out
10 on a special medical leave.
11 But they -- what I saw in the
12 negotiations of the fixed-price contract, I
13 thought it was just a rouse. And everything
14 that they negotiated, what Kevin negotiated
15 was ridiculous, and it was all in the best
16 interests of SCANA and in the worst interest
17 of the ratepayers.
18 I mean, he was basically financing
19 Westinghouse's cash flow needs for 2016 in
20 the first five months of 2016, which happens
21 to line up with exactly when he was going to
22 be filing for the BLRA new rates. He was
23 going to pay them $100 million a month,
24 January through May, which is $500 million,
25 and at the end of May was the cut-off period

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for revised rates that he would file for and they'd be in his rates for October.

And he would have spent $500 million, which is double what he'd ever spent in target price for construction on-site.

And he was going to have a new contractor, that was when he was going to have the company out of Greenville come on-site in January. So they'd be the least productive possible, and he promised them he'd pay them $100 million a month during the least productive period and you're going to bring on a new construction crowd. And it's like, I just -- I just can't go here anymore.

Q Okay. There's a lot that you just covered that we're going to go through, go through in some detail.

But I do want to ask, at -- when was the first time that you went to go see an attorney?

A Probably in January.

Q Of which year?

A '16.

Q Okay. And when you say that you

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resigned from SCE&G, you were not terminated; is that correct?

A That's right.

Q What reason did you give SCE&G for your decision to resign?

A Because I wasn't going to lie.

Q And who do you feel was pressuring you to lie?

A Kevin Marsh, Steve Byrne, Jimmy Addison.

Q And what do you believe that they were pressuring you to lie about?

A Well, in 2015 I went and I fought them for four months before that rate case in 2015 about what the budget should be. And I even went to Jimmy with a file that documented exactly how we calculate -- how his team, his finance team, calculated what the budget needed to be.

And it was just math. We mathematically went through, and we had a team that sat and built what the budget needed to be based on the number of man-hours that originally was calculated that needed to be done to build the project, based on the

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productivity factor that CB&I was actually achieving at the project, and we made the mathematical calculation based on the hourly rates that they were -- they were actually paying out and their markups. And we came up with a number that was at least a half -- a half a billion dollars more than the number that Westinghouse was saying it would take them to complete the project.

And Kevin made the decision that he was going to go with the low number. It was a number he could point to that Westinghouse had given him as the price tag to finish the project.

And so I went to Jimmy, and I walked him through this file. I gave him a copy, and I made me a duplicate of exactly what I gave him. And he said, Carlette, I understand where you're coming from and I thought I agreed with you, but they showed me why that other number was the right number and I agree with them now.

And so I made one more formal pitch the next day and got overturned again. And every time we met to talk about the strategy

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as to what was going to be filed in the rate case, every time we met, it was as if there was a meeting the night before the team was there and another decision was made and we just missed the meeting.

And we all said, Well, it's kind of like did you feel like you missed a meeting? We all agreed, Well, we must have missed the meeting because it seemed like the agenda was a day ahead.

And anyway, in the midst of the decision being made, my husband went into total kidney failure, and I had to take him to the emergency room. And I was out for about five weeks or six weeks.

And while I was out, they wrote testimony under my name, and they filed testimony under my name with the number that I had fought against.

And when I came back to work, it was right before the hearing. And I went through testimony prep knowing that I had to testify because I couldn't lose my job because my husband was just out of the hospital. I didn't know what condition he

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was going to be in. And so the testimony prep went terribly. It was awkward. It -- it was just a bad period for me.

So they filed the testimony. We went through the motions of having the testimony read into the record and all that stuff. Nobody asked any questions. Really didn't think about what I was answering on the witness stand.

But anyway, after that is when I started worrying about things more. I started losing weight. I was losing weight at 10 pounds every two weeks. So by the end of the year, I was down about 70 pounds. I know I looked like hell.

And that was the pretense that he was saying he was putting me out on medical leave. It was obvious that something was wrong, and I don't doubt it.

Because I was worried. It was like, Something is wrong. And I know the stress was right through the roof. My headaches were awful. I was going and getting cortisone injections in my neck trying to see if I could get it under

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control. And, I mean, I was stressed to the max because they were all over me. I was getting reprimanded for everything I did. Kevin was involved in it, I found out.

I couldn't understand things. I was -- I mean, it was just -- it was awful. And then when I finally figured out that Kevin was not the Kevin that I thought he was, it all made sense.

But I didn't -- I still believed and trusted him up until the last meeting that I had with him. And that's when I found out that Kevin Marsh was just a piece of trash and he'd been lying to me for two years and that he would lie and steal from every person in South Carolina to line his own pocket. And, I mean, that was just --

Q Okay. Going back to the 2015 testimony, you said you-all had prepared numbers internally of what you thought the cost for Westinghouse would be?

A Uh-huh.

Q How would I -- if I wanted to go back and find those numbers from SCE&G, how would I track those down?

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A I don't know how you'd find those. Ask Jimmy Addison. He should have a file of it. I gave it to him.

Q And what -- how would that file be titled? Would it have been e-mailed to him? Would it have been handed to him?

A I handed it to him. Just ask him. Say Jackass, where's the file Carlette gave you that was supposed to be used in the testimony in 2015? He said he totally understood it.

Q Okay.

A His was red. Mine was yellow.

Q Okay. And the numbers that your team prepared that you provided Jimmy Addison were not the numbers that eventually made it into the 2015 testimony?

A No.

Q And how were they different?

A I think my number was somewhere around 1.2 billion and his was like somewhere around 698 million. Don't hold me to those numbers, but, I mean, it's significantly different.

Q And the numbers we're talking about

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is the cost to complete the project?
A Yes.
Q All right.
A And it would have a likely -- a similar effect on the schedule. I mean, you can't have that kind of a difference in the budget and not have a similar impact on the schedule.
I mean, they can't -- they were working at -- their ratio to be able to actually do the work was horrible, but I couldn't get any of them to acknowledge that. They wouldn't even listen to Bechtel, which came out, I think, the month after I left, that they weren't managing the project.
Q Okay. When you left SCANA, did you take any materials of any of this work product with you?
A Yeah.
Q And what materials did you take with you when you left SCANA?
A I think one of them was that file.
Q And what would you call that file?
A It was the 2015 Jimmy file.
Q Besides the 2015 Jimmy file, any

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other materials that you remember taking?

A No. I mean, that was the big -- that was the most important thing for me. I mean, you can go in and read all of the SEC filings and you can see where -- I mean, if you go in and -- well, you have to go to the project records, but if you go in and look at the project records, you can see their PF factor did nothing but climb.

Q And for a layperson like me, what does that mean?

A Their performance factor.

Q And what is the effect of their performance factor?

A Well, a performance factor tells you how originally they're budgeted to -- in this case we used a performance factor of 1, 1 meaning that they're going to budget one man-hour to do -- to do one -- I don't know how you'd say it, how you describe it. To do 1 yard of concrete is going to be 1.

If you -- if it takes more than one hour to do a yard of concrete, then you're not doing it in time. So if it takes two hours to do 1 yard of concrete, then you're

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now at a performance factor of 2.

Q Okay.

A Well, concrete was like one of the biggest commodities that they had to install at a nuclear plant. Their performance factor for something that they had millions of hours for pouring was at 5. So it took them five times the amount of time to pour concrete than it did when they budgeted it, so if you've got millions of hours to pour concrete and it takes you five times the amount of time to do it, you got a major issue.

Q And those are the performance factors. You mentioned they'd be in the SEC files?

A Not in the SEC. They're going to be in project reports.

Q Are those called project reports, and who would be preparing those?

A You would want to look for the Westinghouse -- or the consortium monthly project reports.

Q Any other documents you can think to steer me towards to find that type of information in?

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A I think you're just going to have to look for the monthly project meeting and then try to get those -- and they're PowerPoint slides. And if you could get your hands on those, there's maybe 100 or 75 slides in there and they're metrics.

They later changed to less focused on metrics, but for the first four or five years that I was on the project, they were metrics-based. And there's a couple in there that are on their PF factor.

And every time I raised questions about the PF factor and wanted to get to know what they were doing to change the PF factor, I was shut down by the VP of construction and told to take that discussion offline because it really wasn't appropriate to ask questions about that in this meeting.

Q And who was the VP of construction?

A He made a big impression on me. I can't even remember his name. He was that good.

Q And when you say -- when you used the terminology take it offline, what does that mean?

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A He didn't want to talk about it.
Q And why? What was your impression of why that would be?
A Because he didn't care. He was there just for the money.
Q Was this VP of construction at SCANA or at Westinghouse or CB&I?
A This was SCANA. He retired from Duke or kind of got pushed out by Duke whenever they got bought up by I think Progress. And so he came down here. His family was still in Charlotte. He got a job offer to come down here for construction, and so he came down here for that.
And he was here for a stint, and then went home to Charlotte after he lost his job. I'll remember his name.
Q At some point probably the name will pop into your head, and just bring it to me and we'll --
A He was a nice guy. I mean, he just didn't care. Jones, I think. Ron Jones.
Q All right. And in --
A Dan, his name was Ron Jones.
Q Okay.

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A He was VP of construction, and he would be an SCE&G employee. Because he was actually in the nuclear organization, so he reported to Jeff Archie.

Jeff would be another interesting person for you to talk to.

Q And why do you believe that?

A Just be an interesting one to get -- or to interview him.

Q I want to look at a couple of documents now, so give us a --

Let me ask you this. What is your understanding of what the South Carolina Public Service Commission is?

A Say that again.

Q The South Carolina Public Service Commission, what is it that they do?

A Well, they're supposed to look out for the rate payors while they also balance the long-term sustainability of the utility in establishing rates.

Q And so would it be fair to say that the Public -- the relationship between the PSC and SCANA is that PSC would be setting the rates that SCANA could charge to its

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customers?

A Yes.

Q And as part of your employment at SCANA, did you ever provide testimony before the South Carolina Public Service Commission?

A I did.

Q And why would it be you giving that testimony as opposed to somebody else at SCANA?

A Well, I had given testimony when I was at Pipeline on quite a few occasions, and they seemed to be happy with my ability to give testimony before the commissioners. And I had done it for the two electric rate cases in the early 2000s, I think it was, and the commissioner seemed to respond to me. And so it seemed natural, I guess, for them to do the same when I got to the nuclear project.

Q And when did you last give testimony to the PSC?

A It would be that 2015.

Q And what was the purpose of your testimony in 2015 to the PSC?

A It was to get a revised budget and the revised schedule approved.

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Q And was it the -- the intention of it was for the PSC to rely on the information in determining to do what?

A To approve the revised budget and schedule.

Q And the two main topics that you were going to testify to were forecasting of construction and accounting and budgeting?

A Right.

Q All right. Who all was prepared -- I'm going to get -- we've touched on it a little bit, but I want to get into how the testimony in 2015 for the PSC was prepared. Can you give us a list of everybody at SCANA that would have been involved in preparing your testimony?

A Kevin Kochems.

Q Uh-huh.

A And Mitch Willoughby was the outside regulatory counsel.

Q Do you know which firm he works for?

A His firm, Willoughby -- I think he's in his own practice.

Q Okay.

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A Belton Ziegler would have probably had the last say on it, but I think Mitch Willoughby wrote my testimony. And then I think that Ken Browne made some comments, and he was pretty much cussed out by Mitch Willoughby and put in his place and so he just shut up.

Q All right. You're going to have to elaborate on that for me. Explain that.

A That's all I know. Ken said something to me about him pushing back on Mitch about something in my testimony in my absence and Mitch really let him hold it, which was out of character for Ken to see in Mitch, and that's why he shared it with me just to let me know that he saw how Mitch could get really pissed off. And so he felt the need to share that with me.

Q What was it substancewise that you believe Ken had shared with Mitch that upset him?

MR. BALSER: Object to the form of the question to the extent that it calls for the witness to reveal SCANA attorney-client privileged communications. I

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instruct the witness that the privilege belongs to SCANA and that you may not waive any attorney-client privilege that involves the company.

MR. MOORE: She is here under subpoena, so, gentlemen, you tell me what to do.

MR. BALSER: You're not seeking any attorney-client privilege testimony, are you?

MR. HALTIWANGER: I don't believe that she has had a conversation with Mitch Willoughby -- is that correct? -- about this.

THE WITNESS: No.

MR. BALSER: As I understand the question, you asked for the substance of the discussion between SCANA's outside counsel and SCANA employees, and that is privileged information. She cannot reveal it no matter where she worked.

MR. HALTIWANGER: All right. I'll tell you what, I'm going to see if we can't work around this. I'll respect that objection.

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MR. MOORE: Or I suggest that we skip the question, certify it for consideration by the Court, and allow you to take it up with the Court at a later date should you choose to do so.

MR. HALTIWANGER: We can agree with that.

MR. MOORE: Great.

Q Let me ask you, was there a name for the team that was prepared -- or that participated in preparing your testimony for 2015?

A Uh-uh.

Q If I wanted to do sort of a word search to find any documents related to your 2015 testimony preparation, how would I go about finding that?

A I wouldn't know.

Q Were there drafts of written materials that were prepared going into the 2015 testimony?

A I'm sure there were drafts.

Q Who would have been involved in drafting that material?

A Mitch and Kevin.

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Q Do you know who Mitch would have been getting the information from?

A Kevin.

Q Do you know who Kevin would be getting his information from to supply to Mitch?

A Kevin would have been preparing it. He would be getting some of the information from the documents that were prepared by the team that pulled together the estimates.

Q Who would have been in charge of putting the estimates together?

A That ultimately was given to Ken Browne.

Q And so Ken Browne, he was a SCANA employee, a SCANA Services employee?

A He was an SCE&G employee. He was employed within the nuclear organization.

Q And what information would he have been gathering in order to help prepare your testimony?

A He didn't -- I don't mean that -- he would have been involved in the preparation of our team's development of the budget based on where the project was in the

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winter of 2015.

Q Okay.

A And that was the basis for my arguing with senior executives about what we should put in the testimony as our estimate to complete the project. It would have been his work --

Q Ken Browne's work?

A Right. And Ken Browne, that last name has an E on the end.

Q Were there any external accountants involved in preparing your 2015 testimony?

A No.

Q Anybody from Pricewaterhouse Cooper involved?

A No.

Q From an internal accounting standpoint, besides Ken Browne, who else would have been involved in preparing that testimony or the materials that would underlie the testimony?

A Just Ken and Kevin. Shirley might have -- Shirley might have been involved, too, with some things. Shirley Johnson.

Q During this process, did you ever

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see any rough drafts of the testimony prior to signing off on it to give to the PSC?

A They may have e-mailed them to me, but I didn't look at them. My husband was in total kidney failure.

Q So this all was occurring while you were occupied with your husband's health situation?

A Absolutely. He was in the hospital for ten days.

Q And in addition to estimates about cost of completion, there was also a component dealing with the -- I guess the timeline for when the project would be completed?

A Right.

Q And in 2015, do you recall what the approximate date was that was given for when the project would have been completed?

A I can't remember.

Q Do you recall whether you agreed with those dates whenever they were given in your testimony?

A I can't remember.

(Exhibit No. 2 was marked for

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identification.)

Q Ms. Walker, I've handed you what's been marked as Exhibit 2. And I'll give you a chance to review it, and then I'm going to ask you if you recognize what this document is.

A Uh-huh.

Q You do --

A I do.

Q Okay. And can you tell us what this is?

A Yeah, this is just the cash flow reformatted for the new updated expenditures.

Q And this would have been an exhibit to your 2015 testimony?

A That's correct.

Q And who would have been involved, and we may have covered this, but who would have been involved in preparing the numbers to put into this material?

A Kevin Kochems.

Q And --

A And there was another --

Q Do you recall?

A Rachel Robinson, I know she's

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involved in doing the final step on this.

Q And who does she work for?

A Ultimately Kenny Jackson. He was on senior staff.

Q Of SCANA?

A Uh-huh.

Q And --

A I'm trying to remember the guy that trained her.

Q Okay. In looking at Exhibit Number 2, the restated and updated construction expenditures, for a layperson, can you explain what this material is we're looking at? What was the purpose of this exhibit?

A Well, the first column that has numbers in it, you can see what the transmission costs are?

Q Yes.

A And they're just laying out by year the actuals, or through 2014. You see the last -- the last one is 47 million?

Q Yes.

A That's actual how much they spent in each one of those years. And then for

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those years after that line, that's what they expect that they were going to spend through '16 or '18. They were expecting to spend 64 million or 84 million, whatever those numbers are to be able to complete the transmission line.

Q And the -- explain for us what the total revised project cash flow number represents.

A That is the total -- well, I mean, that's just the total of the escalation and the base project costs added together.

Q And so that is the -- is that the dollar amount that SCANA is telling the PSC that this is what it's going to cost to complete the project?

A Yes.

Q And what was that number in Exhibit 1?

A What? Say that again.

Q What was the number in Exhibit 1 that SCANA gave to the PSC as the number that it believed was the amount necessary to complete the project?

A 6,547,124.

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Q And at the time this material was prepared in 2015, do you believe that number was accurate?

A No. I don't -- this is the one that's got the projection I didn't agree with.

Q I'm sorry. What did you say?

A No, because this is the one that's got the amounts that I didn't agree with.

Q And what -- what would be the difference in the amount that was given in Exhibit 1 and what you actually believed to be the proper amount?

A I don't remember the numbers exactly.

Q Rough ballpark would do.

A I think it was about a half a billion dollar difference. You would increase it by a half a billion dollars.

Q And that was your belief back in 2015 when this testimony was given to the PSC?

A Right.

Q And you had shared that belief with who at SCE&G or SCANA?

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A The CEO, the CFO, Steve Byrne, Marty Phalen. So I gave -- I had shared my feelings with five of the senior executives.

Q And if I wanted to go back and see if I could put together any communication with that information in it to those individuals, what documents or --

A There wouldn't be anything you could find.

Q And why is that?

A Because no matter what I said or did, they would not put it on the agenda.

Q So if I wanted to find any documentation about your concerns you had raised to those five individuals, where would I go to find it?

A I don't think you will.

Q And, again, explain why that is.

A Because they didn't -- they didn't want to hear it. Kevin had made the decision that he was going to go to the number that he could point to that Westinghouse had given him.

Q And elaborate what that means based on your understanding of the project as

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it's --

A Exactly what I just said. I don't know what it means other than exactly what I just said. That's what he decided to do. That's what I heard somebody say.

Q And so the number --

A This is when I'm -- this is when I believe that Kevin Marsh is an upstanding citizen with integrity.

Q Okay.

A It wasn't until eight months later that I find out that he's a schmuck.

Q And what led you to make that discovery?

A When I watched him negotiate that fixed-price contract.

Q And what about --

A And then when I also -- after I told him of things that I knew was going on in his organization and he told me he was going to simply put together a team to find out about whether or not his nuclear organization operated as an island and that was okay.

Any CFO who knows he's got 800

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people -- and the organization, the motto is what happens at nuclear stays at nuclear -- and they're okay with that has got a major issue. And he was going to put together a team to see if that really was the organization at nuclear, the culture.

Q So when you say what happens at nuclear stays at nuclear, is that a phrase you had heard while employed at SCANA?

A Oh, my gosh, yes. And I saw it in living color when I was at nuclear.

Q Uh-huh.

A That's where I invite you to interview Jeff Archie.

Q And what was his position?

A He's the chief nuclear officer. I don't think he could find his way out of a paper bag.

Q All right. So we've looked at Exhibit Number 2, which has the -- what I would consider to be the cost of completion number given to the PSC in 2015, and that was the -- and I believe this is in billions. So that would have been 6.5 million, roughly?

A Uh-huh.

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Q And I believe we touched on it. There's also a time frame under which the project was supposed to be completed as part of the testimony in 2015; is that correct?

A Uh-huh.

Q And do you believe that that time frame was also accurate, or do you believe that there was an issue with the time frame that was given to the PSC?

A I'm not an engineering expert witness, so I would have relied on, you know, some of the engineers looking at the schedule. So it would have been included probably in my testimony, but I would not be an expert, you know, on schedules.

Q Then why would that have been included in your testimony as opposed to somebody else for the PSC?

A I don't know.

Q Who would have made that decision?

A Belton Ziegler and Mitch. You would expect that that would have been in Steve's testimony.

Q All right. Now, we've talked about testimony, and I just don't know this. When

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we talk about the testimony that was given to the PSC, did you actually have to go in and give live testimony to the PSC, or was this submitted as written materials, or both?

A Both. They put us on a panel. I think they had myself, Ron Jones, and somebody else. There were three of us, I think, on the panel.

Q And the testimony that you -- or that was given on your behalf with respect to the total revised project cash flow of 6 1/2 billion dollars, from what we're talking about here today, it sounds to me like you did not believe that number was accurate?

A Well, let me clarify something. I mean, you can -- I mean, if Westinghouse said they could do it in $698 million, you know, we calculated something different.

Now, if they have some workaround method, they might have been able to do it in 698 million. My calculation, based on the performance factor to date, said that it wasn't probable.

But they were also getting rid of CB&I and they were going to bring in Fluor

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Daniel. Fluor Daniel is the one that built the first unit, so Fluor Daniel might have been able to do it.

Q At the time that this testimony was given, though, you were aware of information that led you to believe that it probably wasn't accurate?

A I was not real happy with them putting that 698 -- yeah, the 698 in there because I didn't think that that was very likely.

Q And did you feel pressure to put that number in there?

A I didn't put the number there. Remember, I wasn't at work.

Q Okay. Did you feel any pressure not to raise concerns about that number once you became aware of it?

A Say that again.

Q Did you feel any pressure about not raising your concern about that number, whatever --

A Once it was filed?

Q Once it was filed.

A Yeah, I felt pressure not to raise

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a concern.

Q And how would you have come to feel that pressure? In conversations or e-mails or anything like that from anybody?

A No. I mean, I -- I mean, we all -- Ken Browne and I, those of us who had argued for four months about that number, I mean, we didn't change our position despite management deciding to go with the WEC number. That was Westinghouse. I'm sorry.

Q And I guess what I'm looking for, in coming to that -- or coming to your conclusion about what that number would be, had you done any written work or any written materials that we could look for to support the number you were thinking as opposed to the number that Westinghouse was given?

A Yeah. That record that I gave to Jimmy has got all the documentation that supports why we thought the million two was the appropriate number. It's got all the calculations and all the supporting documents. It all ties together.

Q And you say million. Is it actually a billion two?

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A Billion, yeah. I'm sorry.
Q So your testimony is that you would have given to -- this is Jimmy Addison --
A Uh-huh.
Q -- all the calculations and information that would show that the number that -- that the SCANA team that you were working with came to the conclusion of was closer to $1.2 billion?
A Right.
Q And the number that was being included to the PSC was closer to 6 1/2 million?
A Million, uh-huh.
Q 600 million, I should say.
A Right.
Q And when would you have supplied that information to Jimmy Addison?
A It was somewhere between January and April of '15. It was toward -- more toward April because it was my last-ditch effort and it was my chance to say you can't say I didn't tell you because I put it in writing, in a file. And I had an exact duplicate so that I knew that I could say,

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Don't tell me you didn't see it and I didn't tell you because I left you a written copy because I've got a duplicate right here (indicating).

Q And do you still have a copy of that duplicate today?

A Yeah.

Q And if I wanted to ask you for a copy of that material, you would refer to it as the Jimmy Addison file? If I wanted to ask your lawyer for a copy of it, is that how he would know to refer to it?

MR. MOORE: As far as I know, you can refer to it basically any way we -- I mean, that would be pretty rational, I think.

MR. HALTIWANGER: Okay.

MR. MOORE: I'm not supposed to speak, but I think -- if they want me to, I will.

A I can tell you, I can't look at the file, so if you want some of it --

Q And why is that?

A It drives too much emotion.

Q And it's not because you've signed any -- let me ask you this. When you came to

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leave employment at SCANA, did you sign any sort of severance package with them?

A Uh-huh.

Q Explain how that came to be.

A Well, Jake negotiated something with me that said that unless I was subpoenaed and had to talk, that I wouldn't talk to anybody about anything that happened to me in my employment with SCANA.

Q And when did that agreement come into place?

A In July or August of '16.

Q And are you -- just tell us, in your own words, how did that agreement come to be?

A Well, they knew that I had records at the house, and they wanted those records back for their own destruction or maybe keeping. I don't know.

And I guess just good clean living, when I sent them the records, their lawyer made a faux pas, and when they returned some boxes that didn't have records in them that they wanted to keep, he also sent back a yellow file that just happened to be the very

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yellow file that was the Jimmy Addison file. And it's like, Well, damn, if you don't want it, I'll keep it.

And so I got my yellow file back, which was the pivotal file. And so I had one file in my safe at home that was the one file that he probably should have kept of all the files he got.

Q And I guess we've all heard about this in the press lately due to some of the news, but nondisclosure agreement, are you familiar with that term?

A Uh-huh.

Q As part of your severance package, was there a nondisclosure agreement?

A Uh-huh.

Q And do you recall what the terms were of that agreement? Is that the you can't talk unless you're under subpoena?

A Right.

Q Are there any penalties in the package for violation of that NDA?

A On both parts, yeah.

Q Explain what those are.

A I don't know what they are for me.

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I think they're pretty steep. If they violate it, I think they have to pay me 25 percent of the contract that's been unpaid at that point.

Q Let me shift to that. What are the terms of payment under that contract?

A Why do we need to talk about that?

Q I'll let you talk to your --

MR. MOORE: I would prefer not to. I mean, I understand that we -- she has a confidentiality agreement with -- she basically agreed to resign, and she agreed that she would receive certain benefits under the agreement.

I would hope that -- I mean, that doesn't seem to be particularly relevant to the whole thing. She's here to testify -- the lady has had certainly enough of her personal life exposed. I would hope we could pass that by.

MR. HALTIWANGER: Okay. I will respect that, Mr. Moore.

MR. MOORE: I appreciate that very much.

Q I guess what I'm going to try to do

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is I'm going to try to recreate what documents would be covered by that by going to SCE&G and asking them for those materials. And as best as you can, what should I be asking them for besides the Jimmy Addison file, the yellow folder, and that material that we've discussed? Is there anything else that we haven't discovered?

A I mean, there's not that much that I had at the house. I mean, I had created some timelines.

Q And what was the information in those timelines?

A Who did what and some documents that would have been good and people that you could have identified to use to depose if you wanted to go ahead and do a file with the SEC.

Q And this was all materials you would have prepared in what time frame?

A Probably January through March of 2016.

Q And do those materials still exist today?

A I don't know. I mean, SCE&G's

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attorney Ted Speth got them, so I don't know what he would have done with them.

Q What was the name of the attorney?

A Ted Speth. I think it's S-P-E-T-H.

Q So these are timelines and identities of individuals that you believe had information relevant to the 2015 testimony in front of the PSC?

A No. This was related to the whole project.

Q The whole project. Okay. Besides the 2015 testimony, what else about the project was covered in that material?

A I had identified something that had happened early on in the project before I was actually at the project that had to do with owner's costs.

Q And explain -- I've never heard of owner's costs before. Explain what this issue was, as best as you can, to me.

A I wasn't -- I don't know if Bill Timmerman was made aware of this, but I know that Ron Clary, who was given the charge for -- that's C-L-A-R-Y -- Ron Clary was a nuclear Navy and Unit 1 person. He was given

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charge with going out and doing the research to find out what would be the best next layer of generation for the plant -- for the company. And he came back. The expectation was that he was going to go out with an open mind, whether it be gas, nuclear. You know, whatever the alternatives were.

But keep in mind, he's also been nuclear for his entire career. So the story that I've been told, so it's hearsay, was that when he gathered his information from AREVA and GE and all the different makers of nuclear technology, he was trying to get information on what owner's costs should be expected to be.

And when they came up with the owner's costs, it was -- it was extremely tight with running the numbers between a gas plant or a turbine versus a nuclear. And so to make sure nuclear came out as the obvious choice, he cut the owner's costs in half for SCE&G's numbers, and that made nuclear come out as the choice of fuel.

And Santee Cooper's representative at that point was Ken Browne, the same person

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that we've talked about earlier that worked for SCE&G at the end.

Q Uh-huh.

A He didn't cut Santee Cooper's owner's costs, and that's why Santee Cooper didn't have to go before their board and ask for more money in their owner's costs.

And so the first hearing that I testified in for SCE&G several years after the project had started was, in fact, to raise owner's costs because they had been set artificially too low. And so we ended up raising them, I think, about -- I think that we ended up doubling them in that first rate case that I had to testify.

Q And what was the date of that testimony? Roughly, what year?

A It must have been -- I think it was 2012.

Q And, again, I'm not an accountant or an engineer or anything, so I'm just going to try to explain to you what I just understood you to say.

Owner's cost is -- or SCE&G was in the position of trying to decide between

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building different types of baseload generation plants?

A Uh-huh.

Q One of the options would be nuclear. There would be other options, such as gas or coal.

And in coming to make that determination about which plant to build, they would come up with what would be the owner's costs for constructing the different types of plants?

A Uh-huh.

Q And, again, we're writing it down, so if you're nodding your head, can you say yes or no?

A Yes. Yes.

Q Okay. And you -- when you came onto the project, you believe you discovered there was an issue with owner's costs with regard to the nuclear costs that was given to the PSC?

A That's right.

Q And it was your belief --

A No, not to the PSC.

Q Okay.

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A To the management for them to make a decision as to which one they were going to choose.

Q Okay.

A To senior executives.

Q So this would have been --

A This was in like 2005, 2007 time frame.

Q And so, again, I don't want to put words in your mouth, so I just want to get your understanding.

The owner's costs that was looked at for nuclear for SCE&G -- or for SCANA, you don't believe that those numbers were accurate?

A Right.

Q And what is your understanding of how that inaccuracy came to be as part of this project?

A I believe that Ron Clary cut owner's costs in half so that when those numbers were put in the model, along with the gas, that the model would show that nuclear was the choice for the next baseload generation.

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Q And what was Ron Clary's position at the time? Do you know?

A He got promoted to the vice president of construction at the same time that Bill Timmerman sent me up there to the project as vice president of nuclear finance administration.

Q And eventually the owner's cost was adjusted?

A Right.

Q And explain how that adjustment came to be and what was the result.

A When I got up there, we did an exhaustive analysis of owner's costs by going to each of the department heads and getting them to do a layout of their manpower needs for the life of the project, and then we also did training and all the other things that go along with manpower.

Q Uh-huh.

A And we also did a -- tried to do an exhaustive list of supplies in inventory.

Q So is this basically just trying to actually put numbers, hard numbers, as to what was the projected owner's costs?

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A Right.
Q And --
A And when we did that, it was obvious that the owner's cost was lacking.
Q And, again, one of the things I'm going to try to do is go back and find these materials as written. What document names or titles would I be looking for that would go into this owner's cost revision analysis?
A I would just look for the 2012 rate case documentation or owner's cost, 2012 owner's costs.
Q And -- and this was occurring around the -- was this part of your 2012 testimony when you went in front of the PSC?
A Uh-huh. I think it was 2012.
Q Okay. And would it have been your responsibility -- would you have been the one that would have been revising the owner's cost numbers, or was that somebody else on the team? Or who would have been --
A We would have been doing that. That was my responsibility.
Q And whenever you came up with those numbers, new numbers, were there any

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discussions with management about the difference between the owner's costs that you came up with versus what Mr. Clary had put together?

A No.

Q Nobody -- you never went back and said Ron was wrong or --

A No.

Q -- look at the difference between these numbers?

A No.

Q Did SCE&G -- did anybody give you any indication that they disagreed with the new number you came up with?

A No. Bill had already retired. The contract was already signed. I mean, that water had already flown under the bridge, and so there was no real reason to bring it up. We were way beyond pulling the plug on that.

You know, this is after the fact. People are telling me about war stories, and I'm just flabbergasted by what they were telling me. It was like, wow, this is pretty incredible.

Q When you talk about war stories,

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this is one of them, this owner's cost issue?
A Uh-huh.
Q That would be one of the things that --
A Well, I mean, you got to keep in mind, I mean, Ron Clary -- this is, you know, the nuclear mentality. You know, I got to the project, and Ron Clary is doing everything he can to make it to where he's undermining everything I am and everything I'm trying to do. He's having me taken off of every distribution so that I can't get e-mails, I can't get letters, so -- because he doesn't want me to be successful on the project because I'm not part of the nuclear organization. I'm part of SCANA Services.
And so, you know, that's the mentality of the nuclear organization. Instead of embracing somebody from SCANA Services who's supposed to help you, he tries to push me to the side and keep me from being a part of the organization and helping him. And so I fought battles with him trying to get him just to let me become a part of the team and work with him.

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I went to his boss, Jeff Archie, and Jeff Archie told me, he said, Yeah -- he said, Ron, we've always known we had to keep him in a box.

And I said, Well, he's out of the box. Can you help me put him back in the box?

And, you know, then I told -- I went to my boss after a while and I said, Can you think of anything you can do to help me with Ron Clary? He's driving me crazy. I mean, I can't get a seat at the table with this guy.

Did Jimmy do anything? No, nothing.

So one day he -- finally on a Friday, we were working out trying to make plans to do this re-budgeting, and I had all the names of all the department heads on my white board, and I had somebody in my office. We were talking about, you know, how are we going to approach getting this re-budgeting done for the owner's costs.

And in comes Ron Clary in my office, and he walks in and he says, What are

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you-all trying to do?

And I said we got to get a realistic owner's costs because we know the one we've got right now is bad. So I told him the approach we were going to take.

He said, Oh, you don't need to do that. We've already done that.

And I was like, You know, Ron? And so I got mad. And so I left for the day after I kind of got pissed off at him. And I did have a witness to the conversation.

But on Monday morning, I found out that I got called into a meeting with Jeff Archie, his boss, and my boss, Jimmy Addison, and I was reprimanded because I got mad.

And both of them called and had a conversation with the witness, and they acknowledged I didn't holler, I didn't scream, and I didn't cuss. But they both told me I did have emotion in my voice.

And I was like, Good god almighty. I said, How many men scream, holler, and cuss in meetings, but if I've got emotion in my voice, that's too much.

And both of you, I've went to both

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of you to try to get you to get this knucklehead to get off of his ass and let me have a seat at the table, and you both looked at me like you were retarded.

But now I'm getting reprimanded, my pay and my bonuses are being called into question, and you got nothing more to say but to tell me I had emotion in my voice?

And so, I mean, that's the kind of people that I'm working with. And so it was like, Okay, you won't ever hear emotion in my voice.

Q And this all goes back to your attempt to recalculate the owner's costs for the project?

A Right.

Q And based on the work that was completed, do you believe you were correct about the owner's costs on that issue?

A Absolutely. So we redid it under my command, and we came up with the right one. And despite what Ron Clary was going to try to do, we did it the right way, and we came up with the right owner's costs.

It had to be changed because over

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time you learn more and more about the systems and the training crew had to be developed and, you know, you have to adjust things. But, I mean, at least we made a good-faith effort at doing it instead of doing a SWAG based on where the sun might be.

Q Besides this issue with owner's costs, any other -- I think you used the term war stories. Any other topic like that that you experienced on the project?

A I mean, every day was a war with those vendors.

Q Explain what you mean by that.

A Well, I mean, I had one of the Westinghouse executives or project managers -- I can't remember his name. He died when he was the Westinghouse executive for the project -- turn around and, I mean, jumped down my throat like crazy when we were arguing about whether or not something should be credited back to us.

And then he sent me an e-mail -- it was hilarious -- saying what a great meeting we had and how professional it was.

And it was like, This is just a

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joke. It's like you climbed down my throat and all but threatened my life.

And we all agreed that it was the least professional meeting I'd ever been in, and he sends an e-mail and makes a comment about how professional it was, and it was anything but professional.

And all of the meetings ended up being very confrontational because they didn't want to pay -- or they wanted a bill and we didn't want to pay.

And so their attorneys were becoming more obnoxious. I mean, they had, I mean, roughhouse attorneys at every meeting.

Q And these would be attorneys for the vendors that were charging on a cost-plus --

A Right.

Q -- program with SCANA?

A Westinghouse and CB&I.

Q Okay.

A And they were bringing in people out of construction into the meetings so that they could have just sheer volume in the room. I mean, I have junior auditors and

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junior accountants and I had to have -- set up a policy, nobody has a meeting unless myself or the manager named Skip Smith was in the meeting because they were too rough on my accountants.

Q And what would have been the outcome of them being so rough with your accountants? What was the goal that you believe they were trying to accomplish?

A Intimidate them.

Q Intimidate them into doing what?

A Not bringing up issues.

Q And those issues would have been billing issues with --

A Exactly.

Q In other words, the vendors would be billing information that your audit team would have questions about --

A Right.

Q -- or feel that they should challenge?

A Right.

Q And --

A Rather than challenge them, they wouldn't have brought them up because they

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know that the meetings would be -- they'd be a slaughterhouse.

Q And who was supposed to be representing SCANA in these meetings?

A Myself and another manager and then the person that actually did the work. I mean, we normally got to the point where we would have at least three people that were out of management in our meetings.

Q And, again, one of the things -- like I've said from the beginning, I'm trying to find documentation of things. What type of materials or documents would I look for that would be able to lay out some of these confrontations and some of these disagreements?

A I mean, you're not going to be able to see the confrontation in the -- all of it's going to be in the invoice -- what was the name of the document that we had talked about earlier? The invoice issues log? It's all -- yeah, it all boils down to that.

Q Okay.

A And we always went back to that. That was our documentation that we always

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went back to.

You might find -- if you go to audit work papers, you'll find where we had meetings, and they might have documentation in there about the meetings.

But it all boils back down to that issues log is going to have the substance of what we ended up doing with it. I don't know if you're going to be able to find audit work papers. I don't know how -- I don't know what you have access to.

Q Okay.

A But they do have -- they have audit work papers. Internal audit and the project team had audit work papers.

Q And can you give us an idea of what amounts of money we're talking about in dispute?

A It's just -- like I said, I mean, before, I mean, you might find something that's symptomatic, so you're disputing something that might be minor in the few that you found, but it's symptomatic of some -- of a control that could be -- you know, when you start talking about thousands of people and

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you found 6 out of 20 or 40 that you were checking, you could -- you know, if you could extrapolate it -- that was a scientific sample, and you did the extrapolation, then that would be a huge amount of money. But we didn't always do it with a scientific sample, so you couldn't extrapolate.

But we thought, when we found 6 out of 40 that were bad, we got a problem.

Q And so it would be your team's responsibility to -- or role to engage with the vendors about the disputes over these -- these invoices?

A Or these transactions.

Q Transactions.

A Uh-huh. Because we felt like their controls were lacking. And then they would try to suggest to us our controls are fine. You only found 6. I mean, you looked at 40; you only found 6. What's the problem? And we'd fix those 6.

Q And --

A And then they would try to prove to you that was an anomaly, that was just a fluke.

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Or like one of the things, we were always badgering them about the expense reports. So what did they do? They contracted it out, and it cost us three times -- any mistakes that could be made on expense reports, they paid a local CPA firm to audit 100 percent of them.

Q All right. So I think I understand what you're saying there, but for a layperson, explain what you just -- what you just said. You were explaining about --

A Expense reimbursements.

Q So they said, Well, okay, fine, we'll have 100 percent of them audited?

A Which cost us -- you know, if you have five that were lying about where they lived and shouldn't have been paid per diem, well, that might have cost you, I don't know, $100,000 a year.

Well, instead of, you know, them checking them, they just said, Okay, we'll outsource that and we'll hire a CPA firm and you can pay for a senior accountant to sit over here at $200 an hour and they'll review 100 percent of our expense reports for every

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year. And that will cost you $400,000, but you won't have any mistakes. And we couldn't argue because we wanted them audited.

Q And for somebody not familiar with the contract, why would that end up being an expense for SCANA as opposed to an expense carried by the vendor?

A Because we wanted them audited. And they would say they didn't have the personnel and they didn't want to pay for the personnel and pay for the benefits. They had to bring in two people to review them full-time and pay benefits, and at their rates, they'd calculate and approve it was more expensive to have them full-time than to bring somebody in seasonal to do it from an accounting firm.

MR. HALTIWANGER: We've been going about another hour. Let's take a short break.

(A recess was taken.)

(Exhibit No. 3 was marked for identification.)

Q All right. Ms. Walker, I'm going to hand you Exhibit Number 3. And before we

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go through it, I just want to let you know, when we -- when this law firm, our law firm, first got involved in this project or this matter, we sent a Freedom of Information request to Santee Cooper and asked for a lot of different materials from them that they might have in their files. And one of the materials we got in response to our request was a phone message left on a Santee Cooper voice mail. In a second, I'm going to play that voice mail for you because I believe it was you that left the voice mail.

A I've heard it.

Q What's that?

A I've heard it. You don't have to play it.

Q Well, I need it just for the court reporter to make a copy of it, for you to verify what I've done in Exhibit 3 is typed up, the message itself. And I want to make sure that you get an opportunity to read along with it and make any corrections.

For instance, I believe right in the first sentence, I believe there's an error in that and I say Mary and I believe

it's Marion. Is that correct?

A Yes.

Q So what I'm going to do now, and if at any point you need me to stop it to get caught up, but I'm going to play a voice mail.

MR. HALTIWANGER: And, David, I'm going to get that marked as Exhibit 4 just to have a hard copy of it, if that works for you.

MR. BALSER: You're going to mark what as 4?

MR. HALTIWANGER: The little disk that has the voice mail on it.

MR. BALSER: Okay.

MR. HALTIWANGER: And that way we can get an audio if we need it.

Q And really what I want to do is, from a housekeeping standpoint, I'm going to play the message, have you listen to it, read along with it, and let me know if any changes need to be made, verify it's you on the message. And then we'll go from there. Okay?

MR. RICHARDSON: It may be



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better to stop it -- if you see an inaccuracy, stop it and make the change instead of trying to go back.

A Okay. Well, we know that Mary should be Marion.

Q That's M-A-R-I-O-N?

A I-O-N. That's Marion Cherry of Santee Cooper.

Q Okay. Here we go.

(Audio recording played.)

Q Ms. Walker, were you able to follow along --

A Uh-huh.

Q -- in Exhibit 3 with the message as it played?

A Uh-huh. Yes.

Q Besides the change to the name Mary to Marion, any other changes that you believe need to be made in Exhibit 3 to accurately reflect the message you had left on the voice mail?

A No.

Q And that was your voice on the phone call?

A That's right.

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Q And what was the approximate date of that call?

A I have no idea.

Q Based on the information given in it, can you give us a time frame of when that call --

A I would think that that would probably be in January.

Q Of what year?

A 2016.

Q Do you remember where you were physically when you made the call? Were you at your house or an office or --

A No. I was on my company's cell phone, so I'm thinking that I was probably driving or walking somewhere. I wasn't at home.

Q Was there any event that you recall in particular that triggered you to make that phone call to Marion?

A No. I know that I felt especially protective of the rate payors, whether they were Santee Cooper or SCE&G's. And I knew at that point I could not do anything to protect SCE&G's rate payors, but I knew that Marion,

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especially Michael and Lonnie, they had been pushing back against SCE&G's management or SCANA a lot, and -- and I didn't know if they had actually signed that fixed-price agreement yet. And so my intention was to try to get them to not sign that fixed-price agreement if they had not signed it yet because my expectation was is that fixed-price contract wasn't in their best interests.

Q Whose interests would it have been in, in your opinion?

A SCANA's only.

Q And how would it be in SCANA's interest and not the rate payors?

A Because SCANA is the only person or only organization that had the Base Load Review Act as a means to have cost recovery.

Q And so what did that mean as a practical effect, having cost recovery? How did that benefit SCANA as opposed to the rate payors with respect to that fixed-price contract?

A Like I said earlier, the arrangements, as I understood it, was SCE&G

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was going to pay them, which put Santee Cooper in the same block, they were going to be paying them $100 million per month January through May of 2016 for -- to Westinghouse, and that was going to be for craft labor.

The highest craft labor that I had ever seen was between 50 and 60 million, and so I questioned where the $100 million a month -- yeah, $100 million a month came out and why we had agreed to pay such a large amount.

And so the only thing that I could come up with was that Kevin had wished to finance Westinghouse's functions by giving them that large amount of money, knowing that they were going to be in a start-up with a new contractor because Fluor Daniels was supposed to be coming onboard. CB&I was leaving the site.

And that was all a part of that fixed-price contract, and that negotiation was the release of CB&I from the site. And you expect a lot of CB&I's craft personnel to leave because they're a part of that organization.

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And so under the Base Load Review Act, the tradition was that, from July 1st through June 30th, the cash that's paid out on the project is measured and you do a filing at June 30th for rates that would go into effect in October of that calendar year.

Well, if you paid out excessive amounts January through May, it certainly supports you being able to increase your revenue later in that year in October if you pay it early in January through May. And that's what it looked like Kevin had set up, so that he would pay out a hundred million dollars for five months, finance Westinghouse's operations so they could continue to operate, because they were basically bankrupt, and then he would get his highest bang in revenue that he had ever had in October when the rates were approved.

Because there was no real approval process to go through. It was just a matter of signing -- filling in the documents, filing them with the PSC, and then they automatically went in and got approved.

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And then in November he'd have the revenue stream from the $500 million, plus what was spent in the 2015 period.

And I believe -- I'm not certain, but I think that those rates went into effect. Or maybe they didn't. I don't know. I know they pulled the plug on the project that July.

Q Okay.

A No. They pulled the plug in '17, didn't they? So those rates -- that cost probably went into the rates in '16, so the customers were bearing that cost.

Q All right. I'm going to now dig into little details kind of line by line in the message, and that's why I had it printed out for you in Exhibit 3.

Let's start with the question, who is the Marion that you left the message for?

A Marion Cherry.

Q And what --

A He's the site representative for Santee Cooper. His background is engineering.

Q And what would be your

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understanding of the job responsibilities he would have had with regard to the project?

A Marion had endless job responsibility. Not an enviable position. He had to do pretty much everything. He was a one-man shop, and he had to do -- cover all the bases for protecting Santee Cooper, from engineering to billing.

Q And was he there for the time period you were there at SCANA?

A He was.

Q And why would you have been calling Marion as opposed to anybody else with this information?

A Marion and I had developed a business relationship that was very supportive of each other, and I knew -- I felt like Marion was deserving to know that Kevin Marsh and the other executives that he had met in front of and had spoken in front of was not the person that I had thought he was. And I thought that Marion should know that.

Q And so you had had a prior relationship with Marion as a result of your

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work on the project?
A Not prior to the project.
Q Not prior to the project but prior --
A Just on the project.
Q On the project. Okay.
Besides Marion, did you reach out to anybody else at Santee Cooper?
A No.
Q I'm just going to read through some of the statement and then ask you some questions about the material that was in the voice mail.
The message starts off: Hey, Marion. It's Carlette. Listen, I just wanted to give you a heads-up, and this is just between you and me and the fencepost. I'm fine. Whatever they're telling you-all is just bullshit.
What was it that you believe that they might be or were telling Santee Cooper about you?
A What I expected them to tell everybody was that I had a nervous breakdown and I wasn't able to take phone calls and --

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because that's basically what I had been told was that don't call Carlette; she needs time away from work and, you know, no e-mails, no nothing.

And I thought they were telling everybody that I had just had a nervous breakdown. And what I understood was unlike anything I've ever heard of. There was some attorneys sent out, and they were out asking some questions about my -- about me.

Q Who would these attorneys have been? Were they --

A I think one of them was an HR attorney, and then the other one was the project attorney.

Q And these would have been SCANA attorneys?

A Uh-huh.

Q And do you believe you had had a nervous breakdown?

A I think -- I think -- I might have. If I didn't, I came within a hair of having one.

Q And what about it -- or what about the work on this project do you believe would

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have brought about that condition for you?

A Working for Jimmy Addison and Jeff Archie. Those two worked to collaborate -- I think those two worked collaboratively under Kevin's watchful hand to wear me out so that I'd leave. I think if I would have walked out a zombie and unable to talk, that would have been perfect.

Q And what would have been their motivation of doing that? You were a fellow SCANA employee, correct?

A Yep.

Q So why -- why would they want to do that to you?

A Because then I wouldn't be able to talk to you today.

Q And what -- why do you think that that was their goal or what was -- I --

A Because they knew I wasn't going to lie for them.

Q And why would it have been in their benefit -- I guess I'm trying to get at the big picture. What is the benefit to them to doing that?

A Because they knowingly lied to the

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public about that fixed-price contract and lied about being able to complete that project on time or in a time frame.

And they knew that, as they continued to start the lies -- that started in 2015 in my testimony, and that was just like, Okay, we don't really like these numbers Carlette is coming up with; we'd rather it be a smaller number.

So that one was kind of like borderline, but the fixed-price contract, way out of bounds. And I think that's when they just decided things are out of control. We have people coming in and telling us that, but we are -- there's no going back.

And she's a problem. She's already said I'm not going to lie for you. And they -- and they knew that. I mean, once Bill retired -- Bill is the one that put me up there, and Bill put me in corporate compliance.

And I think they knew that I wasn't going to be a liar. And I think they knew that early enough on that they started working on me well in advance of when I had

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that testimony.

Q And going from a big-picture viewpoint, though, your role was as an auditor accountant for SCANA, correct?

A Uh-huh.

Q They were also employees of SCANA?

A (Nods head.)

Q I guess what did you see as their interest that was crosswise with SCANA getting auditing and accounting information on this project? What was in it for them?

A Money.

Q Explain how that would be.

A Their short-term bonuses and long-term bonuses were at much higher levels than mine. And then they also had other programs that I wasn't a party to that also paid large amounts of money, supplemental executive retirement programs and, you know, who -- I mean, I don't even know about some of the stuff they had. I mean, it just came down to greed.

Q And that's what I want to try to get a better understanding of since I'm coming at this totally from the outside.

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If you're going to explain it to me as a layperson coming into this project, what about it -- what incentives were there to not be honest with the public and PSC?

A Yeah. I mean, under Kevin -- I mean, Kevin is the new CEO. The other one has been successful for however long he had been in the position. He's coming in. He's got a nuclear project underway, and if he comes out publicly and says that we got problems with the project, stock price is going to start turning. Kevin looks like a bad CEO.

So first thing he's going to want to do -- oh, my god, I can't let anybody know that the project is not doing good. What are we going to do?

The first thing he's going to do, he's going to start questioning, Well, we're not going to go out there and tell them the project is not doing good. What can we do? Let's start fudging a little bit.

Well, once you tell one white lie and then the next time the lie has got to get a little bit bigger, and before you know it,

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you're on a really fine little limb. And I think that's what happened.

I don't know that Kevin was ever a good person. I thought he was. But the first person that he promoted after he became CEO -- you could almost hear a hush across the whole company because the guy that he promoted was known to be a bad person, and Kevin knew this.

Q And who was that person?

A Marty Phalen.

Q Okay.

A I mean, he lied and cheated on his expense report and his procurement card. I was in compliance, and I saw it. And Kevin knew that. And you promote somebody that has no integrity into a senior vice president position? And that says something really bold about the person that promoted him.

And so everybody in the whole company questioned, Well, what does Kevin stand for when you promote somebody that everybody knows is a bad person and you promote somebody like that to be your right-hand person?

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And so that was the -- kind of like a fatal fall right there for Kevin. And then right after that is -- the project starts going bad, and everywhere you see Kevin, you see Marty Phalen. It's like, Well, what's wrong with this picture?

And so, I mean, I'm speculating. I mean, I don't -- I don't get it. But all I know is that the Kevin Marsh that I once thought I knew is not the executive at the helm of the company.

Because, I mean, he told me on -- the one thing that should have sent me just a huge alarm was an employee had been, I think, mishandled. And I saw him in the hall, and I just briefed him on it. And he said, Carlette, just send me an appeal on that. And I don't know, Jimmy can be cold sometimes.

And it was an employee who had had her position re-evaluated, and it came back as even a lower position. And Marty Phalen's decision was to cut her pay 30 percent. She'd been with the company 35 years.

And I fought it, and I said, You

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1 don't cut somebody's pay that's been here for
2 35 years by 30 percent. I said, That's
3 insanity.
4 And -- well, Marty Phalen was just
5 like, Well, that's what you do. I mean, her
6 market is a clerk now.
7 I said, Well, you don't cut her
8 pay. You redline it, and then when she --
9 the market eventually gets here, she's going
10 to get a pay increase for the next ten years.
11 And I took it to an outside
12 attorney just as a touch point for me just to
13 make sure I wasn't crazy. And the outside
14 legal counsel told me absolutely, it's
15 against the law to do what they're doing.
16 And so I came back in, and I just
17 asked Kevin -- I didn't say anything about
18 seeing an outside attorney about it. I asked
19 Kevin to -- I told him the situation. He
20 said, Just appeal it to me.
21 So I -- my bosses signed off on it
22 and so had Marty Phalen, who was over at HR.
23 So I wrote this very nice e-mail, I thought
24 was extremely nice and politically sensitive,
25 and I copied Marty and Jimmy Addison on it.

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And it was to Kevin, and it took a long time for him to respond. And he remanded it back to the two people that approved it.

I was like, Oh, shit. Now I'm in real hot water. And of course, I mean, what are they going to do but approve it and then call me in.

And, I mean, they raked me over the coals like no man's business. And, I mean, at that point, you just broke my spirit beyond breaking it.

I mean, my -- Jimmy Addison went to CB&I and got feedback from them on me, and it's like, Really? It's like, If you're going to go on a witch hunt like that, why don't you go catch some people on Main Street and just tell them you're trying to come up with some mean statements and just solicit mean statements?

I mean, from CB&I, you're getting feedback from them on your VP of nuclear operations? Really? I mean, it was god awful. It was like having your -- your wrists slit for 30 minutes and him telling

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you what a shit ass you are at work. And it's like, Are you done yet?

And so after that, he was like, Carlette, I just want to let you know, you took that criticism more professionally than anybody I have ever seen.

And it was like, What do you mean by that, Jimmy?

He said, Well, you kept your composure.

And I said, Well, let me tell you something, Jimmy. I said, The reason I appeared to have kept my composure is I was speechless. That was what you considered composure; I was speechless.

Let me tell you another thing. And we were on the phone, and I said, The other thing I need to tell you is you broke my spirit on that same day. And I'll tell you one more thing, I will not lie for this company. And I said, So you can go ahead and stick that where you want to, I said, but I will not lie for this company.

And six weeks later is when they walked me out the front door. And that was

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in November of '15.

Q And we're going to touch on this some more, but while we're on the topic, what lies do you feel you were being asked to tell for the company?

A I just knew they were going to ask me to lie about that fixed-price contract.

Q In what way?

A With the Public Service Commission -- well, the ORS, the Office of Regulatory Staff, when they were around, I was going to have to act like that was a good thing; it was positive for the ratepayers. And it was like, I'm not going to tell them that.

Q And that's because you didn't believe it?

A No.

Q And why would it not have been a good thing in general?

A Because, as I explained to you, you were financing Westinghouse's operations, and to the extent that you were financing their operations, you were upfront financing the BLRA so that you could charge your customers

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early.

I mean, you wouldn't have spent that money in 2016. You would have spent that money in 2017, not when you agreed to pay it to Westinghouse. That cash flow would have looked very different.

Q All right. Going back to the voice mail, the statement, I just want to let you know that I know the truth now, and I don't want you and Santee to get screwed any more by the executives of SCE&G and SCANA.

When you used the phrase the truth you believe you had learned when you made this call, what was the truth you believe you had learned?

A As to what -- who Kevin Marsh was and what was driving Kevin Marsh and his executives in their decision-making.

Q And what did you believe was driving them in their decision-making?

A They were trying to prop up the purchase -- the stock purchase price and the earnings for SCANA.

Q And how would that benefit them?

A Because their bonus was tied to

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earnings and stock price.

Q And how did you come to learn what you called this truth? What information came to you that gave you this knowledge?

A Just my experience as a CPA looking at the sequence of events.

Q Had you had any discussions with anyone else at SCANA about this?

A No.

Q All right. Many a times today we've talked about documentation. What documents would you point me to if I wanted to go out and find documents that would be in support of what you're telling us here?

A If you go look at the SEC filings and then if you were to go look at the PF factors and the reality of how that project was actually performing, based on those project -- monthly project review meetings, you can't. They don't match.

Q All right.

A And you got VPs out there, you got a chief nuclear officer, and you've got a chief operating officer, and whether Kevin likes it or not, he had a responsibility to

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go out there. You can't turn your head to a responsibility.

I mean, I think somebody said that he had legislators out there two weeks before we closed the project, and he was boasting about how good it was going.

Q Do you know who those legislators would have been by chance?

A Uh-uh.

Q All right. In the message you stated you did not want Santee Cooper to, quote/unquote, get screwed anymore.

At that time you left this message, did you believe that Santee Cooper had been screwed in the past in relation to the nuclear project?

A Yeah.

Q Explain how.

A Because they were making payments according to when SCE&G made payments, and instead of disputing the payments like Santee Cooper was requesting, SCE&G kept making full payments.

Q Who at Santee Cooper was requesting that?

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A Michael Crosby.
Q And who was responsible for responding to those requests for SCANA?
A I guess it would be Steve Byrne and Kevin Marsh.
Q And what was the outcome of that?
A They didn't respond to him. I remember Jimmy Addison making comments to the effect that Michael Crosby had just made a bunch of noise.
Q Who -- these complaints, would there have been like documentation of these complaints by Michael Crosby? Would they have come in e-mails or documents?
A It might. It wouldn't have come to me.
Q Who would it have gone to, do you think?
A I would think it would have gone to Jimmy or either Steve.
Q Steve?
A Byrne.
Q Byrne. Okay.
A And that's B-Y-R-N-E.
Q And that leads us right into the

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next question I have is that -- your inference that you didn't want Santee to get screwed anymore by, quote, the executives of SCE&G and SCANA, end quote.

Who are the executives of SCE&G and SCANA that you were talking about? If you can list them for me.

A That would be Kevin Marsh, Jimmy Addison, Steve Byrne, Marty Phalen, and Jeff Archie.

Q And --

A And you might as well add Kenny Jackson.

Q What was his role?

A He was over rates and regulation.

Q And -- going on in the message, you say that Kevin Marsh is not the guy that everybody thinks he is. He is a liar, and he's just like Steve and Jeff and Jimmy and Marty Phalen. They're all of the same cloth. They all think that they are the smartest guys in the room, but they're on the fricken' take.

The lies that you believe Kevin Marsh would have been told -- would have

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told, what would they have been? I just want to try to get a list as general as I can.

A Say what now?

Q Lies that you believe Kevin Marsh had told in relation to the project that would have been the basis for your statement in the phone message.

A I couldn't believe anything that he said. I mean, once I found out that he was a liar, then I pretty much painted him off as just everything that came out of his mouth, I wouldn't trust anything.

Q Okay. But for the purposes of what I'm looking for, I'm looking for things that would have had an impact on the project out there as opposed to -- or as opposed to something not related to the Fairfield project.

What specifically would you believe would have been dishonest statements Kevin had made with respect to the nuclear project itself that I could look into?

A Just like the SEC filings that he has filed and signed for 2016.

Q Uh-huh.

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A You know, where they're saying that the project -- they're saying that the project is ongoing and everything is okay. You know, I mean, that's -- in 2016, he knew that project was failing. I mean, the Bechtel report clearly told him that the project was upside down. I had already told him that.

Q All right. So I'm going to go look at the SEC filings.

What else should I go look to try to find anything that you would characterize as dishonest statements by Kevin Marsh?

A Well, I mean, that's -- that's the big one. I mean, that's -- that's Sarbanes-Oxley right there.

Q Okay. And at what point do you believe that you came across the information that led you to believe -- or led you to understand that that information was untrue? What time frame would we have been looking at?

A I mean, I knew that in early 2016. I mean, as soon as they filed, which would have probably been in February, it's like

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it's a done deal. I mean, unless you pull the plug on the project and you start telling the truth, something's got to give. I mean, you're either going to lie about it again or you're going to come out and tell the truth. And they didn't.

But with the PF factors that they had and based on all the problems that I knew -- I'm an accountant, and I could tell you, I mean, the engineering design was so screwed up and so far behind and impacted so much of the fabrication for that project that there was no way they were going to be able to complete that project in the timeline or anywhere close to the cost.

If you look at the project down in Georgia right now, I mean, they're looking at $25 million -- billion.

Q All right. In the voice message you reference Steve. And this is sort of housekeeping. What would have been Steve's name?

A That's Steve Byrne.

Q And what was his relationship to the project?

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A He was in charge of the project.
Q Does he still work at SCANA?
A No, he quit.
Q Do you know --
A Or retired. I don't know what the status was, but he left at the same time as Kevin Marsh.
Q Have you ever heard any information about why he may have left?
A Uh-uh.
Q Can you say it out loud for the court reporter.
A No. I'm sorry. I never heard anything.
Q Who is the Jeff that you're referring to?
A Jeff Archie.
Q And what was his relationship to the project?
A Pretty much nothing, but he had more responsibility for the project, I guess, than Steve. He was the chief nuclear officer.
Q And do you know if he still works at the company?

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A Yeah. As I understand it, he's been told to stay at Unit 1, so he's at Unit 1.

Q And that would be the Unit 1 nuclear reactor in Fairfield?

A Uh-huh. That's right.

Q And who was the Jimmy that you're referring to?

A That's Jimmy Addison, and he's now the current CEO.

Q And you referenced --

A And you ought to -- another good point would be to check the qualifications for the new CFO, Iris Griffin, and compare that to your -- get some federal statistics on qualifications for CFO. I think you'll find that to be pretty interesting.

Q And what about that would I find interesting?

A She pretty much doesn't have a lot of qualifications other than she's kind of cute and she'll say anything that Jimmy tells her to say.

Q And when would she have gotten that position?

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A The same time Jimmy got CEO.
Q And who is the Marty you're referring to in the message?
A Marty Phalen.
Q And what was his relationship to the project?
A That's a really good question. He was just always wherever Kevin was. He's the one that the news said that he was -- sold a pretty big block of stock right after he had left the company.
Q So he has left the company?
A Well, once they found -- once it hit the public media -- or I don't know if it ever hit the media, but Marty had lied about graduating from college.
Q Okay.
A He never went to College of Charleston even though that's what he put on his application. And so an employee brought that to the attention of the company, and so that didn't look real good since he was a senior executive, and so he left on that one.
Q Do you know what time frame that was?

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A That was 2017, in the fall of 2017.
Q In the message you used the phrase they're all from the same cloth. And I think I understand how you're using that phrase, but I want to give you the opportunity to explain. What did you mean by that?
A Arrogant, pompous.
Q And you followed that up with the statement that, quote, they all think that they are the smartest guys in the room, end quote.
Elaborate what you mean by that description of them.
A More arrogance and pompous. I mean, they all thought that they were like geniuses, and you couldn't tell them anything.
Q Does that have an impact on the project itself?
A Oh, yeah.
Q Explain how.
A Because, I mean, they didn't want to hear anything from anybody. If you had consultant after your name, how dare you approach Steve Byrne. He hated consultants.

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Q I may be a little confused. Isn't the purpose of a consultant to provide you information?

A He -- how dare you think that you could tell him anything. I'm telling you, he was pompous. Most arrogant person I've ever met in my life.

Q There was a movie documentary about the --

A Yeah. His opinion of nuclear, it's going to cost what it's going to cost.

Q There was a documentary about the Enron Company called "The Smartest Guys in the Room." And I just wondered if that was a coincidence or we're using that phrase in reference to the Enron documentary.

A No. But I've said before, this is like the South Carolina Enron.

Q And what do you mean by that?

A Because it's the exact same thing. I mean, these guys propping up everything trying to make it look great, and then all the sudden the deck of cards all just fell apart. I mean, you can only lie so long before the truth just -- I mean, it has to

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1 come out.
2 And what really is disappointing is
3 that there were so many managers, general
4 managers, at that project that were right
5 there with them. And they had to know, too,
6 and they went along with it.
7 I wasn't out in the project, so I
8 didn't see that stuff. I mean, I just saw
9 accounting records, and they were --
10 damnedest thing I ever seen in my life. When
11 I figured out what was going on, I was just
12 like, God almighty, these people are crazy.
13 I don't operate like that.
14 Q Well, the next phrase, you talked
15 about them all -- they're all on the fricken'
16 take. My understanding of a person being on
17 the take is that they're being improperly
18 influenced.
19 Do you believe that these persons
20 were being improperly influenced by
21 something?
22 A By money and greed.
23 Q And, again, explain to us how money
24 and greed would play into this.
25 A Because if you can prop up that

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stock price and keep that stock price up and then keep that net income up by that BLRA, then your base pay continues to get increased by compensation from the compensation committee of the board and then your bonus continues to excel because it's all based on stock and on net income or earnings.

Q So the compensation of these executives was tied to the stock price and --

A Earnings per share.

Q And earnings per share?

A Yes.

Q And how would this project impact stock price and earnings per share?

A Well, that was a growth strategy, was this project. I mean, they had a little bit of electric growth on the system but nothing compared to the growth in their -- on that capital project. That capital project was their whole growth strategy. I mean, that was the mother lode for SCE&G or SCANA.

Q And explain in more detail what you mean by that.

A The more you spend on that capital project, the more money you make at 12 1/2

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percent. It was a no-risk 12 1/2 percent. I mean, who wouldn't invest in that if you could make 12 1/2 percent and have no risk? That's what that base load review gave them.

Q Explain your understanding of why there was no risk.

A Because you were guaranteed on the front end, before you spent a dollar, that you were going to get recovery of it. You didn't have to go before a -- the PSC to get approval on it. Once you spent it, it was deemed proven already. It was a matter of filing the paperwork, and it was put into the rates in October.

The only time you had to go before the commission was if you thought you were going to be outside of your approved budget or your schedule.

Q And --

A And then you had to just make sure that you showed them it was proven, that they approved your schedule or your budget increase.

Q So in order to continue it, you just had -- did SCE&G or SCANA have the

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ability to change the schedule?
A Yeah.
Q Was that subject to oversight by the PSC?
A That -- yes.
Q Let me talk, again, about this growth strategy and your understanding of it because I'm trying to get a better idea.
SCE&G has a footprint of customers that they service as a utility. While there might be some growth or change based on population change, they're pretty much tied to that footprint; is that --
A That's right.
Q In general. And so you talk about a growth strategy. If you tie the executive compensation into earnings per share and the growth of the company, how is that -- how can a utility, a public utility -- can it grow by capital expenditures?
A Uh-huh. That's how you grow.
Q Explain more for me.
A You can only grow one of two ways. You can either add customers or you can add capital and charge more to your customers for

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capital investment. So that's what they did. They're adding base load capital. And you're allowed to earn on your capital investment.

So you had a plant and now, you know, you had so many plants out there. Well, they decided they were going to retire a couple of those old coal-burning plants because they're not good for the environment.

Well, those were old and they had been depreciated and they really didn't have a lot of cost left on the books. But we're going to build this big nuclear project and that project is going to cost -- I don't remember what the original amount was, but let's just say it was going to be $5 billion.

Well, now you're going to put $5 billion on the books. And I remember whenever the project was first announced Kevin Marsh talking about how we are going to bet the family farm on this project. So we're going to double the balance sheet with this project.

Well, what that means is you're going to take and add $5 billion of capital. And when you set your rates, you get your

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operating cost recovered at -- just recovered. You know, zero -- no profit on there. Where you get a profit added to it is on your capital investment. So you get a return on equity on what you've got invested.

What your rate -- what your stockholders invest in, you take that money and you put it into capital assets, like the lines that you see up above the roads and going into the neighborhoods and in the plants.

Well, when you add a $5 billion plant, you've got a $5 billion plant now that you can earn 12 1/2 percent on. And so that's what your customers are going to pay for, and you're going to get -- earn 12 1/2 percent on that.

Whereas before you were only paying 5 percent -- or 12 percent on -- maybe we only had $4.6 billion in plant. Well, now we've got $9 billion because we had some and now we're doubling it.

Now they're paying -- the same 700,000 customers are now paying for $9 billion worth of plant. Because we had

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4.6. Now we're adding $5 billion more. Now we got $9.6 billion worth of plant.

So it's not like you have -- you have excess electricity, and so you hope to sell it off and defray some of the cost. But your customers have got to pay for that plant, and they're going to pay a profit for you to be able to carry that plant on the books.

And so the 700,000 customers are going to have an increase in their electric bill. And the only way it's going to get watered down would be if there's a huge growth in the system. And then you've got that fixed price that you can -- you can spread over a larger number of heads.

But we don't have that, and we probably don't have prospects for that in any near future that I know of.

Q Well, and I know this is somewhat out of your realm, but these -- obviously these plants have been abandoned, correct, is your understanding?

A Right.

Q We haven't lost any -- we're still

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getting our electricity?

A Right.

Q It seems to me, if these plants are supposed to go online, you know, either by now originally or even under the revised, why are we not in an electricity shortage?

A Well, I mean, I don't know that we're not. I mean, we might be buying off of the grid. You know, I don't know.

Q Okay.

A I can't really answer that. And they may not have abandoned a plant that they were going to plan to abandon, a coal-burning plant. You know, that's just outside of my realm of knowledge.

Q So from a company perspective, what I hear in general is that the incentive is there to -- you make more profit by growing. We grow by building a bigger plant. The bigger the plant we build, the bigger the growth, the bigger the profit we get.

Is that, in general --

A Yeah. But, I mean, it also -- you know, there was a big leap for a company the size of SCANA to take on a project like that.

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Q What do you mean by that?

A Well, I mean, they're going to secure financing to be able to carry a project like that. They're going to have to go out and borrow money, and then they're going to have to hope that people are going to be willing to hold on to their stock knowing that they've kind of taken a bite at total 100 percent costs. I mean, that thing was more like an $8 billion plant.

And, I mean, there weren't a lot of utilities jumping at -- you know, signing a contract. There were a lot of people that -- originally that were interested, and then at the end of the day, there were only two contracts that were actually executed, the one in Augusta and then the one here.

So there was -- there was some risk involved. SCANA is not a huge utility.

Q Yeah.

A And you can see that there was real risk there given that the management may not have been up to the test of being able to drive the contractor like they needed to.

Q You mentioned earlier I bet the --

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A The PF factor.

Q Oh, no. The decision to go nuclear was to bet the farm or bet the company-type decision. Am I misquoting you on that or is that --

A What's your question?

Q When you were talking about the size of the project undertaken by SCANA being as large as it was, at some point did you hear someone say that it was a bet-the-company-type proposition?

A Oh, I heard Kevin Marsh saying that.

Q Okay. And that's because the size of the project was something that SCANA --

A It was tremendous in size relative to the size of SCANA. And that's why, when I would go to Kevin, it surprised me that he didn't seem to want to be in attendance to some of the meetings. And Jimmy never came to any meetings.

And I would have thought that if you had a project of that magnitude, that your CFO and your chief nuclear officer and your COO, I would have expected them to be at

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all the meetings.

The monthly meetings, I mean, we would see Jeff periodically, the chief nuclear officer.

You would see Steve Byrne at the monthly meetings maybe twice a year. And he acted like he was bored at his quarterly executive meeting with the general managers. I mean, it's -- he acted like he was bored stiff with those meetings.

Q Let me move on to the side aspect of this.

The company -- as we just went through in detail, the company itself seems to make money whenever the company is growing based on the rate of -- that it could charge for the customers for the costs that are associated with the construction?

A Uh-huh.

Q What about CEO compensation? How is that related to company growth?

A It would -- well, it's -- like I said before, it's based on the earnings per share and then the stock price.

Q Uh-huh.

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A So, I mean, as long as -- I mean, earnings per share is net income. So as long as you're bringing in 12 1/2 percent on a capital account that continues to grow, you're going to see where net income just continues to grow. So, I mean, every year in November, their revenue stream got bigger. Every year.

Q And that revenue stream isn't coming from selling more electricity? It's not coming from servicing --

A No.

Q -- the customers?

A It's selling -- it's at a more expensive price. It's cumulative. It's this price this year. Now next year it's this price, and next year it's this price. So your net income keeps going up but your operating costs stay the same.

You're not writing the project off yet. You wait until the end of the project. Then you start writing the asset down. So there's no cost hitting the books for that project, but your revenue stream is going up.

Q And if the revenue stream goes up,

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the --

A And there's no costs, your income is going up.

Q And what's the impact on that on executive compensation?

A It goes up.

Q Can you give us an idea of numbers?

A I don't know what their payout percentage was. I mean, if their payout percentage was 90 percent of their income or their salary and their salary was a half a million dollars, then they'd get another $450,000 in a bonus.

And then if the company did really good for the year, they might get 20 percent more for discretion.

Q Well, let me ask you, bonuses that are paid, did you ever see -- are you aware of any employees receiving bonuses in stock as opposed to cash bonuses?

A Yeah, I think they do. I think some of them do.

Q And so instead of receiving a cash check for a bonus, they might receive shares of company stock?

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A Yeah. I think they -- I think the executives -- I didn't, but I think there were some executive stock bonus programs.

Q Okay.

A You can look that stuff up in the proxy --

Q Okay.

A -- if you get a copy of the proxy. It's a public document that -- if you go to SCANA.com and look at the proxy, I think you can just read all about -- until your heart's content about bonus programs.

Q All right. Jumping back to the message, I want to try to get through this. You mentioned going to a lawyer and, quote, they have broken every fricken' law that you can break.

What time frame was it when you had gone to this lawyer?

A Are we talking about that? It was probably in January.

Q January.

Is there anything specific that triggered you going to the lawyer, a conversation or a document or something you

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had seen?

A No.

Q Had you already left the company at that time?

A I was on that special medical leave.

Q And in this part, you actually mention specific laws -- or you mention laws being broken.

Can you tell me -- I think you referenced SEC laws earlier. Are there laws that you think may have been violated by the actions of the executives?

A I thought that there were criminal laws that they probably had broken.

Q And what, by example, could you tell me?

A I can't remember now what I all had in mind. I know that I had taken a class at the end of the year for my CPE, and I had talked to the teacher of the class who was a lawyer out of Denver, I think. And I figured he was so far away that he couldn't possibly figure out or have any connection to the South Carolina utility, so I was asking him

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questions at break. And by the time we finished that CPE session, he was like, You really need to go talk to somebody.

Q Well, and I want to try to get details of that. What actions were criminal that you thought or were discussed with that professor?

A I don't remember. I mean, you're talking about something that was two and a half years ago.

Q Yeah.

A And by the time I left that company, I mean, I was just about out of my mind. I mean, I was -- at this point had been berated probably for two years.

Q And who would have been doing that?

A Jimmy Addison, Marty Phalen, Kevin Marsh, and Jeff Archie.

Q And what were their main criticisms of you?

A Everything. I mean, anything. I mean, pick it, and they would criticize me. Anything I did.

I mean, at one point I went to Kevin -- or to Jimmy, and I said, Jimmy, are

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you -- are you going to have any comments for me for midyear, year end, or whatever?

And he said, Uhm, you might want to talk to Jeff. And I was just kind of like, Okay.

And so I went to Jeff, and I was like, Jeff, have you got any concerns or something you need to share with me?

And he was like, You might want to talk with Jimmy. And I was just like, Oh, screw you-all. I mean, just a bunch of jackasses.

So I'm sure that was probably close to the end of the year, or maybe it was the middle of the year. And it was just, You know what? I was so sick of it. I hated them. I hated them. I mean, they didn't have the man enough to be able to even stand up. It's just like, God almighty, a bunch of sickos.

Q Jumping down the statement a little bit, you say -- you reference, you know, Michael and Lonnie and you need to push back and don't let them to continue to mismanage that project. Just don't let them. Don't

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furnish anything. Refuse to pay. Don't pay SCANA. Push back. Just say no. We're not going to do it because they're mismanaging that project and it's at you-all's expense.

I want to break that down a little bit. Who was the Michael you're referring to?

A That would be Michael Crosby.

Q And what was his position?

A I think he was a VP of -- at Santee Cooper.

Q And why did you think that he would have been somebody who could push back on the issue?

A Because I knew he was pretty hot about the way the project was being managed.

Q And when you say hot --

A Upset. He didn't think that SCE&G was doing a good job at all.

Q And did you know this from conversations with him?

A Yeah.

Q What about written communication? Anything --

A Uh-uh. He would tend to support me

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when I would stand up against them in the project -- in the project meetings. And, you know, he would thank me for asking questions and pushing back on the PF factor when nobody on my team would do anything.

You know, when I would go to like the risk management meeting, which I went to one and it was just pathetic what they had on there for risks for the project. I was just like, Are you kidding?

I mean, these were -- what you have on this risk management project, I don't even want my name associated with this meeting because if you-all are even having my name saying that I attended this meeting and I had signed off as these were the risks for this project, I said, I want my name taken off of being in attendance because this is so -- this is such a crappy work product that I don't want this to be in a Westinghouse file that can be pulled up and you can say that I was here and that I accepted this work product.

And I named a couple things that I thought were much higher in risks than what

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they had. This was a committee of probably seven or eight people from Westinghouse that produced this risk product. And the construction VP was sitting right there. He was working with his little BlackBerry or whatever little thing he's got. He didn't ever look up. And it was like, I'm going to kill him.

And he finally, at the end of the meeting, he closed the meeting and he's like, Well, there's very -- there's some room for improvement here and we'll -- we'll look to see a better product next time.

I was like, That's it. That's what we should say. That is exactly what I thought.

And that's all he had to say.

Q Okay.

A So, I mean, when you work with people like that, I mean, it's just only so much you can take. And that was Ron Jones on risk -- a risk register.

Q Ron Jones would have been working for?

A Jeff Archie.

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Q Jeff Archie.

A And, see, when I -- when I raised questions like that, I'm told that I'm derogatory in my comments. And it's like, it's hard not to be when you've got engineers, senior engineers for Westinghouse, that are being billed over to us at $300 an hour and they give you a work product that I'm not going to count it. And I can tell you that this is the worst work product and these are not the risks of this project.

I'm an accountant telling them these are not the engineering risks of a project. There's something wrong with a picture when I'm the one that's calling in the problems like that.

Q And what -- I want to try to get to your understanding of why do you think that that is. Why would they not have the same attitude you had with respect to that?

A That's the thing I don't understand. Unless they -- I mean, everybody up there is either -- I don't know.

Q Did they have financial incentive to do a better job or not? I mean, the way

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the payment is set up as a cost-plus, would that have interfered with any financial incentive to do a better job?

A For Westinghouse?

Q Yeah.

A I mean, I would think that -- the only thing I could figure is they were papering the files so that later on they could sue us and say, Well, here it is; we gave you everything that we owed you. And the VP of construction never proved or said anything to indicate otherwise. I mean, he was a do-nothing.

Q All right. I think we left off, I was asking you about Lonnie. Who was Lonnie?

A Carter.

Q And what was his position?

A He was CEO of Santee Cooper.

Q And being CEO, is that a position that you believe would have been able to push back on the --

A Oh, yeah. I mean, you would hope. But I don't think Lonnie was able to make any changes with them either. I think Kevin would talk to Lonnie and quiet Lonnie down

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and make him, you know, comfortable somehow or another.

Q And I know we've touched on this, but you used the phrase continue to mismanage that project. If we can take a moment here, get as many examples as I can of what you consider to be mismanagement of the project itself.

A I mean, that example I just gave you is perfect.

Q Okay.

A Everywhere I turned, I ran into stuff like that where I wanted my name taken off of the record because I didn't want anybody to assume that, because I was there, that was evidence that whatever they produced was a good record.

Q Uh-huh.

A Everything was screwed up like that.

Q And one of the reasons I'm following this up, as I continue to say, we're going to go back and try to go through these documents and find evidence and, you know, materials related to this. And if I'm

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looking for examples of mismanagement, can you point me to anything you recall to be specific examples of go look at this project manager, go look at that memo, go look at this meeting, go look at those e-mails, something like that?

A I mean, it's way harder than --

Q Like we talked about owner's costs earlier. That seemed to be an issue that you came back to.

A Owner's cost is not really the issue. You need to look at stuff that Westinghouse was doing. I mean, like Lake Charles is a huge one.

Q Explain that.

A Do a word search on Lake Charles. Lake Charles was like a nightmare in the making. Do a word search on Module 20.

Q Uh-huh.

A Module 5. Shield building. I'm trying to remember that company's name. There was a company that was building the shield building's walls. They didn't have a prayer.

Q Other keyword searches you would

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recommend looking -- for us to chase down?

A Are you-all going to interview other people?

Q Oh, yeah. We plan to do this with a lot of different witnesses.

A Ken Browne would be a good person to talk to.

Q Okay.

A He'd remember the names of companies probably. Because there's -- there was a company that was building the shield building's walls that was really struggling because the design was changing as they were trying to build the walls, which is problematic. You know, as you're trying to fabricate walls, if you change it, it screws you up pretty bad.

Q Yeah. Okay.

When you were talking with Michael Crosby, did he express that he shared your views on these concerns, or what was his position?

A Yeah, he had the same concerns. I'm sure he had more. But, I mean, we shared a lot of the same concerns about not going

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1 along with what Westinghouse wants and doing
2 something different.
3 Because, obviously, if you continue
4 doing the same thing, you get the same
5 results. And they kept doing the same thing.
6 Kept paying, and it's like, Well, if you keep
7 paying, you're not going to get anything
8 different.
9 But for some reason, withholding
10 payment just seemed to be a land that Kevin
11 and Steve and those just did not want to go.
12 They just didn't want to go there for some
13 reason.
14 Q Do you -- what could be some of the
15 reasons why they wouldn't go there?
16 A I couldn't understand that. They
17 didn't want to short-pay the invoice or
18 withhold. And the contract seemed like it
19 was written so it was very supportive of the
20 consortium, very biased towards the
21 consortium.
22 I mean, I think if you look at the
23 contract and you look at the payment terms,
24 the payment terms, if I remember correctly,
25 were set up so that you could withhold

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payment on disputed invoice amounts for 30 days, but at the end of the 30 days, you still had to pay.

Q Even though the dispute wasn't wrapped up?

A Yeah.

Q Okay.

A So it was -- it was, like I said, very biased toward the consortium and not -- and I don't know -- I know -- I remember hearing them say that, during the contract review period when they were negotiating the contract, they didn't have a lot of time. They didn't have the luxury of being able to review a lot of the contract terms, and they did some really quick reviews of the buildup of the budget that supported the contract. And it was just a small team of like maybe five or six people.

So that probably plays into why the terms are so consortium-oriented and not customer-oriented, I would think.

Q Okay. I'm going to jump off ship for just a quick second here.

If the terms are so beneficial to

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the consortium, why did the consortium end up not being successful? Do you have any input on that?

A Well, I think that -- I think the consortium came into the project having underperformed at the beginning of the contract, and I think that that played heavily into why the contract as a whole here and at Vogtle has been less successful. I think that they may have oversold where they were in the design of the plant.

Q And, in other words, you believe they may have represented that the project -- or the plant itself were further along than they actually were?

A Uh-huh. That's a nonengineer's opinion.

Q Yeah. All right.

In the message next you use the phrase they're doing it because they want to make money and they're propping up earnings to be able to make their bonuses, and it's going to be at your expense.

And to be -- the they, that they're doing it, who is the they that you're talking

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about?

A It's those same five or six senior executives that I talked about. Kevin, Marsh, Jimmy Addison, Steve Byrne, Jeff Archie, and then Kenny Jackson.

Q And for somebody who is not a financial person, when you say propping up earnings, explain to a layperson what that means.

A Creating increased revenue streams, like we talked about as far as them agreeing to pay Westinghouse or the consortium $100 million instead of something that's more reasonable, like 50 million like what you've paid before.

Pay them 100 million a month for five months instead of 50 million for five months, which is more like what historically you've paid them, and then turn around and taking 100 million a month for five months and then rolling that into rates, and then now all the sudden your revenue is double what you would have had when you rolled that into the rates in November.

Q And the doubling, that would have

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had what type of impact on the bonuses and salaries of those individuals?

A Oh, huge.

Q Elaborate.

A Well, I mean, at the end of the year, you're going to see where -- you're only going to have two months of that revenue stream, but with two months, if you've got cold weather, you could probably end up with 15 to 20 cents added to the bottom line. And with that, if you already are close to making earnings anyway and then you pick up 20 cents in the last two months of the year, you're going to get not only 100 percent of your bonus, but you're probably going to get your discretion. So you're going to end up earning 120 percent of your bonus.

And your stock is going to look great because you hit Wall Street's expectations and you exceeded it. So, you know, Wall Street is going to be happy with you.

Q Well, let me ask you about that. As just an investor in general, sometimes I'm aware that there are -- you know, companies

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will have phone calls for investors to provide information to them about what's going on with the company and their expectations and what's going on.

So are you aware of any calls to Wall Street investors or anything where there may have been any misrepresentations by SCANA executives about what was going on?

A I haven't been following them. I know recently they haven't been having any, which I think is unusual. But I believe that, during the period that I was there, they were having those calls.

Q And generally, all of the propping up of the earnings and all that, it all comes eventually from the rates being paid by the customers of SCANA or SCE&G?

A Uh-huh. Uh-huh.

Q And that's through the BLRA advanced recovery costs?

A Right.

Q I think it's cost recovery program.

A Right.

Q During this time or prior to your leaving SCANA, all these concerns that we've

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been talking about today, were there other SCANA employees that you had interactions with and discussions with that agreed with you, that saw the same things you saw with respect to the management and -- or mismanagement of the project?

A Probably the one person that saw it like I did was probably Ken. Ken was in a lot of the same meetings I was. But there weren't a lot of people that were in the same meetings that I was in because the level of the position I was in and then the level of meetings that I was in with executives.

Q And that would be Ken?

A Browne.

Q Browne. Well, let me ask you, then, if -- as this process goes forward, if they come -- you know, if we go forward and they say, Look, Carlette was a voice in the wilderness; nobody else agreed with her and she has no support for what she's telling you, that's what I'm trying to get a -- who agreed with you? Who would be able to support what you're saying here today about all this and what documents should I be

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1 looking for to support you in that so that we
2 can respond to an argument that, you know,
3 Carlette was just out there on her own?
4 A I think Ken -- Ken Browne would be
5 good. Another one would probably be Dave
6 Levine.
7 Q What was his position?
8 A He was a general manager over the
9 start-up team. And probably Kevin Kochems.
10 Q And who else would I talk to that
11 would -- you think might give a similar
12 perspective?
13 A Shirley Johnson.
14 Q Anyone else?
15 A Skip Smith. Skip saw a lot of
16 this.
17 Q And who else? I'm just trying to
18 figure out who's on -- for a slang term, who
19 would be on Team Carlette verse Kevin Marsh,
20 Jimmy Addison, and some of the others.
21 A I think Marion Cherry would agree,
22 Michael Crosby.
23 I mean, the other people, I
24 can't -- I mean, I just don't even know what
25 to think about the other general managers

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because, I mean, they all saw it, and I don't know where they stand.

I mean, they've all lost their jobs, but I don't -- I don't know what -- what they were thinking.

I think Courtney Owen would be another one. She saw a lot of the efforts. She's in SCANA Services. She was the audit manager.

Q And, again, going back to, with this group of people, what documentation would be most supportive of what you're telling us today as opposed to an argument that you're wrong, that this didn't happen that way? What would be the best documentation to support your --

A I'll tell you, if you go and you read the Post and Courier's newspaper articles about our -- what happened at that project, if you read it, I mean, I think you can see that they've broken the Sarbanes-Oxley law.

Q And I want to get some clarification on some of the terms you used. Later in the statement you said that I want

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1 those five guys out of the company so they
2 can't keep hurting people.
3 I think I understand what you were
4 saying about propping up earnings, but what
5 action would be actually -- what would be
6 hurting people?
7 A Well, I mean, each one of them had
8 their little mean streak and so, you know, if
9 they looked -- if somebody looked at them the
10 wrong way and it pissed them off, it
11 wasn't -- you couldn't put it past them. I
12 mean, they'd fire somebody.
13 Jeff Archie was notorious for doing
14 stuff like that. I mean, if somebody said
15 something that he didn't like, you know, 12
16 years later, they could come back to the
17 project or come back to Unit 1 and he'd
18 remember that he didn't like something that
19 they said and he'd make sure that they were
20 blackballed and didn't come back to Unit 1.
21 Just -- you know, just being mean.
22 Marty Phalen was like super mean
23 like that. Just hateful where he would just
24 say and do mean things to people just because
25 he had the authority to do it. And it's like

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that's just not a way to treat people.

I mean, that company was a great company up until the time Kevin Marsh became CEO. I mean, they worked with people and everybody was proud of their jobs and felt like the company was moving in the right direction for the customers and for the employees and everybody was proud to say they worked for that company.

And then Kevin Marsh became CEO, and you could watch the morale of the company just plummet. And it's because of those executives that I just named, they just didn't have any integrity. And, I mean, I think overall, those people, the people that reported to them, instead of protecting them in a battle, they would have gotten speared by their own army and run over.

Q Okay. Later in the message you say -- and this is when you're speaking to Marion -- you saw the condition I was in when I left physically, but you have no idea of the emotional stress and what they have done to me and to Gene emotionally, and it's like if I never heard the word SCANA again, it

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would be great.

When you say the phrase that they've all but stripped me of my life, what did you mean by that? Can you explain what was done to you or what --

A I mean, I've shared some examples. But, I mean, there's --

Q I want to give you the opportunity to elaborate on that.

A Well, I mean, there's just -- I can't talk about it.

Q And that is because it's personally troubling to you?

A Yeah.

MR. WALKER: Extremely.

Q What about Gene? What was done to him that you observed at SCANA that you felt was -- would have brought emotional stress to him?

A Well, you screw up his wife, I mean, what do you think it's going to do to him?

Q I don't know anything about that. That's what I'm asking about.

A Well, they screwed with me for five

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or six years, which screws up my family life.

Q So moving -- focusing on Gene, what can you tell us about what was involved with him that you felt that they were emotionally impacting him.

A You cannot imagine what I went through and what it did to him. I can't -- I can't explain it to you, but it tore our family up. I was the bedrock to the family, and my family saw me go through just a hell period.

Q Okay.

A You don't lose 70 pounds in six months and not have something that's seriously driving you crazy.

Q Well, let me ask you -- and that may be a good -- what I want to understand is what I can look to to make sure that if the argument is made that -- a very inartful way of saying this -- the cause and effect is different -- what if you were faced with the argument that what you're saying about the company was stemming from problems you were having medically or emotionally as opposed to the other way around? You know, what I would

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generally say about your testimony today is you're saying that what you were seeing and what you were experiencing in your work was causing your medical problems.

What would I look at in response to an argument that, no, that your medical problems were actually causing you to misunderstand or misapprehend what was going on at the project?

A Well, I mean, how did the project turn out? I mean, it turned out exactly like I predicted.

MR. WALKER: And she didn't have any medical problems.

A I mean, yeah, I lost weight because, I mean, I was so stressed because of that project. But the project turned out exactly like I was telling everybody it was going to turn out.

I mean, 12 months almost to the day after we settled, they pulled the plug on the project. If the project was still going today, I'd feel differently. But I think when they pulled the plug on the project, that pretty much vindicated me.

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As a matter of fact, I left in January of '16. In February of '16, the Bechtel report came out. It read exactly like what I said. It might have been gone into a little bit more depth, which it should. I mean, they were an engineering outfit. But I don't think there's a whole lot of difference between what they're saying and what I'm saying.

Q Okay. Let me jump to another topic, and this is following the time you've left SCANA.

Since leaving employment, have you had any discussions related to the South Carolina law enforcement division called SLED?

A Yeah.

Q How did those discussions come about? Did you reach out to them? Did they reach out to you?

A They reached out to me.

Q And who in particular reached out to you?

A The FBI.

Q Okay. Well, I'm -- maybe they were

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1 together. I'm talking about SLED versus -- I
2 mean, I'm going to ask you about SLED, the
3 FBI, the SEC, all these various groups.
4 Who was the first to reach out to
5 you?
6 A The FBI came to the house, and SLED
7 joined them in the interview.
8 Q Okay. When was that?
9 THE WITNESS: Do you remember
10 when that was?
11 MR. WALKER: I don't know.
12 Q Ms. Walker, as best as you can.
13 It's not a test. There's no penalties or
14 anything.
15 A Summer of last year, I think.
16 Q Summer of last year.
17 Who in particular reached out to
18 you? Do you recall if somebody called up and
19 said this is Agent So-and-So?
20 A No. They just showed up at the
21 house. I don't remember their names.
22 Q Did they give you a card or
23 anything that you would be able to look back
24 on to find out who it was?
25 A I'd have to look.

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Q Okay. Give me some details about what happened. They showed up at the door. They knock on the door. They say, Ms. Walker, I'm with the FBI.

A Yeah, they came to the door. Actually, they didn't come to the door. They came into the driveway, and my husband thought that they were from the Mormon church or somewhere like that, and so he kind of circled back around the back and met them at the back gate. And then he was going to show them his alligators or something; I don't know.

And then he realized they really were from the FBI, so they came in off the back porch. And I didn't believe that they were with the FBI for a while, and then I finally realized they really were with the FBI.

And so we sat down for a little while, and I think we established a date. But we agreed that they would contact Jake and we would go from there. And so I think they served Jake with a subpoena.

Q Okay. And did that subpoena ask

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you for documents or for a meeting?
A I think it was for a meeting.
Q And did you go through with that meeting?
A Yes, I did.
Q And who was present at that meeting?
A My husband Gene, myself, Jake, a SLED agent was there, and then the two FBI agents.
Q And did you provide any written materials or documentation to them or to your lawyer to provide to them?
A Yeah. I think that at the end of the meeting we gave them a copy of the file, the yellow file that was for -- you know, it had the contents of the file that I gave to Jimmy Addison that proved the numbers for the 2015 re-budgeting baseline.
Q Okay. Besides that material, any other written materials you recall providing to your lawyer or to the FBI to provide to the lawyer or provide to the FBI?
A No, I think that was it. And at that point, just like with when I talked to

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you about it, they agreed to have Ken Browne walk them through the mechanics of that file.

Q Okay. And you said there was somebody from the South Carolina law enforcement division involved as well, SLED?

A Yeah. I think -- yeah, it was -- yeah, it was SLED.

Q Okay. Any other -- any other meetings with any other law enforcement?

A Uh-uh.

Q What about any discussions with persons related to the Securities and Exchange Commission?

A No, I haven't heard anything from them.

Q What about elected officials? Any politicians involved in South Carolina ever contact you or ask you for any information?

A (Shakes head.) Uh-uh.

Q Well, besides here today and the meeting with SLED and FBI, anybody else interview you about the VC Summer project and SCANA's role in it and your involvement in it?

A No. I know a Post and Courier

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reporter called asking to talk to me about this voice mail, but I referred him to Jake.

Q Okay.

A I didn't comment.

Q Let me ask you, with respect to the project and your work for SCANA, has anybody ever asked you to take a lie detector test?

A Uh-uh.

Q And have you ever taken one?

A Uh-uh.

MR. HALTIWANGER: My understanding is Mr. Moore had talked with Mr. Richardson about your availability today.

MR. MOORE: Right.

MR. HALTIWANGER: And we've bumped up on that time frame. I know that I've taken all day, so we're going to have to have some follow-up discussions about this.

MR. MOORE: We're at your disposal. We'll be where you tell us to be. Next time I suggest we do it at my place. We've got enough room at my place.

MR. RICHARDSON: Yeah, we'll be glad to be there.

MR. MOORE: It will save you

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money.

MR. BALSER: A few housekeeping matters before we wrap up. We, on behalf of SCANA and SCE&G, are prepared today to go forward and ask a series of questions of this witness. We understand that she has requested, based on health concerns, to stop the deposition at 1:30. We're prepared to honor that request.

Of course we will need to have the opportunity to ask all the questions that we need to ask, and we will cooperate with Mr. Moore and the witness in rescheduling.

We have agreed, in principle, upon a confidentiality order with counsel for the plaintiffs in this case, and subject to final entry of that order by Judge Hayes, we would like to designate the entire transcript of this deposition as confidential subject to that protective order.

We can discuss later whether parts of the deposition should be de-designated, but until we see the transcript, until we get the order entered, this transcript should be treated as

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confidential pursuant to a protective order.
That's all.
MR. HALTIWANGER: Okay. One more.
MR. MOORE: Well, go ahead.
MR. HALTIWANGER: I was just going to say, as I had mentioned earlier, I was going to mark the actual audio of the voice mail as an exhibit, so --
(Exhibit No. 4 was marked for identification.)
(Off-the-record discussion.)
(Deposition concluded at 1:33 PM)

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CERTIFICATE OF REPORTER
STATE OF SOUTH CAROLINA
COUNTY OF CHARLESTON

I, Julie K. Lyle, Notary Public for the State of South Carolina at Large, do hereby certify that the witness in the foregoing deposition was by me duly sworn to testify to the truth, the whole truth, and nothing but the truth in the within-entitled cause; that said deposition was taken at the time and location therein stated; that the testimony of the witness and all objections made at the time of the examination were recorded stenographically by me and were thereafter transcribed by computer-aided transcription; that the foregoing is a full, complete, and true record of the testimony of the witness and of all objections made at the time of the examination; and that the witness was given an opportunity to read and correct said deposition and to subscribe the same.

Should the signature of the witness not be affixed to the deposition, the witness shall not have availed himself of the opportunity to sign or the signature has been waived.

I further certify that I am neither related to nor counsel for any party to the cause pending or interested in the events thereof.

Witness my hand, I have hereunto affixed my official seal on April 25, 2018, at Charleston, Charleston County, South Carolina.

_____
Julie K. Lyle, RPR/RMR/CRR
REGISTERED PROFESSIONAL REPORTER
REGISTERED MERIT REPORTER
CERTIFIED REALTIME REPORTER
My commission expires 7/22/2024

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**wilderness** (*1*)
**willing** (*1*)
**Willoughby** (*5*)
**winter** (*1*)
**wished** (*1*)
**witch** (*1*)
**withhold** (*2*)
**withholding** (*1*)
**within-entitled** (*1*)
**WITNESS** (*21*)
**witnesses** (*1*)
**wondered** (*1*)
**word** (*5*)
**words** (*4*)
**work** (*46*)
**workaround** (*1*)
**worked** (*12*)
**working** (*10*)
**works** (*3*)
**worried** (*1*)
**worrying** (*1*)
**worst** (*2*)
**worth** (*2*)
**wow** (*1*)
**wrap** (*1*)
**wrapped** (*1*)
**wrists** (*1*)
**writing** (*5*)
**written** (*11*)
**wrong** (*8*)
**wrote** (*3*)
**WWW.CLARK-ASSOCIATES.COM** (*1*)

**< Y >**
**yard** (*3*)
**Yeah** (*45*)
**year** (*29*)
**year-end** (*2*)
**years** (*20*)
**yellow** (*6*)
**Yep** (*1*)
**you-all** (*6*)
**you-all's** (*1*)

**< Z >**
**zero** (*3*)
**zeroed** (*1*)
**Ziegler** (*2*)
**zombie** (*1*)

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**To:** KOCHEMS, KEVIN R[KKOCHEMS@scana.com]; BROWNE, KENNETH JEROME[KENNETH.BROWNE@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]
**From:** SMITH, ABNEY A JR
**Sent:** Mon 8/25/2014 9:41:09 AM
**Subject:** RE: Preparation for Getting and Reviewing the EAC

Good ideas. Let's try to get together today, if possible to discuss. We'll be tied up the next couple of days with ORS. It would be good to have a plan in place by Friday. Thanks for your suggestions and help.

Abney A. (Skip) Smith
Manager, Business & Financial Services
New Nuclear Deployment
South Carolina Electric & Gas Co.
803-941-9816 (Office)
803-530-5532 (Cell)
asmith@scana.com

**From:** KOCHEMS, KEVIN R
**Sent:** Monday, August 25, 2014 9:37 AM
**To:** BROWNE, KENNETH JEROME; SMITH, ABNEY A JR; WALKER, CARLETTE L; WICKER, SHERI L; JOHNSON, SHIRLEY S; CHERRY, WILLIAM
**Cc:** YOUNG, KYLE MATTHEW
**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).

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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.

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Please let me know your thoughts on this.

Thanks, Ken

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