

MEETING OF THE LEGAL AFFAIRS COMMITTEE
WAMPEE CONFERENCE CENTER
PINOPOLIS, SOUTH CAROLINA
SUNDAY, JANUARY 21, 2018 – 4:30 P.M.
MONDAY, JANUARY 22, 2018 – 10:00 A.M.

Regular Session
January 21 - 4:30 p.m.

Committee Members Present: Chairman J. Calhoun Land IV, Directors Kristofer Clark, Stephen H. Mudge, Dan J. Ray, David F. Singleton, Jack F. Wolfe, and Acting Chairman William A. Finn, ex officio

Committee Member(s) Absent: Merrell W. Floyd

Other Directors Present: Peggy H. Pinnell and Barry D. Wynn

Staff Members Present: James E. Brogdon, Jr., Interim President and Chief Executive Officer; Marc R. Tye, Executive Vice President and Chief Operating Officer; Jeffrey D. Armfield, Senior Vice President & Chief Financial Officer; J. Michael Baxley, Senior Vice President & General Counsel; Pamela J. Williams, Senior Vice President, Corporate Services; Michael Crosby, Senior Vice President, Nuclear Energy; Arnold R. Singleton, Senior Vice President, Power Delivery; Dom Maddalone, Senior Vice President, Information Systems & CIO; Richard S. Kizer, Vice President, Public Affairs; Elizabeth H. Warner, Vice President, Legal Services & Corporate Secretary; Mollie Gore, Manager, Corporate Communications; and Greg McCormack, Senior Advisor to President & CEO.

Also in attendance was William Hubbard of Nelson Mullins.

An agenda, including the time, date and location of the meeting, was posted on Santee Cooper's website and in the Santee Cooper lobby on Friday, January 19, 2018. The agenda was emailed to all outlets on the media list and to those who requested notice of the meeting on Friday, January 19, 2018.

Chairman Land presided, and Ms. Warner kept the minutes.

Chairman Land requested an Executive Session for the Board to receive legal advice relating to new nuclear construction, to receive legal advice relating to the Central Coordination Agreement, Century Contract and The Energy Authority. Upon motion by Director Wolfe, seconded by Director Clark, the Committee voted unanimously to enter Executive Session with the Board, Mr. Brogdon, Mr. Tye, Mr. Armfield, Mr. Baxley, Mr. Singleton, Ms. Williams, Mr. Crosby, Mr. Maddalone, Mr. Kizer, Ms. Warner, Mr. Hubbard, and Mr. McCormack in attendance.

The Committee returned to Regular Session. Chairman Land noted that no action was taken in Executive Session.

The Committee recessed until 10:00 a.m., Monday, January 22nd.

January 22 – 10:00 a.m.

Committee Members Present: Chairman J. Calhoun Land IV, Directors Kristofer Clark, Stephen H. Mudge, Dan J. Ray, David F. Singleton, Jack F. Wolfe, and Board Acting Chairman William A. Finn, ex officio

Committee Member(s) Absent: Merrell W. Floyd

Other Directors Present: Peggy H. Pinnell and Barry D. Wynn

Staff Members Present: James E. Brogdon, Jr., Interim President and Chief Executive Officer; Marc R. Tye, Executive Vice President and Chief Operating Officer; Jeffrey D. Armfield, Senior Vice President & Chief Financial Officer; J. Michael Baxley, Senior Vice President & General Counsel; Pamela J. Williams, Senior Vice President, Corporate Services; Michael Crosby, Senior Vice President, Nuclear Energy; Arnold R. Singleton, Senior Vice President, Power Delivery; Dom Maddalone, Senior Vice President, Information Systems & CIO; Richard S. Kizer, Vice President, Public Affairs; Elizabeth H. Warner, Vice President, Legal Services & Corporate Secretary; Jane H. Hood, Vice President, Environmental & Water System Management; Stephen H. Pelcher, Deputy General Counsel-Nuclear & Regulatory Compliance; Mollie Gore, Manager, Corporate Communications; Brian Lynch, Manager Water Systems; Greg McCormack, Senior Advisor to President & CEO and Sandra R. Starks, Assistant Corporate Secretary.

Also in attendance were Rob Hochstetler of Central Electric Power Cooperative; Dennis Boyd of Nucor; Thomas Limehouse of the Governor's Office; Avery Wilks of The State; and Fred Gardner of Holy City Wood Work.

The Committee reconvened.

Upon motion made by Director Ray, and seconded by Director Land, the Board voted unanimously to waive reading of the minutes of the December 11, 2017, board meeting and adopted the minutes as submitted.

Chairman Land requested an Executive Session for the Board to receive legal advice relating to new nuclear construction, the Central Coordination Agreement, Century Contract, and The Energy Authority. Upon motion by Director Mudge, seconded by Director Wolfe, the Committee voted unanimously to enter Executive Session with the Board, Mr. Brogdon, Mr. Tye, Mr. Baxley, Mr. Armfield, Mr. Singleton, Mr. Crosby, Ms. Williams, Mr. Maddalone, Mr. Hubbard, Mr. Pelcher, Mr. Kizer, Mr. McCormack and Ms. Warner in attendance.

The Committee returned to Regular Session. Chairman Land noted that no action was taken in Executive Session.

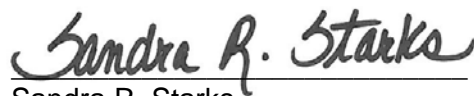
Mr. Wilks entered the room.

Ms. Warner presented a resolution entitled "Authorization for Indemnification" (Exhibit LA 1-1-18) and recommended its approval.

Upon motion by Director Clark and seconded by Director Ray, the Committee voted unanimously to recommend the resolution to the full Board for approval.

There being no further business and upon motion made and seconded, the meeting was adjourned.

Respectfully submitted,



Sandra R. Starks
Executive Associate

APPROVED:



J. Calhoun Land IV
Chairman