COMPREHENSIVE RELICENSING SETTLEMENT AGREEMENT

PARR HYDROELECTRIC PROJECT (FERC NO. 1894)

Prepared for:

South Carolina Electric & Gas Company
Cayce, South Carolina

Prepared by:

Kleinschmidt

Lexington, South Carolina
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PARR HYDROELECTRIC PROJECT
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SOUTH CAROLINA ELECTRIC & GAS COMPANY

1.0 INTRODUCTION

South Carolina Electric & Gas Company (SCE&G), as the holder of the current license for the Parr Hydroelectric Project (Project) (FERC No. 1894) and the applicant for a new license, hereby files the following Offer of Settlement Agreement pursuant to Rule 602 of the Rules of Practice and Procedure of the Federal Energy Regulatory Commission (FERC or Commission) 18 C.F.R. § 385.602. This Comprehensive Relicensing Settlement Agreement (CRSA) has been entered into among SCE&G, state and federal resource agencies, NGOs, individuals and other entities who have been parties to the relicensing proceeding. The obligations and agreements presented in this CRSA are incorporated in appendices A and B. Furthermore, the signatories to the CRSA request that the Commission incorporate the obligations and agreements as illustrated in Appendix A without material modification into the terms and conditions of the new license, as proposed in Appendix E.

2.0 BACKGROUND

2.1 PROJECT DESCRIPTION

The Project is an existing licensed hydroelectric project located on the Broad River in Newberry and Fairfield counties, South Carolina approximately 26 river miles upstream from the City of Columbia. The Project consists of two developments: the 14.88-megawatt (MW) Parr Shoals Development (Parr Development) and the 511.2-MW Fairfield Pumped Storage Development (Fairfield Development). Parr Reservoir is a 4,400-acre impoundment formed by the Broad River and the Parr Shoals Dam and serves as the lower reservoir for the Fairfield Development. Monticello Reservoir is a 6,800-acre impoundment formed by a series of four earthen dams and serves as the upper reservoir for the Fairfield Development. The Parr Development consists of a powerhouse with six generators, a 2,390 foot long dam (including spillway and non-overflow

sections), Parr Reservoir, and transmission and appurtenant facilities. The Fairfield Development consists of four earthen dams, an intake channel, a gated intake structure, four surface penstocks bifurcating into eight concrete-encased penstocks, a generating station housing eight pump-turbine units, Monticello Reservoir, and transmission and appurtenant facilities.

2.2 PROJECT OPERATIONS

The Parr Development operates in modified run of river mode, and generates as a baseload facility using available inflows up to 4,800 cfs. This flow is associated with turbines set at approximately 50 percent gate opening, as the full hydraulic capacity of 6,000 cfs results in power output that exceeds the rated capacity of generators. SCE&G is planning to complete generator upgrades following issuance of a new Project license. This will result in a generating capacity increase of approximately 17 percent.

The Fairfield Development is utilized as a peaking resource, and also as a reserve generation asset to the extent it is not being used to meet peak demand of SCE&G's system. Fairfield generates and pumps using an active storage of 29,000 acre-feet of water. During the generation cycle, active storage in the upper Monticello Reservoir is released from the powerhouse into the lower Parr Reservoir. During the pumping cycle, the active storage is transferred from the Parr Reservoir back into the Monticello Reservoir. This cycle occurs daily, and the transfer of the full active storage results in an upper reservoir maximum fluctuation of 4.5 feet, and a corresponding lower reservoir fluctuation of 10 feet. Monticello Reservoir also serves as a source of cooling water for the V.C. Summer Nuclear Station.

If Project operations are materially changed during the term of the new license, or if any signatory believes that Project operations have been materially changed, the signatories will meet to discuss potential revisions to the Adaptive Management Plans.

2.3 LICENSING HISTORY

The existing Project license was issued by FERC on August 28, 1974 for a period of 46 years, terminating on June 30, 2020. SCE&G initiated the formal relicensing process on January 5,

2015 by filing with the Commission the Notice of Intent, Pre-Application Document, and request to use the Traditional Licensing Process. Since that date, SCE&G has worked cooperatively with agencies and non-agency stakeholders through numerous resource group meetings to do the following: establish the scope of studies needed to address issues raised at the Project and develop study reports; conduct agreed upon studies; provide draft copies of study reports to agencies and stakeholders for review and comment; revise study reports to reflect agency/stakeholder comments; and complete follow-up studies deemed necessary to accomplish study goals. Resource Conservation Group (RCG) meetings and Technical Working Committee (TWC) meetings have also served to provide a forum for discussion of Project related concerns among stakeholders. These discussions have continued through the filing of the Draft License Application on May 31, 2017, the development of the Final License Application, and to facilitate development of this CRSA, resulting in the proposals set forth below.

3.0 PURPOSE OF THE CRSA

The purpose of this CRSA is to set forth resolutions reached among the signatories of this CRSA to issues raised during the relicensing process for the Project. The resolutions presented in Appendix A are respectfully proposed for consideration by FERC as it develops terms for the new license and have been structured in accordance with Federal Power Act (FPA) section 10(a)(1), 16 U.S.C. § 803(a)(1), for the balance of both developmental and non-developmental resources.

The purpose of Appendix B to this CRSA is to reflect off-license agreements made between CRSA signatories. These agreements have been proposed as off-license as they concern matters over which the Commission asserts no jurisdiction.

4.0 TERMS AND IMPLEMENTATION

4.1 TERMS

4.1.1 GENERAL

This CRSA is in no way intended to conflict with the legal responsibilities of the CRSA signatories, nor be in conflict with any lawful statutory or regulatory responsibility of or authority held by the signatories. Furthermore, signatories to this CRSA are representing their belief that the issues resolutions developed through good faith efforts and presented herein do not conflict with these responsibilities.

4.1.2 FOR THE NEW LICENSE

The signatories to this CRSA recognize that the Commission will incorporate into the new license those articles required by 18 C.F.R. 2.9 (L-Forms), as well as such other articles as the Commission believes are necessary to fulfill its responsibilities in the administration and enforcement the new license. With these considerations, the signatories respectfully request that the Commission incorporate the terms set forth in this CRSA as presented in Appendix A as conditions of the new license without material modification. Based on the significant efforts made to achieve the agreements reflected in this CRSA, and subject to the Commission's approval of the various adaptive management programs underlying the signatories' consensus on a number of issue resolutions, the signatories respectfully request that the Commission consider issuing a new license for a term of 50 years.

4.1.3 FISH PASSAGE

A Prescription for Fishways referenced within section 18 of the FPA, 15 U.S.C. § 811, is not included in this CRSA. A provision for Reservation of Authority by the Secretary of the Interior for the new license has been established and is included in the Santee River Basin Accord for Diadromous Fish Protection, Restoration, and Enhancement (Accord) (attached as Appendix A-7). The Accord was entered into by SCE&G, Duke Energy Carolinas, LLC, South Carolina Department of Natural Resources (SCDNR), North Carolina Wildlife Resources Commission, and United States Fish & Wildlife Service (USFWS). According to the Accord, the USFWS will

file with the Commission its reservation of authority for any fishway prescriptions for the Project for the term of the new license. Although not a signatory to the Accord because of their position that they may not bind themselves in any way that might infringe upon their various statutory authorities and obligations, the National Marine Fisheries Service (NMFS) and the South Carolina Department of Health and Environmental Control (SCDHEC) were integral members of the team that developed the Accord, and each will participate in its natural resource protection role as it determines appropriate.

4.1.4 ENDANGERED SPECIES ACT

Through cooperation, the signatories to this CRSA have developed Minimum Flow and Downstream Flow Fluctuations Adaptive Management Plans (AMPs) (attached as Appendix A-3 and Appendix A-2) for the Project, which include measures for stabilizing flows downstream of the Project in an effort to improve spawning conditions for several species of fish, including anadromous American shad, as well as striped bass and shortnose sturgeon (Congaree River population). By the signing of this agreement, the USFWS and NMFS each represents that it believes the measures specified by the CRSA will protect rare, threatened and endangered (RT&E) species and that it intends to issue a Biological Opinion (BO) consistent with such measures. This CRSA is in no way intended to compromise the authority of the USFWS and NMFS and their determination of conditions for compliance with the Endangered Species Act (ESA), 7 U.S.C. §136; 16 U.S.C. §1531 et seq., or preclude any standard conditions pursuant to applicable law.

In the event that a BO is inconsistent with this CRSA, the agency issuing the BO may withdraw after discussion as described in Section 4.2.6.

4.2 IMPLEMENTATION

4.2.1 COMMITMENTS OF SIGNATORIES

By the signing of this CRSA, signatories are expressing their support for the components herein (in some cases, as resolutions that may be less than they desire, but nevertheless representing compromise positions that they "can live with"), and the incorporation of these components into

the new license issued by the Commission. Once the CRSA is signed, all signatories commit to supporting this CRSA to the extent allowable by their authority.

Should the draft National Environmental Policy Act (NEPA) document be inconsistent with the CRSA, the signatories will work cooperatively to develop appropriate responses to address the inconsistencies. Within 30 days after the draft NEPA document is issued by the FERC, SCE&G has the option to convene a meeting with the signatories to address any inconsistencies.

Should the final NEPA document and/or license be inconsistent with the CRSA, the signatories will work cooperatively to develop appropriate responses to address the inconsistencies. Within 14 days after the issuance of the final NEPA document and/or the new license, SCE&G has the option to convene a meeting with the signatories to address any inconsistencies. .

Upon acceptance of the license, SCE&G will request a transition meeting with the FERC Division of Hydropower Administration and Compliance (DHAC) and the FERC Division of Hydropower Licensing which would include the licensee and other signatories to the CRSA.

All signatories believe that this CRSA is consistent with all applicable laws and regulations. However, nothing in this CRSA is intended to abrogate the regulatory or statutory responsibilities of the signatories under applicable law.

Participation in the Adaptive Management Plan (AMP) Review Committees is on a voluntary basis. Expenses incurred by AMP member organizations will not be reimbursed by SCE&G.

Signatories agree to provide current and updated contact information (e-mail, mail, and phone) to SCE&G during the term of the new license. SCE&G agrees to maintain the provided contact information.

4.2.2 LEGAL AUTHORIZATION OF SIGNATORIES

By the signing of this CRSA each signatory represents that he/she has the authorization from the party or parties he/she represents legally to bind that party or those parties to this CRSA.

Moreover, upon signature, parties represented by the signing person(s) shall be legally bound to the terms expressed herein.

4.2.3 SIGNING PERIOD

SCE&G distributed the final CRSA with a signature page to each and every relicensing Party on XXXXXX. Each Party will have 45 days (XXXX, 2018) from the date of distribution of the CRSA in which to return a fully executed signature page to SCE&G. SCE&G will add all of the fully executed signature pages to the original CRSA for filing with the Commission, and will provide copies of all completed signature pages to each of the signatories.

4.2.4 EFFECTIVE DATE OF THE CRSA

This CRSA becomes binding on the signatories at the end of the signing period (XXXX, 2018).

4.2.5 MODIFICATION OF THE CRSA

After the signature period has ended, and prior to submission to the Commission, the signatories may by Unanimous Consent, modify the agreement. In the event Unanimous Consent is required, a signatory must respond to contact within three (3) documented attempts over the course of 10 days, or the consent process will move forward without them.

In the event environmental analysis or other pre-license investigation yields material new information which may warrant changes to the CRSA, SCE&G will convene a meeting with the signatories to discuss whether and/or how to modify the CRSA to address the material new information.

After submission to the Commission, modification of CRSA can only occur by the Unanimous Consent of all signatories through negotiation meetings and written consent.

4.2.6 WITHDRAWAL OF SIGNATORIES

A signatory may withdraw from this CRSA if his/her/its interests are materially affected by an Inconsistent Act by a Jurisdictional Body. An example of an Inconsistent Act is a new license

requirement for downstream flows and/or reservoir fluctuations materially different from those in the CRSA.

Any signatory intending to withdraw from this CRSA will notify all other signatories in writing with the basis for the withdrawal no less than 60 days prior to the withdrawal. With notice to all signatories, any other signatory may require a meeting of the withdrawing signatory to have the matter heard prior to withdrawal from the CRSA.

Any signatory (with the exception of NMFS, USFWS, USFS, SCDNR, SCSHPO, and SCDHEC) that withdraws from this CRSA will also lose its membership to the AMP Review Committees. Initial AMP Review Committee members must be signatories to this CRSA, or one of the above listed agencies.

4.2.7 MODIFICATION OF ADAPTIVE MANAGEMENT PLAN REVIEW COMMITTEE MEMBERSHIP

Inasmuch as the term of the new license will extend over decades, it may be appropriate that new interests be represented or accounted for in the future. Because some signatory organizations may be transitional, and since new interest groups may arise, the current signatories agree that Adaptive Management Plan (AMP) Review Committee membership may benefit from modification. Therefore, membership changes will be considered, but no sooner than 5 years from the date of the FERC Order granting a new license. With consensus of the AMP members, but subject to SCE&G's (licensee) agreement, membership in the AMP Review Committee may be expanded or otherwise modified. Any member added to the AMP Review Committee must abide by the requirements of the CRSA.

4.2.8 TERMINATION OF THE CRSA

Termination of this CRSA will occur under the following circumstances: (a) expiration of the term of the new license; (b) the termination or surrendering of the new license to FERC by SCE&G pursuant to the requirements of the FPA.

If the License were to be transferred, the new Licensee would be bound to the requirements of the CRSA.

4.2.9 SUBMITTAL OF THE CRSA TO THE COMMISSION

This CRSA shall be submitted to the Commission with the Final License Application, or as soon thereafter as reasonably possible.

4.2.10 COMMISSION REVIEW OF THE CRSA

Should the Commission have any questions or concerns with regards to the CRSA during the process of drafting the new license, the signatories request that the Commission arrange for the convening of a technical conference to discuss these questions.

4.2.11 OFF-LICENSE AGREEMENTS

Appendix B to this CRSA constitutes off-license agreements made between CRSA signatories. These agreements have been proposed as off-license as they concern matters over which the Commission asserts no jurisdiction, their existence carries no weight in the Commission's consideration of the license application under the Federal Power Act, or there is not a clear and demonstrated nexus between the agreement and the impacts of the Project. The enforceability of off-license conditions is controlled by the law of the State of South Carolina.

4.2.12 LICENSE AMENDMENTS

SCE&G will consult with signatories prior to requesting any license amendment that may be inconsistent with the CRSA.

5.0 DEFINITIONS AND ACRONYMS

The definitions set forth in the following sections are applicable to this CRSA and associated appendices and are fundamental to their understanding and interpretation. When appropriate, these definitions may be adopted by the Commission into the articles of the new license.

- Acre-foot – A volume of water equal to one foot depth over an area of one acre, or 43,560 cubic feet.
- Adaptive Management – A process that allows for the review of protection, mitigation and enhancement programs incorporated into the terms of the new license. This process may allow for program modifications based upon unforeseen circumstances or conditions.
- Area of Potential Effects – The geographic area or areas within which an undertaking may directly or indirectly cause changes in the character or use of historic properties, if any such properties exist. The Area of Potential Effects for the Project includes those areas falling within the Project boundary.
- Compliance Limit – The instantaneous minimum flow required by FERC to be released from the Project.
- Cubic feet per second (CFS) – A measurement of water flow representing one cubic foot of water moving past a given point in one second. One CFS is equal to 0.0283 cubic meters per second and 0.646 million gallons per day.
- Cultural resources – Includes items, structures, etc. of historical, archaeological, or architectural significance.
- Dissolved oxygen (DO) – One of the most commonly employed measures of water quality, DO is the amount of gaseous oxygen in a liquid. DO is generally expressed in units of parts per million (ppm) or milligrams per liter (mg/L)
- Elevation – References in this CRSA are given in North American Vertical Datum 1988 (NAVD 88); conversion to National Geodetic Vertical Datum of 1929 (NGVD 29), used in numerous supporting studies for the license application (and often erroneously referred to as MSL) requires the addition of 0.7 feet to elevation values referenced to NAVD88.
- Flow – The volume of water passing a given point per unit of time.

- Generator Capacity – The maximum amount of electricity that can be produced within the safety limitation of a generator.
- Head – The difference in elevation of the upstream reservoir in relation to the tailrace elevation.
- Hydraulic Capacity – The maximum amount of water that can be passed through the Project turbines.
- Hydrologic Condition – The volume and distribution of precipitation, runoff, and streamflow into the Broad River basin which affect the amount of inflow to Parr and Monticello reservoirs at a given time.
- Inconsistent Act – Any action by a Jurisdictional Body that increases the burden upon or cost or risk to a Signatory substantially beyond the burden, cost or risk reasonably assumed by the Signatory to this CRSA, or that deprives a Signatory of a substantial benefit promised by another Signatory in this CRSA.
- Installed Capacity – The nameplate megawatt rating of a generator or group of generators.
- Jurisdictional Body – any governmental body which as the authority to prevent the implementation of any part of this CRSA, or to require specific steps be followed prior to implementing any part of this CRSA or to require any other activity or activities that may result in an Inconsistent Act.
- Licensee – The holder of the operating license for a given project. The Licensee for the Parr Hydroelectric Project is South Carolina Electric & Gas Company.
- Licensing/Relicensing – The process of acquiring an original FERC license for a new proposed hydropower project; or, the process of acquiring a new FERC license for an existing hydropower project after the previous license has expired.
- Littoral – Associated with shoreline area from just above the influence of the waves to a depth where the light is barely sufficient for rooted plants to grow.
- Lotic – Flowing or actively moving water including rivers and streams.
- Low Inflow Protocol – An agreement between a licensee and stakeholders that provides instructions to the licensee on how to manage flows during low inflow periods.
- Material – Important; affecting the merits of a case; causing a particular course of action; significant; substantial.

- Minimum Flow – A continuous flow, measured in CFS that is required to be released from the Project dam during specified periods of time.
- Net Inflow – The previous day's daily average inflow as calculated using the sum of the three upstream USGS gages (USGS 02156500, Broad River near Carlisle, SC; USGS 02160105, Tyger River near Delta, SC; and USGS 02160700, Enoree River at Whitmire, SC) minus evaporation from the reservoirs.
- Non-Governmental Organization (NGO) – An organization that has been created by an individual or group of individuals containing no official membership of participation by any governmental entity.
- Non-Project Property – Lands not contained within the Project boundary. Unless clear in the context of its use that it is referring to non-SCE&G owned property, all uses herein shall be deemed to refer to SCE&G-owned properties outside the Project boundary.
- Normal Operating Capacity – The maximum MW output of a generator or group of generators under normal maximum head and flow conditions.
- Pre-Application Document (PAD) – a document, representing a collection of documents as compiled into a single unit, containing detailed information on a hydroelectric project; the document is used to describe the project and its resources and to start the applicant's consultation process with resource agencies and the public.
- Project – One or more hydroelectric plants collectively included in a single license issued by the FERC. A Project typically consists of a dam or dams, reservoir(s), powerhouse(s), and appurtenant facilities. As used in this document, the capitalized term "Project" refers specifically to the Parr Hydroelectric Project (FERC Project No. 1894).
- Project Area – All lands and waters within and outside of the Project boundary that may influence materially or be influenced materially by Project operations.
- Project Boundary or Project Boundary Line (PBL) – A demarcation line established by the FERC within which some level of interest in or control over lands, waters and structures are deemed necessary to operate a licensed hydroelectric project.
- Project Vicinity – The general geographic area in which the Project is located for the purposes of describing the existing environment around the Project.
- Recreation site – A land and associated water surface area which people use for leisure activities, whether formally designated or used informally.

- Regulatory agency – A governmental agency that has statutory authority to regulate human or business activities.
- Resource agency – Federal, state, or interstate agency with responsibilities relative to flood control, navigation, irrigation, recreation, fish or wildlife, water resource management, or cultural or other relevant resources of the governmental jurisdiction(s) in which a project is located.
- Review Committee – A group, including SCE&G and stakeholders, formed to direct the implementation of various AMPs and monitoring plans. Members of the Review Committee must be signatories to the CRSA.
- Service List – A list of parties who have formally intervened in a proceeding that is compiled and maintained by FERC; once FERC establishes a Service List, any documents filed with FERC must be sent to all entities on the Service List.
- Signatories – Organizations and/or individuals signed on to the CRSA and not ceased to be by death or dissolution.
- Stakeholder – Any individual or organization (government or non-governmental) with an interest in the management and/or operation of the Parr Project.
- Streamflow – The rate at which water passes a given point in a stream, usually expressed in CFS.
- Tailrace – The tailrace is an area of river downstream of a dam where the impounded water re-enters the river after passing through the turbines.
- Target Flow – The instantaneous minimum flow recommended by the IFTWC to be released from the Project.
- Unanimous Consent – Agreement by all signatories.
- Wildlife Management Area (WMA) – An area established through the cooperative efforts of private landowners and the SCDNR to provide for the enjoyment of all wildlife enthusiasts. Seasonal hunting is allowed on these areas with the purchase of a WMA permit and hunting license.

ACRONYMS

ADA	Americans with Disabilities Act
AIR	Additional Information Request
AMP	Adaptive Management Plan
APE	Area of Potential Effect
AR	American Rivers
AW	American Whitewater
BIA	Bureau of Indian Affairs, an agency of the DOI
BLM	Bureau of Land Management, an agency of the DOI
BO	Biological Opinion
CFR	Code of Federal Regulations
CFS	Cubic feet per second
CNP	Congaree National Park
CRK	Congaree Riverkeeper
CRSA	Comprehensive Relicensing Settlement Agreement
CWA	Clean Water Act
DLA	Draft License Application
DO	Dissolved Oxygen
DOE	US Department of Energy
DOI	US Department of Interior
EA	Environmental Assessment
EAP	Emergency Action Plan
EIS	Environmental Impact Statement
EPA	US Environmental Protection Agency
ESA	Federal Endangered Species Act
FEA	Final Environmental Assessment
FEMA	Federal Emergency Management Agency
FERC	Federal Energy Regulatory Commission
FLA	Final License Application
FPA	Federal Power Act
FTWC	Fisheries Technical Working Committee
GIS	Geographic Information System
GPS	Global Positioning System
HEC-RES	Hydrologic Engineer Center – Reservoir Evaluation System
Hp	Horsepower
HPMP	Historic Properties Management Plan
HSI	Habitat Suitability Index
Hz	Hertz (cycles per second)
IFIM	Instream Flow Incremental Methodology
IFTWC	Instream Flow Technical Working Committee
kV	Kilovolts
kVA	Kilovolt-ampere
KW	Kilowatt
KWh	Kilowatt-hour

LLM TWC	Lake and Land Management Technical Working Committee
MOA	Memorandum of Agreement
MOU	Memorandum of Understanding
MSL	Mean Sea Level
MW	Megawatt
MWh	Megawatt-hour
NAVD	North American Vertical Datum
NEPA	National Environmental Policy Act
NGO	Non-Governmental Organization
NGVD	National Geodetic Vertical Datum
NMFS	National Marine Fisheries Service, also known as NOAA Fisheries
NOAA	National Oceanic & Atmospheric Administration, including NMFS
NOI	Notice of Intent to file an application for license
NPDES	National Pollutant Discharge Elimination System
NPS	National Park Service
NRHP	National Register of Historic Places
NWI	National Wetlands Inventory
NWS	National Weather Service
PA	Programmatic Agreement
PAD	Pre-Application Document
PM&E	Protection Mitigation & Enhancement
PMF	Probable Maximum Flood
PPM	Parts per million
RCG	Resource Conservation Group
RD	Ranger District
REA	Ready for Environmental Assessment
RM	River mile
RMP	Recreation Management Plan
RSSL	Rocky Shoals Spider Lily
RT&E	Rare, Threatened and Endangered
RTE TWC	Rare, Threatened and Endangered Species Technical Working Committee
RTWC	Recreation Technical Working Committee
SCDHEC or DHEC	South Carolina Department of Health and Environmental Control
SCDNR or DNR	South Carolina Department of Natural Resources
SCE&G	South Carolina Electric & Gas Company
SCORP	South Carolina Comprehensive Outdoor Recreation Plan
SCPRT	South Carolina Department of Parks, Recreation and Tourism
SCSHPO or SHPO	South Carolina State Historic Preservation Office
SMP	Shoreline Management Plan
THPO	Tribal Historic Preservation Officer
TLP	Traditional Licensing Process
TWC	Technical Working Committee
USACE	US Army Corps of Engineers
USDA	US Department of Agriculture
USFS	US Forest Service
USFWS	US Fish and Wildlife Service

USGS	US Geological Survey
WMA	Wildlife Management Area
WQC	Water Quality Certification, issued under Section 401 of the Federal CWA
WQFW RCG	Water Quality, Fish and Wildlife Resource Conservation Group
WQ TWC	Water Quality Technical Working Committee
WUA	Weighted Usable Area