

## Preliminary Questions

### A. Candidate Background

1. List and describe any professional experience or education you have in the following areas: accounting, finance, leadership, business operations, risk management, corporate governance, energy, engineering, or the sciences.

United States Attorney for the District of South Carolina: Chief Federal Law Enforcement Officer for the State. Managed four offices (Charleston, Columbia, Greenville, & Florence). Managed one hundred and sixty-five (165) employees including sixty-two (62) attorneys statewide. Managed all divisions: Criminal, Civil, & Appellate. Managed all interactions with federal law enforcement agencies (DEA, FBI, ATF, Secret Service, US Marshalls, & Homeland Security).

Chairman House Judiciary Committee for the South Carolina House of Representatives. Managed twenty-five (25) members of the committee, managed five (5) subcommittees, and managed staff/staff attorneys.

Co-Chairman of South Carolina House Ratepayer Protection Committee. Conducted hearings on the VC Summer Nuclear Situation. Was briefed and learned the inner workings of utilities in the State as well as electric cooperatives.

Have run my own law practice for over ten (10) years. Managed employees and associate attorneys.

2. Are you currently a customer of Santee Cooper?

No

3. To what do you attribute your success in your career? What qualities do you possess that enabled you to be successful? How are those qualities going to make you an effective member of the Board of Directors at Santee Cooper?

I directly attribute my success in both my career and politics due to unwavering support from my family. It has allowed me the opportunity to serve the state of South Carolina through public service in multiple arenas.

My best quality is the ability to work with everyone. I value the input, experiences, and information that every single person I encounter has to offer. This allows for trust to be established and formed in any relationship. Once trust is established, the ability to work together even if there differing ideologies/ideas, becomes much easier. I have also always placed a huge emphasis on conducting my leadership roles in an honest, ethical, and professional manner.

4. Please describe any experience you have had on other boards. Based on those experiences, what is your impression of how a board should operate (in regard to interaction with the management, involvement with daily operations, contact with companies doing business with Santee Cooper, etc.)?

I have served on local boards in Charleston County including the Save the Morris Island Lighthouse board and the Charleston Lawyers Club. My service on the Morris Island board was more of an honorary position that included fundraising efforts for the lighthouse. I served as president/chairman of the Charleston Lawyers Club in 2011. In this role, the board worked together to provide mentorships to young lawyers in Charleston.

I have served as Chairman on the Charleston Legislative Delegation when I was an elected official. I would not classify this as a board, but I did work with our local elected officials and staff on Charleston County issues such as flooding, infrastructure, and educational needs.

Interaction between the management and board in a transparent manner should be encouraged for the board to remain fully informed as to the operations of the utility. Generally, these interactions occur at the board level through board meetings where the management provides updates to keep the board informed and is available to answer any questions of the board. Ultimately, the board and management are a team who should be on the same page regarding operations and the trajectory with both parties focused on achieving the best outcome for Santee Cooper. Based on the complexity of the power utility business there should also be a level of independence from the management so that the board can objectively evaluate management recommendations. Healthy, respectful, informed, and open interaction between the board and management are necessary ingredients to achieve the best outcomes for Santee Cooper, the customers, and the state as whole.

Board members should not be involved directly with managing the day-to-day operations of the utility. Board members, particularly the Chairman, should be aware of the day-to-day operations from an oversight perspective to ensure the operations are meeting the goals and plans set by the board. The board's involvement with daily operations can be viewed as an indirect involvement. The board is responsible for approving contracts and other important decisions that set the course for the management to carry out in the daily operations of the utility. For the board members to properly satisfy their duty to operate in the best interests of Santee Cooper throughout the decision-making processes of the board, the individual board members necessarily need to have an understanding of the daily operations; however, they generally should not be involved directly with daily operations.

From a foundational standpoint, individual board members should not act unilaterally on behalf of Santee Cooper. Further, management is charged with running the daily operations of the utility, including maintaining and negotiating

relationships and contracts with companies doing business with Santee Cooper. The board is responsible for overseeing and approving the actions of those managers charged with maintaining and negotiating relationships and contracts with companies doing business with Santee Cooper.

5. What is your estimate of the time required to serve as a member of the Board of Directors for Santee Cooper? Are you able to give that time to the position?

I do not believe one can give an estimate of time that is required to faithfully and statutorily serve on the board for Santee Cooper. My focus would be on serving the board at Santee Cooper to the best of my ability and doing all that I can to help it excel. I am committed to serving in this role and dedicating as much time as is needed to perform this role in an exemplary and ethical manner.

6. Do you have a relationship with any of the charities that Santee Cooper has supported in the last five years? If so, please provide the name of the charity and describe the relationship.

No

7. Have you made any political contributions in the past five years? If so, how much and to whom were the contributions made?

Sylleste Davis for State House 2018 \$250.00  
Andrew Smith for Charleston Treasurer 2016 \$250.00  
Lin Bennett for State House 2016 \$250.00  
Greg Hembree for State Senate 2016 \$250.00  
Creighton Coleman for State Senate 2016 \$1,000.00  
Scarlett Wilson for Solicitor 2016 \$1,000.00  
Culver Kidd for State Senate 2016 \$1,000.00  
Sandy Senn for State Senate 2016 \$500.00  
Joe Qualey for State Senate 2016 \$500.00  
Roy Maybank for State Senate 2016 \$500.00

8. Do you or any of your immediate family members (as defined in S.C. Code Ann. § 8-13-100) have a business, financial, or other relationship with Santee Cooper, Duke Energy or any of its subsidiaries, Dominion Energy or any of its subsidiaries, Central Electric Cooperative, or an electric cooperative? Do you or any of your immediate family members have a business, financial or other relationship with any other investor-owned utility or an electric cooperative that operates outside of South Carolina? Please include any stock that you or an immediate family member own in these companies and/or any mutual funds that you or an immediate family member own that invests in these companies.

No

9. As a director of Santee Cooper would it be ethical for you, your family, or businesses or charities with which you or they have a business, financial, or other relationship to benefit from any Santee Cooper business opportunity or contract? Why or why not?

No

**B. Operations of Santee Cooper**

1. What services does Santee Cooper perform, and where are those services performed?

Santee Cooper is a public-power provider providing electric service to approximately 2 million people in all 46 counties in South Carolina. Santee Cooper provides direct service to residential and commercial customers in Berkeley, Georgetown, and Horry Counties. Santee Cooper also provides wholesale electric power throughout the state, including providing electricity to the state's electric cooperatives, several cities, and a number of large industrial customers. Santee Cooper also provides wholesale water supply through the Santee Cooper Regional Water System (serving Berkeley County, the City of Goose Creek, the Moncks Corner Public Works Commission and the Summerville Commissioners of Public Works) and the Lake Marion Regional Water System (serving Berkeley, Calhoun, Dorchester and Orangeburg counties as well as the Town of Santee).

Santee Cooper is also involved in managing the waters and lakes comprising the Santee Cooper Hydroelectric and Navigation Project, which includes Lake Moultrie and Lake Marion along with the surrounding dams, dikes, canals, and other included bodies of water covering five counties. Santee Cooper is engaged in the protecting those natural resources for the future enjoyment of generations to come. In this regard, Santee Cooper is engaged in several environmental stewardship programs including wetlands restoration and preservation.

Santee Cooper also provides real estate management and manages tens of thousands of forested and undeveloped lands, including property in Anderson, Berkeley, Calhoun, Clarendon, Florence, Georgetown, Horry, Jasper, Orangeburg, Spartanburg, and Sumter counties.

Lastly, Santee Cooper provides economic development services and assistance for local communities throughout the state. Among the many economic development projects, Santee Cooper works jointly with the state's electric cooperatives on economic development projects. Santee Cooper has undertaken several initiatives to support economic development, including assisting with infrastructure and speculative building projects such as Camp Hall commerce park, Santee Cooper's largest economic development project.

2. Generally, who are Santee Cooper's customers? Who is Santee Cooper's largest customer?

Santee Cooper has a wide customer base, whether through direct service or wholesale agreements, spanning across the entire state. Generally speaking, Santee Cooper's customers are the citizens of this state who receive their power from Santee Cooper in either Santee Cooper's direct serve territory or through wholesale power agreements with the electric cooperatives and several cities. Santee Cooper's customers also include several cities and counties who purchase wholesale water from the utility. Santee Cooper's largest customer is Central Electric Power Cooperative, which purchases approximately 62.1% of the power generated by Santee Cooper. Santee Cooper's largest direct serve customer at this time is Nucor.

3. What are Santee Cooper's most valuable assets?

Santee Cooper's most valuable assets include the people and employees of Santee Cooper, the lakes and other natural resources owned and maintained by Santee Cooper, the numerous utility facilities owned and operated by Santee Cooper, and the ability to serve as an economic development engine to improve lives throughout South Carolina.

4. (a) Why was Santee Cooper created, and what are its goals? Do you believe Santee Cooper has fulfilled these goals?

The South Carolina General Assembly created Santee Cooper in 1934 following the Great Depression primarily to electrify rural South Carolina, with that being one of the many goals, but also to achieve other goals such as creating jobs and driving economic opportunity following the Great Depression. The Act creating Santee Cooper also specifically delineates the several powers conferred upon the utility in Section 58-31-30. In 1939, the United States District Court for the Eastern District of South Carolina summarized the purpose in creating Santee Cooper as being "for the purpose of developing and Cooper River, the Santee River and the Congaree River and certain of their tributaries, as instrumentalities of intrastate, interstate and foreign commerce and navigation, there being included in such purposes the reclaiming of waste land, the control of floods, the reforestation of water sheds, the improvement of public health conditions, and the development, sale and distribution of hydro-electric power." *Oakland Club v. S.C. Pub. Serv. Auth.*, 30 F. Supp. 334, 335 (E.D.S.C. 1939), *aff'd*, 110 F.2d 84 (4th Cir. 1940).

Undoubtedly, Santee Cooper fulfilled the goals the General Assembly envisioned in creating the utility in 1934 through electrifying rural South Carolina and improving the lives of all South Carolinians. With that said, the ultimate goal of improving the lives of all South Carolinians is an ongoing endeavor that I'll try to continue to advance for the benefit of all South Carolinians.

(b) Should Santee Cooper continue to exist as a quasi-state entity?

The continued existence of Santee Cooper as a quasi-state entity is a decision exclusively within the jurisdiction of the elected Senators and Representatives in the General Assembly.

Further Section 58-31-30(B) provides that the authority must not inquire into the feasibility of the sale of certain assets of the utility. Combining that statutory prohibition with the statutory duty placed on directors to discharge their duties in manner believed to be in the best interests of Santee Cooper, I believe it would be improper for a director to weigh in on this question.

(c) What benefits, if any, does Santee Cooper offer to its customers and/or the state of South Carolina?

Among the many benefits Santee Cooper offers to its customers and/or the state of South Carolina would include:

Source of competitively priced reliable electricity for over 2 million South Carolinians in all 46 counties.

Source of wholesale water to more than 200,000 people.

Serving as a steward of the environment through many endeavors, including wetlands preservation and restoration, lakes and vector management, advancing sea turtle protection, wildlife habitat management, creating sanctuaries for wildlife, managing forests and undeveloped lands, and maintaining trails and parks for the enjoyment of all people.

A leader in economic development, including joint efforts with the state's electric cooperatives and others to bring new capital investment and job creation to South Carolina.

Directly employs approximately 1,592 people.

5. Do you believe legislative approval is required before Santee Cooper may sell or lease, real or personal property that is used in the generation, transmission, or distribution of electricity if the sale or transfer would not materially impair the authority's ability to meet generation, transmission, and distribution needs of its

ongoing operation including an adequate reserve capacity and reasonable growth in needs? If the sale or lease would materially impair Santee Cooper's ability to meet generation, transmission, and distribution needs of its ongoing operation including an adequate reserve capacity and reasonable growth in needs, could Santee Cooper sell or lease, real or personal property that is used in the generation, transmission, or distribution of electricity without legislative approval?

Section 58-31-30(A) confers broad powers upon the authority to sell or lease real or personal property; however, those powers are limited and restrained by Section 58-31-30(B).

Section 58-31-30(B) provides that those powers conferred by subsection (A) related to the sale or lease of real or personal property may not be construed to give the board of directors the power to sell, lease, or dispose of, except by way of mortgage or deed of trust, all of the property, real, personal, or mixed, of the authority, but the board of directors may sell, lease, or dispose of any surplus property which it may acquire and which the board of directors deems not to be necessary for the purpose of the development.

Section 58-31-30(B) also states that without prior approval from the General Assembly by act, "the authority must not sell, transfer, lease, dispose of, or convey any property, real, personal, or mixed, of the authority used in the generation, transmission, or distribution of electricity, beyond that property considered to be surplus."

However, Section 58-31-30(B) also states the authority may *lease* property owned by the authority, including property within the authority's Federal Energy Regulatory Commission Project boundaries, provided the lease does not substantially or materially impair its ability to meet electricity generation, transmission, and distribution needs of its ongoing operation including an adequate reserve capacity and such growth in needs as reasonably may be forecasted.

Additionally, the statute states that "without prior approval from the General Assembly by act, the authority must not inquire into the feasibility of the sale, transfer, lease, disposal, or conveyance of property, real, personal, or mixed, of the authority that is used in the generation, transmission, or distribution of electricity unless the sale, transfer, lease, disposition, or conveyance would not materially impair the authority's ability to meet generation, transmission, and distribution needs of its ongoing operation including an adequate reserve capacity and such growth in needs as reasonably may be forecasted."

Accordingly, Santee Cooper is statutorily required to obtain legislative approval prior to selling or leasing, including inquiring into the feasibility of the sale or lease, of any real or personal property that is used in the generation, transmission,

or distribution of electricity if the sale or transfer would materially impair the authority's ability to meet generation, transmission, and distribution needs of its ongoing operation including an adequate reserve capacity and such growth in needs. If such transaction would not materially impair the authority's ability to meet generation, transmission, and distribution needs of its ongoing operation, Section 58-31-30 grants the Authority the power to *lease* property owned by the authority. As to whether the authority could *sell* real or personal property without prior approval of the General Assembly, the statute allows for the transaction to proceed if: (1) the sale would not materially impair the authority's ability to meet generation, transmission, and distribution needs of its ongoing operation including an adequate reserve capacity and such growth in needs as reasonably may be forecasted; and (2) the property is considered to be surplus and the board of directors deems such property not to be necessary for the purpose of the development.

6. How does Santee Cooper compare to government-owned power companies in terms of generation of electricity and sales of electricity?

There are more than 2,000 government-owned power companies across the United States in 49 states and they are all unique in terms of governance and regulatory structures. Nearly all public power utilities have common business models that include public ownership and local control, a not-for-profit purpose, and a focus on providing safe, reliable, and low cost power for their communities.

In terms of generation, Santee Cooper is the 5<sup>th</sup> largest public power system in the country. In terms of sales of electricity, Santee Cooper is the 7<sup>th</sup> largest public power system based on electric revenues.

7. What is Santee Cooper's current bond rating, and why is that important?

Santee Cooper's current bond ratings are as follows: Fitch, A- with stable outlook; Moody's, A2 with stable outlook; and S&P, A with negative outlook. Bond ratings are one of the many important tools financial markets and capital market participants use to make investments and therefore the bond ratings are important because they impact the cost of doing business for Santee Cooper. A lower bond rating and greater risk of default will increase the capital costs for the utility and, in turn, directly impact the costs to customers.

What are some considerations that factor into Santee Cooper's bond rating?

Bond rating agencies take into account a wide variety of considerations with those various considerations generally falling in the categories of regulation, markets, operations, and management, with each of those categories having numerous factors taken into consideration. As it relates to Santee Cooper, Moody's most recent updated credit analysis focused on the resolution of the Cook settlement,



recent debt refunding, fuel cost savings, Santee Cooper's monopoly position, and legislative uncertainty regarding a potential sale or reform. Moody's views the following factors as credit strengths: current competitive rates, major customers including Central bearing fuel cost risks, broad service area, below average power production costs, lower coal fired generation, and the authority being owned by the Aaa-rated state of South Carolina. Moody's views the following factors as credit challenges: high leverage nuclear debt with no performing asset, customer concentration, exposure to regulatory uncertainty, uncertainty surrounding future ownership structure or management, and declining liquidity. Fitch and S&P also considered these factors and others in their most recent reports.

8. How much money does Santee Cooper contribute to South Carolina's budget per year?

Santee Cooper contributes 1% of gross budgeted revenues to the state general fund each year resulting in approximately \$17 million per year to the state general fund over the last three years.

9. What is the dominant fuel source for Santee Cooper? What other sources of fuel are utilized? Do you envision any changes in sources or mix of generation?

Santee Cooper's dominant fuel source is coal accounting for approximately 37% of Santee Cooper's 2020 generation by fuel mix. The second largest source is natural gas accounting for approximately 24%. Santee Cooper also utilizes purchases/net interchanges (22%), nuclear (11%), hydro (3%), renewables (3%), and oil (less than 1%). I believe changes in the generation mix are likely due to many factors including the need to retire older coal fired generation units and other economic, regulatory, and environmental factors impacting the utility. Santee Cooper's recent IRP reflects anticipated changes in sources in generation going forward. The preferred resource plan in Santee Cooper's IRP calls for retiring 1,150 MW of coal resources at the Winyah Generating Station, adding more renewables and utility-scale battery storage, and incorporating new natural gas resources.

10. What are the major legal, financial, and personnel challenges facing Santee Cooper today?

Like most electric utilities, Santee Cooper is often faced with legal, financial, and personnel challenges. The largest legal challenge for Santee Cooper remains navigating the recently settled nuclear litigation and corresponding rate freeze along with implementing any new regulatory changes forthcoming from the General Assembly. Major financial challenges include managing debt load associated with the V.C. Summer nuclear project, managing the overall debt

service profile, a high leverage ratio, and managing financial flexibility constraints imposed upon the utility from the Cook settlement rate freeze. The major personnel challenges facing Santee Cooper focus on recruiting and retaining the personnel necessary to deliver low-cost reliable electricity to the state. This challenge is amplified in the public power arena in competition with investor-owned utilities who are often able to offer higher compensation packages due to the nature of IOU business models.

### **C. Best Practices for Board of Directors**

1. When the board and the management disagree, how do you believe the disagreements should be resolved?

From a foundational standpoint, all efforts should be made to resolve any disagreements between the board and management. The board should always take into consideration the opinions and recommendations provided by the professional management retained to run the utility on a day-to-day basis. If a disagreement cannot be resolved, the members of the board have a duty to act in good faith, act prudently, and act in a manner the member reasonably believes to be in the best interest of the Public Service Authority. Accordingly, the members of the board must be guided by their statutory duty and the best interests of the utility should always prevail, including in any scenario where the board disagrees with the management.

2. If a company is doing business with Santee Cooper and you are personally acquainted with the company's management or familiar with their line of work, how would you handle the situation? Do you think this is a benefit or a conflict of interest? Would you participate in the negotiations between Santee Cooper and this company?

Board members should strive to avoid any appearance of impropriety and the facts and circumstances leading to any appearance of impropriety depend upon the particular circumstances at hand. A board member's personal acquaintance or familiarity with a company doing business with Santee Cooper could give rise to the appearance of impropriety or could be a benefit to Santee Cooper depending upon the particular circumstances. For circumstances that rise above a mere appearance of impropriety, South Carolina Code Section 58-31-56, along with the state Ethics Act, govern conflicts of interest and how to handle those conflicts. Ultimately, public trust in the board is of paramount importance and all efforts should be taken to avoid any appearance of impropriety or conflict of interest and to mitigate any appearance of impropriety or conflict of interest where it cannot be avoided through disclosure, recusal, or other means according to law. I would

not participate in any negotiations between Santee Cooper and another company in which I have a conflict of interest.

3. Describe the duty of loyalty and the duty of care you would owe to Santee Cooper.

At minimum, a director is statutorily required to discharge his or her duties as director in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes to be in the best interests of the Public Service Authority. I believe the statutory standards for a director's discharge of duties represent the floor of director conduct. Because of the important role Santee Cooper plays throughout the state and the impact electric bills have on customers, particularly our state's low-income customers, I believe a director owes a much higher duty of loyalty and duty of care to Santee Cooper and the customers than the statutory minimum. A director should be guided at all times in acting in the very best interests of Santee Cooper and the customers.

4. To whom do you as a Santee Cooper board member owe duties? What would you do in the case of conflicting interests?

As previously mentioned, a board member has a duty to act in the best interests of Santee Cooper. The definition of "best interests" includes a balancing of potentially conflicting interests. A director must balance: the preservation of the financial integrity of Santee Cooper and its ongoing operation of generating, transmitting, and distributing electricity to wholesale and retail customers on a reliable, adequate, efficient, and safe basis, at just and reasonable rates, regardless of the class of customer; economic development and job attraction and retention within Santee Cooper's present service area or areas within the State authorized to be served by an electric cooperative or municipally owned electric utility that is a direct or indirect wholesale customer of Santee Cooper; and subject to the limitations of Section 58-31-30(B) and item (3)(a) of Section 58-31-55, exercise of the powers of the authority set forth in Section 58-31-30 in accordance with good business practices and the requirements of applicable licenses, laws, and regulations. In circumstances where any of those interests conflict, I would be required to balance the conflicting interest and arrive at a decision that ultimately is in the best interests of Santee Cooper according to the statutory definition of "best interests."

5. What are the differences between directors and managers? Specifically, what are the roles of each in the business operations of Santee Cooper?

Santee Cooper managers are full time employees primarily responsible for managing the day-to-day operations of the utility. Directors are responsible for overseeing management and the operations of the utility, including a responsibility for approving major decisions, overseeing performance, and charting the path forward for the utility.

6. Is it proper for the board of directors not to heed or follow the advice of general counsel? If so, in what instances is it proper?

Generally speaking, Santee Cooper directors have a duty to act in good faith and the duty to act in good faith includes a duty to consider advice of the general counsel presented to the director. Although a director has a duty to consider the advice of general counsel, a director also has a duty to act in the best interests of Santee Cooper in reaching a final decision, and therefore has a duty to ensure that following the advice of counsel is also consistent with acting in the best interests of Santee Cooper. In any rare circumstance in which the general counsel would advise an action inconsistent with the best interests of Santee Cooper, the director would have a duty to act in the best interests of Santee Cooper even if that action conflicts with the general counsel's advised course of action. Section 58-31-55 provides that a director in discharging his or her duties is entitled to rely on information presented by legal counsel, but that authority to rely on advice of counsel does not supersede the duty to act in the best interests of Santee Cooper.

7. What is the proper role for the board in regards to Santee Cooper's pursuit of economic development for the area and South Carolina?

A board member's statutory duty to act in the best interests of Santee Cooper includes balancing economic development and job attraction and retention within Santee Cooper's present service area or areas within the State authorized to be served by an electric cooperative or municipally owned electric utility that is a direct or indirect wholesale customer of the authority. Therefore, the role of the board in regards to Santee Cooper's pursuit of economic development is to ensure a proper balancing of economic development in the best interests test as it pertains to any action of the board.

8. How important is board unity? How would you handle a board member who acts on his or her own without the knowledge and approval of the board?

Board unity is certainly important in charting any direction for Santee Cooper. And, although board unity is important, open debate and transparency should be encouraged in a process intended to reach an outcome supported with board unity. The board of directors is intentionally comprised of members from differing backgrounds and perspectives and members should have the ability to present

their unique perspectives and insights throughout the decision making process. Transparent and open consideration and debate should ideally lead to a decision that is in the best interests of Santee Cooper. And if the ultimate decision is in the best interests of Santee Cooper, board unity should naturally follow to support that decision due to each member's duty to act in the best interests of Santee Cooper.

9. What would be your first three immediate goals to achieve as a member of the board?
  - 1) Restoring trust and confidence in the utility for those constituencies that have lost faith in the utility while building upon and enhancing the trust placed in the utility by its many supporters. This would include improving the working relationships with the utility's largest wholesale customer, the electric cooperatives, and all stakeholders. Because Santee Cooper's mission, in part, is to improve the lives of all South Carolinians, I would place a focus on building and maintaining strong relationships with all stakeholders so that Santee Cooper can move forward united with all stakeholders and continue to deliver on the long held promise of improving the lives of all South Carolinians.
  - 2) Implementing any potential policy changes adopted by the General Assembly. I would focus on understanding the various causes and rationale for any forthcoming policy changes so that I could effectively carry out the will of the General Assembly in implementing any of those changes. I would focus on transparency and stakeholder inclusion in all decision making processes to build support for the future direction of Santee Cooper. Directly or indirectly, Santee Cooper touches the lives of all South Carolinians and it would be my goal to build united support through transparent inclusive processes reflecting the will of the General Assembly to improve the lives of all South Carolinians.
  - 3) Building upon efforts to prepare Santee Cooper to not only navigate the myriad challenges facing Santee Cooper but also to excel in the fast changing landscape confronting Santee Cooper in an effort to realize Santee Cooper as a tremendous asset for all of South Carolina. In order to achieve this outcome, not only will I need to achieve my first two goals, but a number of specific goals as it relates to Santee Cooper's financial condition and operations. We have to continue to improve the financial footing of the utility while modernizing the resources used in order to remain competitive and continue to provide low cost reliable power. We have to be prepared for the nation's transition to more efficient, sustainable generation resources and increasing consumer demand for renewable resources, particularly among large commercial and industrial customers. Ultimately, my goal is to help prepare Santee Cooper for the future and leave a lasting positive impact on the utility, which, in turn, will aid in improving the lives of all South Carolinians.

10. What role should a director's political or ideological beliefs play in making a decision? Should a director base his or her decision solely on what is in the best interest of Santee Cooper?

A director's personal political or ideological beliefs should not factor in a director's decision making process. While a director has a duty to act in a manner he or she reasonably believes to be in the best interests of Santee Cooper, a director also has to act in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. Ultimately, all decisions should be based on what's in the best interests of Santee Cooper but a director also has to align that decision with director's other duties, including the duty of loyalty and duty of care.

#### **D. Freedom of Information Act**

1. What is the purpose of the Freedom of Information Act (FOIA)? How can you ensure that the Santee Cooper Board complies with the FOIA?

The South Carolina General Assembly spoke definitively on the purpose of FOIA at the time it was enacted through codifying the legislative intent behind the law. The South Carolina FOIA statute provides that "it is vital in a democratic society that public business be performed in an open and public manner so that citizens shall be advised of the performance of public officials and of the decisions that are reached in public activity and in the formulation of public policy." I would stress the importance of FOIA and have a duty to make sure procedures and protocols are in place to ensure compliance with FOIA at all levels of the entity. Further, I would focus on promoting transparency at all levels in an effort to maintain and improve public trust in Santee Cooper.

2. What types of interactions sufficiently constitute a "meeting" in order to fall within the terms of FOIA? Are e-mail communications and chance social meetings subject to FOIA?

"Meeting" is a statutorily defined term that means "the convening of a quorum of the constituent membership of a public body, whether corporal or by means of electronic equipment, to discuss or act upon a matter over which the public body has supervision, control, jurisdiction or advisory power." The definition of meeting is intentionally broad and can be interpreted to apply to e-mail communications and even chance social meetings. I believe that any means of communication amongst a quorum of the members of the board to discuss or act upon any matter within the jurisdiction of the board could fall under the definition of meeting and, therefore, should be treated as such.

3. Are there any practices and/or safeguards that could be put in place in order to avoid violations of FOIA?

There are a number of practices and/or safeguards that public bodies can put into place to avoid violations of FOIA. Navigating compliance with FOIA can be a very complicated process for a public body like Santee Cooper that has a duty to protect personal and commercially sensitive consumer data held by the utility. Because of the sensitive nature of large quantities of data held by Santee Cooper, best practices and safeguards for compliance with FOIA focus on employee education and training to properly determine the information that should be made available to the public in an easily available format while protecting sensitive information not subject to FOIA.