Lower Churchill Project 4 – SNC Lavalin Inc. Contract May 2018





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Integrated LCP Team PM model



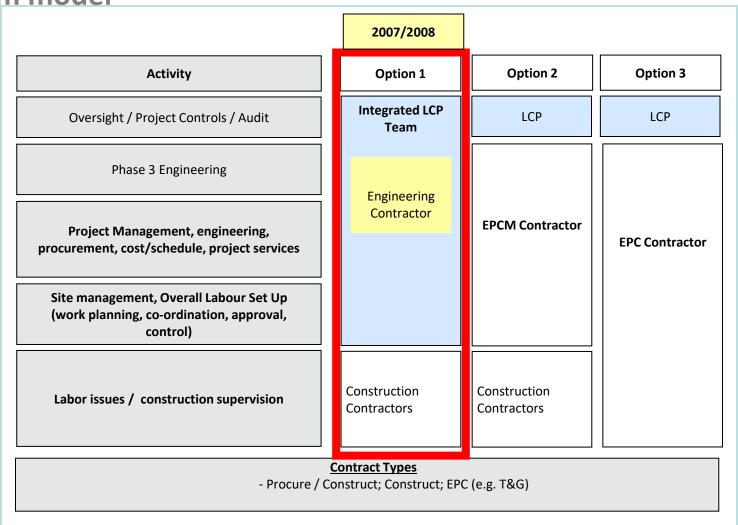
Project delivery model considerations

	Key PM 'drivers' developed in 2007/2008
Owner control and capability	 Intelligently size the owner managed team to ensure strong owner influence
Financing	 Engage engineering and support companies with strong reputations to provide "name recognition"
Market Conditions	 Contractor capability and capacity
Market participation	 Contractor desires and willingness to do the project
Risk management	 Appropriately allocate risk
Front End Loading (FEL)	 Optimize definition and planning

^{*} PM drivers shown are representative, and not exhaustive

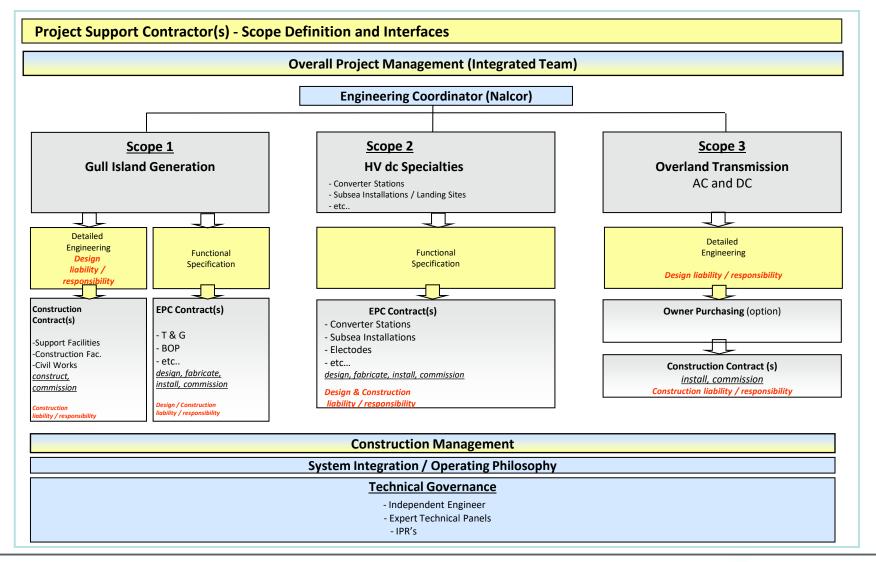


Based on the considerations the team to select an integrated LCP Team model





The organizational approach supported the execution plan





The approach was documented in the "Lower Churchill Project: Project Management Approach and Contracting Strategy"

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An Expression Of Interest (EOI) was issued, and signalled a preference for an EPCM model

EOI issued 25 February 2009

- An EOI for "Engineering Design and Project Support" was issued to:
 - SNC-Lavalin Inc.
 - Black and Veatch
 - Hatch
 - URS Washington Group
 - Bechtel
 - MWH
- Scope perform engineering design services, and provide other personnel to bolster the Nalcor-led Integrated Management Team

Responses to EOI received 14 April 2009

- In general, respondents indicated support for the Integrated Project Management Team (PMT)
- However, the submissions did not fully align with the concept
- Contractors were more experienced in/aligned to an EPCM model and leaned toward providing all of their own methods, systems, processes, procedures, tools, support services, and general "know-how"
- Contractor responses indicated slackening of resource restrictions in place pre-2008 – with greater assurance that experienced teams now available
- Bechtel was not aligned proposed Project Delivery
 Partner approach



Development of the EPCM PM model

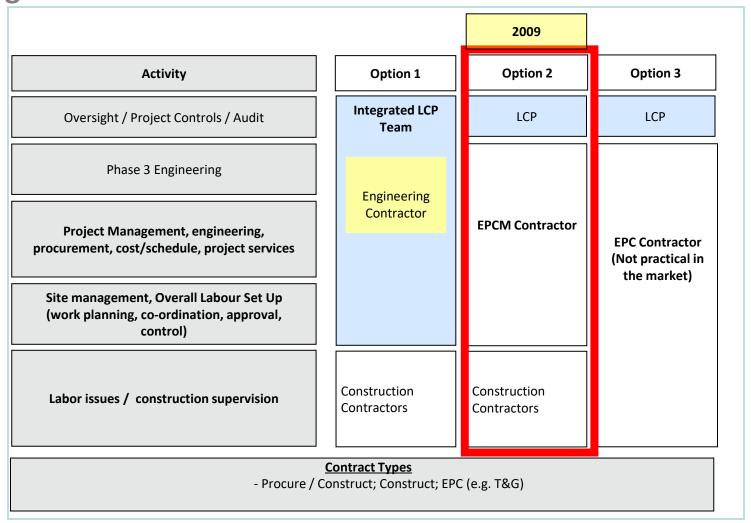


Why we changed to the EPCM model

	Integrated LCP Team	EPCM Model
Owner control and capability	 High control – capacity to be built into organization 	 High degree of control maintained Lower risk of capacity concern & Crown Corp. decision making
Financing	 Owner input seen as good, but uncertain of model awareness 	More awareness of model by financiers
Market Conditions – capability / capacity	 Better fit to capacity in the late 2000's Could need multiple contractors 	 Concerns given size of the project Inserted flexibility in contract Market softening
Market participation	 Market less inclined to participate 	More desirable in the market
Risk management	 Large portion of risk passed to designer & construction contracts Owner oversight reduces risk 	 Same risk of design & construction Owner input diminished but EPCM systems more proven
Front End Loading (FEL)	 Allowed for early design and construction planning to reflect diverse components 	 Maintained early design and most flexibility around components



Based on the new considerations the decision was made to change to an EPCM model





An RFP was issued - SNC was selected as the EPCM contractor

RFP was issued in July 2010

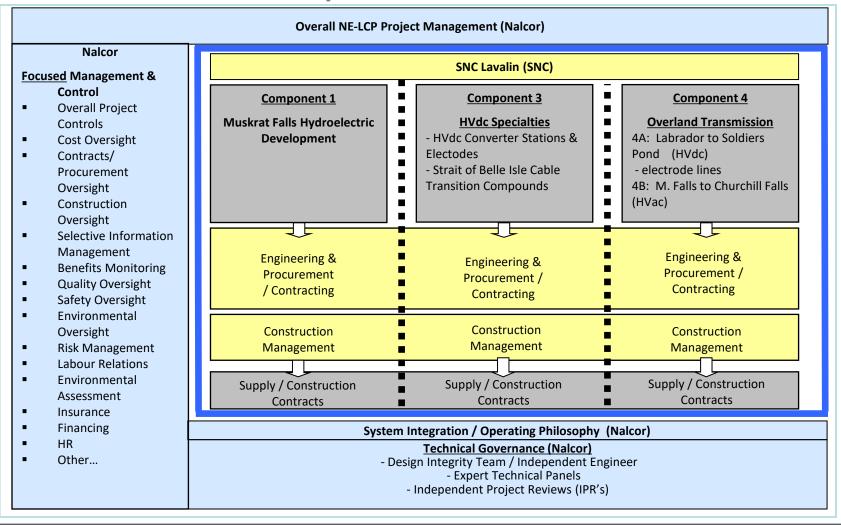
- An RFP for "Engineering, Procurement and Construction Mgt. Services" was issued to:
 - SNC-Lavalin Inc.
 - Black and Veatch
 - Hatch
- Scope EP & CM functions provided by contractors
- Nalcor to maintain overall control of the Project by focused "management" of EP and CM entities
- EPCM takes advantage of capabilities of the bidders i.e. opportunity to avail of existing EP strengths and to potentially strengthen weak Construction Management
- Right to award:
 - full EPCM
 - EP or CM to one or more bidders (i.e. for all or separate project components)
 - EP with option to award CM later
 - EP with option to re-bid for CM later

SNC was selected

- SNC-Lavalin Inc.
 selected as EPCM
 contractor
- Letter of Intent issued December 2010
- Formal EPCM
 Agreement signed
 February 2011



The overall NE-LCP project management structure was defined with Nalcor and SNC responsibilities and interfaces





SNC-Lavalin Inc. post award



There were serious SNC-Lavalin Inc. performance issues in 2011/2012

Details of SNC's challenges

Resources

 During the Engineering & Procurement phase of the Project SNC struggled to provide the resources required with a succession of Project Managers & Functional Managers assigned to the Project coupled with significant senior personnel gaps.

Decision Gate 3 Deliverables

 Significant number of DG3 deliverables not produced by contractual date, including cost estimate inputs - Engineering for HVdc scope and transmission lines engineering lacking

Implementation

A lack of implementation of the committed SNC processes, tools and systems (e.g. PM+) resulting in poor controls and the need for Lower Churchill Management Corporation (LCMC) to step-in on numerous occasions to fill critical gaps (people and processes). SNC Power Division had no experience with SNC corporate systems.

Interface Issues

- The lack of working interfaces between engineering deliverables and procurement, resulted in missed deadlines for the issuance of Requests for Proposals for commitment packages
- Nalcor had to recruit/assign engineering deliverables coordinators in order to bridge this interface

Execution Ideology

- The growing ideology gap between the bid phase to that currently being presented by SNC; huge estimated person-hour gap
- Construction management of early site works was problematic



There were serious SNC-Lavalin Inc. performance issues in 2011/2012 (cont'd.)

Details of SNC's challenges

Reputational Issues

- SNC's reputation issues on international contracts and accusations of corruption at senior SNC leadership resulted in major changes to the SNC Corporate Senior Leadership and to SNC leadership accountable for the EPCM Services Agreement resulting in significant distraction / lack of focus
- This also resulted in public and political pressure as to whether SNC should remain on the project

Contract Strategy

- The contract strategy ideas being put forward by new SNC PM were based upon the HQ model and were incompatible with the strategy approved by Nalcor Executive & deemed essential for financing
- SNC contractual thinking not aligned with project needs pushed for full control despite performance issues and would not relinquish despite liability being with Nalcor – no recognition of Nalcor ownership

Engineering

- No standard technical specifications, or standard formats gap filled by Nalcor
- No engineering deliverables listings / no progress measurement
- Resource gap HVdc design engineers

Change Management

No working change management processes – gap filled by Nalcor

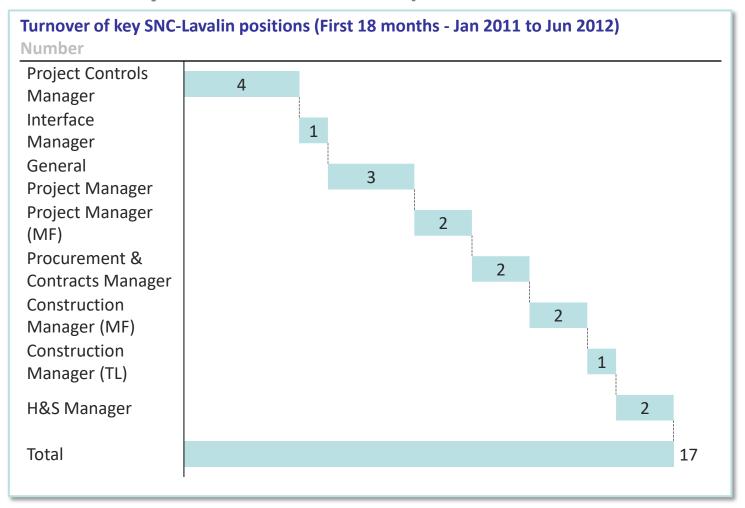


Key personnel gaps

- Several Key personnel listed in the Agreement did not mobilize to the project
 - HVdc Specialities Project Manager
 - QA Manager
 - Environmental Manager
 - Project Controls Manager
 - Construction Manager Hydro Plants
 - Construction Manager Transmission
 - Construction Manager Hvdc Specialties
- Additionally, there was significant turnover of key personnel



Turnover of key SNC positions (first 18 months post contract award: January 2011 to June 2012)





2011

2011	
TITI E	DATE
IIILE	DATE
SLI Area Management Execution Approach	07-Aug-2011
Project Control Schedule - Stages 1 & 2	29-Aug-2011
Project Staffing	17-Nov-2011
Project Control Schedule - Stage 3	24-Nov-2011
SLI Organizational Changes	14-Dec-2011
Local Hiring Concerns	31-Jul-2011
Component 1 Project Manager	16-Dec-2011
C3 Construction Manager Replacement	16-Dec-2011
	TITLE SLI Area Management Execution Approach Project Control Schedule - Stages 1 & 2 Project Staffing Project Control Schedule - Stage 3 SLI Organizational Changes Local Hiring Concerns Component 1 Project Manager



2011



Hydro Place. 500 Columbus Drive, P.O. Box 12800. St. John's, NL Canada A1B OC9 t. 709.737.1833 or 1.888.576.5454 f. 709.737.1985

Rec. No.: L010-S011-200-170331-00109

August 29, 2011

SNC-Lavalin Inc. 272 Torbay Road St. John's, NL A1A 4E1

Attention: Mr. Normand Bechard

Subject: Lower Churchill Phase 1 Development

Agreement LC-G-002

Engineering, Procurement and Construction Management (EPCM) Services

Project Control Schedule - Stages 1 & 2

Dear Normand:

With respect to the Project Control Schedule Stage 1 & 2, document number LCP-SN-CD-0000-PC-SH-0002-01 as submitted to Nalcor 23 August 2011, please be advised that Nalcor rejects this document as submitted and will provide Code 3 return through the document control process. This document fails to include fundamental requirements of the Project Control Schedule as detailed in Exhibit 5, Section 18 of the Agreement, and as such cannot be approved as the Baseline by Nalcor.

If you have any questions with respect to the above, please contact the undersigned or Jason Kean for further clarification.

Project Manager – Generation / Island Link JK/jk

cc: Scott O'Brien Jason Kean Dave Pardy



2		2012	
	NO.	TITLE	DATE
	147	Component 1 - Interim Project Manager	04-Jan-2012
	148	Component 1 - Engineering Execution	11-Jan-2012
	149	Estimate for EPCM Services	16-Jan-2012
	158	Implementation of PM+	23-Jan-2012
	160	Nonconformance No. OFI-0013 — Gate 3 Deliverables	16-Feb-2012
	161	Nonconformance No. NC-0022 — Transmittal of SLI Deliverables	03-Feb-2012
	165	Component 3 Construction Manager - Taqueer Ahmad	16-Feb-2012
	172	Proposed Labrador Assignment Conditions	29-Mar-2012
	175	Format of Technical Specifications	31-Mar-2012
	180	Early Works Construction Management	22-Jun-2012
	183	Early Works Construction Management	17-Jul-2012
	199	Component 1 Engineering Execution	15-Oct-2012
	202	AC Switchyards - Change in Contract Strategy	07-Nov-2012
	205	Muskrat Falls Site Team	19-Nov-2012
	N/A	Access Road SLI Management Issues - E- mail from Paul Harrington to Joe Salim 19- Jun-2012	
		MOM SLI-Nalcor Steering Mtg. 08-Jun-2012 - Addresses Contracting Strategy Alignment	08-Jun-2012
		SLI letter 170 - Addresses Integrated Team	27-Jun-2012



2012 Hydro Place. 500 Columbus Drive. P.O. Box 12800. St. John's, NL Canada A1B OC9 t. 709.737.1833 or 1.888.576.5454 1. 709.737.1985 Rec. No.: L010-S011-200-170331-00149 January 16, 2012 SNC-Lavalin Inc. 272 Torbay Road St. John's, NL A1A 4E1 Attention: Mr. Normand Bechard Subject. Lower Churchill Phase 1 Development Agreement LC-G-002 Engineering, Procurement and Construction Management (EPCM) Services **Estimate for EPCM Services** Dear Normand: We refer to SLI submittal "Lower Churchill Project - Gate 3 Deliverables - EPCM Services - Stage 3 -December 2011" issued to Nalcor via transmittal 0000-CL-0417 dated 21 December 2011. The information contained in the noted submission contains the estimated Reimbursable Labour Cost Hours for Stage 3 and the associated Milestone Payment Schedule for Stage 3. These deliverables are being provided in accordance with Agreement Exhibit 4, paragraph 4.2.3. Notwithstanding that several Gate 3 - Key Deliverables have not been fully completed to date and are in the process of being completed, approval of which is a prerequisite to transitioning to Stage 3, we offer the following commentary: The table below provides the EPCM reimbursable hours contained in SLI's "Proposal for EPCM Services for the Lower Churchill Project" compared with SLI's current estimate for the Services per the referenced submittal. **EPCM Services Person-Hours** NEW ESTIMATE EPCM Hrs. expended to 31 Dec. 2011 (approx.) 215,800 STAGE 3 Estimate Office St. John's 2,221,281 Site (All Locations) 3,021,865 2,972,006



2012



Hydro Place. 500 Columbus Drive. P.O. Box 12800. St. John's, NL Canada A1B OC9 t. 709.737.1833 or 1.888.576.5454 f. 709.737.1985

Rec. No.: L010-S011-200-170331-00158

January 23, 2012

SNC-Lavalin Inc. 272 Torbay Road St. John's, NL A1A 4E1

Attention:

on: Mr. Normand Bechard

Subject:

Lower Churchill Phase 1 Development

Agreement LC-G-002

Engineering, Procurement and Construction Management (EPCM) Services

Implementation of PM+

Dear Normand:

SLI's proposal stated that "SNC-Lavalin's PM+ Project Management System will be utilized to monitor and control the work." To that effect, an overview presentation (Attachment 1) of the tool was provided and presented, highlighting its capabilities and project experience, including that PM+ "allows users to access critical information rapidly and effectively, resulting in a highly responsive and practical project management and reporting tool."

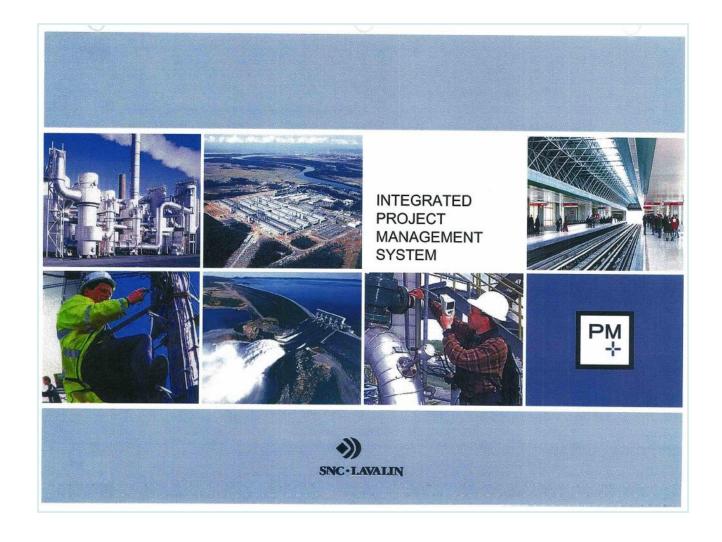
Several of Nalcor's core team members have extensively utilized PM+, as SNC Lavalin project staff, on previous projects, and understand and espouse this capability.

We refer to our correspondence no. L010-S011-200-170331-00127, dated 17 November 2011, where we indicated the need to evaluate the functional "Processes, Systems/Tools, People" required to deliver the Project; a core aspect of this review is the usage of PM+. To-date there has been limited implementation of PM+ or the supporting SLI project control procedures (e.g. 3242-E Progress Measurement and 3435-E Earned Value Management). In addition, it is apparent that at the working level the SLI Project organization has limited awareness / experience in either. In short, the utilization of PM+ to any meaningful degree has not occurred to date.

We acknowledge and support SLI's current efforts to implement stronger project controls within the Project organization, coinciding with arrival of Mr. Mahmoud Berjaoui as Project Controls Manager. We are confident that under his leadership, PM+ will be utilized with full awareness, support and engagement of the entire Project Management Team. Mr. Berjaoui



No implementation of PM+ Project Management System





2012

From: Paul Harrington/NLHydro

To: "Salim, Joseph" < Joseph. Salim@snclavalin.com>, "Fanning, William"

dill.fanning@snclavalin.com>

Cc: Gilbert Bennett/NLHydro@NLHydro

Date: 06/19/2012 09:26 AM Subject: Performance issue

In our last meeting we talked about the importance to Nalcor to get the early works carried out on time and without issue.

Consequently we are providing you with feedback on a matter of serious concern to Nalcor regarding SLI management performance.

It has been made clear to all that the faultless execution of the early works is of critical importance to Nalcor at the very highest levels. Senior SLI personnel were assigned to make this happen, their roles and responsibilities were clearly communicated, so it is deeply concerning to discover at this late stage that there has been a mishandling of this important task by SLI. This came to light during a recent meeting with the road construction contractor when issues of incomplete planning, lack of proper communication and inadequate management were identified. The work was supposed to have started already but it was clear that without intervention by Nalcor this would not be the case.

Given the importance of this work to us, the time already lost to us and the need to get this back on track without further delay, Nalcor management were obliged to intervene and take control.

This is a serious SLI performance issue and requires attention and corrective action at the leadership level within SLI, we recommend that you assign a senior Corporate person to handle this. Please advise by 22nd June at the latest, how you intend to address this serious



Independent review February 2012

- In Feb. 2012 Nalcor commissioned a cold-eyes assurance review to assess:
 - readiness of SNC's people, processes and systems for DG3 (i.e. Project Sanction).
 - production of requisite DG3 deliverables
- Senior SNC Project Manager from SNC's Mines and Metallurgy division participated
- Major deficiencies identified:
 - SNC's performance
 - Lack of adequate systems/tools
 - significant organizational gaps



Key findings - independent review February 2012

RESOURCES

- "SNC have several senior positions open, which at this stage of the project is a very serious concern. Furthermore, several positions are on the third incumbent which, severely impacts team performance."
- "The following positions should be filled as a matter of extreme urgency. Component #1 Project Manager, Component #1 Construction manager, Overall Construction Manager. The five vacant positions in Procurement, an individual to oversee the estimating group who has a Project Management approach as well as estimating back ground."
- "In several senior positions SNC have not provided personnel who have both SNC knowledge and experience and "Hydro" experience."



Key findings - independent review February 2012

SYSTEMS AND TOOLS

- "The PM+ and M&M procedures have recently been brought into the project, which is very late, and cannot be considered a best practice. This is the cause of great frustration in both teams and considering SNC extensive experience it is a very serious deficiency in their performance."
- "There would appear to be no Project Controls systems in place that accurately measures and reports progress."
- "Document Control process is a major bottleneck"



Key findings - independent review February 2012

GENERAL

- "The monthly report needs a major work over to make it a useful document."
- "The challenge of setting up a "new" office to execute this project was underestimated by the contractor and a considerable effort is now required to improve the performance of the team...."



Formation of the integrated 'Project Delivery Team"



Nalcor intervened...

- ✓ Developed and implemented organizational task forces
- √ Implemented Deloitte 'Organizational Effectiveness' program
- ✓ Facilitated Functional Teams' integration throughout 2011/2012 to enable project delivery requirements to be met 'seconded' personnel into SNC teams
- ✓ Developed and Implemented processes, tools and systems

Team Effectiveness feedback in 2012:

- ✓ Role clarity / removal of duplication paramount
- ✓ Appropriate level of integration desired



Team integration initiatives were setup, and mitigation efforts were put in place

Team integration initiatives

- Supply Chain team integrated formally announced in October 2012
- Planning Team integrated in 2011
- Quality Assurance integrated in 2012
- Document Management team integrated in 2012

Mitigation efforts were put in place

- Implemented arrangement for all Muskrat Falls structures' engineering work to be performed in SNC's Montreal offices
- Agreement executed with Hatch for provision of personnel



CIMFP Exhibit P-01817 **Example organizational effectiveness initiatives**

Functional Organizational 'task forces'

Deliverables to be produced for each functional discipline included:

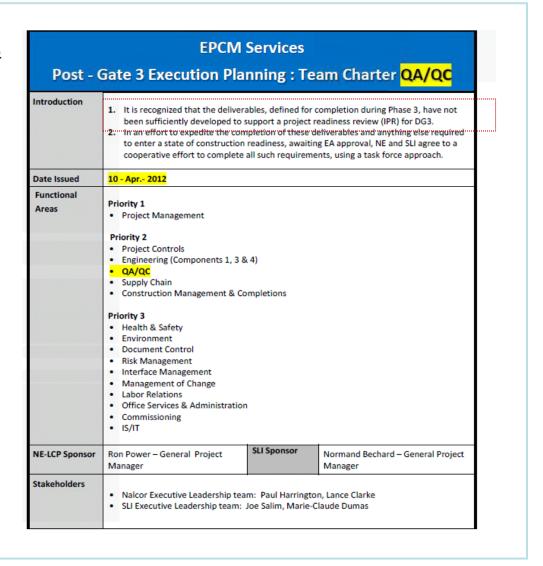
- Management Plan
- All required processes, procedures, and tools agreed and in place
- Updated Responsibility Assignment Matrix
- Fully developed organization charts by phase
- Fully developed Manpower Plans
- Other deliverables related specifically to the function (see table herein)
- Table of risks, issues, potential for improvement, all with accompanying mitigating or supporting actions
- Any Gate 3 Deliverables not covered above



CIMFP Exhibit P-01817

Example organizational effectiveness initiatives from 2012

2012





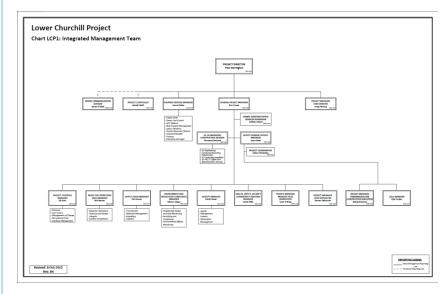
The integrated 'Project Delivery Team' was created

- Fully integrated 'Project Delivery Team' announced 12 March 2013
 - Strong, unified Nalcor-led team "One Team One Vision"
 - Leveraged Nalcor's team and SNC-Lavalin Inc.'s combined strength
 - Viewed as key enabler of team effectiveness paramount for megaproject success
 - Ensured clarity of roles and responsibilities
 - Enabled organizational efficiencies 'Best person for the job'
 - Ensured duplication was avoided
 - Broadened resource base with recruitment from other entities including Hatch, AMEC,
 Stantec, PMX, agencies etc. Nalcor to lead recruitment going forward
 - Team to develop and implement the necessary processes, tools and systems
 - Embraced by team members
 - Supported by Independent Engineer, Independent Project Analysis (IPA), Westney & KPMG
 - Did not materially change SNC liability SNC remained 'Engineer of Record'
 - Flexibility in the contract allowed for this change



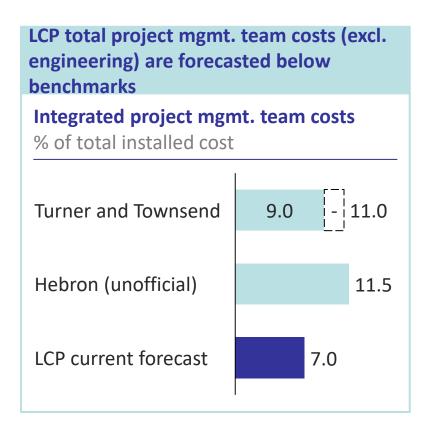
Project Delivery Team organizational charts - 2013







Several external sources validate the LCP integrated project management team's value and effectiveness



Reviews of project team effectiveness have been positive

- Score of "good" (above average) by Independent Project Analysis (IPA)
- Multiple reports that support the project management structure (including move to the integrated project management team) by the Independent Engineer
- No reference to any recommended project management structure improvements by EY reviews
- ~30 Internal Audits



Feb 2015 SNC charged with Bribery, Fraud

Oct 2014 M-C Dumas promoted and moved off the project

Mar 2014 Scott Thon returns to Altalink. J Husch leaves SNC

Sept 2013 SNC Blacklisted from bidding on the World Bank's global projects in late 2013 two other executives resigned

Jan 2013. P Lamarre resigns SNC and J Salim head of Hydro plus two others are dismissed . Scott Thon replaces Lamarre and John Husch brought in from Altalink on an interim basis

> Nov 2012 P Duhaime arrested on fraud by Quebec authorities

Oct 2012 Bob Card appointed SNC CEO

Mar 2012 SNC CEO P Duhaime

resigned

Feb 2011 SNC leadership P Lamarre, M-C Dumas and P Duhaime

Dec 2015 IPA carryout a mid project review of organizational effectiveness and team development index scoring high on TDI and

integrated team concept

Nov 2013 IE report states "the organizational model shift is viewed as a key enabler of team effectiveness, which is considered imperative for delivery of this megaproject"

Dec 2012 SNC continued poor performance and failure to supply resources, processes and systems required acceleration of integration efforts to achieve deliverables on time

Jun 2012 SNC poor management performance on construction power scope identified

May-Jun 2012 Jointly engaged Deloitte regarding Organizational effectiveness

Mar 2012 Start to align SNC with Nalcor regarding Construction Management

Feb 2012 SNC Performance review by cold eyes team identified major deficiencies in SNC organization, processes, systems and stated SNC not ready for DG3

Dec 2011 SNC Phase 2 deliverable submitted – Estimate was incomplete and poor quality – estimating teams reorganized

Mar 2011 KO meeting with SNC/Nalcor team

Feb 2011 Contract Award to SNC

Dec 2010 LOI issued to SNC

Sept 2010 Hatch, SNC and Black&Veatch/MWH Proposals received Engineering Design and Project support

Dec 2009 Engineering Design and Project support EOI feedback resulted in switch to EPCM model - Hatch, SNC and Black&Veatch/MWH

Feb 2009 Engineering Design and Project support EOI issued based on Integrated team concept

Mar 2007 Engineering support services awarded to Hatch, SNC, Fugro Jacques for Site investigation work

