Report to Nuclear Oversight Committee

2nd Quarter 2014

Darlington Nuclear Refurbishment Project

Burns & McDonnell
Modus Strategic Solutions

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I. Executive Summary

Burns & McDonnell Canada Ltd. and Modus Strategic Solutions Canada Company ("BMcD/Modus") provide the following Quarterly Report to the Nuclear Oversight Committee of the OPG Board of Directors ("NOC") regarding the status of the Darlington Nuclear Generating Station's Refurbishment Project ("Project" or "DR Project") as of April 30, 2014. The DR Project continues to advance toward its major goal of producing a Release Quality Estimate ("RQE") for final Board of Directors and Shareholder approval by October 15, 2015.

BMcD/Modus has continued to stress the importance for OPG to embrace its role as the integrator of the work and to actively manage the multiple contractors. To this end, the DR Team has made a significant shift in engineering strategy and will now directly manage and supervise the engineering service providers, rather than continuing the previous "hands-off" oversight approach. This is a bold but necessary move and one that is endorsed by BMcD/Modus. If OPG manages this transition well, we would expect a significant increase in engineering efficiency.

Pursuant to the Project's Assurance Plan approved by the Audit & Finance Committee, BMcD/Modus has prepared independent reports documenting the DR Team's status as well as further recommendations for improvement. This quarter we have issued Assurance Reports based upon our detailed review of: 1) DR Project Schedule Process and Development; 2) the 2013-2014 Business Plan as it relates to the latest project estimate (the "4c Estimate") and 3) Scope Status and Process. Upcoming reports will focus on our review of the Campus Plan cost and schedule overruns, 4d Cost Estimate vetting and RQE preparation. These full reports will be available for the NOC's review. In addition to our regular, everyday contact with the Project Team, we will continue to meet periodically with the Refurbishment Project Executive Team ("RPET") to discuss our reports to NOC and our Assurance Reports in order to clarify any recommendations and engage in discussion of appropriate actions. We are also coordinating our efforts with Internal Audit so that we meet our assurance commitments in an efficient and effective manner.

Much of our focus in this quarter's report was on evaluating the performance of the pre-requisite Facilities and Infrastructure projects ("F&I" or "Campus Plan Projects"). The Campus Plan Projects remain a significant risk to the Refurbishment Project, and provides important lessons learned for the DR Project.

The following is a brief summary of the DR Project's most significant developments over the last quarter:

- **Campus Plan Performance Project Risk:** Many of the Campus Plan Projects are forecasted to complete significantly beyond the approved budgets and schedules. In fact, schedule adherence is so poor that the Campus Plan work poses multiple threats to the start of Refurbishment. Over the last quarter, BMcD/Modus has engaged in a thorough review of several key Campus Plan projects in an attempt to identify trends and understand the causes of these cost and schedule overruns. Our findings show that the predominant cause was OPG's Projects & Modifications ("P&M") organization, who is managing this work for the DR Project, incorrectly applied an "oversight" project management approach for its EPC contracting strategy, leading to a series of cascading management failures and contractor performance issues, including misunderstandings of scope, uncontrolled scope creep, poor quality cost estimates, unrealistic and incorrect schedules and an inability to manage known risks, additional costs and delays. For multiple reasons described herein, P&M was completely overwhelmed in trying to manage Campus Plan Projects – in particular, the two largest of these projects, the D2O Storage Facility and Auxiliary Heat Steam Plant ("AHS") which were the "pilot" projects for this new contracting model.

  Simultaneous to our review, the P&M team's new leadership has taken aggressive action to correct as many of the major issues as possible. In acknowledgement of many of our recommendations and as a result of its own findings, P&M, the performing Extended Services Master Service Agreement ("ESMSA") contractors and the DR Team are developing more realistic project schedules for each scope of work that will account for need dates, available resources and optimal work flow. Senior management has committed to a full reforecast of the cost of each of the Campus Plan Projects, starting with the two most notable problem projects, the D2O Storage Facility

and AHS. P&M's and the DR Team's senior leadership instructed their managers to actively manage the work henceforth through increased collaboration with the contractors. In particular, OPG's engineering team will be taking on a much more active role in directly managing the remaining engineering work. While these measures are much more likely to be successful, the damage to a certain extent cannot be fully mitigated, as the affected Campus Plan Projects will cost more, finish later and pose a much greater threat to Refurbishment than management initially realized; this is in large part due to the unrealistic nature of P&M's initial project budgets and the way in which scope crept into these projects after these initial budgets were approved. We recommend that OPG look at the impact of these Campus Plan Projects on the Definition Phase budget as soon as possible. Moreover, P&M can only hope to recover these Campus Plan Projects if it receives support from OPG's corporate functions, from whom P&M will require fast action and some needed modifications to processes. Our team has been engaged in closely monitoring the recovery plan and will continue to report on P&M's progress. Our observations and recommendations with respect to the Campus Plan performance to date are summarized in this report and will be the subject of an Assurance Report we intend to issue at the conclusion of the 2nd Quarter.

- **RQE Preparation**: RQE development remains essentially on schedule, though the development of the 4d Cost Estimate will be a good test of the DR Team's preparation. Senior management has introduced two new controls to the Project to aid in this endeavor: 1) an Options Review Board chaired by the Senior VP of Refurbishment that is vetting the maturing plans for each scope of work, and 2) a Readiness Schedule and related process which will hold the project managers accountable for meeting interim preparation milestones. These are good measures that will provide additional confidence for RQE. In addition, all of the major Project Bundles except for the Steam Generator Project will be going through Gate 3 prior to the fall of 2015, which should provide the DR Team with an opportunity to re-examine these sub-projects' business cases including scope alternatives, status, methods of delivery, cost estimates, schedules and risks. Strengthening the gate process as we have recommended will provide further levels of vetting for the work planning and should streamline the DR Team's approach to the 4d Cost Estimate.

- **Retube & Feeder Replacement Project Risks**: The RFR project remains the DR Project's most notable ongoing risk, with respect to the Execution Phase as it represents the majority of the work on the Critical Path. SNC/Aecon's performance trends during the Definition Phase needs to be taken into account in the vetting of its Class 3 Estimate[1] (an estimate with an expected accuracy range of between -10% on the low side and +30% on the high side after the application of contingency) and OPG's confidence level for the Execution Phase. Through March 31, 2014, the contract is underspent by $9 M against plan, though this gap is closing. Additionally, SNC/Aecon's cumulative schedule performance index ("SPI") has improved to 0.94. As noted in our last report, SNC/Aecon's original plan to complete tooling delivery by June 2014 will not be met, and aspects of its recovery plan dates are being challenged by further supplier delays. SNC/Aecon has committed to recover these dates and is reassigning work to different suppliers, though the impacts of these delays could be felt in the tool performance guarantee period. OPG's RFR team is closely monitoring these events and holding SNC/Aecon accountable.

  With respect to the Class 3 Estimate preparation, SNC/Aecon met its internal goal of March 15, 2014 to produce construction work packages ("CWP's") and has progressed with its other key deliverables, including the detailed Level 4 schedule. However, the compressed time frame during which SNC/Aecon produced all of these estimate components has put the onus on OPG to review, comment and rationalize SNC/Aecon's estimate by June 15, 2014, which will take considerable effort and coordination. Ultimately, SNC/Aecon must provide OPG with comfort that the Class 3 Estimate meets its committed level of accuracy. Equally important is how the Class 3

[1] Estimate accuracy is classified per the Association for the Advancement of Cost Engineering International (AACEi) standards Class 1 through 5. Class 1 is the most accurate.

Estimate forms the platform from which the Class 2 Estimate (with an expected accuracy range of -5% to +20%) will be developed for RQE. As discussed below, there are some commercial opportunities OPG must weigh that could impact the cost estimate as well. Given its high importance to the overall project, BMcD/Modus sees OPG arriving at an appropriate comfort level with the Class 3 Estimate as essential to tightening the project's cost estimate, and we would recommend the team take any reasonable time and action needed to reach that level of comfort.

- **Commercial Risks:** The Project Team has taken our recommendation to review commercial incentives and disincentives in the Project's major contracts in light of some changed planning basis and assumptions—including the Shareholder's mandates set forth in the LTEP, the unlapping strategy and the evidence to date of contractor performance. The DR Team took an action to develop a negotiation strategy with SNC/Aecon that will take into account the impact on their work caused by the unlapping Unit 2, prioritization of Unit 2 performance, potential for economies of scale with the Turbine Generator work and other key considerations. Regarding the ESMSA, senior management is instituting a number of changes to managing and executing the EPC model that has proven to be ineffective at driving performance, cost and schedule compliance and reducing OPG's risk. [redacted], and OPG theoretically has both the expertise and the essential knowledge needed to more effectively manage this work. Going-forward, it is OPG's intention to take a much stronger role in managing and directing the engineering portion of the work. In doing so, it will be important to for OPG to understand and communicate the impact of the shifting of risk for this added responsibility as well as any impact to warranties provided by the contractors. The success of this new strategy will depend on OPG's ability to attract and retain talent and OPG's ability to drive change down through its organization to implement a new project management philosophy.

Other ongoing challenges to the DR Project include the development of the DR Team for the Execution Phase, further refinement of the Risk Management Program and Fuel Handling work. Attachment "A" provides an update regarding the DR Project's risks.

II. Summary of Campus Plan Root Cause

A. Overview

The Campus Plan Projects consist of 26 separate scopes of "pre-requisite" work that are needed to support the DR Project or the station's operations during construction. These projects are being managed by OPG's P&M organization. Prior to this Campus Plan work, P&M executed capital projects for the stations, with annual budgets of approximately $300M. With the advent of the DGNS Refurbishment Project, senior management sought to use P&M to develop and oversee all of the Campus Plan Projects, allowing the DR Team to focus on planning for the DR Execution Phase. The inclusion of the Campus Plan Projects caused P&M's portfolio to increase by four to five times, and the scale and technical complexity of this work was unprecedented for this organization. At the same time, OPG was under pressure to decrease its staff in line with the Shareholder's requests. As with many utilities in the US, OPG who had once had a very large construction unit that built the current stations and Bruce, and as recently as Pickering A Unit 1 RTS Project in the mid-2000's had considerable in-house construction, planning, procurement and engineering resources, was shrinking even further and the capability for managing and directing large capital projects was sacrificed.

From 2010 until July 2013, P&M was led by its former VP [redacted]. [redacted] ultimately succeeded [redacted] in January 2014. P&M's governance, including most of its business and management processes, were separately developed and maintained from those used by the Refurbishment Project. Also, P&M negotiated and utilized the Extended Service Master Services Agreement ("ESMSA") contract and the two "ESMSA Contractor" consortiums led by Black & McDonald and ES Fox. The ESMSA contract is actually a mix of multiple standard form agreements that could be used in combination depending on the circumstances – e.g. there are separate forms for engineering, procurement and construction that could be combined into an "EPC" contract. The business deals with the ESMSA Contractors were

the result of a competitive process which resulted in the contractors agreeing to some unique provisions that are used for all contracted work with these vendors. As an example, when used as an EPC, the contractors who lead these consortia are required to bid engineering work on a fixed-price basis with no profit for themselves. The construction work is all cost reimbursable target price, and the performance incentives include up to a 50% reduction of profit, though this and some other disincentives built into the contract have proven thus far to be much less effective in practice than concept at driving the contractors' behavior and performance.

The impetus for having P&M execute the Campus Plan work was that through the Definition Phase of Refurbishment, the DR Team was not assembled as an execution organization, but a planning one. P&M was an existing service resource with some experience in managing the ESMSA contractors. P&M's work on the Campus Plan Projects is funded by Refurbishment and it must report its progress to Refurbishment, though these business units are otherwise autonomous. Until recently, other than these approvals and the fact that both organizations use the ESMSA Contractors, there was very little else in common between Refurbishment and P&M, including the project management procedures utilized for their respective projects. P&M's project management procedures were not developed to manage multi-year projects of the size and scope of some of the Campus Plan Projects. Over the last several months, P&M has begun to manage the Campus Plan projects in accordance with the project management procedures developed for the DR Project in an attempt to implement industry-standard risk, cost and schedule controls. Additionally, the new VP has implemented a series of organizational and strategic initiatives with the goal of improving performance.

As of April 2, 2014, the Campus Plan Projects are estimated to cost in aggregate approximately $660M (an increase of $111.5 Million over the Board of Directors approved 2014 Business Case release for this work) and the work varies widely in size and complexity. The performance of the work is largely split between the two ESMSA contractors, Black & McDonald and ES Fox. Deadlines for completion of these Projects vary based on the project's and stations' needs; AHS is scheduled to be complete prior to the DNGS Vacuum Building Outage ("VBO") in mid-April 2015, while all the remaining work is scheduled to be completed one year later, in April 2016, to allow enough time for commissioning prior to the October 2016 Refurbishment Project's breaker open milestone. Many of these Campus Plan Projects involve the construction of commercial buildings that are made more complex because of their location on or adjacent to the nuclear island, which impacts their associated design requirements for such things as nuclear safety, security, and seismic requirements. Additionally, these are brownfield projects on a site where soil quality issues and underground interferences are the norm and coordination with the operation of DNGS must be managed.

Over the last quarter, BMcD/Modus has engaged in a number of activities related to the Campus Plan Projects. In this regard, we have:

- Reviewed the reasons for significant cost variances in five of the largest Campus Plan and Prerequisite Projects: D20 Storage Facility; Auxiliary Heat System Building ("AHS"); Water & Sewer; RFR Island Annex Building ("RFRISA"); and Retube Waste Processing Building ("RWPB"). Our goal was to determine the root cause of the Campus Plan Projects' variances so that past mistakes will not be repeated. We chose to examine the RWPB, which is being built by SNC/Aecon and managed by the DR Team, for a real-time direct comparison with the ESMSA-managed projects.
- Reviewed the Campus Plan Projects' schedules prepared by the vendors to identify any major gaps. This review led our team to make a series of recommendations to the P&M and DR Teams, and our subsequent monitoring of progress of the vendors' ongoing redevelopment of their detailed schedules for each of the major projects.
- Examined the risk management process within the P&M organization, including its ability to properly identify, avoid, mitigate and monetize risk.
- Reviewed the design and scoping process and identified the causes for the extreme inaccuracy of the vendors' engineering cost and schedule estimates.

- Reviewed the management structure and capabilities of the P&M team that started this work down the current path. We have also spent time with P&M's new VP and members of P&M's restructured leadership team to convey our findings and recommendations and gauge the effectiveness of P&M's current initiatives to improve performance and mitigate these earlier management failures.

As noted, these Campus Plan Projects have been plagued by myriad problems that have resulted in significant schedule and cost variances. Our findings show that the predominant cause of these overruns was P&M's original strategy to use a project "oversight" management model for the EPC contracting strategy utilized by OPG that was inappropriate in application and lead to a series of cascading management failures and contractor performance issues. The oversight management model employed a disengaged, "hands-off" approach by the P&M organization which caused the fledgling P&M organization to: (1) wrongly assume that the contractors understood the scope on the basis of performance specifications that outlined scope initial requirements; (2) utilize inexperienced project managers; (3) allow Operations & Maintenance and other OPG stakeholders to initiate scope changes to these projects long after the conceptual design period ended; (4) to accept the poor schedules and cost estimates by the contractors without appropriate vetting and challenge, and which were not updated to incorporate the impact of scope changes on a timely basis; and (5) to inaccurately or untimely report the projects' progress, risks and cost and schedule overruns to the DR Team and senior management.

B. OPG Contractor Management and Contractor Performance

1. Summary

Based on the information we have reviewed, it is apparent that P&M put excessive faith in the ESMSA Contractors' ability to perform this work and an over-reliance on the perceived ability of the EPC contracting model to shift project risk to the contractor and alleviate the need for active project management. As a result, OPG chose to provide oversight of the contractor's work at arms-length. In a recent self-assessment related to the D2O Storage Project's delays, the P&M Project team ("P&M Team") noted that at the onset of the Project, P&M believed "the EPC Process" would mitigate known risks via "project efficiency gains due to the expertise and autonomy of the contractor."[2] This exemplified OPG management's initial hands-off approach to project management that P&M piloted under which the contractor was given autonomy to develop its own scope requirements without process monitoring. As noted in P&M's self-assessment, this model resulted in "unclear expectations, re-work, frustration."[3] P&M's error was misunderstanding the essential nature of the ESMSA contracts, which are not fixed-price EPC contracts that shift all risk and responsibility for performance to the contractors (nor were they ever meant to be). The majority of the Campus Plan Project's execution cost is being performed on a cost-reimbursable target price, where contractors have only a portion of their fee at risk in the event that the target price is exceeded. In our experience, the nature of this work (refurbishment and construction of new facilities on an operating nuclear site) and the fact that the contract is cost reimbursable, require the owner to engage in active management of the contractors and coordinate interfaces. This means providing very specific instructions to lock down scope at the project's conceptual design phase and holding the contractors accountable on a daily basis to meet expected cost and schedule.

- Moreover, it is apparent that the P&M Team did not have the necessary experience, training or internal management direction to properly manage this work. Attachment B is a matrix that provides a summary of our observations regarding the five major ongoing F&I Projects. This matrix shows, among other things, that in the management of the work, P&M:

- Routinely accepted poor quality schedules and cost estimates without adequate vetting;

[2] SCR Number D-2013-19100, January 22, 2014.
[3] Id.

- Mischaracterized the nature of these estimates by assuming anything provided by a contractor was at a very high level of maturity (Class 3/2) when such estimates were based on conceptual (at best) engineering, meaning these estimates could not have been better than Class 5 (-50% to +100%) in nature;
- Failed to establish accountability standards for the contractors;
- Failed to identify or mitigate known risks;
- Did not effectively react to problems when they materialized and accurately and timely report the extent of cost overruns, schedule delays and scope increases to senior management;
- The P&M Team did not seek to lock down the scope at start of this work and allowed the "customer" – Operations and Maintenance – to make significant changes to the design that were not properly understood, quantified or captured in subsequent reports to senior management; and
- The ESMSA contractors contributed to the problem by not transparently reporting or timely identifying how these projects were evolving and failing to provide any reliable metrics—cost, schedule or otherwise – that informed OPG of these brewing problems.

2. Indicative Projects - D2O Storage and Auxiliary Heat

In our analysis, BMcD/Modus examined five separate projects in detail, and each exhibited some or all of the management issues to some extent. Attachment C is a brief summary of each of these projects' cost overruns.

The management failures we observed were most evident and acute with the D2O Storage and AHS projects. These projects were the "pilot" EPC projects for the ESMSA contractors—[redacted]In both cases, P&M sought the Board's full funding approval at a point when very little design was done, only to have to later seek additional funds from the Board once design had matured.

a. The Flawed Bidding/Estimating Process

P&M's management failures can be seen throughout the planning and execution phase of the project. Notable from OPG's initial negotiation and acceptance of bids for this work is P&M's mischaracterization of the vendors' estimates in the approved Business Case Summaries ("BCS"). In August 2011, OPG produced a BCS for D2O Storage that estimated its cost at $210.6M, [redacted]. At the project's next gate in June 2012, the estimated cost had dropped from $210M to $108M. However, BMcD/Modus could not find any attempt by P&M to rationalize or otherwise explain how the cost estimate for this building was cut virtually in half from one approval gate to the next. Moreover, the estimate for design and construction was $52.2M, which P&M characterized as a "Class 2 Estimate" despite the fact that at the time of the estimate, Black & McDonald had little experience with this type of construction and had performed no engineering or scope definition. Thus, this estimate was more likely a Class 5 Estimate. In retrospect, it is likely that the initial $210M estimate was more accurate; however, it is certainly clear that the approved $108M estimate should not have had any greater accuracy attributed to it, since it was not based on a significantly greater level of project maturity. Likewise, the AHS BCS was termed a "Class 3" Estimate, though it was similarly immature.

This estimate classification drove P&M to vastly underestimate the amount of contingency associated with each package. There is no evidence that P&M engaged in the type of vetting of the estimates that we would expect on projects of these size and importance. From interviews with the current P&M staff and the contractors, it appears that these initial BCS estimates were poorly characterized as part of a deliberate management strategy directed by the former VP of P&M. P&M's managers told us that the contractors were challenged to reduce their bid prices and remove all contingencies for unknowns, despite the extreme immaturity of project definition underlying their respective bids. As

an example, for the D20 Storage project, Black & McDonald was told to remove from its contract price any contingency for unforeseen soil conditions, even though there was a high likelihood that there would be contaminated soil issues. Moreover, P&M clearly overvalued price as a consideration in the contractor selection process, especially in light of the fact that the work was going to be performed on a cost-reimbursable basis and the bid prices were not binding.

P&M gave only token consideration to determining which contractor had a better approach for executing the work. P&M chose the "low bidder" even though the other contractor's qualifications and project approach were viewed more favorably. Thus, P&M created the conditions for a perfect storm of cost and schedule overruns. Because the work is largely based on a cost-reimbursable target price with no caps on size, P&M's artificial beating down the contractors' prices in the bid phase was a Pyrrhic victory: P&M's actions did not reduce cost and only served to deprive senior management of realistic cost projections for this work. The budgets for these and other F&I projects were nothing more than paper barriers that were easily surmounted as the design work continued to generate more complex (and expensive) work.

b. Lack of an Integrated Schedule

Until April 2014, the P&M project teams for D20 and AHS were working without a reliable, integrated Level 3 Schedule. Many on the project and throughout the OPG organization were given a false impression that the Campus Plan Projects, and D20 in particular, had a year of float, and so on-going delays had no impact on the Project. The delays to D2O Storage's schedule were not forecasted by the project team and were simply reported after the fact. By this point, the schedule had already slipped so that engineering was on its way to an 18-month projected overrun of an original 11-month schedule. However, without a resource-loaded, level 3 schedule, it was impossible to assess the status of the project, let alone calculate with any accuracy any remaining float.

One of the strategic initiatives was implemented by the new P&M VP was to improve the projects' schedules. This endeavor allowed the project team to see that D20 Storage was actually projected to be completed on April 26, 2016, more than a year after the original April 15, 2015 deadline. Furthermore, once known risks are factored in, it is likely that the D20 project can only achieve this revised date if some of the schedule durations are accelerated—at an additional cost. Even then, these efforts will not improve completion of the schedule by much, but will increase the probability that the April 2016 date can be met. However, none of this would be known if efforts had not been made to improve the schedule.

c. Risk Management

Based on our observations, it appears that all P&M's identification of risks is a "check-the-box" activity due the fact that having a list of risks is a prerequisite to obtaining a funding release. P&M does not actively manage its on-going risks as a part of an effective risk management program. As an example, the risk sections of the D20 and AHS BCSs consist of lists of potential risks and some evaluation of their nature, but it is not apparent that these risks in any way influenced the calculation of these projects' contingency, nor are there any regular reviews or updates of these risks until required to do so in order to pass a gate and obtain a funding release. Once a project obtains full funding for execution, very little, if any, attention is paid to day-to-day risk management, including the ongoing identification of new risks and opportunities as well as the formalized implementation of risk mitigation strategies. Additionally, there is no structured or defined risk program management oversight (such as the NR Risk Oversight Committee).

A recent self-assessment performed by the NR Management Systems Oversight group (SA RF13-000855 dated January 20, 2014) identified perceptions (opinions) of several P&M managers that included the following: "[D]evelopment and use of a Risk Register is seen as purely administrative and not adding value to the Project Managers." This suggests a lack of understanding of the value of a risk management program or lack of acceptance, which can be addressed by effective training and indoctrination. However, risk management training is virtually non-existent in the P&M organization in distinct contrast to several years ago when quarterly workshops were regularly conducted.

d. The Gate Process and Failure to Report Cost and Schedule Increases to Senior Management

BMcD/Modus next explored the relative effectiveness of the gate process for this work, and found that while the process in concept is a good one, it suffers from problems in execution. The BCS documents for D2O Storage and AHS were inconsistent in presentation of key information on cost, risk and scope. As these projects progressed, P&M's management failed to provide visibility to OPG management of the extent or nature of project cost increases. Most notably, P&M failed to update its project reports during the design phase to reflect cost increases due to scope changes in the projects.

AHS provides a critical example. On November 12, 2012, P&M presented its Gate 3A package for approval and full funding release (except for a small portion of costs to be approved in 2014). The P&M Team's gate presentation characterized the AHS cost estimate as a Class 3 estimate in the amount of $45.6 M. P&M included [redacted] of contingency in the $45.6M estimate, of which [redacted] was identified as having a 100% chance of occurrence. P&M expressed an "85% confidence level" in this cost estimate and assessed there were [redacted] days of schedule contingency in the estimate—despite the fact that the full scope of the project was not known at that time because detailed engineering had not started. The option of building a new AHS was preferred over seven alternatives, based primarily on the projected cost. At the time of this gate, the project had spent $1.46M.

Between this gate and January 2014, ES Fox engaged in the design of the AHS, scope changes caused the cost to increase from the initial $45.6M estimate to $79.9M. This cost increase is largely attributable to two causes: (1) remediation of contaminated soil that as of the time of bid was known by both OPG and the contractor to be of poor quality; and, (2) prescriptive design requirements that served to make a stock steam boiler design follow nuclear Engineering Change Control ("ECC") processes, which caused an increase in the size, complexity and nature of the work. Moreover, these design requirements and the overall length of the design phase, coupled with the soil issues, has frittered away virtually every day of float.

The fact this project had so substantially changed from the original BCS was not accurately or timely reported to management. The failure of the gate process was that the Gate Review Board members did not provide adequate oversight in ensuring that the AHS project team had a reliable estimate, schedule, and well-defined scope prior to approving the gate and recommending a funding release. As of January 2014, P&M had already expended nearly $20M, or more than half the approved budget excluding contingency, even though the design was not complete and no construction had begun. However, during this entire time, P&M's estimate at completion ("EAC") in all of the DR Project's and Campus Plan reports ***never varied*** from the approved BCS amount. Moreover, the DR Project's Program Status Report for March 2014 showed the AHS at 49% spent with a CPI of 1.10 and an SPI of 1.0, clearly not an accurate representation of the Project's status. Part of this failure was based upon some of the P&M project managers' mistaken belief that the reported EAC amounts should not be changed until additional funds had been approved for the projects. This lack of accurate reporting has deprived senior management and the Board the option of revisiting the original BCS analysis in order to determine if building a new AHS facility continues to be the preferred option—and if not, change course. This is particularly true in light of the fact that as of November 2012, three of the competing options to building AHS were priced at less than $50 M.

D2O Storage provides a very similar example at a much higher overall cost. The cost variance progression from D2O Storage began with an original approved BCS of $110M, based upon estimated contractor costs of approximately $77.8 Million. The ES Fox team and design solution were both preferred but Black & McDonald was chosen entirely because its price was $30M less even before P&M further drove Black & McDonald's estimate down.

D2O Storage's engineering effort was originally scheduled for 11 months, and was supposed to be completed by July 2013. However, even today, engineering is not complete and is projecting to extend to a total duration of 29 months. The P&M team provided sporadic updates to the design milestones as they continued to be missed but failed to convey the potential consequence. In August 2013, P&M reported that CNO Milestone 73472M0015, "D2O Modifications –

Detailed Design Complete" was expected to miss its planned completion date of August 21, 2013 **by four months** though stated, "there is no impact to the critical path."[4] As of this same meeting, an action was recorded to "confirm the timing for integration" of the D2O Storage schedule into the master C&C Schedule, the follow-up to which indicated that the schedule would not be available for integration because "it falls short of our requirements for several parameters."

In September 2013, P&M reported in the Program Status Report that:

> Due to the change in design for the connection of the new tanks to the existing, significant additional design work is required. This change of design was required to address water hammer issues with the initial plans which could not be resolved without a significant change in design. A new underground tunnel connecting the two buildings will now be utilized to connect the two buildings.[5]

However, this "significant" design change was not highlighted as a major risk item in P&M's reporting, and P&M maintained the same EAC for D2O Storage despite having this information in hand. P&M also maintained that there was no impact to the critical path, even though P&M again admitted that the vendor had yet to produce a detailed schedule, which begs the question how could one arrive at such a conclusion regarding float without a reliable schedule.

P&M first reported a variance to the D2O Storage budget in October 2013, which coincided with months of mitigating adverse soil conditions and failing to meet the schedule for tie-ins for the TRF outage. Black & McDonald presented a high-level cost estimate that showed approximately $49M of increases in foundation work and engineering in October 2013, though this estimate was characterized as a work in progress. This estimate was increased by $5M in December 2013. P&M finally updated the D2O Storage EAC in the January 2014 DR Program Status Report from $95M to $122.7M, though simultaneously, P&M issued a report to the Nuclear Executive Committee ("NEC") showing a forecasted EAC of $152M. Thus, P&M's first reporting to senior management and other OPG stakeholders of any impact of the design changes that had been brewing for nearly two years was inconsistent at best.

In January 2014, Bill Robinson required Black & McDonald to update its costs. Black & McDonald committed to an estimate of $94M (compared to its original contract of $67M), which with OPG's costs was ranged by P&M at a total of $150-170M, including OPG contingency and financing costs. After coming on board, P&M's new VP required Black & McDonald to prepare a bottoms-up, high confidence schedule and budget based on the high level of engineering completion. Black & McDonald's output has trickled in. [redacted] Black & McDonald has broken down the cost increases into several categories, including: additional scope ($85.4M), changed assumptions ($14M), soil remediation ($17.3 M), delays to the schedule resulting in acceleration ($9.8 M) and inclusion of items that were either missed or misestimated in the original estimate ($31 M). Black & McDonald characterized this estimate as a Class 4 even though: (1) the design is 80% complete; and (2) Black & McDonald had just provided a Level 3 schedule for the remaining work which they claimed was comprehensive. Based on these two data points alone, Black & McDonald should be able to produce at least a Class 2 estimate at this time. [redacted].

Moreover, throughout 2011-13, P&M did not require Black & McDonald to timely update costs and provide visibility to the cost of these design changes as they were occurring; thus, as with AHS, P&M's management allowed the contractors

[4] DN Refurbishment Program Status Report Meeting, August 21, 2013
[5] DN Refurbishment Program Status Report Meeting, September 18, 2013

to run up the tab and incorporate a flood of OPG stakeholder generated late design changes without adequate checks and balances or understanding of the magnitude of these changes.

As a direct consequence of P&M's failure to report these cost and schedule variances, senior management was deprived of the ability to:

- Stop the design changes that led to these increases;
- Stop the project entirely and resort to one of the other evaluated options;
- Identify and characterize the cost increases that are not related to Refurbishment and subject these changes to the same value-enhancing criteria as the remainder of the DR Project's work; and
- Mitigate the impact of the schedule delays and overruns.

Thus, the consequences to OPG are two projects that may cause external stakeholders to question OPG's management prudence.

e. Vendor Performance Issues

[redacted]

[redacted]

3. Current Schedule Status

P&M's effort to recover these projects began with finally getting the vendors to develop resource loaded, integrated Level 3 schedules, with focus on developing template schedules for D2O Storage and AHS. These schedules are portraying the following significant challenges:

- The AHS project is currently projecting about 3 months behind schedule which will delay the VBO outage. The schedule is currently being impacted by late design, with some twenty outstanding design changes that ES Fox needs to process. This late design could impact the schedule to September 2014 and beyond and frustrate both procurement and construction, which have essentially no float. Based on our review of this schedule, attempts to accelerate the work to recover this time could be ineffective. Instead, BMcD/Modus recommends P&M, in concert with the Station, look to: (1) eliminate these multiple design changes; and (2) rationalize and potentially reduce the time needed to commission the AHS. If these upfront and follow-on tasks can be reduced in duration, the project will regain some much needed time for construction.

- D2O Storage is more complicated. The combination of underground utilities and poor soil conditions, design changes, engineering delays and contractor performance has pushed D2O Storage to a projected completion of April 15, 2016, which has no float to OPG's need date. In analyzing the current status of the work, we have determined that: (1) while engineering has driven significant delays to date, accelerating its final completion will not result in improvement to the overall completion date; (2) the current March 2015 completion date for concrete and foundation work, including drilling and setting caissons, needs to be improved by as much as possible and ideally to complete prior to the onset of winter conditions in 2014; (3) the current duration for building on top of the completed foundations, including structural steel erection, building enclosure and mechanical piping, is a scant 5 ½ months and needs to be substantially improved. Based on this status, we recommend OPG examine: (1) value engineer the foundations and structural design, with the goal to eliminate as much of the building's complexity as possible – the office space and associated concrete structure may be over-designed based on non-Refurbishment requirements added during the attenuated design phase; (2) value engineer the building's piping design, which similarly increased due to ASIC and Station needs; (3) accelerate the caisson drilling so that rebar and foundation work can recover essential lost time.

OPG should also examine other options in light of the overruns on these projects, as less permanent solutions that were narrowly rejected in the upfront BCS may now prove to be more economical solutions. At a minimum, we recommend OPG examine and parse the costs associated with non-Refurbishment scope that was added by OPG's other stakeholders and consider capitalizing those costs separately from Refurbishment for purposes of future rate recovery. In any event, whichever course OPG choses with these buildings, it is imperative that it act quickly and definitively.

4. Corrective Actions by P&M Team

OPG senior management has taken definitive action to turn around the Campus Plan work, including bringing in new leadership for P&M and fostering greater integration between the P&M Campus Plan and DR Project work. The visibility of the issues P&M has encountered will help the BOP, Islanding and Services projects work more effectively with the ESMSA contractors.

P&M's and the DR Team's senior leadership are fostering a more collaborative and cooperative effort between OPG and the contractors, known as the "Collaborative Approach." Essential parts of this Collaborative Approach include:

- For the remaining Campus Plan Projects and BOP work, the OPG teams and the vendors working "shoulder-to-shoulder" to develop project scope basis and corresponding cost estimates. The ESMSA vendors have agreed to perform the work on an open-book, split cost basis. Relieving the ESMSA of the secondary compete bidding

process through direct assignment of the work should expedite the process, though the funding for this phase of the collaboration has been slow to arrive.

- OPG's Refurbishment Engineering and Design Authority directly managing and supervising the engineering work to reduce scope creep, unnecessary management and supervision costs and delays due to churn. This will include co-locating OPG engineering resources at the vendor's shops to answer questions and involve themselves in the development of the detailed design work and institute regular Steering Committee meetings with project leadership to remove performance barriers.
- Continuing integration of all of the Campus Plan pre-requisite work into a single integrated schedule so that the ESMSA's can properly plan and resource load the work and OPG can manage the contractors' work load and performance.
- Complete the work allocation to each of the ESMSA vendors so that they can properly plan their work. The DR Team has attempted to allocate the work evenly, though it may become necessary to shift work based on performance and resource availability. This becomes a more complex issue with the BOP work scope also needing attention in the coming months.
- Provide additional and focused project management support from OPG to clear barriers to engineering and execution work.
- Engage in constructive high-level dialogue with the ESMSA's senior management on a regular basis. P&M has established weekly meetings with each contractor that senior management attends to deal with any barriers and discuss status of the key projects. OPG has also established a monthly ESMSA Summit that allows for OPG to air and discuss issues with senior management of both contractors together. These meetings have had an immediate and measureable impact on both OPG's and the ESMSA's performance.

These changes will not fully recover the work in progress – in particular D2O Storage and AHS – but should provide some needed relief and better approaches for the remaining Campus Plan Projects.

For P&M, the recent changes in its senior leadership as well as the increased integration with the DR Team are taking root and providing visible benefits. P&M's VP is working through the multiple issues caused by the "hands-off" project management approach. The P&M staff has begun to accept the changes and is becoming motivated to correct its past problems, though the need for continual guidance and mentoring is evident. P&M will need corporate support to execute a full turn-around as discussed below. The DR Team's engineering organization is poised to take on active management of the ESMSA's engineering shops, which is diametrically opposite to how these projects were initially conceived. P&M's problems are now visible, as is the recovery the new team is trying to make, and the DR Team must recognize that P&M needs its support or the Refurbishment of Unit 2 is very much at risk.

5. Lessons Learned and Recommendations

Based on our root cause findings, BMcD/Modus's recommendations to OPG are somewhat different for P&M, which is in full recovery mode, versus Refurbishment, which has time (though not much) to incorporate lessons learned from the Campus Plan Projects into its program. For P&M, our recommendations focus on speeding the pace of the recovery, while for the DR Team, these Campus Plan Projects need to be a vivid reminder of what can happen if and when contractors are not actively managed. Ultimately, there are two major questions for the DR Project as a whole: (1) Can P&M succeed in completing the Campus Plan Projects on-time and within reasonable (though much higher than originally considered) cost parameters; and (2) whether the same issues we found related to the mismanagement of the Campus Plan Projects are a threat to the DR Project's BOP work and if so, to take strong and decisive action for eliminating the threat.

Regarding the Campus Plan Projects, we believe these can be turned around to support the VBO and breaker open, though at a higher cost that will require greater management focus than ever anticipated. Moreover, to facilitate this recovery, OPG will likely have to make some accommodations to its normal course of business:

- **Hiring practices will require increased flexibility** – P&M's ranks are filled with inexperienced personnel who need guidance. OPG needs to recognize that the P&M organization urgently needs qualified people to fill significant management positions in project management, project controls and field supervision that are open at this time. Moreover, because P&M is a business unit with an expected expiration date, it makes for a difficult sell to OPG employees. In our experience, business units such as P&M would not be subjected to the same rules as the company-at-large for the hiring of temporary or transitory employees. Moreover, companies usually provide incentives for employees to work in transitional project environments because it forms a valuable learning experience. Such moves are needed and, in our view, completely justifiable in light of industry best practices. It is likely that Refurbishment will need similar changes to allow the development of its Execution Phase team.

- **Operations & Maintenance's and other OPG stakeholders' ability to change project scope must be contained** – As noted, the processes in place for the Campus Plan Projects allowed Operations & Maintenance and various other OPG stakeholders to make scope and resultant design changes that caused significant increases to the Campus Plan Projects after the conclusion of the conceptual design phase. These changes have crept into cost estimates over time. The appropriate time to add scope to projects is the conceptual design phase, subject to the approval of the authorized stakeholders, not after the project has been approved and passed through multiple gates including approval at the Board of Directors level. The process needs change to eliminate the consideration of major post-award design changes that increase project costs or extend project schedules.

- **Scope of work for Campus Plan and DR Projects needs frequent re-examination -** As a general principle, management prudence requires that scope and objectives be periodically examined in light of current circumstances. Where OPG has information that shows projects trending above approved budgets and beyond schedule milestones, it is prudent to examine both the cause of the overruns and any reasonable alternatives that can be justified based on a renewed net present value calculation. Thus, we recommend that OPG senior management take a second look at the scope and question its value, including re-examining (as necessary) alternative ways to accomplish the originally intended scope of work.

  Similarly, where the root cause of the overruns appears to be the insertion of nuclear processes where such are not typically applicable or necessary (i.e. for commercial buildings), OPG senior management should take action to rescale and change the scope of such projects. This may require OPG's senior management to the CNSC to allow changes to its regulatory commitments if such commitments are so costly as to make them unreasonable.

  Finally, as noted, if there are reasonable and prudent costs for non-Refurbishment related enhancements that are being spent by Refurbishment, OPG should consider capitalizing such costs separately from the DR Project. As an example, many of the value enhancing changes to D2O Storage were apparently made to handle and process water for non-Refurbishment purposes. These costs may ultimately have been prudently incurred but are likely in the wrong cost bucket for purposes of cost recovery.

- **Supply Chain and Finance need to streamline controls to accommodate changes** – The potential for the Campus Plan and BOP projects to rationalize the scope, develop more realistic cost estimates and schedules and model risk depends on the success of the collaborative process. Initiating this process will require some changes in the Supply Chain and Finance processes to allow for timely award of the work and prompt payment to the ESMSA contractors during the concept development phase. The benefit of this collaboration should be seen as projects reach their subsequent gates, they should be in much better shape with better defined and controlled scope, more accurate cost estimates and more achievable schedule goals. The ESMSA vendors will need appropriate funding to meet these goals. Finance has already moved forward with some measures that will enhance the cash flowing of the contractors' work. Additionally, the Supply Chain procedures with respect to change orders or contract amendments are cumbersome, time consuming, and reduce the project teams' accountability for managing costs. We would expect the project team to have the ability to negotiate and approve change orders directly with the contractor with appropriate controls.

- **Risk Management needs immediate attention** – Risk management was not taken seriously in the P&M organization, thus many of the problems that have emerged were hidden below the surface. P&M needs a different approach which the DR risk management team is helping to facilitate: (1) the P&M team needs to monetize risks for future gates on a deterministic basis; (2) risks need to be managed on a day-to-day basis as a part of project management; (3) a better understanding of the ESMSA Contractors' risk management programs is needed; (4) formalized risk training is needed within the P&M organization. Most importantly, there needs to be a culture shift towards recognizing risk management as an important aspect of maintaining cost and schedule. This culture shift can only be driven from the top of the organization. Refurbishment has made many strides in improving the risk management program and their improvements should form OPEX for P&M.
- **Security and site access changes are urgently required** – The current time needed to in-process workers and management personnel alike is frustrating the OPG project teams and the ESMSA contractors. The reported average time it takes for clearance is upward of 6 weeks, and the contractors' cost per employee for the screening process is estimated at $8,000 to $10,000 per person. Moreover, there are security issues preventing or complicating the contractors' use of essential project-based systems - the P6 Schedule and the Electronic Document Management System (EDMS) are notable examples. BMcD/Modus certainly sees the need for maintaining the company's security, though in our experience with other nuclear utilities there are readymade solutions for these issues that OPG has been slow to adopt. These issues will cause continued risk to the DR Project if not fixed.
- **Contractor performance** – OPG needs to reconsider the scope of the work given to the ESMSA vendors on the Campus Plan and Refurbishment Projects in light of their current performance. OPG should examine the possibility of assigning Refurbishment BOP scope to other contractors performing on the DR Project where this makes economic and strategic sense.
- **Project estimating needs significant improvement** – As discussed throughout this report, BMcD/Modus has significant concerns that need to be addressed with the performance of project estimating by both the contractors and P&M's team. BMcD/Modus recommends that P&M should make changes, and Refurbishment should examine and potentially refine its processes for the following:
    - Check estimates be developed in the same format as estimates provided by vendors – the templates should be developed by OPG and provided to vendors prior to bid, and any submitted bid not utilizing the approved template is noncompliant;
    - All estimates need to be fully vetted and understood, regardless of whether the quoted price is more or less than the expected cost. Drivers of variances (both positive and negative) between bid and check estimates need to be investigated and understood by the Project Teams;
    - Contractors need to be trained in the method of estimating that OPG finds acceptable. The current process SNC/Aecon is using for developing its estimate includes upfront vetting by OPG of the contractor's specific processes and ongoing, real-time review of estimating product in a collaborative manner. These are principles that can be easily applied to the rest of the DR Project's work;
    - Estimates and project metrics/reports must incorporate accurate past, current and forecast cost information. The team needs to receive appropriately detailed contractor cost reports which, coupled with a resource loaded schedule, will enable them to properly status and forecast contractor performance;
    - P&M needs to standardize an EAC process so that all project teams follow the same basic procedures on a consistent basis. A seminar or workshop should be considered so that project team members are taught the fundamentals for preparing a reliable EAC; and

- OPG needs to examine staffing and resources. Currently, there is only one dedicated cost estimator for all of P&M's work. The DR Team has already taken action to increase staffing levels and add experienced personnel, and P&M needs to do the same.

- **Project Reporting must be accurate, timely and convey information critical to senior management for decision-making** – As noted, the reports P&M provided to senior management on the Campus Plan projects were inaccurate and not updated in a timely manner to enable prudent decision-making. Our examination of P&M's reporting shows a general desire to produce large volumes of surface-level reports that are completely inadequate for managing the work, all the while P&M ignored such critical metrics as an accurate Estimate at Completion (EAC) and detailed schedule of work. Any tendency to "turn everything green" when such is not the case must be resisted - prudent management of complex projects requires full transparency and visibility of anything that is not going well so it can be addressed and fixed. P&M and the DR Team need to increase the focus on accurate, concise reporting with an emphasis on forecasting.

- **P&M needs to break down the silos**—All of the Campus Plan Projects are being performed by two contractors. However all of the Campus Plan work has been managed as 26 separate projects. All of the project management functions—i.e. schedule, cost and risk need to be managed through an integrated approach so that resources and management focus can be applied appropriately. We recommend that P&M look at its organizational structure to optimize the ability of its project managers to have more direct accountability. This may require more and different resources.

- **Campus Plan Projects will require a full rebaseline of cost and schedule** – Irrespective of when these projects' next gates occur, each of the Campus Plan Projects and, likely, each of the P&M non-Refurbishment projects at DNGS and Pickering, will require a full, bottoms-up rebaseline of costs and schedules. With the examples cited herein, BMcD/Modus cannot ascribe any confidence to any project estimate that was developed by P&M's former regime. Bill Robinson has made this commitment and appropriate focus will need to be applied. P&M needs to perform this reforecast on an urgent basis.

With respect to the Refurbishment portion of the DR Project, BMcD/Modus's monitoring of the BOP work to date shows that OPG has spent considerable time and effort in a robust scope definition process that addresses most of the external OPG stakeholder-driven scope issues in a manner that is consistent with the DR Project's charter. The DR Team has embedded in the organization a Director of Maintenance and a team to work our operational concerns and has an independent Design Authority. Moreover, as stated, the DR Team had already acted to safeguard against some of the problems seen in the early Campus Plan Project, notably; (1) the DR Project's institution more thorough scope definition to contractors via the MDPs the engineering team developed was a direct consequence of the OPEX from D2O Storage from over a year ago; (2) it is also apparent to us that while the DR Team had started down the same management path as P&M, it was able to put on the brakes and change course at a much earlier stage. Nonetheless, in light of our review of the Campus Plan Projects, we recommend that the DR Team perform a detailed self-assessment that considers the ways in which the Campus Plan Projects management failures might apply to Refurbishment.

III. RQE Preparation

With this report, BMcD/Modus will begin a dedicated section for assessing the status of the DR Team's activities that specifically lead to the development of the RQE budget and associated schedule for the October 15, 2015 deadline. With respect to RQE planning, the DR Team has started its specific planning efforts, though soon there needs to be a greater focus on the specific deliverables, the timing of their preparation and a thorough understanding of how the many components will be compiled into a comprehensive estimate. Project Controls has named a manager for this effort and an activity schedule is being developed for incorporation into the Project's plan.

The most imminent upcoming RQE-related tasks relate to the development of the 4d Release Cost Estimate for the 2015 Business Plan ("4d Cost Estimate") that will be prepared for the Board's approval at the November 2014 meeting. The 4d Cost Estimate effort should also provide a template for many of the activities needed for RQE. In this section, we will

also report on the maturity of the DR Project's development of the project's integrated schedule, which is an important component to providing a reliable RQE.

A. 4d Cost Estimate

In our Initial Project Assessment, we recommended that OPG consider the 4d Cost Estimate as a "dry run" for RQE. This recommendation has been embraced by senior management. As part of our 4th Quarter 2013 Report, BMcD/Modus provided the DR Team with specific recommendations on the development of its cost estimates and lessons learned from last year's 4c Cost Estimate, which we refresh here with some additional observations:

- **Organization of the 4d Cost Estimate**: The DR Team is getting organized for the 4d Cost Estimate effort, which will be considerable. Project Controls has begun with the predecessor work the projects will need to develop their various estimates and is in the process of developing a schedule for these activities. Based on last year's approach to the 4c Cost Estimate, we see more activity occurring at a similar stage though we are still concerned that the development of 4d Cost Estimate will run into summer, during which time very little can be finalized due to the critical individuals taking vacation.
- **Projectizing Costs**: The DR Team is moving toward "projectizing" the functional costs, i.e. attempting to bucket as much of the cost of the functional work as a distinct part of the sub-projects' cost. This is an appropriate methodology and should provide a more accurate cost picture, though the DR Team needs to develop some clear guidelines for how this will be accomplished. Also, since this will mean functional cost centers from the 4c Cost Estimate will be distributed differently, the DR Team should provide traceability between the two phases of the estimate.
- **Bottoms-up Approach**: Given the increase in project maturity since the 4c Cost Estimate, a bottoms-up approach to many elements of the 4d Cost Estimate is appropriate. To the extent that projects have recently passed through a gate, the associated gate documentation should reflect this approach. However, a gate review should not be viewed by the DR Team as an opportunity to reset the clock and the budget on projects that are in trouble. The DR Team should review its processes for rebaselining at gates so that projects that are projecting to over-spend or run late are not given proverbial "get out of jail free" passes.
- **Re-examine Scope and Commitments**: As the Definition Phase has unfolded, it has become apparent that the cost estimates for many scopes of work have greatly exceeded the 4c Cost Estimate. In particular, F&I projects have changed in scope, execution strategy and cost, and many of the BOP projects are showing similar signs, such that the increases in cost would likely run at or above any alternative. The recently initiated Options Review Board (discussed below) has the potential to be a good control to catch projects with wide variances at an earlier stage. As noted above, BMcD/Modus believes that the periodic reexamination of principles on a project as an essential ingredient to prudent management. Thus, we recommend that OPG re-analyze any scope item with a wide cost variance over its 4c Cost Estimate budget allowance by re-reviewing the requirements and any alternatives, including canceling the scope entirely, on the basis of the least-cost alternative at this time. Had this methodology been followed with the F&I Projects, it is now apparent that OPG would have considered different alternatives for a number of projects. OPG should also review such alternatives when a regulatory commitment is at the root of a significant cost increase, as once the extent of the cost increases are fully known, it is possible the regulator would entertain alternatives as well.
- **Increase Efficacy of Project Estimating**: As discussed in the Campus Plan section of our report, BMcD/Modus is concerned that OPG's ability to develop check estimates is challenged by resources and work volume. To the extent that OPG's check estimates are intended to be a control mechanism, these estimates need to be executed with the same information and level of rigor that the contractors/project teams are developing. From our observations to date, the current method used for check estimates at Class 4/5 level: (1) includes the use of too many factors and factored values for check estimates at the Class 3/2 level; (2) suffer from a general lack of transparency of the root sources of information; (3) utilize non-standardized estimating templates despite OPG's investment in the US Cost estimating platform. As the DR Project moves to the next phase of maturity, so

should the estimating work. We have also observed that the check estimates have gaps and errors that should not occur if the estimates had been performed by qualified, experienced individuals. Moreover, it is becoming evident that estimating is becoming a choke point to the point of causing notable delays in the procurement schedule, and its importance will only increase as time goes on. Thus, we have recommended that OPG examine its vendor's (Faithful & Gould) resources, experience level and ability to support the increase in both the volume and efficacy of the estimates it is preparing. In addition, we recommend OPG utilize the collaborative estimating/vetting approach that it has initiated with the ESMSA vendors and with SNC/Aecon for each of the DR Project's other scopes of work. The DR Team is already acting on these recommendations.

Considering the increased focus on the DR Project from its external stakeholders, it is very likely the development of 4d Cost Estimate will receive significant scrutiny. Therefore, the DR Team needs to organize its efforts, develop appropriate expectations for the deliverables and intensify its efforts as soon as possible.

B. Schedule

A high-confidence RQE depends on a reliable integrated schedule. In our past reports, BMcD/Modus has identified several concerns and observations with respect to the development of the DR Project Schedule and the Project Schedule Management Program. Over the last few months, the DR Team has made significant strides in addressing many of the issues we have raised. While much work remains to be done, the DR Team has moved forward with a significant number of initiatives calculated to improve both the DR Schedule and the Schedule Management Program, including:

- The DR Team now sees itself as a project management team and is putting programs in place to properly manage its contractors;
- The DR Team has abandoned earlier questionable scheduling methods in favor of developing a fully integrated Level 3 resource loaded schedule that automatically rolls-up to form a Level 2 depiction of the work;
- P&M is becoming the "beta" group for testing the basic standards for managing the Level 3 with the Campus Plan Projects;
- OPG has developed standards for required resource loading of the Level 3 schedules by OPG and the contractors; and
- Detailed schedules for sub-projects that are not let are represented by placeholder activities to be replaced once a contractor is in place.

While these changes are positive, we have made additional observations that should be addressed by OPG in order to improve the reliability of the integrated project schedule, including:

- Development of an improved set of metrics for monitoring the schedule is imperative. As part of the effort to improve the Level 3 integrated scheduling process, a set of metrics needs to be established to categorically monitor improvements made by the Project Teams and their respective contractors.

- Currently, the DR Team is making manual adjustments the cash flows in Proliance, rather than having it be an automated function tying the cost estimates to the P6 dates for cash flow analysis. Ultimately, work hours in cost estimates and schedules must balance and the Work Breakdown Structure ("WBS") should be the binding mechanism. The DR Team is planning on automating this process though it will remain prone to error until that time.

- OPG needs to speed contractors' access to the scheduling network. The OPG and the contractors need to all work from the same network (preferably OPG's or an third party network) in order to operate in a common environment. However, OPG is not granting the contractors network access in a timely manner. Improvements in time and better standards for control of the databases need to be established.

IV. Major Projects – Summary of Key Risks

A. Retube & Feeder Replacement

1. Work Status – Tooling, Definition and Mock-up

Through March 31, 2014, the RFR contract is underspent by $9 M against plan, though this gap is closing. Additionally, SNC/Aecon's SPI during this time period has improved to 0.94. Although SNC/Aecon remains behind schedule in the Definition and Tooling phases of its work, the mock-up reached substantial completion in March and is ready to receive, test and integrate tooling.

The tooling recovery plan that was initiated at the end of 2013, however, is currently challenged to achieve its August 2014 target. Tooling engineering is now critical path and the tooling design complete milestone for June 15, 2014 will likely be missed while the follow-on milestones for prototypes complete and qualification complete are in jeopardy as well. Continued problems with SNC/Aecon vendors and sub-vendors are driving many of these delays. In particular, the RT platforms being fabricated by Rolls Royce have continued to slip and are now projected to complete 2-4 weeks later than the recovery plan completion dates of June 30 and July 15, 2014. Meanwhile, SNC/Aecon's supplier ATS is suffering from late delivery of parts from its sub-vendors, delaying assembly on its shop floor. SNC/Aecon has made repeated projections for delivery of these tools that have been further impacted by late deliveries, quality issues, and process missteps. SNC/Aecon has resorted to additional mitigation plans and is making reasonable attempts to recover the time lost. The OPG team continues to monitor SNC/Aecon's progress and is holding them accountable to meet the deadlines. The impact of SNC/Aecon's slippages will be felt in the development of the Class 2 estimate. To mitigate this potential delay, OPG's project team is requiring SNC/Aecon develop a clear plan for monitoring tool testing and productivity in the mock-up to ensure this process moves smoothly and that all the required information is captured and incorporated into the estimate.

In addition, the JV is trending over-budget for the target price portion of its Definition Phase work, which includes engineering, schedule and estimate development, and construction management planning. The fact the JV is projecting to complete this phase of the work 15-25% above its target needs to be considered in establishing the confidence level of the JVs Class 3/2 estimates for the Execution Phase. However, OPG's team plans to dispute any charges advanced by SNC/Aecon for the Definition Phase that were caused by SNC/Aecon's own actions.

Finally, the Definition phase shows signs of slow progress with an SPI at 0.91 as of the February 2014 SNC/Aecon Progress Report. Engineering and procurement dates are slipping, showing similarities with the tooling effort described above. These activities will require close monitoring as the Definition phase moves toward the Class 2 estimate over the next year.

2. Class 3 Estimate and Level 4 Schedule

In our 1Q 2014 report, BMcD/Modus expressed serious concerns with the ability of SNC/Aecon to provide Construction Work Packages (CWPs) and variance reports by March 15, 2014 to support the Class 3 estimate. As of February 10, 2014, SNC/Aecon was only 32% complete in preparing its "Stage 1" CWPs and variance reports. Over the next month, SNC/Aecon significantly increased its production in order to meet this date and, in the process, compressed delivery, creating a large bow-wave of work for OPG to review.

Since our 1Q 2014 report, OPG's estimating group has struggled to keep up with SNC/Aecon's pace and its review and analysis of the variance reports, estimates, and mini-reports that will ultimately comprise the Class 3 estimate is proceeding slowly. BMcD/Modus's concern is that the sheer volume of reports provided by SNC/Aecon, essentially all at once, will result in errors or that OPG will be challenged to make sense of the data. Ultimately, SNC/Aecon should be tasked with providing an explanation of how the products satisfy the requirements of a Class 3 estimate. Per the Class 3 Estimate Plan, SNC/Aecon's commitment for this Class 3 Estimate should include:

- Completed CWPs formulated for DNGS;
- Variance reports showing differences between the OPEX driven Class 4 estimate and the current estimate;
- A Level 4 execution schedule;
- Detailed reports characterizing how SNC/Aecon prepared the estimate; and
- A well-defined risk register.

All of these SNC/Aecon products will require time for OPG to review and in this case it is our opinion that it is better to provide an extension of time than rush the review of such important material in order to meet a previously set deadline.

Concurrent with the development of the Class 3 estimate, SNC/Aecon is developing its Level 4 execution schedule. The first draft of this schedule was delivered on April 15, 2014 and ongoing review sessions are being held to refine it. First impressions of the schedule were that SNC/Aecon had not brought the best possible schedule for Unit 2 forward. It appeared that SNC/Aecon presented a comfortable, achievable schedule rather than an aggressive benchmark. This created a longer schedule than what would be considered a "target" schedule. In addition, several examples of incorrect logic and misalignment with OPG's level 1 schedule were identified. OPG is continuing to review and recommend changes prior to the delivery of the Schedule mini-report for the Class 3 estimate on April 30, 2014.

Looking forward from Class 3, it is important for OPG and SNC/Aecon to align around the plan and start preparing for the Class 2 estimate. As we have noted in prior reports, after SNC/Aecon completed the Class 4 estimate, there was a long period with no activity that only served to compress the preparation time for the Class 3 estimate, and that compression is at the root of the current need to rush through its approvals. As the Class 3 report is being developed, the team should endeavor to complete the Class 2 estimate plan so that any opportunities or progression points are identified early. In addition, the tool testing and productivity plan should be incorporated with the Class 2 estimate plan so that results are properly incorporated into the schedule and estimate. SNC/Aecon and OPG need to maintain focus on the finished product and what it means to be Class 2 RQE ready.

3. RWPB Building

The RWPB is being performed under many of the same conditions as the Campus Plan Projects as a pre-requisite to Refurbishment but by SNC/Aecon, the contractor performing the RFR retube work, rather than the ESMSA contractors. RWPB is facing very some familiar issues to those described above for D2O and AHS. The start of work is currently being impacted by the soil that was excavated from D2O Storage. There is a possibility the soil is contaminated, which has resulted in additional testing. In addition, the building has or will encounter plant operation coordination, and seismic issues have delayed foundation design and pushed out engineering. As of this report, engineering design complete is showing 43 days of negative float and installation/commissioning is showing an October 24, 2016 completion date. Although this schedule is immature and based on very preliminary engineering, the original plan was completion in June 2016 allowing three months before breaker open. It is vital for SNC/Aecon to utilize the lessons that are being learned from the F&I work in order to keep this building within a reasonable cost and schedule envelope. In addition, if there are cost increases, the Options Review Board should test the decisions being made with regard to building design in light of the fact that it is a temporary building that will be housing heavily contaminated materials. Further, the building should avoid any element of gold plating or permanent design.

4. RFR Commercial Risks

We recommended in our last report that the DR Team review some major provisions of the RFR contract in order to ensure that it will drive the proper behavior from SNC/Aecon in order to achieve success on the first unit and that OPG will be able to establish that it adequately and prudently considered the principles set forth in the government's Long Term Energy Plan ("LTEP")—primarily success on the first unit and ensuring appropriate risk shifting. This included re-visiting: (1) the performance incentives for unit-over-unit improvement as an incentive to the contractor to meet an aggressive schedule for the first unit; (2) whether the cost and schedule incentives/disincentives would drive the right contractor behavior; (3) the treatment and monetization of identified risks; and (4) whether to negotiate a guaranteed maximum price ("GMAX") once engineering is complete. In addition, OPG and SNC/Aecon will need to incorporate the

maturing Turbine Generator work into the estimate where economies of scale in project management and other areas are identified. To date, DR senior management has acknowledged that this is an important exercise that must be done with some sense of urgency. However, this sentiment has not been communicated to those individuals tasked with performing the review, who appear not to understand its purpose and are reluctant to even consider the need to modify any portion of the contract.

B. Balance of Plant and Other Projects

The BOP work should be the direct beneficiary of any lessons learned from the Campus Plan/F&I work. The majority of the BOP work will be performed by the ESMSA contractors based on direct assignment of the work packages. This methodology should readily lend itself to a cooperative, interactive process between OPG and the vendors that should, in theory, eliminate many of the issues we have observed with the F&I work.

With the awards of the containment isolation and Turbine Generator performance work to SNC/Aecon, OPG should consider the benefits of SNC/Aecon treating its overall scope of work as one contract. There are certain economies of scale that can be achieved – plus benefits associated with workforce assignment flexibility and dose management. The DR Team would also benefit from consolidating all of the work in the vault into a single subproject to better manage the critical path and subcritical path interferences.

V. Functional Groups Update

A. Engineering

1. Revised Plan for ESMSA Engineering

Amongst other conclusions, the BMcD/Modus Initial Project Assessment (August 13, 2013) recommended improvements to engineering metrics and a close look at the turn-around times for the review, comment and approval cycles. The need for “active management” of the engineering work along with a greater focus on front-end planning was introduced in the BMcD/Modus 4Q 2013 report and expanded upon in our 1Q 2014 report. We continue to stress the importance for OPG to shift their role and perspective from the culture of ‘observation at a distance’ to a much more proactive engagement and active management of the engineering service providers. We also continue to stress the importance of thorough front-end planning.

Since our last report the DR Team’s Senior Leadership has recognized a number of deficiencies with the ESMSA design process, including:

- The quality of planning and scheduling is insufficient. There are no integrated resource loaded schedules. Schedule adherence is very poor - the execution of most of the ESMSA project engineering (e.g. D2O Storage Building, Shield Tank Overpressure Protection, Auxiliary Heating Steam, and Containment Filtered Venting System) is consistently behind plan.
- Cost estimates for the detailed engineering phase are significantly higher than anticipated, particularly given OPG’s development of detailed Modification Design Packages (MDP’s) that were intended to provide the vendors with specific and prescriptive requirements.
- The actual costs to date are significantly above the original budgets (planned value) for all ESMSA projects. A significant portion of these increases are driven by engineering.
- ESMSA quality programs are not aligned with OPG’s quality program. The result is multiple review and comment cycles which add significant cost and time.
- OPG’s intent to shift risk to the ESMSA partnerships was misplaced. The risk associated with the execution of nuclear engineering work is limited by the application of detailed regulatory and OPG standards and procedures. The execution of nuclear engineering work needs to be under the direct control of the OPG Design Authority.

- Single-point responsibility for coordination of the engineering, procurement and construction elements of these projects through these ESMSA partnerships has not been realized, leading to inefficiency, confusion and rework. Moreover, significant OPG intervention has been required to achieve the results obtained to date.

The results of these deficiencies have become clearly apparent: an inability to predict engineering performance, significant churn, poor cost performance and frustration at all levels of the collective organization. These deficiencies have driven Senior Leadership to make changes to the remaining engineering effort for the ESMSA work. These changes include:

- Shifting to a culture of 'active management' of the engineering work;
- Utilizing a collaborative front-end planning methodology for the remaining work;
- OPG taking a leadership role in developing and monitoring the engineering schedules;
- For work in progress, OPG will increase monitoring and provide ready answers through embedded staff within the engineering vendor organizations; and
- For work that has not started, OPG will provide management and direction of the engineering work.

This is a bold but necessary move and one that is endorsed by BMcD/Modus. We will continue to monitor the progress made under this revised plan and provide additional recommendations for streamlining the design process as necessary.

2. Scope Definition

Overall, as mentioned in the BMcD/Modus Assurance Report on Scope, we believe that the DR Team has taken a balanced approach to the development of the DR Project scope. The initial scope identification effort incorporated scope beyond that of refurbishment and life extension, potentially increasing the budget and project complexity. However, to balance this out, the DR Team has continuously monitored and repeatedly tested the included scope through scope reviews and de-scoping exercises. Additionally, the team has monitored scope definition through the gate review process and Health of Scope (HOS) metrics. Through this extended process we believe that the DR Team has struck an important balance between overly limiting scope (and risking scope growth during execution) and being overly-inclusive (and risking excessive project budgets).

The resultant Darlington Scope Requests (DSR's) drive engineering. Through April 24, 2014, Engineering had completed 142 MDP's. While this met OPG's goal, the number of MDP's continues to rise and is now at 161 (as compared to 139 in our last report) with 19 known packages remaining. This is particularly important considering the new path OPG has chosen to take for ESMSA engineering.

However, whereas scope definition may be sound, the development of solutions is not. As the revised plan for ESMSA engineering takes root, the DR Team also needs to examine the assumptions and engineered solutions. The DR Team's Senior Leadership initiated a new control, a monthly Options Review Board ("ORB"), the intent of which is to re-review the approaches the project teams are taking and see if the means and methods in the plan are appropriate, cost effective and still required. At the first ORB, the BOP, Shutdown/Lay-up and Services projects identified initial plans for six different scopes that needed to be reconsidered. These different subprojects suffered from many of the same problems evident with the Campus Plan Projects discussed above, thought these problems are being exposed, escalated and resolved. The ORB found:

- OPG's design requirements can cause confusion, misalignment and very expensive solutions that defy common sense. As an example, based on the guidance from the original MDP, the dehumidification of the turbine deck would have cost upwards of ten times more than OPG has spent in the past performing the same work on laid-up fossil units.

- The performance specifications in some packages provided the vendors with limited guidance, and in such cases, vendors will usually take the most conservative route.
- OPG often relied on the vendors to suggest more creative solutions to their issues when OPG's team knew the best course to take all along. This was evident with the polar crane package inside the plant. OPG left it to the vendors to discern what was needed. The vendors decided to replace all of the cranes, even though OPG's team determined only refurbishment, not replacement, was required. OPG often relied on the vendors to suggest a more creative solution to their issues when OPG's team knew the best course to take all along. This was evident with the crane package for the polar cranes inside the plant. OPG left it to the vendors to discern what was needed, from which the vendors decided to replace all of the cranes, even though the needed scope determined by OPG's team was refurbishment, not replacement.

This initial ORB was a success and will be followed by further, similar reviews of planned solutions. From this and the lessons learned from the F&I work, BMcD/Modus recommends that OPG consider the aforementioned controls on scope, including: (1) reviewing the necessity of performing the work; (2) revisiting prior options; (3) refreshing the view of net present value; (4) questioning whether scopes of work that are driven by regulatory requirements and have experienced significant cost overruns are still cost effective.

In addition, the DR Team is instituting a Unit Scope Review Board that will examine each subproject's readiness at key intervals in the manner employed by the station for outage preparedness. This team will be led by the DR Team's senior management and will test whether a given project has key deliverables in place at required quality levels as it advances toward execution. We believe these tests are part of prudent management and necessary to meet the intent of the Minister of Energy's Long Term Energy Plan ("LTEP").

B. Project Controls

The DR Project's reports (namely the Program Management Report) needs attention. This report is difficult to read, contains multiple formats changes, and has, in the case of the Campus Plan Projects, erroneous and outdated information that is included without verification. The Campus Plan Projects' reporting discussed above provides a vivid example of how reports that lack accuracy and transparency mislead and deprive senior management the opportunity to make key decisions. The DR Team's Project Controls team is bringing needed QA/QC reviews and personnel to test and monitor this and other key reports' information. The tendency by the DR Team is to provide too much data in these reports so that important information is often obscured and lost in the "noise." Furthermore, metrics and reporting are supposed to provide an accurate snapshot of the status of a project. The current Project Reports need work to achieve these goals. . Project Controls is endeavoring to improve its reporting suite that both informs and allows for management focus. The team is working currently on revised versions of the "quad charts" that provide metrics and description of the projects' current focus areas. The DR Team has also agreed to abandon the quarterly produced "report card" which was ineffective at communicating the Project's status. This metric was a jumble of key performance indicators, dates, milestones, etc. and only serves to confuse rather than provide useful information.

Moreover, the DR Team's methodology for measuring earned value needs to be stress tested. The DR Project's schedule is now matured to include resource loading to allow OPG to test work hour productivity factors from information contained in the P6 schedule. As the schedule further matures, we will be providing additional focus to the coincidental development of earned value and productivity factors.

C. Supply Chain

Our observations of the P&M organization and the Campus Plan Projects have raised some concerns regarding the interface between Supply Chain and the project management team. In particular, the current procedures require that Supply Chain negotiate all change orders (also called contract amendments) on behalf of OPG. This appears to be a cumbersome process with a number of built-in walls that only cause for multiple review stages of the same information.

This process has the potential to cause delays to both the Campus Plan and DR Projects, but more importantly, it disconnects scope, schedule and cost accountability from the project team. We will be further examining these processes as the project progresses, including an upcoming Assessment of the DR Project's Change Management process.

VI. Other Project Risks

A. Project Team Development

As previously noted, Enterprise Risk Management carries the retention of key personnel as the biggest program risk to the DR Project, and we would agree that it is certainly among the DR Project's biggest challenges. The most urgent challenge in this regard is to ensure that the Project has sufficient skilled resources to manage and monitor all of the work that must precede Refurbishment, including supporting the F&I, ASIC and VBO work, while maintaining the pace of the Refurbishment's key developmental activities. In our view, the best way to address this challenge is to continue to ramp up the front end planning effort so that all the work that must be performed is known and identified by schedule window and priority. Once the total needs of the organization are better defined, OPG can address resource needs in a more comprehensive manner. BMcD/Modus also sees monitoring resources in the schedule via fully resource loaded, level 3 schedules and tracking work hours productivity factor indices as essential ingredients in understanding the resource needs for each work group, trade specialty and the like. Senior Leadership of Refurbishment and P&M have coordinated a monthly ESMSA Summit at which resource needs will be discussed in greater detail going forward.

As the DR Team focuses more on developing its team for the Execution Phase, OPG will need to obtain individuals with different skills and experience than it may have currently in-house. OPG's current hiring, banding, salary constraints and onerous, time-consuming onboarding procedures serve as a barrier to finding the necessary experienced and qualified personnel. BMcD/Modus recommends that the DR Team closely look at the optimal Execution Phase organization design so that it can properly cost-out the Execution Team in the 4d Cost Estimate and prepare to deal with the barriers to securing suitably experienced management and staff .

B. Program Management Plan Development

In our last report, BMcD/Modus identified some shortcomings with DR Team's Program Management Plan ("PgMP"). The DR Project's Senior Leadership has moved forward with our recommendations to progress the PgMP. Senior Leadership also led the first of what will likely be a series of meetings with key Project Team members to foster alignment of the functional groups into a "projectized" team in which the individual sub-projects will capture the majority of the cost and coordinate the activities in a more focused manner. This initiative exposed for Senior Leadership that it must go farther to communicate roles and responsibilities within this matrix organizational model.

As we noted in our last report, the PgMP is the key unifying document set for project execution; in our experience, it would be tantamount to the project bible that a new employee would use to understand his or her roles and responsibilities. In addition, with the 4d Cost Estimate beckoning, the project teams will need to know the breadth of their matrixed organization and related cost centers to properly allocate the different elements of the estimate. The Project's need for a solid PgMP is further heightened by Senior Leadership's attempts to evolve the organization for the Execution Phase.

In summary, BMcD/Modus recommends that the DR Team simplify the approach it is taking to develop the PgMP so that it is unifying document and increase collaboration across the team. We believe the current efforts of the Engineering team to provide its portion of the plan could establish a model for the other functions and projects to follow.

MODUS Strategic Solutions CANADA

Attachment A – 1Q 2014 Risk Perspective

Burns & McDonnell CANADA

Area	Observations	High / Medium / Low	Current Status / Mitigation
RFR	**SNC/Aecon Performance**: Largest Program risk due to overall risk to the DR Project and OPEX.		► Tooling recovery progressing; next tooling milestones will be missed but impacts are limited and mitigating actions are in progress ► Tooling and procurement recovery plan in place, some slippage continues ► RWPB and Definition Phase Engineering showing signs of slow progress
	Class 3 Estimate: Progression to RQE requires SNC/Aecon's Class 3 Estimate to be thoroughly vetted		► Completing thorough OPG review by May 15, 2014 will be challenging ► Ultimate goal of delivery by August 2014 is acceptable ► Monetizing contingency remains a risk
	Schedule Development: Level 4 schedule under development; requires challenge to total duration		► First draft of the Level 4 schedule lacked creativity and boldness ► Continued review required from OPG project team to push SNC/Aecon for a more aggressive but achievable schedule
	RWPB Delays: Facing similar problems that have plagued Campus Plan projects		► Contaminated soil, interferences, and seismic issues delaying engineering ► Minimize design aspects of gold plating or permanence ► Utilize/implement lessons learned from Campus Plan work
	RFR Commercial Risks: Contract provisions currently in place may not drive desired performance		► Negotiation of the Execution Phase target price should revisit incentives and disincentives/focus on success of the first unit
Campus Plan	**ESMSA Performance**: D20 Storage and AHS work is behind schedule and over budget		► Vendor performance/unforeseen issues remain significant risks ► Similar trends are being observed with several other F&I projects; budgeting process is being investigated ► Bids for remaining work are significantly higher then budgets ► Re-evaluation of business case required in light of new estimates
	Engineering and Planning: D20 provides key lessons learned for remaining Campus Plan and BOP		► Engineering is co-locating with ESMSA vendors and taking more active role in directing and managing the work ► Clarification of RFPs and process ongoing ► Modifications to planning and scheduling underway
BOP	**ESMSA Performance**: Concern over ESMSA contractors' performance and ability to execute BOP work		► Allocation of work underway; some issues with cost/scope estimates ► Risk of ESMSA Performance will continue until improvements on performance issues in Campus Plan are observed

MODUS Strategic Solutions CANADA

Attachment A – 1Q 2014 Risk Perspective

Burns & McDonnell CANADA

Area	Observations	High / Medium / Low	Current Status / Mitigation
Engineering	**Scope Review**: New Options Review Board has increased scrutiny of design decisions		► Options Review Board has been effective in challenging scope decisions
	Planning of Engineering Work: Engineering work was not well understood and is poorly planned		► OPG engineering is taking more active role in directing and managing the work at the engineering studios ► "Bottoms-up" estimating process initiated for engineering activities ► Increased focus placed on engineering planning for the design phase; new progress tracking mechanisms in place
Project Controls	**Continued Schedule Development**: Schedule approach was unproven; integration at appropriate level at risk		► Project Team is moving toward industry-wide recommended practices for scheduling ► Substantial work remains to populate detailed level 3 schedule
	Progress Towards RQE: The plan for developing RQE is being developed.		► RQE development remains essentially on schedule, but will be heavily reliant on the quality of the various inputs. ► The DR Team has assigned a manager for the planning and development of the multiple pieces that must come together for RQE.
	Risk Management Program: Risk registers require scrubbing; monitoring tools are cumbersome		► DR Team is cleaning up the risk register and improving reporting ► Risk Group is taking a more active role in managing the Risk Program ► Risk training is being conducted but more is required

Project Matrix
Campus Plan
Observations/Findings

REF.	OBSERVATIONS	PROJECTS				
		Water & Sewer	D20 Storage	Aux Htg Sys	RFR Annex	* RFR Waste Storage
1	Lack of scope definition.	√	√	√	√	
2	Insufficient effort and time in creating engineering requirements.	√	√	√	√	
3	Initial Project was deferred and then reactivated over a period of years (> 5yrs).	√	√	√		
4	3rd Party Estimates - Mixed results w/F+G being significantly over or under vendor quote.	√	√	√		
5	Change in contracting strategy with Vendor from a E-PC to EPC.	√	√	√		
6	Basis of Estimates do not conform to AACE Recommended Practices.	√	√	√	√	√
7	Project Team has failed to characterize the changes/progression to the estimates from gate to gate.	√	√	√	√	
8	Mischaracterized Estimate Classification - OPG is accepting vendor quote as a "Class 2" or "Class 3 estimate when such quote does not meet the threshold for a Class 2 or 3.	√	√	√	√	√
9	Contingency calculated at ~21% - not clear how contingency and risk assessment are linked, if at all.	√	√	√	√	
10	Risk shifting - Project Team does not fully understand the nature of target price work.	√	√	√	√	√
11	The process of bid evaluation scoring and metrics used varies among Project Teams.	√	√	√	√	√
12	The process of comparing bids and 3rd party estimates varies among Project Teams.	√	√	√	√	
13	Significant differences between Vendor Quotations (from 50% to > 100%).	√	√	√	√	
14	Vendor quotes and 3rd Party Estimates (Faithful + Gould) are not aligned for ease of comparison to facilitate a comprehensive review of differences.	√	√	√	√	
15	The contractor selection process compelled the contract to be awarded to the lowest bidder over other qualifying considerations.	√	√	√	√	
16	Risks materialized greater than expected during execution, i.e. underground utilities.	√	√	√	√	
17	Senior Management is reluctant to increase contingency on the front end despite selecting the lowest bidder.		√	√		
18	Project Manager is young and appears inexperienced to manage size of project.		√	√	√	
19	Project Team has difficulty in obtaining reliable cost and schedule data from contractor resulting in OPG's inability to effectively forecast costs to complete.	√	√	√	√	√
20	Contractor performance issues have increased costs	√		√	√	
21	OPG performance issue has increased costs, or has the potential to increase costs					√
22	Scope growth beyond what was anticipated for the project.		√	√	√	
*	*Project is in its early stages.*					

Attachment C – Summary of Cost Variances to Date for Campus Plan Projects
BMcD/Modus 2Q 2014 Report to NOC
May 13, 2014

In accordance with recommended industry practices, construction project costs should be periodically evaluated and updated in order to develop reliable estimate at completion ("EAC") forecasts. Planning for cost forecasting establishes the timing of forecasts, how forecasts are communicated or reported, methodologies and systems/tools to be used, and specific roles and responsibilities for forecasting. EACs should be prepared and issued on an established schedule that is appropriate for the pace of work on the project.

The development cycle of an EAC typically follows a set process with standard guidelines for the project team to follow. For instance, one step would be to review and rigorously vet contractor cost reports to understand the development of costs versus current budget, planned and actual productivity. Based on our review of five (5) Campus Plan Projects, it does not appear that Facilities and Infrastructure ("F&I") used a set process or guidelines to govern EAC development. When we interviewed the project teams, we discovered that each team was following its own EAC process, indicating that there was neither visibility to cost increases nor internal cost control.

To understand the impact to the project costs and EAC process, we compared the current EAC to the last approved BCS to identify the magnitude of cost increases. The following chart illustrates the cost increases on the projects[1]:

Overall Cost Variances between the Latest BCS and the Current EAC on F&I Projects

Project	Board-Approved Costs	Current EAC	Variance	% Increase
D2O Storage & Drum Handling	$ 110,015	$ 314,383	$ 204,368	186%
Auxiliary Heating System	$ 45,607	$ 85,102	$ 39,495	87%
RFR Island Support Annex	$ 32,504	$ 40,738	$ 8,234	25%
Water and Sewer	$ 45,703	$ 57,712	$ 12,009	26%

We then analyzed the project documents to identify the categories of costs behind the increases identified on each of the projects as described below. We also interviewed the project teams to understand their EAC process.

D2O Storage & Drum Handling

Our analysis of the RFR Island Support Annex estimates yielded the following summary highlights:

- On this project, nearly every cost category of work has increased considerably ranging up to +537% above approved gate funds, with the exception of Phase I engineering design and award long lead procurement which was contracted on a fixed price basis.
- Engineering work is 82% complete overall versus a planned completion of 100%; 48 of 84 ECs have been issued in Passport. Engineering is forecasting that all ECs will be completed by early November 2014.

[1] The chart contains only 4 projects because Retube Waste Storage is not included; this project has not progressed beyond the definition phase.

Summary of D20 Cost Variances between the Latest BCS and the Current EAC

Cost Category	BCS/Gate 3b	Current EAC (4/22/14)	Variance	% Increase
[redacted]				
TOTAL	$ 110,015	$ 314,384	$ 204,369	186%

Summary of D20 Storage Building Cost Variances

Cost Element	Variance ($K)	% Increase
Underestimate of Effort	$ 30,978	19%
Design Scope Growth	$ 46,466	29%
Underestimate PM Plant Materials	$ 33,654	21%
Client Requested Changes	$ 5,273	3%
Schedule Extension & Acceleration	$ 9,852	6%
Environmental Requirements	$ 17,439	11%
Pipe Chase	$ 4,326	3%
EPSCA	$ 1,569	1%
Building Relocation	$ 9,726	6%
Total	$ 159,283	100%

A brief explanation of the significant changes, as reported by B&M in its updated cost estimate, is provided below:

- *Underestimate of Effort* – This cost element represents the underestimated effort required to execute the project based on the original scope of work. The staffing levels required to manage the work, generate CWPs/ ITPs and integrate the project plans into the OPG work management system were much greater than the original budgets allowed.
- *Design Scope Growth* – Represents the increased construction cost of the project from the original concept. The design engineering was a fixed price. Bidding took place on preliminary design requirements and a conceptual design report with many assumptions that were later invalidated. The absence of the MDR at the time of bidding meant that it was impractical to estimate the project beyond an AACE Class 5 quality level.
- *Underestimate of Permanent Plant Materials*
    - 367% increase in the quantity of process and service piping from 3,000M of piping to >14,000M.
    - 340% increase in the quantity of valves from 250 valves to ~1,100 valves.
    - 40 % increase to the electrical load list including additional equipment such as a UPS and Diesel generator that were not previously in the design requirements.
- *Environmental Requirements* – The project was awarded on the basis that the soil and ground water were free of contamination, an assumption that proved incorrect. Soil testing revealed the presence of tritium above acceptable levels, requiring special soil storage and operational requirements to manage the water runoff.
- *Building Relocation* – The original design concept had a new building with a "shared wall" in contact with the existing west wall of the TRF Building. However, the new foundations for the D20 interfered with the existing foundations necessitating a seven (7) meter relocation of the building to mitigate the conflict. This meant that the building now required four (4) architecturally completed sides rather than the original 3-sided finishes. More significantly, the scant pile (caisson) foundation shoring system became significantly more complex.
- *Schedule Acceleration and Extension required for:*
    - Premium time expended to recover lost time on the critical path and meet outage requirements.
    - Premium time planned critical work and make-up days for inclement weather

Auxiliary Heating System

Our analysis of the Auxiliary Heating System estimates yielded the following summary highlights:

- The current EAC was provided by the contractor just after the 4c estimate effort was complete. The contractor's EAC was provided in a high-level letter and spreadsheet form, which the project team did not dive into or vet.
- On this project, nearly every category of cost has increased significantly. The overall project, including interest and contingency is projecting an overrun of 87%.
- As of the March 2014 Program Status Report, the project is reporting 60% complete ($24M earned on a BAC of $40M).

Summary of Aux Heating Cost Variances between the Latest BCS and the Current EAC

Cost Category	BCS/Gate 3	Current EAC	Variance	% Increase
[redacted]				
TOTAL	$ 45,607	$ 85,103	$ 39,496	87%

The primary cost driver behind the $9.5M increase in engineering costs include $5M of additional Phase III engineering $3M for items that were simply underestimated. For example, HSL underestimated the cost of working in accordance with OPG's review processes; OPG's design review and approval processes are more time consuming than HSL anticipated. The team explained that OPGs EC process is very time consuming as compared with a commercial process. In addition, lack of detail and definition of scope at the beginning impacted the quality of the estimates and bids, including F+G's estimates.

RFR Island Support Annex

Our analysis of the RFR Island Support Annex estimates yielded the following summary highlights:

- For the current EAC, the team relied on high level cost data provided by the contractor which the team did not vet. This information was used at Gate 3B in February 2014.
- The RFR Annex Project is currently projecting a project cost of $40M, or $8M over its 4c estimate of $32M at the last project gate, for an overall increase of 25%.
- As of March 2014, the project is reporting 20% complete ($7M earned of a BAC of $33M).
- The EPC portion accounts for 91% of the overrun, with engineering comprising half of the overrun, procurement and construction 40%, and OPG costs, contingency and interest making up the balance of the overrun. See the table below for additional details.

Summary of RFR Island Support Annex Variances between the Latest BCS and the Current EAC

Cost Category	4C Estimate	Current EAC	Variance	% Increase
Project Costs	$ 23,265	$ 31,280	$ 8,015	34%
Interest	$ 1,973	$ 1,966	$ (7)	0%
Contingency	$ 7,266	$ 7,492	$ 226	3%
Total Project Cost	$ 32,504	$ 40,738	$ 8,234	25%

The following table briefly explains and summarizes the cost increases by $ and % of the RFR Annex Project is shown as follows:

Cost Category	Variance	% Increase
Engineering		
[redacted]		
Total Project Cost Increase	$ 8,234	25%

This project team has done a better job of trying to allocate the cost increases between scope increases and contractor underestimates as shown above.

- The main driver of cost overruns on the current EAC is contractor cost, specifically engineering. The primary issue is that the engineer, HSL, is unfamiliar with OPG's internal processes for design review and approval. The project team feels that Engineering is approximately 80% complete though there are no metrics to confirm; 16 of 22 design packages are complete.
- Communication direction between OPG and HSL has been an issue driving up the engineering costs; OPG's and HSL's processes are not aligned. HSL bid the job assuming that it would be a typical "commercial" level job, i.e. would not require extensive owner review and signoff. Instead, OPG's review and approval process has required much more level of effort from HSL than originally bid.
- In other instances, HSL has over anticipated OPG expectations and burned hours performing unnecessary engineering that could have been mitigated by better communications (e.g. the replacing and redesigning pole supporting security camera. OPG expected to simply mount the camera on an existing pole while HSL anticipating camera vibration issues engineered a new pole replacement).
- The ESMSA contract process has caused more engineering cost by shifting more risk and liability to the engineer. The work is subject to more stringent codes and is performed by different trades which HSL did not anticipate. That also drives up the engineering cost. The work is subject to more stringent codes and is performed by different trades which HSL did not anticipate. As a result, cost overruns for engineering alone equate to an additional $100 per square foot in building costs.

Water and Sewer

As of December 2013 the project was reporting 81% complete ($36.9M earned on a BAC of $45.7M). The Water and Sewer Project is currently projecting a cost increase of $8.3M on a budget of $54.0M or an increase of $18% as shown below:

Cost Category	BCS/Gate 3	Current EAC	Variance	% Increase
OPG Project Management	$ 3,237	$ 3,764	$ 527	16%
OPG Engineering	$ 705	$ 688	$ (17)	-2%
OPG Other	$ 983	$ 2,298	$ 1,315	134%
[redacted]				
Total	$ 45,703	$ 57,712	$ 12,009	26%

- The major driver of this cost increase is in the cost of the construction contracts, due to contractor underestimating the value of change requests, additional change requests not identified or anticipated and increased contractor indirect costs due to schedule delays.

- On a pure percentage basis, the major driver is the OPG other costs which have proved to be higher due to underestimate of the level of effort needed from OPG's Operations Manager, Operations, Project Oversight and Field Support and Drawing Office.
- The EAC for this BCS was based on actual invoiced additional changes as well as internal OPG estimates of the cost of anticipated contract changes.
- Another increase in overall cost of these projects has been due to the nature of the underground work – unforeseen conditions, soil conditions, and undocumented actual conditions.
- Compared to the other projects, water and sewer is well underway. Phase I is 100% complete; phase II is 100% complete on engineering and 75% construction; phase III is scheduled to complete by November 2014 and construction is scheduled to complete by June 2015. However, the work is demolition of the old water treatment plant and is less complicated than the other earlier scopes.