## **Appendix A – Documents**

- Email from Michael Hewitt, Chief Executive Officer, IronBridge Group, to Company 1 (Nov. 20, 2016)
- Email from Keith Alexander, Co-Founder, IronBridge Group, to Industry Officials (Dec. 30, 2016)
- Emails between Michael T. Flynn, President-Elect Transition Team and Bud McFarlane, Director and Co-Founder, IP3 (Jan. 2, 2017)
- Emails between Bud McFarlane, Director and Co-Founder, IP3, Michael T. Flynn, National Security Advisor, The White House, and KT McFarland, Deputy National Security Advisor, The White House (Feb. 5-6, 2017)
- Email from Michael Hewitt, Chief Executive Officer, IP3, to Thomas J. Barrack, Jr., Executive Chairman and Chief Executive Officer, and Matthew Grimes, Vice President, Colony NorthStar (Mar. 21, 2017)
- Email from Thomas J. Barrack, Jr., Executive Chairman and Chief Executive Officer, Colony NorthStar, to Yousef Al Otaiba, United Arab Emirates Ambassador to the United States (Mar. 16, 2017)
- Email from Jack Keane, Co-Founder, IP3, to Thomas J. Barrack, Jr., Executive Chairman and Chief Executive Officer, Colony NorthStar (Apr. 14, 2017)
- Company 9 Internal Email (Apr. 21, 2017)
- Emails from Bud McFarlane, Director and Co-Founder, and Michael Hewitt, Chief Executive Officer, IP3, to Company 9 (Apr. 23, 2017)
- Email from Michael Hewitt, Chief Executive Officer, IP3, to Thomas J. Barrack, Jr., Executive Chairman and Chief Executive Officer, Colony NorthStar, and Matthew Grimes, Vice President, Colony NorthStar (May 6, 2017)
- Email from Michael Hewitt, Chief Executive Officer, IP3, to Sally Donnelly, Senior Advisor, Department of Defense (Aug. 4, 2017)
- Email from Michael Hewitt, Chief Executive Officer, IP3, to Kirsten Fontenrose, Senior Director for Gulf Affairs, and Charles A. Gambaro, Jr., Director for Gulf Affairs, National Security Council, The White House (Aug. 27, 2018).
- IP3 Position Paper on 123 Agreement with Saudi Arabia

- Email from Thomas J. Barrack, Jr., Executive Chairman and Chief Executive Officer, Colony NorthStar, to Steve Schwarzman, Chairman and Chief Executive Officer, Blackstone (Sept. 29, 2017)
- Attachment to Email from Christine Parthemore, Senior Vice President for Atomic Energy, IP3, to Company 6 (Nov. 13, 2017)
- Email from Associate to Justin Chang, Managing Director, Colony NorthStar (Feb. 23, 2018)
- Company 1 Internal Email (Feb. 27, 2018)
- Emails between Thomas J. Barrack, Jr., Executive Chairman and Chief Executive Officer, Colony NorthStar, to Yousef Al Otaiba, United Arab Emirates Ambassador to the United States and Bruce Flatt, Chief Executive Officer, Brookfield Asset Management (Mar. 1, 2018)
- Email from Michael Hewitt, Chief Executive Officer, IP3, to Company 1 (Dec. 26, 2018)
- Company 6 Internal Email (Jan. 13, 2019)
- Company 5 Internal Email (Feb. 10, 2019)
- Email from Michael Hewitt, Chief Executive Officer, IP3, to Company 2 (Feb. 13, 2019)
- Company 2 Internal Email (Feb. 28, 2019)
- Email from Christine Samuelian, National Security Council, The White House, to Executive Assistant, IP3 (Mar. 20, 2019)

Email from Michael Hewitt, Chief Executive Officer, IronBridge Group, to Company 1 (Nov. 20, 2016)

From:	Mike Hewitt
To:	的运行。在这个家族的主义和任
Subject:	
Date:	Sunday, November 20, 2016 8:27:38 AM

Sounds good. Happy to set up a phonecall Monday or Tuesday. While we are careful not to get ahead of the new Administration our program has been seeded in their policy agenda. You will soon hear it echoed in talking points. Additionally, we have been formally invited to KSA to meet with key officials (close hold). We believe there are many intersections with We are hosting a leadership / CEO meeting on 8 Dec that will include many of the leaders you have seen in our presentation as well as the CEO's of many of our Industry Strategic Partners. If we can advance the conversation with your Chair we would welcome participation on 8 Dec.

best, Mike

RDML Michael Hewitt, USN (Ret) CEO, Iron Bridge Group

Executive Assistant:

On Sun, Nov 20, 2016 at 11:16 AM, wrote: Mike I am intrigued by what you are doing and think it is right on as far as creating a new industrial relationship with that country. I am trying to get ahold of my chair as we speak. Can we talk Monday or Tuesday? On Nov 15, 2016, at 1:18 PM, Mike Hewitt Vision 2030 and the knowledge economy are core components of our plan. vr Mike --RDML Michael Hewitt, USN (Ret) CEO, Iron Bridge Group

Executive Assistant:

Email from Keith Alexander, Co-Founder, IronBridge Group, to Industry Officials (Dec. 30, 2016)

## **IP3 Visit to Saudi Arabia**

From: To:	Keith Alexander
Cc:	Jack Keane Keane Mike Hewitt
Date: Attachments:	Robert McFarlane Fri, 30 Dec 2016 18:08:28 -0500 161221 MBS Letter Master Signed.pdf (305.82 kB)

CEOs,

This note provides the key highlights from the IP3 visit to Saudi Arabia last week. The trip was very good for IP3. Our plan is fully intact as a public/private bundled energy and security venture and we remain committed to helping revitalize the U.S. nuclear industry while bringing significant benefits to Saudi Arabia.

#### A few quick items:

- We are returning to KSA within the next few weeks. The dates are being confirmed with MBS

- We are planning an IP3 meeting with the industry partners in Washington in February and will extend an invitation to MBS (Deputy Crown Prince) and one of his key deputies also. We will send you the dates shortly in the event you are able to participate.

- Our plan includes an initial ask of \$120 million from KSA. Our return trip is intended to secure that commitment. We are also considering our options for gap funding to cover the timeframe until KSA funding is secured.

### **TRIP SUMMARY:**

- The trip validated that our value proposition is on target: To reset the relationship between KSA and USA via a bundled public/private energy and security opportunity that is good for both countries

- We had several key public and private sector meetings, none of which introduced any meaningful obstacles or opposition to our proposition. Each of the officials offered to brief MBS and personally take him our presentation

- The MBS meeting was deferred due to their budget rollout. He called and asked if we could either stay two more days or return in early January. We opted to return shortly, enabling us to integrate key learnings from the trip and allowing time for the key Ministers to discuss this program with MBS in advance of our return

- The letter that you signed was shared with the key Ministers and was very impactful for showing the seriousness of our proposal and ability to bring together best-in-class security and energy partners (see attached)

- While our key buyer is MBS, we now have further clarity and license to meet with other key Ministers from Energy and K.A.CARE, where the nuclear program resides

- Our presentation calls for a decision to sign an MOU and get started on the initial Phase 1 analysis work, as we discussed in our Washington meeting. Our return visit is intended to secure KSA's commitment to pursue the IP3 proposition

- We conveyed strong, unequivocal support for this program from the Trump Administration, which was very well received from all key officials

- The IP3 delegation included Keith Alexander, Jack Keane, Bud McFarlane, Mike Hewitt, and Stu Solomon

## KEY MEETINGS:

- Presented IP3 to Dr. Musaad Al Aiban. He is #4 in KSA behind the King, Crown Prince, and Deputy Crown Prince...He is referred to as the "Minister without a Portfolio" and is entrusted with the most critical initiatives for the Kingdom. While his initial interest was most heavily focused on Cyber, he was intrigued with our proposal and offered to help with MBS/MBN for support and expediency.

- Presented IP3 to Adel Al-Jubeir (Foreign Minister): He recommended detailed discussions with KACARE and the Minister of Energy. These are both avenues that we were already pursuing, but we are careful not to get ahead of MBS

- Briefed Dr. Ibrahim A. Al-Assaf (Minister of State; Board member of Aramco; Board member of Public Investment Fund (PIF)): He counseled us to work through the PIF as he sees IP3 as a significant opportunity for more asset based investments

- Briefed Mounir Ayntrazi (Special Advisor to CEO of Saudi Electric Company): He was very enthusiastic about our program and believes it is exactly right. SEC holds much of the information that we need for our next phase analysis and Mounir expressed his interest and intent to help us. He was highly complimentary of the industrial partners

- Briefed Prince Khaled of KBW Holdings. His father is the "Warren Buffett of Saudi", worth \$32B, and is viewed as the top commercial leader in the Kingdom. Prince Khaled is very supportive of IP3 and has offered his assistance, given his personal relationship with MBS. He has been our conduit to MBS for the past 6 months.

#### Best regards,

Keith, Jack, Bud, Mike, and Stu

This email and any files transmitted with it are confidential and intended solely for the use of the individual or entity to whom they are addressed. If you have received this email in error please notify the system manager. All reasonable precautions have been taken to ensure no viruses are present in this e-mail. As our company cannot accept responsibility for any loss or damage arising from the use of this e-mail or attachments we recommend that you subject these to your virus checking procedures prior to use. The views, opinions, conclusions and other informations expressed in this electronic mail are not given or endorsed by the company unless otherwise indicated by an authorized representative independent of this message.

Emails between Michael T. Flynn, President-Elect Transition Team and Bud McFarlane, Director and Co-Founder, IP3 (Jan. 2, 2017) From: Michael Flynn @ptt.gov> Date: 1/2/17 21:35 (GMT-07:00) To: Michael FLYNN @gmail.com>, Michael FLYNN @gmail.com>, Robert McFarlane Subject: Re: Launching The Marshall Plan for the Middle East

Bud, let me and KT figure out a time to get together to discuss all below. This sounds very exciting and we need to take advantage of the momentum that comes with this initiative.

As you know, things like this can be big wins for everyone on a number of levels. Especially the ability to help stabilize the situation in the Middle East by helping to fix their economy, something the leadership across the ME wants to see change.

Owe you a note back and thanks for all you're doing.

Mike

On Mon, Jan 2, 2017 at 10:24 AM Robert McFarlane

Dear Mike,

I hope that you've found time for at least a day or two with your family during the Christmas holiday and have entered the New Year with conviction and purpose.

You're preparing to launch an intensive policy planning process that will set the course of the Trump Administration in national security affairs for the first term. We believe that our Marshall Plan for the Middle East can offer a useful adjunct to your strategy toward that region.

As you know, Generals Jack Keane, Keith Alexander, Admiral Mike Hewitt and I have completed a week-long visit to Saudi Arabia (our trip report is attached). In this note I want to give you our sense of the historic opportunity that we believe is at hand for launching a regionally-funded approach that will truly transform the region and thereby:

> enable an unprecedented evolution in the political-economy of the Middle East through the introduction of reformist policies, security, economic growth, and stability led by the new generation of Arab leaders in KSA, the GCC countries plus Egypt and Jordan;

restore the historic strategic relationship of trust and partnership (and the reputation of the United States) forged by President Roosevelt 70 years ago;

enable a renaissance in the U.S. nuclear power industry (and thereby help "Make America Great Again."

restore a stable balance of power to the geopolitics of the Middle East;

We came away from this visit, and almost two years of focused analysis that has included intensive dialogue with CEOs of the industrial giants of corporate America (i.e. **1999**) and others), with high confidence that the United States is in a position to stop resourcing conflict and start nurturing reform, industrialization, modernization and an evolution of Islam toward modernity, tolerance and partnership unprecedented in recorded history.

Our core leaders would like to meet with you to present in detail the way forward and how this bipartisan, public/private partnership can usher in a new paradigm for American involvement in the Middle East. If you approve, we would also bring along a few of the CEOs of the corporations who have committed to join with us in this giant enterprise (see second attachment).

As may be evident Mike, we are terribly excited and enthusiastic toward this historic opportunity. I should note in particular that much of our confidence derives from how emphatically positive your message expressing your – and the President-Elect's – support for the Marshall Plan, was received by the leadership of KSA. It had a palpable impact on the tone and substance of all of our meetings.

May I call your office in a day or so to determine when it might be possible for us to meet with you? We'd like to provide a more detailed explanation of the basis for our confidence in the transformative benefit for the national security interests of the United States that lies in the regionally-funded Marshall Plan for the Middle East?

Happy New Year and warm regards,

Bud

Robert C. McFarlane

Director

**IP3** Corporation

Emails between Bud McFarlane, Director and Co-Founder, IP3, Michael T. Flynn, National Security Advisor, The White House, and KT McFarland, Deputy National Security Advisor, The White House (Feb. 5-6, 2017)



Mike Hewitt

## Fwd: Re: The Last Breath of the US Nuclear Power Industry

2 messages	
Robert McFarlane	Mon, Feb 6, 2017 at 8:52 AM
Mike Mike pleasesee KTs note below I'm in a Metro station could you please par Bud	ss this to Tom Barrack?
Sent from my T-Mobile 4G LTE Device	
Original message From: KT Mcfarland <b>Constant State</b> Date: 2/6/17 07:38 (GMT-05:00) To: "Flynn, Michael T. EOP/WHO" <b>Constant State</b> Cc: Robert McFarlane <b>State</b> Subject: Re: The Last Breath of the US Nuclear Power Industry	@nsc.eop.gov
Bud did you pass this to tom barrack.	

Sent from my iPhone

> On Feb 6, 2017, at 5:55 AM, Flynn, Michael T. EOP/WHO <<u>Michael.T.Flynn@nsc.eop.gov</u>> wrote:

> Bud,

>

>

>

>

>

> I agree with your sense of urgency. Let me get with KT. Owe you a note back.

> > MTF

> > APNSA FLYNN

> LTG (R) USA

>

> On Feb 5, 2017, at 11:27 PM, Robert McFarlane

wrote:

> Mike and Kt,

> I know from TB that you are up to date on how Russia and China are very near capturing the giant Middle East nuclear power market.

> What you may not realize is what has happened to Westinghouse (the only US-licensed company still in the industry anywhere).

> Over the past two weeks, Toshiba, who has owned Westinghouse for almost ten years, decided to get out of the nuclear business (as a consequence of cost over-runs on the four nuke plants they are building now). Toshiba intends to sell-off Westinghouse piece by piece. We're working to find a US buyer and then rebuild the US industry built around Westinghouse - starting with a huge order from KSA and the GCC states. But that is not an easy series of steps to orchestrate. In short, not much time is left to save the U.S. nuclear power industry.

> That said, if we can engage with the Saudis, and bring robust US-run security (and nuclear power) to the Middle East we can change the course of history. To wit:

>

By enabling the transformation of KSA into an industrial state over the next ten years;

> Stimulating the creation of hundreds of thousands of jobs for KSA and every country in the GCC plus Egypt and Jordan;

> Rebuild the nuclear industry of the US (financed by the huge revenue coming from KSA and the GCC, and thereby create hundreds of thousands of new high-paying jobs in the U.S.

> But time is truly running out. Russia and China are eating our lunch – concluding orders for dozens of new plants for the KSA et al.

> KSA is hoping the US will make a serious proposal. They know about us but they still want to hear whether the president is going to endorse the US coming to the rescue. (And it will all be paid for by KSA and the GCC).

It is truly essential that a visible signal be sent to the Saudis, and a public statement made by POTUS endorsing support for American participation in the industrialization of the Middle East. (He need not mention any company in particular).

> Please call - ANYTIME - if I can do anything to help. We'll be glad to go brief anyone - SecState, CIA, or any others.

> Best

> > Bud

## >

>\_\_\_\_\_

> Robert C. McFarlane

> Co-Founder

> U.S. Energy Security Council

Mike Hewitt

To: Matthew Grimes

Mon, Feb 6, 2017 at 9:04 AM

Per KT's request, please pass them to Tom.

Vr Mike H [Quoted text hidden]

\_\_\_\_

RDML Michael Hewitt, USN (Ret) CEO, Iron Bridge Group



Email from Michael Hewitt, Chief Executive Officer, IP3, to Thomas J. Barrack, Jr., Executive Chairman and Chief Executive Officer, and Matthew Grimes, Vice President, Colony NorthStar (Mar. 21, 2017)

Message	* 8		
From:	Mike Hewitt		
Sent:	3/21/2017 6:31:24 PM		
To:	Matthew Grimes	Tom Barrack	
Subject:	Save the Date: Future Investme	nt Initiative, Rivadh, 24-26 October	

Tom, Matthew

Of interest as we start to build out the "commercial diplomacy" and economic entanglement strategies of the MP. The PIF will most likely be KSA funding source of IP3 and possible Westinghouse JV.

Vr Mike

From: H.E. Yasir O. Al- Rumayyan Sent: Monday, March 20, 2017 6:27 PM To: Subject: Save the Date: Future Investment Initiative, Riyadh, 24-26 October



An exclusive invitation-only global business and investment platform that will bring together the most visionary, innovative and renowned architects of the future from all corners of the globe and from all industries.

In a world undergoing comprehensive transformation, where economic decision makers, investors, and future generations are looking for new navigational signposts, it becomes fundamental to consider the drivers of global change and to think about what shape tomorrow's world will take.

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Held under the leadership of **HRH Prince Mohammad bin Salman bin Abdulaziz Al Saud**, Deputy Crown Prince and Chairman of the Public Investment Fund, the inaugural **FUTURE INVESTMENT INITIATIVE** is taking place in Riyadh from **24-26 October 2017**. You will receive your invitation as a special guest in the coming days. Please save the date. For further information, please contact us at <u>info@futureinvestmentinitiative.com</u>.

Yours sincerely,



H.E. Yasir O. Al- Rumayyan Managing Director of the Public Investment Fund Advisor to the General Secretariat of the Cabinet of Ministers

About the Public Investment Fund

The Public Investment Fund, Saudi Arabia's sovereign wealth fund, is building an investment portfolio that is diversified and risk-adjusted across sectors, geographies, and assets classes. At home, PIF will be the engine for new investments which drive financially sustainable diversification in the Kingdom and which help to unlock key sectors that will act as platforms for private sector investment. Abroad, PIF will act as the Kingdom's main investment arm, with a diversified portfolio of assets and strong global partnerships. The Fund already has over 200 investments and more than \$190 billion of assets under management.

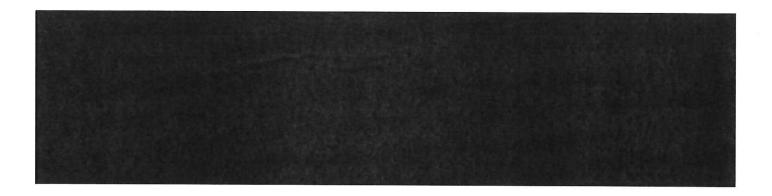
Website: <u>futureinvestmentinitiative.com</u> Email: <u>info@futureinvestmentinitiative.com</u> Media: <u>media@futureinvestmentinitiative.com</u>



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Stu Solomon President, IP3

Assistant:

--RDML Michael Hewitt, USN (Ret) CEO, Iron Bridge Group Email from Thomas J. Barrack, Jr., Executive Chairman and Chief Executive Officer, Colony NorthStar, to Yousef Al Otaiba, United Arab Emirates Ambassador to the United States (Mar. 16, 2017)

Message	
From:	Yousef Al Otaiba
Sent:	3/16/2017 7:34:14 PM
To:	Tom Barrack
Subject:	Re: WSJ Op-Ed/Yousef Al Otaiba: The Gulf States Are Ready for Peaceful Coexistence If Iran Is
Will reach	n out right now.
Sent: Thu To: Youse	m Barrack Irsday, March 16, 2017 3:33 PM f Al Otaiba Re: WSJ Op-Ed/Yousef Al Otaiba: The Gulf States Are Ready for Peaceful Coexistence If Iran Is
l am your	s wherever and whenever you want me! Will you reach out to Adel!
Sent from	n my iPhone
On Mar 1	6, 2017, at 12:28 PM, Yousef Al Otaiba
la	an make Tuesday work if Adel can make it.
14	Independent is the ISIS conference
VV	ednesday is the ISIS conference.
	rom: Tom Barrack ent: Thursday, March 16, 2017 3:26 PM
	: Yousef Al Otaiba
	ubject: Re: WSJ Op-Ed/Yousef Al Otaiba: The Gulf States Are Ready for Peaceful Coexistence If Iran Is
Tu	uesday or Wednesday you name it!
Se	ent from my iPhone
0	n Mar 16, 2017, at 12:10 PM, Yousef Al Otaiba
	I saw it.
	Why don't we try to get together with Adel next week, all three of us so we can
	brainstorm together.
	Adel is a very close friend of mine and we often conspire together.
	From: Tom Barrack

Sent: Thursday, March 16, 2017 1:56 PM

To: Yousef Al Otaiba Subject: Re: WSJ Op-Ed/Yousef Al Otaiba: The Gulf States Are Ready for Peaceful Coexistence -- If Iran Is

I sent you a copy of my note to Adel.But I have been discussing a special envoy position with POTUS and Jared which would focus primarily on the commercial and economic aspects of the new economic development plan across the region and particularly in Egypt.

I am tempted if it were put together correctly and would love to talk to you in depth about it when you have time!

I want to get to tell you you once again that your curation of the people and the discussion last night was simply epic!

Thank you Habibi

Tom

Sent from my iPhone

On Mar 16, 2017, at 8:07 AM, Tom Barrack wrote:

Perfect !! Stephanie Winston Wokoff I will send you both an email

Sent from my iPhone

On Mar 16, 2017, at 8:02 AM, Yousef Al Otaiba wrote:

Here you go:

Luis Moreno:

**Steve Hadley:** 

Adel Al Jubeir:

No one comes to mind that I really want to meet. Thanks to you, I'm in consistent contact with Jared and thats been extremely helpful, for both sides I think. I might seek your help with an unorthodox request. Would like to get in touch with Melania's stylist to show her our fashion line. This may be way out of your lane but its the only thing I can think of at the moment.

Yousef

From: Tom Barrack Sent: Thursday, March 16, 2017 8:45 AM To: Yousef Al Otaiba Subject: Re: WSJ Op-Ed/Yousef Al Otaiba: The Gulf States Are Ready for Peaceful Coexistence -- If Iran Is

I can't tell U how much fun hat dinner was for me! Shukran Habibi! Also would you mind if your assistant sent me Adel's, Steve Hadley's and Louis's contact info . I really enjoyed getting to know them.

Also I would like to host a few small breakfasts or lunchs with some of the administration officials that you don't know. Tell me who is high on your hit list

Tom

Sent from my iPhone

On Mar 16, 2017, at 3:49 AM, Yousef Al Otaiba wrote:

Next dinner is yours! This was a work dinner. Yours will be a fun one!

Email from Jack Keane, Co-Founder, IP3, to Thomas J. Barrack, Jr., Executive Chairman and Chief Executive Officer, Colony NorthStar (Apr. 14, 2017)

Matthew Grimes
11/30/2017 5:20:34 PM
Tom Barrack
Fwd: Follow Up

Begin forwarded message:

From: Jack Keane	@gmail.com>
Subject: Follow Up	
Date: April 14, 2017 at 11:2	6:54 AM PDT
To:	
Cc:	

Tom

Thank you for facilitating the meeting with Gary. From our perspective Gary understood the Geo-Political, National Security and Economic value proposition of our public/private initiative.

We are confident that our strategy to focus on non-proliferation, U.S. Industry revitalization (Westinghouse), and economic value to both the M.E. and the U.S. is a unique value proposition and is closely aligned with the goals of the Trump Administration. If other US companies are coming with a similar offer we welcome their competition/participation.

We captured several next steps from our meeting;

- Gary agreed to contact leadership in KSA and Egypt to indicate Administration support for the United States to be the country of choice for the peaceful introduction of nuclear power and security to the region.

- The IP3 solution will be incorporated as one of the material deals at the upcoming Summit.

- Gary agreed to signal support to the PIF that the acquisition of Westinghouse with KSA minority investment and U.S. majority ownership would be supported (pending CFIUS approval).

- We would like your help in asking Sec. Wilbur Ross to take the IP3 briefing from our team.

On Monday afternoon 17 April we will be again hosting the CEO's of the Energy partners and would welcome your participation and offering your thoughts on the future of the M.E. and the Marshall Plan framework.

All the best, jk

Office:	1.48
Mobile:	

Company 9 Internal Email (Apr. 21, 2017)

Message		¥.
From:		
Sent:	4/21/2017 11:34:10 PM	
To:		
Cublert	102	
Subject:	IP3	

Subject:

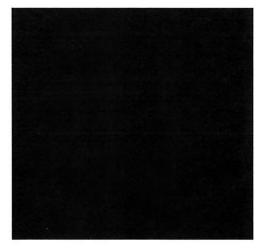
Folks:

IP3 folks telling me that 123 = total roadblock to their efforts to get Admin support for their vision of using nuclear energy as the pillar of US-KSA-GCC relations for "peace, power & prosperity" (i.e. IP3).

Gold standard appears to be accepted as conventional wisdom [sic], notwithstanding JPCOA, ACA, TPP, etc.

We have been asked for our advice on this and I would like to consult w you about that on Monday.

Thanks.



Emails from Bud McFarlane, Director and Co-Founder, and Michael Hewitt, Chief Executive Officer, IP3, to Company 9 (Apr. 23, 2017)

Message	
From:	
Sent: To:	4/23/2017 5:55:27 PM
Subject:	Fwd: IP3, 123 agreements and the "Gold Standard".

Get Outlook for iOS

From: Robert McFarlane Sent: Sunday, April 23, 2017 1:35:28 PM To: 'Mike Hewitt'; 'Jack Keane'; Constant of the "Gold Standard". Subject: RE: IP3, 123 agreements and the "Gold Standard".

Mike,

Thanks for your message to which I believe helps in framing the problem we are facing which is (correct me if I'm wrong) to secure the approval of the USG and the target host countries for our approach to dealing with the non-proliferation challenge.

Since digesting your message to , i've tried first, to take a simplistic approach to defining exactly who the USG is. That is, we have the strong support of the Secretary of Energy and his professional staff, and the former Deputy Secretary of Energy for the "in-and-out-fuel-cycle" approach. We have also secured the strong support of the Secretary of Defense, and the Directors of the CIA, and the National Economic Council (Gary COHN) and their staffs – five strong endorsements.

We have not yet secured the support of the Secretary of State, or the Secretary of Commerce. We believe that these two cabinet officers will base their positions on essentially the same sources – primarily the relevant officers in Secretary KERRY's State Department. Is that true.

Do we have a basis for judging the sentiments of the following former public officials?

My point here is simply to ask whether we have -- in the "In-and-Out-Fuel Cycle" – a position that can secure the endorsement of a cadre of principals sufficient to enable us to go forward to KSA and seek their endorsement?

Looking forward to the Conference Call later today.

Best

Bud

From: Mike Hewitt Sent: Sunday, April 23, 2017 10:27 AM To: Jack Keane

Keith Alexander

Subject: IP3, 123 agreements and the "Gold Standard".

Thank you for the call Friday evening and your thoughts on a way forward. Perhaps our biggest asset is your and and credibility and leadership on this complex topic. IP3 is a material solution that in our opinion achieves Nuclear Cooperation, non-proliferation, industry revitalization and broader economic and strategic interests.

We are novices on the complexity of 123 agreements required by law and the adherence to a "Gold Standard" which we can easily see becomes self defeating against our countries Strategic Goals. That said we have benefited greatly from your work at **Strategic Goals** and have tried to incorporate your thinking on the myth of the Gold Standard as well as creating a U.S. lead Assured Nuclear Fuel Services Initiative (ANFSI).

Having a Strategically Coherent Policy in the M.E. can be accomplished. Despite our seemingly incoherent Nuclear policy in the M.E.; Iran deal vs UAE (Gold Standard) vs Egypt 123 without Gold Standard. Our leadership (IP3) in National Security, Foreign Policy and Energy is unmatched, and the opportunities we have with this new Administration to reverse course in the M.E. couldn't be better. We simply can't afford another 4 years where we are stuck in this debate on 123 vs gold standard vs case by case approach.

A few observations from the IP3 perspective; (Apologize for the rambling)

- 123 agreements must serve multiple non-proliferation interests

- there are many versions of 123 agreements based on multiple factors. Other conditions will apply to actual U.S. transfers of nuclear technology etc.

- the goals of 123 agreements are best accomplished by a broader understanding of economic, strategic issues vs just non-proliferation priorities.

- 123's are framework agreements and there is room for nuclear cooperation that don't require 123's first. (IP3 partnering phase with KSA)?

- 123 is supposed to stop peaceful programs from becoming a cover for a weapons program, but in fact it could have the opposite outcome. IP3 in concert with a rational 123 agreement could achieve our goals in the M.E.
- The Gold Standard doesn't stop illicit procurement or other activities from a country that decides to go that route. IP3 would incentive participating countries not to pursue illicit activities and would provide the U.S. preeminent "eye's on" these countries.

- Gold Standard has slowly killed our leverage and cooperating with the U.S has been diminished. Alternative suppliers (RF and China) will fill the void and U.S. suppliers have atrophied.

- Many countries will see the insistence on a gold standard as discriminating and pushing a U.S. economic agenda? (haves and have nots). ANFSI can reverse this.

- Gold Standard doesn't create consistency, just the opposite.

- IP3 is a material gold standard, not simply a policy. It comports with the goals of the Non-Pro. community

- Insisting on a gold standard 123 agreement is banking on coercion vs cooperation (IP3) as as strategy.

Coercion alone is a losing strategy, RF and China moving quickly to provide cooperation.

- This Administration knows KSA cant sign a 123 now.

- The Trump administration has been working diligently to get KSA to sign a 123 (Gold standard) and under the current circumstances it has diminished U.S. credibility as well as good will. KSA won't sign.

- The Administration may see IP3 as something that hurts their hard line KSA 123 negotiation ? Partially because the hard liners would see it as inconsistent and perhaps worse because of the caveats in the UAE 123 (Gold Standard) agreement. In other words they must hold to UAE gold standard with KSA because under the clause in the agreement it would revert to a new lower standard?

- If one of the goals of the 123 and Gold Standard is to drive non enrichment nations away from indigenous enrichment desires and towards a Assured Nuclear Fuel Services Initiative (in-out), than IP3 becomes a fair, economic and outcome based solution that ensures those goals.

It is time for a pragmatic understanding of the current conditions in the M.E. (which no one disagree's with) and real strategic thought and creativity. IP3 minimizes non-proliferation consequences of current track in M.E., increases broader strategic, economic benefits, and maximizes policy goals for the broadest number of departments and agencies.

Please correct us where we are wrong. Your leadership is critical and we must find a way to get in front of this issue now.

best,Mike

RDML Michael Hewitt, USN (Ret) CEO, Iron Bridge Group

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From:Matthew GrimesSent:5/6/2017 2:44:09 PMTo:Mike HewittSubject:Re: PIF

Admiral,

I will follow up with Tom about this and get back to you shortly.

Regards,

Matthew

On May 6, 2017, at 7:40 AM, Mike Hewitt

wrote:

Tom, Matthew

Following our meeting with Gary Cohn on partnering with PIF in possible acquisition of Westinghouse Gen Keane and the leadership wanted me to reach out and see if you could make an introduction or provide contact info for Yasser Roumayan. It is our understanding Yasser may be in DC on Monday and the Westinghouse deal structure, plan and equity requirements should be presented.

We are getting good signals that partnering on Nuc Power will be an agenda item at the summit.

Thanks again for all your support.

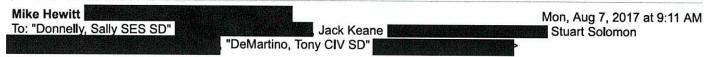
RDML Michael Hewitt, USN (Ret) CEO, Iron Bridge Group

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Email from Michael Hewitt, Chief Executive Officer, IP3, to Sally Donnelly, Senior Advisor, Department of Defense (Aug. 4, 2017)



# U.S. Nuclear policy (123 agreements) and the future of Nuclear power in the M.E. 4 messages



#### Sally

One piece of additional information from the discussion between Gen Keane and SecDef Mattis was the dynamic between State Dept non-proliferation policy (123 agreements) and the ability for the U.S. to partner with the M.E. on peaceful Nuclear power. I've attached two summaries of the key issues. These documents were put together by a group of leaders such as Steven Hadley and others who understand the difficulty between the UAE "gold Standard" 123 and Iran's JCPOA that has no 123 at all.

Jared Kushner seemed to understand this issue well and the fact that a US lead effort (like IP3) would provide a material non-proliferation solution. Balancing the National Security risks of Russia, Nuclear power in the M.E., U.S. industry in atrophy and attempting to compete with Nation States (Russia and China) is the core discussion the Administration is working to tee up.

Balancing the National Security and Non-Proliferation goals of the U.S. will be the most important aspect of any Administration discussion. This will clearly need to be co-lead by Sec Tillerson and Sec. Mattis.

vr Mike

Interference of the second state of the second state

2 170804 IP3 Summary of Key WH Meeting Points.pdf

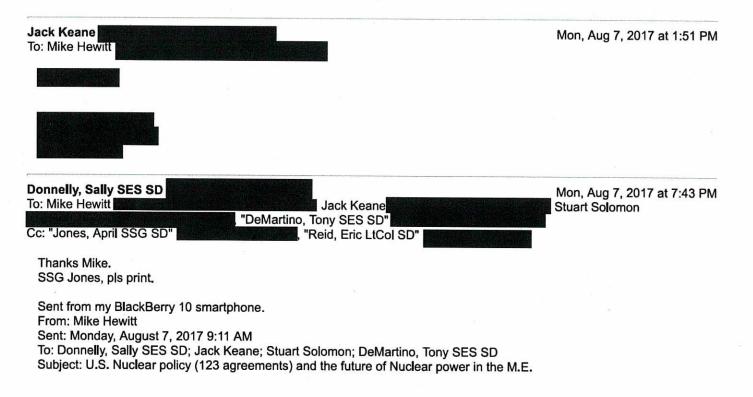
2 170802 IP3 Overview Kushner.pdf

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RDML Michael Hewitt, USN (Ret) CO-Founder, IP3

NEW TRANSFORME

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Sally

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Balancing the National Security and Non-Proliferation goals of the U.S. will be the most important aspect of any Administration discussion. This will clearly need to be co-lead by Sec Tillerson and Sec. Mattis.

vr Mike

draft123memoA.docx	
Summary.pdf	170509 123 Agreements
On Fri, Aug 4, 2017 at 7:01 PM, Mike Hewitt	

Sally, greetings.

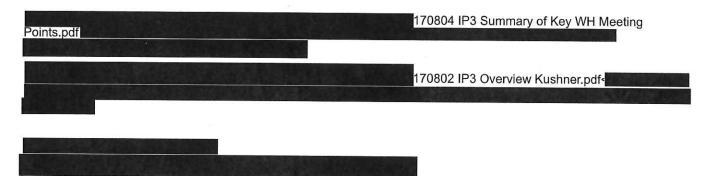
Gen Keane had a conversation with Sec. Mattis following a briefing we provided Jared Kushner on Weds. The Secretary requested a summary paper of the key points we discussed along with a copy of the presentation we provided. Both are attached.

Jared was going to engage Sec Tillerson on Weds and believe he plans to pull together a Deputies, Principals mtg to discuss national security, policy and domestic / international considerations of Middle East, Nuclear Power, Westinghouse and Russian movement to dominate the region / market.

We have also briefed Joe Votel, Tony Thomas and CNO Richardson.

Other Cabinet officials briefed; Rick Perry, Wilbur Ross and Mike Pompeo.

RDML Michael Hewitt, USN (Ret)



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RDML Michael Hewitt, USN (Ret) CO-Founder, IP3

[Quoted text hidden]

Mike Hewitt To: Geoffrey King

Tue, Aug 15, 2017 at 8:38 AM

----- Forwarded message ------

From: Mike Hewitt

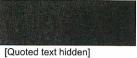
Date: Mon, Aug 7, 2017 at 9:11 AM

Subject: U.S. Nuclear policy (123 agreements) and the future of Nuclear power in the M.E. [Quoted text hidden]

--[Quoted text hidden] Co-Founder, IP3



IP3 Corporation



Email from Thomas J. Barrack, Jr., Executive Chairman and Chief Executive Officer, Colony NorthStar, to Steve Schwarzman, Chairman and Chief Executive Officer, Blackstone (Sept. 29, 2017) From: To: CC:

Tom Barrack Private

Sent: Subject:

9/29/2017 6:14:29 PM Schwarzman/Barrack call re- Westinghouse

Steve,

I think this could be a unique opportunity for you, Apollo and Colony. I've spent a lot of personal time on this and I look forward to speaking to you this afternoon.

Tom

# **Colony**Capital

A Westinghouse acquisition can be paired with a broader "Colony-IP3" private sector "Middle East Marshall Plan," which has been extensively championed by many in the USA and GCC governments.

**USA Situation Overview:** The US nuclear industry is at a tipping point, and the bankruptcy of Westinghouse stands to drive the US out of the global marketplace while simultaneously cementing the decline of the US nuclear business. Westinghouse is the only American nuclear power company but has fallen into bankruptcy due to financial distress emanating from severe construction losses. Westinghouse's potential sale to a foreign party would dramatically accelerate the collapse of any future nuclear build-out in the United States (and any US-led nuclear build-out in the international marketplace). Westinghouse is involved with more than half of the world's ~450 reactors, and the company provides fuel and maintenance services to a vast number of them and, as such, its impending bankruptcy challenges the reliability and security of an enormous amount of nuclear infrastructure. Additionally, there exists an American national security concern regarding the disclosure of nuclear technological secrets that could be used for either military or civilian purposes. Therefore, Westinghouse's bankruptcy has become a strategic priority for the US Government, who would like to see the company return to US ownership and control.

Middle East Situation Overview: As the USA retreated from the Middle East and Israel over the past eight years, a wind of withdrawal chaotically shifted the balance of the region. For the first time in centuries, the region is without an effective outside force for "nation-state" stability, leaving many governments struggling to assert political legitimacy amidst rising sectarian violence. Russia, China, and Iran have filled the vacuum left by our absence. Additionally, the region is currently faced with three menacing secular trends. First, there is an urgent and dangerous demographic bulge threatening to overwhelm the region. For example, in Arab countries, some 60% of the population is under 25 years old, and only 20% of the Middle East population newly entering the workforce will find employment at current economic growth rates. The remaining 80% face unemployment, resulting in greater instability. A second trend is the dynamic and changing global energy market which is further undermining the status quo, and as the importance of fossil fuels as an export becomes less critical, Middle Eastern countries must transition their economies away from oil-dependence. Accentuated by falling energy prices, the growing youth population in the Middle East is viewed as a burden and the issue is myopically being suppressed because of the incredibly high-government employment levels and unsustainable government-led and oil dependent economic models. Third, America's Middle East allies are struggling to maintain the regional balance of power by countering Iranian and Russian intervention. Our allies in the UAE and Saudi Arabia have commitments to build over thirty nuclear reactors in the region to address the humanitarian and social concerns emanating from the youth bulge and as a geopolitical counter to Iran.

The contracts for these nuclear facilities offer an incredible growth opportunity for Westinghouse. And, through Westinghouse, America can win the management and control of these contracts as a part of a much broader public-private partnership "Middle East Marshall Plan" described below. Our GCC allies in Saudi Arabia and the UAE have committed to invest in the Westinghouse acquisition and are willing to concurrently lock in Westinghouse as the primary partner on the 30+ reactors expected to be constructed in their countries in the coming decade.

**Opportunity:** Acquire Westinghouse in a whole company transaction through a US-led consortium with our allies from the GCC. In fact, an American-led consortium is the only solution because the sale of Westinghouse will require sign-off from CFIUS (Chaired by Sec. Mnuchin). A 51% USA ownership control of the consortium would allow the transaction to achieve approval from CFIUS on an accelerated basis.

**Dual-Objective:** The acquisition of Westinghouse through a joint US-GCC partnership would alleviate the challenges facing the American nuclear industry and the Middle East region by accomplishing the following:

# **Colony**Capital

- 1. In alignment with the 2030 plans of the GCC governments, supply power to the entire Middle East region in a peaceful and secure arrangement using nuclear power (clean energy), thereby establishing a potential for strong economic growth. Capitalize on the 30+ nuclear projects planned in the Middle East while simultaneously controlling the imminent proliferation on a secured basis through best-inclass US security as a service to the plants, grid and extended infrastructure.
- 2. Save America's nuclear power industry (and billions of dollars in economic activity and thousands of jobs) from unfriendly foreign ownership and eventual industrial dilapidation; instead, significantly invest in R&D to reestablish USA leadership in nuclear technology. Westinghouse is the preeminent provider of nuclear technology in the world and the only U.S. NRC design certified reactor that can compete with Russia and China, and therefore, the acquisition provides a foreign policy counter to Russia and China, who are voraciously bidding, building and financing nuclear projects in the Middle East.

**Public-Private Partnership:** The objective of the partnership is to create a state of interdependence between countries, through shared interests and the implementation of the long-term commercial opportunity in nuclear power in the Middle East. A consortium of US National Security, Energy, and Foreign Policy experts along with US Industry and regional powers have combined to lead the US Private Sector in a peace, power, and prosperity partnership. This project would be committed to and supported by major superpowers and regional governments as partners, implemented by regional and Fortune Global 500 companies, backed by significant investment from within and outside the region.

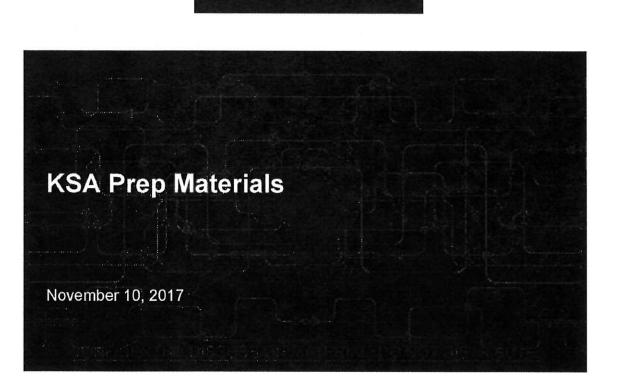
- 1. Deliver a massive deployment of reliable electricity from nuclear power plants with a "Secure In-and-Out Fuel Cycle."
- 2. Provide best in class U.S. Security to ensure the preeminent protection of the plants, grid, and extended critical infrastructure.

The only way to create significant value going forward is a dramatic expansion into under-penetrated markets. While the current management team is projecting over the form new plant opportunities over the next five years (~ for the new ownership group can successfully catalyze commitments from KSA and UAE. Under the current restructuring plan, the company is projecting that only six new reactors will be built in the MENA region between 2017 and 2030. However, the potential is over 30 under the Middle East Marshall Plan.

As such, with the addition of the entire Saudi and UAE nuclear growth plan committed to Westinghouse, the growth opportunity and value creation potential are dramatically higher than the plan presented by the current management. This Colony/IP3 Middle East Marshall Plan, in addition to securing financing commitments for 49% of the transaction, adds a valuable dimension to the broader Blackstone and Apollo consortium.



Attachment to Email from Christine Parthemore, Senior Vice President for Atomic Energy, IP3, to Company 6 (Nov. 13, 2017)



#### KSA 11/19 Meeting Objectives

· Present Unified and Cohesive Team: Westinghouse as lead, with best-in-class partners that know and like each other

**IP3** 

2

- · Emphasize V2030 Integration: Differentiate with deep references/alignment to KSA's NTP
- · Represent Integration with USG: Given competitive landscape, clearly demonstrate strong USG alignment/support
- Position Confidence with Project Financing: Demonstrate assurance the EXIM can deliver competitive financing
- Surround Bankruptcy Concerns: Acknowledge situation, demonstrating how team and process lead to stronger answer
- · Come Across as Easy to Work With: Team should appear progressive, diverse, energetic, and fun
- Understand the competition: Listen for key messages that indicate the influence of our competitors

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#### 11/19 Meeting Themes

· The USA is bringing one cohesive and healthy team: Westinghouse as lead, with integrated, best-in-class partners

IP3

3

- We're determined to help KSA realize V2030 objectives: This initiative will significantly advance V2030 metrics
- · Our government fully supports our bid: The USG is an extended team member
- · Project Financing will be integrated: Our bid will deliver competitive financing
- Our human capital plan will help bring Saudi current: This program will train and enable a large number of Saudi workers
- We will help Saudi leapfrog Iran and become a nuclear leader: Saudi will quickly surpass Iran in capabilities and image as a nuclear power leader
- Aramco was just practice: Saudi's nuclear business will leverage decades of learnings and experience

Westinghouse RFI Confidential. Only for Westinghouse RFI team use and no other party may rely on the report.

Email from Associate to Justin Chang, Managing Director, Colony NorthStar (Feb. 23, 2018)

-		122	-
F	ro	m	:

@clns.com>

To: Sent: Subject: Attachments: Justin Chang 2/23/2018 6:08:02 PM WEC Board Materials v1.0 Westinghouse Board Materials.pdf

Justin, please see attached and please let me know if you would like me to make any changes.

Thank you.

Colony NorthStar, Inc. 515 S. Elower St. 44th Floor | Los Angeles, CA 90071 direct | mobile | mobile | www.clns.com | NYSE: CLNS



## Westinghouse – Executive Summary



### Colony NorthStar has been invited to make a \$50M co-investment alongside Brookfield in their \$4.2B acquisition of Westinghouse Electric Company

- Westinghouse is a nuclear industry pioneer and the OEM of the majority of the world's 445 nuclear reactors. The company
  manufactures and distributes critical infrastructure for the operation of nuclear plants and provides complex engineering
  services vital to the maintenance of these plants
- Westinghouse is an irreplaceable asset operating in a well-regulated duopoly and has strong downside protection through its attractive market position, proprietary IP and industry expertise, and stable market demand
- Mismanagement by previous owners (Toshiba and British government) has created an opportunity to buy a long-dated infrastructure services business at a 7.5x 2018E EBITDA multiple with attractive upside
  - Strategic misstep by company to enter construction of nuclear plants as EPC has created the opportunity to acquire, at an attractive price, what is otherwise a very stable business with extremely high barriers to entry
- Significant potential for upside through operational improvements, M&A, sector rationalization, and, importantly, meaningful
  international growth opportunities in the Middle East and other markets
  - CLNS is seen as a significant value-add partner due to our experience and relationships with key stakeholders in growth markets such as the Middle East



Brookfield has invited CLNS to participate as an equity co-investor given historical CLNS relationships in important growth markets and resultant potential to contribute significant value

Colony NorthStar, Inc.

Company 1 Internal Email (Feb. 27, 2018)

From:	
Sent:	2/27/2018 5:32:51 PM
То:	

IP3 has a questionable reputation to some people in the USG and elsewhere. **Sector and an elsewhere** not a member of IP3's board, which will meet following the meeting that you will attend. I understand that many companies that periodically meet with IP3 have the same attitude that we have: we are not actually part of IP3, but we periodically meet with them to discuss KSA nuclear plans and opportunities. The US Commerce Department called me last week and asked if we are part of IP3, and I said no, that we just attend some of their meetings to learn information, as we also do with some other organizations. The Commerce official said he's hearing answers like that from several companies he's calling.

Don't mention anything about our potential consulting opportunities to KSA companies.

From: Sent: Tuesday, February 27, 2018 5:28 PM To: Cc: Subject: RE: Save The Date: IP3/IP3 Security 1Q Adv	visory Council Mtg		
Dear <b>and a</b>			
I will not be able to attend on March 16 <sup>th</sup> .	will represent	at the meeting.	
Regards,			
From: Sent: Friday, February 16, 2018 9:00 AM To: Subject: Save The Date: IP3/IP3 Security 1Q Advisor	ry Council Mtg		
All			

IP3/IP3 Security will host a joint 1Q Advisory Council meeting, **16 Mar, 0900-1100**. The meeting will be held at the Board of Trade, 800 Connecticut Ave NW, Suite 1001, Washington DC. As the date approaches, we will send out additional information.

If you have any questions or need any assistance, please feel free to contact me at any time.



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Tom Barrack Private

To: Sent: Subject: Justin Chang; Jonathan Grunzweig 3/1/2018 9:15:09 PM Fwd: Introduction

Sent from my iPhone

Begin forwarded message:

From: Yousef Al Otaiba Date: March 1, 2018 at 12:45:46 PM PST To: "Flatt, Bruce" Tom Ba Subject: Re: Introduction

Tom Barrack Private

Look forward to meeting you.

From: Flatt, Bruce Sent: Thursday, March 1, 2018 3:43 PM To: Yousef Al Otaiba; Tom Barrack Private Subject: RE: Introduction

Your Excellency,

Thank you for the note. I live in New York so it is easy to come to Washington. I will send some suggestions on days that might work prior to when I am going to be in Abu Dhabi, mid-April.

I look forward to a discussion.

Thanks. Bruce

J. Bruce Flatt Brookfield Asset Management Inc.



View Important disclosures and information about our e-mail policies here.

-----Original Message-----From: Yousef Al Otaiba Sent: Thursday, March 01, 2018 3:32 PM To: Tom Barrack Private Subject: Re: Introduction

Thanks Tom.



Bruce,

Pleasure to meet you. Tom is correct, there is plenty of potential for collaboration.

Let me know if you happen to be in DC any time before your visit to abu dhabi in april. I would be happy to arrange any needed meetings for you.

Original Message From: Tom Barrack Private Sent: Thursday, March 1, 2018 2:50 PM To: Yousef Al Otaiba Subject: Introduction

Bruce Flatt

Your Excellency,

I want to introduce you to a great friend and Brookfield CEO, Bruce Flatt.

Bruce is recently committed to acquire Westinghouse, one of the largest nuclear power providers and contractors in world. I think there is a great opportunity for Westinghouse and the Emirates to join forces on new initiatives and I am most pleased to introduce you to each other.

I believe Bruce is planning a trip to the region in April. I will leave arrangements in your gracious hands.

Tom

Email from Michael Hewitt, Chief Executive Officer, IP3, to Kirsten Fontenrose, Senior Director for Gulf Affairs, and Charles A. Gambaro, Jr., Director for Gulf Affairs, National Security Council, The White House (Aug. 27, 2018).

Mike Hewitt		Mon, Aug 27, 2018 at 6:36 AM To:
	nsc.eop.gov,	@nsc.eop.gov

Kirsten, Charlie

Thank you again for the meeting and informative conversation on the Middle East and Nuclear power. Your advice was very helpful and we intend to continue our meetings with appropriate departments and agencies. Per our conversation I have attached some of the documents pertaining to both 123 agreements as well as a comprehensive analysis of Global Nuclear Power trends. The Heritage analysis is quite good and the recent letter to Congress should give a better sense of the bi partisan concerns over the Gold Standard hurting our chances of actually controlling proliferation risks.

We do believe a more comprehensive campaign approach to the issue of Nuclear Power and the M.E. needs to be lead by the NSC.

Please don't hesitate to reach out if you have any

questions. Mike H

123 background material;

Heritage - US-KSA Nuclear Energy Cooperation Ag ...

draft123memoA.docx

170509 123 Agreements Summary.pdf

IP3 Position Paper on 123 Agreement with Saudi Arabia



#### Issue:

Should the U.S. insist that Saudi Arabia accept a "gold standard" in an agreement for peaceful nuclear cooperation with the United States?

#### **Background:**

The Kingdom of Saudi Arabia ("KSA") is reportedly considering an \$80 billion initiative to build 16 nuclear reactors in the coming years, which could generate 15% of the Kingdom's electricity. Nuclear companies in Russia, China, Korea, and the United States are competing for the business of designing, building, and fueling the reactors.

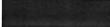
For any U.S. company to play that role, the United States and KSA must first negotiate an agreement for peaceful nuclear cooperation under Section 123 of the U.S. Atomic Energy Act, as amended ("123 Agreement"). A 123 agreement establishes important non-proliferation requirements. Once the Administration concludes a 123 agreement with a foreign partner, the agreement must be submitted to the US Congress, along with a nonproliferation impact statement and memos from the Secretaries of State and Energy.

Unless both houses pass a joint resolution indicating that Congress does not favor the agreement, it enters into force. While that high bar makes it unlikely Congress could block a completed 123 Agreement, the review process provides an opportunity for Congress to score political points at the expense of the Executive Branch and, perhaps, to advance legislation requiring affirmative Congressional action before any 123 Agreement enters into force. Given the divisions over this subject, plus the general inability of the Congress to pass legislation on any major issue, such legislation would cripple the ability of the United States to complete any 123 Agreement with any nation in future.

A key issue in 123 Agreement negotiations is whether the United States should insist upon the so-called "gold standard" provision, which requires the other government to make a legally-binding commitment never to pursue uranium enrichment or reprocessing capabilities. While "dual-use" technologies can be used in an entirely peaceful program, to produce fuel or to treat used fuel, if safeguards are violated these technologies can be misused to produce highly-enriched uranium or plutonium for nuclear weapons.

Even without the "gold standard", a US 123 Agreement is the strongest such agreement in the world. It reflects the 1978 Nuclear Non-Proliferation Act, which responded to the Indian nuclear test of 1974 by unilaterally imposing stronger nonproliferation conditions on US partners than any other country required at the time. It took the USG decades to persuade the other major nuclear suppliers to accept standards that approximated these additional USG requirements, for example, to accept "full-scope safeguards" and "catch-all" export controls.

The "gold standard" was yet another unilaterally ratcheting-up of nonproliferation conditions, reflecting strong pressure by the Congress, led by then-Congressman Howard Berman (D-CA). Berman pressed both the Bush 43 and Obama Administrations to require stronger and, ultimately, legally-binding commitments from the UAE as a condition for signing a 123 Agreement with the USG. The UAE had already formally committed on its own initiative to refrain from uranium enrichment and plutonium reprocessing, and was anxious to avoid a reprise of the kind of controversy they endured along the lines of Dubai Ports World, so they ultimately yielded to this demand. In exchange, they obtained a "most-favored nation" clause in the Agreed Minute accompanying the 123 Agreement, which would allow them to reopen the issue if the United States ever granted another 123 Agreement with more favorable terms to any other non-nuclear weapon State in the Middle East.



Unfortunately, US officials took to calling the UAE 123 Agreement a "gold standard", essentially forcing counterparties to publicly accept what they viewed as an overbroad and unnecessary requirement that gives up greater rights to the USG than either the Nuclear Non-Proliferation Treaty, *or any other nuclear supplier*, requires. Of course, the USG did *not* seek to impose the "gold standard" on Iran in the JCPOA (which obviously permits continued enrichment), despite Iran's clandestine nuclear weapons program. That double-standard is evident to all, and it is likely that no other government will *ever* accept the "gold standard", nor will any US competitor ever seek, much less require, acceptance of such a standard by countries that live up to the already-exacting nonproliferation conditions required pursuant to the NPT and International Atomic Energy safeguards agreements. As noted, these conditions have *already* been greatly strengthened through decades of US diplomatic efforts in the Nuclear Suppliers Group and other fora. Thus, the JCPOA effectively killed the "gold standard" as a credible demand for any NPT-compliant country considering a peaceful nuclear energy program.

In sum, continued USG insistence on the "gold standard" will likely lock US companies forever out of the global market for contracts in the nuclear industry including contracts to supply reactors, equipment, services, fuel, or other products, and force all potential partners into the waiting arms of Russia, China, Korea, and France. And, since the existing 123 Agreement nonproliferation conditions, even *without* the gold standard, are as strong as any in the world, the net effect will be not only to rob American companies of exports, jobs, and revenues, but also to contribute to a net weakening of US influence in global nonproliferation. The end state would be to weaken and, in fact, likely eliminate the US role, once dominant, as the world's leading nuclear supplier.

### Option A: Continue to insist on "gold standard" in 123 negotiations with KSA and others.

#### Pros:

- The United States should set the highest standards of non-proliferation, particularly in a dangerous region such as the Middle East.
- If the U.S. falls short of the "gold standard" with Saudi Arabia, the UAE may exercise its right to renegotiate its agreement.

#### Cons:

- KSA unlikely to accept "gold standard," excluding the possibility of cooperating with US companies in building nuclear reactors and locking the KSA into a multi-generational relationship tying their energy security to US cooperation.
- The United States, which has already lost its dominance in global uranium enrichment (lagging now behind Russia, Europe, and China), will box ourselves out of the market forever, further eroding our influence as well as economic opportunities.

## Option B: Seek a strong 123 Agreement that matches the highest levels of nonproliferation protections now required under international norms, but without the "gold standard."

#### Pros:

• Enable the US to revitalize its strategic influence in the Middle East and give US companies the chance to restore US nuclear leadership through cooperation with the KSA and others.



• Offer a major boost to the US nuclear industry overseas while domestic demand for new reactors is weak, giving it the prospect to promote exports, create jobs, grow markets, increase domestic manufacturing, and expand global influence in perhaps the most strategic industry in the world, one that the United States invented and long dominated before losing its leadership to our competitors.

#### Cons:

- Many in Congress and the arms-control community will react critically, and may seek to further curtail Presidential authorities to negotiate 123 agreements in future.
- The UAE may seek to renegotiate its own 123 agreement to remove the "gold standard" (though they may be persuaded not to seek renegotiation, especially since the "gold standard" simply reflects existing UAE law proscribing enrichment and reprocessing, so removing it would have no practical effect.)

Email from Michael Hewitt, Chief Executive Officer, IP3, to Company 1 (Dec. 26, 2018)

From:	Mike Hewitt		
Sent:	12/29/2018 6:10:51 PM		
To:			
CC:			
Subject:	Re: DRAFT Letter to the President		

Thanks. The letter is not associated with Security or foreign policy, it is really associated with pulling together leadership in nuclear energy to address key issues we have all discussed for the last two years. Our unique access to the Administration and Departments and agencies has allowed us to elevate the key issues directly to NSC as well as directly with POTUS.

The Fuel cycle and advanced technologies in fuel cycle development are critical to our conversations with USG and KSA. As we mentioned to you in September ,IP3 mission and goals are unchanged.

Please let me know if you have any recommended changes to the draft and we will pass along any edits from our other CEO's.

Thanks as always.

Mike

On Sat, Dec 29, 2018 at 17:49

Dear Bud and Mike,

I plan to be in Abu Dhabi in early January for an Atlantic Council event where I'll be on a panel, and I'm sure I'll learn a bit more about developments in the region while I'm there.

wrote:

I don't think the phase a role to play in terms of security, foreign policy or access to USG. We are interested in assisting counties with nuclear regulation and safety generally. Our main focus, though, is on our nuclear fuel development. Please keep me apprised of progress towards sending the letter and your related initiatives. I'll be interested in seeing a final version once larger companies comment on the draft letter prior to signatures.

I wish you and your families a very happy and healthy new year.

Best regards,

From: Mike Hewitt Sent: Wednesday, December 26, 2018 11:19 AM To: Subject: Fwd: DRAFT Letter to the President

Happy Holidays. I wanted to follow up to Chairman McFarlane's email to let you know this letter is the result of several months of discussions with State. Dept, NSC, DoE and other industry partners. This isn't directly related to the KSA, LNPP procurement but associated with the need to build a much more comprehensive campaign to understand our nations global energy strategy (Nuc power being a key component). We have also drafted a National Security Study Directive (NSSD) and are urging the NSC / State Dept to take on this study. Additionally, it was recommended by several of our partners and others in USG to send an industry letter to POTUS. This is similar to the letter we drafted last year but withheld from sending.

This letter is going to most of the key industry CEO's as well as a few advanced reactor CEO's as well as

In light of the difficulties getting Congressional support for anything related to Nuc. Energy and KSA and the challenges the 123 agreement will face in 2019, we have discussed the need to have a broader approach that includes security agreements tied to non-proliferation (protecting countries from threats from WMD) as well as a deterrent model designed to support U.S. interests. The role of IP3 will be to support industry from the perspective of security, foreign policy, M.E. experience and access to USG.

The letter isn't from IP3 but from the Industry. We will staff it once signed.

Please let me know if you have any questions.

best, Mike

----- Forwarded message ------

From: Robert McFarlane Date: Mon, Dec 24, 2018 at 4:00 PM

Subject: DRAFT Letter to the President To:

Cc: Mike HEWITT

Dear

I'm writing to you for advice at an in-flexion point for the U.S. Nuclear Power Industry. As you know, for thirty years from 1953-'83, the United States led the world in setting the standards, building, and operating the largest commercial nuclear power industry in the world. In those years the commercial industry forged a functional public/private partnership with our government that enabled economic growth, as well as our military and national security interests.

And yet for the past 35 years, the industry has languished for reasons that have little to do with engineering or foundational economics. Today Russia and China have developed large nuclear industries and are moving aggressively beyond their borders to build, own and operate a fleet of plants as the foundation of their geopolitical strategy to dominate distant regions.

As a consequence of the foregoing history and current trends, we are at a Tipping Point. Much has changed here at home in terms of our production of fossil fuels, our concern over climate change, and the emergence of a blossoming renewables industry; and yet a government and regulatory framework that has not kept up. It's well past time that our government took a hard look at whether our national interests are being served by our diverse sources of energy and how updated policies could better enable economic growth at home and our competitiveness overseas. As such a review is considered however, and possibly - with your help - launched, the nuclear power industry can't wait. We need action now. In the Middle East, manifold pressures are challenging U.S. interests including Iranian aggression and ambition to dominate the region, Russian and Chinese determination to dislodge American presence, political influence and historic role in assuring the security of the region, and to expand their influence through offerings to build nuclear power plants. Were Russia and China to succeed with their strategies - in the deployment of dozens of nuclear power plants - they would have established 80-year relationships with the host countries and would bode fair to dominate the politics of the region for generations to come. You and we, as veterans of more than 100 years of combined service in the industry and the Middle East, cannot allow this to happen. For the past two years we at IP3 have engaged a broad bipartisan audience in both houses of Congress and the Executive Branch to underscore the impact of the trends summarized here on our nuclear power industry, our economy and our national security interests overseas. Again and again in these meetings we have been urged to rally principals in the U.S. nuclear power industry and to engage President Trump and the Nation Security Council on these matters.

### Toward that end we are calling upon you - and your counterpart CEOs at

and others -- to join with us in seeking a meeting with

the President. We enclose a draft letter to him for your consideration. Please get back to us with your recommendations at your earliest convenience.

Sincerely,

Robert "Bud" McFarlane

#### Chairman and Co-Founder, IP3

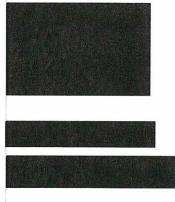
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RDML Michael Hewitt, USN (Ret)

IP3 Co-Founder, CEO IP3 Security

#### **IP3** Corporation

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RDML Michael Hewitt, USN (Ret)

**IP3** Corporation

Company 6 Internal Email (Jan. 13, 2019)

From:	Mike Hewitt
Sent: To:	Sun Jan 13 2019 12:38:00 EST
CC:	
Subject: Attachments:	Re: Trump letter/meeting
Attachments.	
Importance:	Normal
Priority: Sensitivity:	Normal None
Thanks	
On Sun, Jan	13, 2019 at 11:56 wrote:
Fyi	
From:	
Sent: Sunday	, January 13, 2019 6:27:19 PM
To: Subject: Re: 1	Frump letter/meeting
I am good wit	th it.
From:	
Sent: Sunday	, January 13, 2019 8:12 AM
	np letter/meeting
and	
and	
No need for a	letter to the President now. General Jack Keane met with the President on Friday with Mulvaney his chief of staff was in the room.
Keane said th	e meeting could not have gone better. He explained the broad approach to the Middle East to ensure China and/or Russia don't corner the nuclear
market there,	ensure nonproliferation of WMDs, revitalize the US nuclear industry, and support the Presidents Middle East strategy (Middle East NATO concept).
Keane asked	for a meeting of nuclear industry executives to provide him with the background and suggest a path forward.
President Tru	mp said when can I get this meeting.
He apparently	was not very aware of the China/Russia leadership in international nuclear and is very interested in how the industry coupled with a security solution
could change	that narrative in the Middle East.
<b>1</b> (1) TT (4)	
	s organizing the potential attendees. He and Keane are thinking of 6-8 industry execs led by and Keane.
Time table is	relatively quickly as early as last week of January to early February. Hewitt is working with the WH on scheduling it now.
are vou	willing to support this? You are viewed as the linchpin in this according to Keane.
Thanks	

67



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RDML Michael Hewitt, USN (Ret)

Co-Founder, CEO IP3 Security

**IP3** Corporation

7900 Tysons One Place Suite 400 McLean VA 22182

Executive Assistant: @ip3international.com

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Company 5 Internal Email (Feb. 10, 2019)

Message			
From: Sent:	2/10/2019 2:25:39 PM		
To:			
CC: Subject:	RE: Draft briefing		

I just forwarded everyone the latest email from IP-3.

Politely put, IP-3 is the Theranos of the nuclear industry. It used to be known as Alex Copson Partners and has been around in some form since the mid-1990's.

We are never sure how they continue to exist, but they usually have some elegantly noble but impossible to complete project in the nuclear field that requires massive policy changes to achieve and then wish to be paid to effect the required policy changes.

has had 3 interactions with IP-3/ACP and they have all ended poorly.

1. The first in the mid-late 1990's was a joint exploration of shipping radioactive waste to Samoa (or some small pacific island).

Oh and there were hints that

Copson had inappropriately enticed local officials to consider the proposal.

- 2. In 2015, ACP somehow convinced **Construction of the enter into a MOU/joint venture to build** heavy components for a undetermined design commercial nuclear reactor program in Saudi Arabia. **Construct** did primarily because of his relationship with Adm. Hewitt. This is how I got my initial introduction to the shitshow **Construction** Nothing every became of it. Copson used it to prove he had a relationship with **Construction** and at one point asked us for funding. We let this die in 2017.
- 3.

IP-3 has somehow been able to pull together impressive individuals with great national security credentials (who somehow have zero common sense). I understand the business model has included promises to those individuals of \$1M per reactor sold into SA to participate.

The core idea is SA is critical to US foreign policy. SA wants nuclear power. So leverage the SA desire for nuclear power and the current administration's leverage over SA to get SA to choose a US solution for nuclear energy. IP-3 would then provide the enriched fuel, security and disposal of the fuel.

The only missing reality points are (1) SA has not signed a 123 agreement; (2) the SA doesn't have the infrastructure or the intellectual ability to build or run nuclear power plants; (3) no US company can put a nuclear plant construction job on the balance sheet; and (4) SA doesn't really want a nuclear reactor fleet.

DOE and State have been all over this issue for years. The professional staff do not like the idea or IP-3 running around them.

Email from Michael Hewitt, Chief Executive Officer, IP3, to Company 2 (Feb. 13, 2019)

Message		
From:	Mike Hewitt	
Sent: To:	2/13/2019 2:14:57 PM	
Subject:	Re: POTUS meeting	

we have the actions. I've had two follow ups with DoE today. Our 100 day Campaign plan is where we are focusing. I also think we (Industry) need to take this on as Industry lead. Energy, Security, Intelligence, driven. The headwinds on the hill are stronger than I think some of the CEO's really understand. They need to reframe the conversation not about Non-Pro and 123 and more about compete and win. Better Non Pro solution if **Security** in the ground. This needs to be a Military like campaign and that's what we intend to build (with your support). Would like to get with you **Security** and the team to discuss.

We are going to circle back with Amb Bolton.

I'll pull together a hot wash conf call for sometime tomorrow,

Mike

On Wed, Feb 13, 2019 at 8:54 AM

Admiral. I thought the meeting went very well. I have received similar feedback from other participants. Did any one capture the actions or requests that we made during the meeting?

wrote:

Best'

Sent from my iPhone

-

RDML Michael Hewitt, USN (Ret)

IP3 Corporation 7900 Tysons One Place Suite 400 McLean VA 22182

Company 2 Internal Email (Feb. 28, 2019)

Message		
From:		
Sent:	2/28/2019 10:38:30 PM	
To:		
Subject:	IP3 Download	

Spoke to Mike Hewitt for an 1 hr this afternoon.

a the second share with the second second second

- (1) Thanked us for the input they are now compiling with others to get a coherent story to go back to POTUS with
- (2) Kudlow met again with Keane at POTUS request. Asked for more input as to what it is industry wants/needs. Went through a number of the points that we and others have made on financing, 123s. Keane emphasized need to get in with NSC Bolton. That is being organized.
- (3) Feedback from DOE front office has been positive. Hewitt has been working with Ed. Ed's direction is to continue working directly with POTUS just keep DOE informed real time.
- (4) IP3 has had several meetings with SecState Pompeo and AS Ford I sent you his recent speech. DOS is supportive and AS Ford's speech is indicative of that support.
- (5) Stated they have good relations with Israel, Jordan and KSA. They see Israel as having veto over any US nuclear project in Middle East via influence of AIPAC.
- (6) I commented that KSA not a near term opportunity but working through Jordan may set the path to KSA projects/cooperation. IP3 has good relations with Jordan, including King Abdullah II.
- (7) I asked what they were looking to do they basically want to make money selling security services and packages to middle east countries hosting US nuclear reactors. I commented I have little understanding of that line of business but if it is something being paid for by the host country (not us), then I could see a possible way of working together where IP3 helps us get a project and then provide security services to the host government for that project.
- (8) IP3 believes that they have the expertise to provide those services and the credibility with ME governments and Israel that the assets would be properly protected and safeguarded.
- (9) Mike stated that he would be having similar discussion with accepting. I offered that Jordan is a country where and we could collaborate to get a US win, while accepting only one of us may go forward. The theory being getting a US win means a 50/50 chance of us getting a project versus 1 in 5. I'm giving IP3 credit for being able to work their US, Jordan and Israel relations to make a US choice a certainty.
- (10)Mike stated that IP3 had requested meeting with \_\_\_\_\_\_ offered to have you join if they get the meeting. I noted that you frequently see \_\_\_\_\_\_ flying to \_\_\_\_\_\_ and \_\_\_\_\_.
- (11)IP3 has strong endorsement from DOD and former SecDef Mattis. No surprise there. But assuming they can get on the NSC agenda, they would have DOD, DOS and DOE working together to promote US Nuclear as in the national security interest. Getting through the NSC process would then go formally to POTUS for approval and implementation. While that seems redundant to the direct POTUS meeting, IP3 that deference to process is necessary to ensure ultimate success.
- (12)Discussed their meetings with DOC they've met with Ian and Nazak. We discussed challenges of DOC trade advocacy and he reinforced message from our meeting with DOC that they will be more flexible when the national security interests are in play.

That was pretty much it. I left it that we would continue our support for their response to POTUS efforts and we would confer with our leadership (you and Bud McFarlane) as to whether there is an opportunity to work together on Jordan opportunity.

Email from Christine Samuelian, National Security Council, The White House, to Executive Assistant, IP3 (Mar. 20, 2019) From: Samuelian, Christine E. EOP/NSC @nsc.eop.gov> Date: Wed, Mar 20, 2019 at 7:17 AM Subject: Re: [EXTERNAL] Re: Rescheduling To: Feinberg, Rebecca P. EOP/NSC Cc: @ip3international.com, DL NSC NSA FO Staff

please let everyone know there are legal and ethical concerns about amb bolton taking this meeting and we need to pull it down for now

Sent from my iPhone