

RS-19-073

10 CFR 50.75

August 15, 2019

U.S. Nuclear Regulatory Commission
ATTN: Document Control Desk
Washington, DC 20555-0001

Braidwood Station, Units 1 and 2
Renewed Facility Operating License Nos. NPF-72 and NPF-77
NRC Docket Nos. STN 50-456 and STN 50-457

Byron Station, Units 1 and 2
Renewed Facility Operating License Nos. NPF-37 and NPF-66
NRC Docket Nos. STN 50-454 and STN 50-455

Clinton Power Station, Unit 1
Facility Operating License No. NPF-62
NRC Docket No. 50-461

Dresden Nuclear Power Station, Units 1, 2 and 3
Facility Operating License No. DPR-2
Renewed Facility Operating License Nos. DPR-19 and DPR-25
NRC Docket Nos. 50-10, 50-237, and 50-249

James. A FitzPatrick Nuclear Power Plant
Renewed Facility Operating License No. DPR-59
NRC Docket No. 50-333

LaSalle County Station, Units 1 and 2
Renewed Facility Operating License Nos. NPF-11 and NPF-18
NRC Docket Nos. 50-373 and 50-374

Limerick Generating Station, Units 1 and 2
Renewed Facility Operating License Nos. NPF-39 and NPF-85
NRC Docket Nos. 50-352 and 50-353

Peach Bottom Atomic Power Station, Units 1, 2, and 3
Facility Operating License No. DPR-12
Renewed Facility Operating License Nos. DPR-44 and DPR-56
NRC Docket Nos. 50-171, 50-277, and 50-278

Quad Cities Nuclear Power Station, Units 1 and 2
Renewed Facility Operating License Nos. DPR-29 and DPR-30
NRC Docket Nos. 50-254 and 50-265

Salem Generating Station, Units 1 and 2
Renewed Facility Operating License Nos. DPR-70 and DPR-75
NRC Docket Nos. 50-272 and 50-311

Three Mile Island Nuclear Station, Unit 1
Renewed Facility Operating License No. DPR-50
NRC Docket No. 50-289

Zion Nuclear Power Station, Units 1 and 2
Facility Operating License Nos. DPR-39 and DPR-48
NRC Docket Nos. 50-295 and 50-304

Subject: Proposed Change to Decommissioning Trust Agreements

- References:
1. Letter from D. V. Pickett (U.S. NRC) to J. L. Skolds (Exelon Generation Company, LLC), "Safety Evaluation of the Proposed Changes to the Exelon Decommissioning Trust Agreements," dated October 14, 2003
 2. Letter from D. V. Pickett (U.S. NRC) to J. L. Skolds (AmerGen Energy Company, LLC), "Safety Evaluation of the Proposed Changes to the AmerGen Decommissioning Trust Agreements," dated October 28, 2003

In accordance with a condition of the Facility Operating Licenses or 10 CFR 50.75(h)(1)(iii) for the reactors listed above, and the Operating Agreement between Exelon Generation Consolidation, LLC (Consolidation) and Exelon Generation Company, LLC (EGC) as discussed in References 1 and 2, EGC is providing 30 days prior notification of amendments to the decommissioning trust agreements maintained by EGC and managed by Consolidation for the reactors listed above. The Facility Operating Licenses for the reactors listed above (excluding TMI Unit 1) and, in the case of TMI Unit 1, 10 CFR 50.75(h)(iii), require that written notification of any material amendment to the decommissioning trust agreement be provided to the Director of the Office of Nuclear Reactor Regulation 30-days (or 30 working days under 10 CFR 50.75(h)(1)(iii)) prior to making the amendment. The decommissioning funds are maintained in accordance with 10 CFR 50.75, "Reporting and recordkeeping for decommissioning planning."

In 2003, with NRC approval, EGC restructured the manner in which it holds the qualified and non-qualified nuclear decommissioning trusts for its nuclear reactors. EGC formed Consolidation in Nevada to hold an interest in, manage, and distribute the qualified and non-qualified funds for each legacy "ComEd," "PECO," and AmerGen (succeeded by EGC) reactor. Separate Nevada limited liability companies (the "NQF LLCs") were created to hold one non-qualified nuclear decommissioning funds for each reactor, with Consolidation being the

direct owner of each NQF LLC and EGC the indirect owner through its ownership of Consolidation. On February 28, 2017, following the NRC's review, in an effort to further reduce the costs of administering the trusts, the NQF LLCs were each merged into and survived by Consolidation. The NQF LLCs then ceased to exist. All qualified and non-qualified nuclear decommissioning trust funds for the legacy ComEd, PECO, and AmerGen reactors are now directly held by Consolidation, which continues to operate out of its Nevada office.

EGC has determined it can further reduce costs associated with the administration of these funds by closing Consolidation's Nevada office, reforming Consolidation as an Illinois limited liability company, and transferring the support services to existing staff in Illinois. The existing Trustee (The Northern Trust Company) for these trusts will remain the same and its fiduciary duties with respect to the trusts will continue unaffected by the proposed changes to Consolidation. The proposed organizational changes to Consolidation will not impact the current trust assets, future contributions (if any), or the ability to withdraw funds to use for decommissioning the EGC plants. EGC is providing notification to the NRC of plans to change the jurisdiction of Consolidation from Nevada to Illinois, close Consolidation's Nevada office, and relocate the support activities to its existing staff in Illinois. Attached are the proposed amendments to the existing trust fund agreements indicating the associated changes.

The proposed changes to the trust fund agreements will take effect at least 30 working days from the date of this notice, absent receipt of written objections from the NRC. A copy of each of the executed amendments will be provided to the NRC by EGC.

There are no regulatory commitments contained within this letter.

If you have any questions concerning this letter, please contact Patrick R. Simpson at (630) 657-2823.

Respectfully,



David M. Gullott
Director, Licensing
Exelon Generation Company, LLC

cc: Director – NRC Office of Nuclear Reactor Regulation
Regional Administrator – NRC Region I
Regional Administrator – NRC Region III
NRC Senior Resident Inspector – Braidwood Station
NRC Senior Resident Inspector – Byron Station
NRC Senior Resident Inspector – Clinton Power Station
NRC Senior Resident Inspector – Dresden Nuclear Power Station
NRC Senior Resident Inspector – James A. FitzPatrick Nuclear Power Station
NRC Senior Resident Inspector – LaSalle County Station

NRC Senior Resident Inspector – Limerick Generating Station
NRC Senior Resident Inspector – Peach Bottom Atomic Power Station
NRC Senior Resident Inspector – Quad Cities Nuclear Power Station
NRC Senior Resident Inspector – Salem Generating Station
NRC Senior Resident Inspector – Three Mile Island Nuclear Station

Attachment: Amendment No. 2 to Second Amended and Restated Qualified Nuclear
Decommissioning Master Trust Agreement and Second Amended and Restated
Nonqualified Nuclear Decommissioning Master Trust Agreement

ATTACHMENT

Amendment No. 2

to

**Second Amended and Restated Qualified
Nuclear Decommissioning Master Trust Agreement**

and

**Second Amended and Restated Nonqualified
Nuclear Decommissioning Master Trust Agreement**

AMENDMENT NO. 2

to

Second Amended and Restated Qualified Nuclear Decommissioning Master Trust Agreement dated as of July 1, 2013 between Exelon Generation Consolidation, LLC and The Northern Trust Company, as Trustee

and

Second Amended and Restated Nonqualified Nuclear Decommissioning Master Trust Agreement dated as of July 1, 2013 among Exelon Generation Consolidation, LLC (successor to the NQF Companies identified therein) and The Northern Trust Company, as Trustee

THIS AMENDMENT NO. 2 (this “***Amendment***”) is made this ____ day of _____, 2019, between Exelon Generation Consolidation, LLC (as successor to Exelon Generation Consolidation, LLC, a Nevada limited liability company) (“***Consolidation***”), a limited liability company organized under the laws of the State of Illinois, and The Northern Trust Company, an Illinois state banking corporation (the “***Trustee***”);

W I T N E S S E T H:

WHEREAS, (i) Consolidation and the Trustee are parties to a Second Amended and Restated Qualified Nuclear Decommissioning Master Trust Agreement dated as of July 1, 2013, as amended (the “***Qualified Trust Agreement***”) and (ii) Consolidation and the Trustee are parties to a Second Amended and Restated Nonqualified Nuclear Decommissioning Master Trust Agreement dated as of July 1, 2013, as amended (the “***Nonqualified Trust Agreement***” and, together with the Qualified Trust Agreement, the “***Trust Agreements***”); and

WHEREAS, Consolidation has been reorganized as an Illinois limited liability company, at which time Consolidation’s status as a Nevada limited liability company terminated and the support functions for Consolidation will transfer to its staff in Illinois;

WHEREAS, the Trust Agreements refer to Consolidation as a Nevada limited liability company and the parties desire to amend the Trust Agreements with this Amendment No. 2 for the purposes of both Trust Agreements;

NOW, THEREFORE, the parties hereby agree as follows:

1. The Qualified Trust Agreement shall be amended in the introductory paragraph to change the effective date to a date in September 2019 or later, and to replace “Nevada” with “Illinois,” so that as amended the introductory paragraph will read as follows (deleted text is shown as stricken and added text is shown as underlined):

THIS SECOND AMENDED AND RESTATED QUALIFIED NUCLEAR DECOMMISSIONING MASTER TRUST AGREEMENT (this “**Agreement**”), effective this ~~1st day of July, 2013~~ day of _____, 2019 between Exelon Generation Consolidation, LLC (“**Consolidation**”), a limited liability company organized under the laws of the State of ~~Nevada~~ Illinois, and The Northern Trust Company, an Illinois state banking corporation, as trustee (the “**Trustee**”);

2. The Qualified Trust Agreement shall be amended in **Section 5.02. Notices**, in subparagraph (b), to change the mailing address of Consolidation as follows:

(b) If to Consolidation, to:

Exelon Generation Consolidation, LLC
c/o Exelon Business Services Company
Investment Office
10 South Dearborn Street – 52nd Floor
Chicago, Illinois 60603
Attn: Managing Director Investment Operations
Fax: (312)394-2355
E-mail: elizabeth.hlinak@exeloncorp.com

3. The Nonqualified Trust Agreement shall be amended in the introductory paragraph to change the effective date to a date in September, 2019 or later, and to refer to Exelon Generation Consolidation, LLC, an Illinois limited liability company, in place of the NQF Companies, so that as amended the introductory paragraph will read as follows (deleted text is shown as stricken and added text is shown as underlined):

THIS SECOND AMENDED AND RESTATED NONQUALIFIED NUCLEAR DECOMMISSIONING MASTER TRUST AGREEMENT (the “**Agreement**”), effective this ~~1st day of July, 2013~~ day of _____, 2019 ~~among the limited liability companies organized and existing under the laws of the State of Nevada, identified on Schedule A (collectively, the “NQF Companies”)~~ between Exelon Generation Consolidation, LLC (“**Consolidation**”), a limited liability company organized under the laws of the State of Illinois, and The Northern Trust Company, an Illinois state banking corporation, as trustee (the “**Trustee**”);

References in the Nonqualified Trust Agreement to “NQF Company” or “NQF Companies” shall mean Exelon Generation Consolidation, LLC, an Illinois limited liability company.

4. The Nonqualified Trust Agreement shall be amended in **Section 5.02. Notices**, in subparagraph (b), to change the mailing address of Consolidation as follows:

(b) If to Consolidation, to:

Exelon Generation Consolidation, LLC
c/o Exelon Business Services Company
Investment Office
10 South Dearborn Street – 52nd Floor
Chicago, Illinois 60603
Attn: Managing Director Investment Operations
Fax: (312)394-2355
E-mail: elizabeth.hlinak@exeloncorp.com

5. As so amended, the Trust Agreements are ratified and confirmed as being in all respects in full force and effect.

6. This Amendment shall be governed by, and construed and enforced in accordance with, the laws of Illinois.

7. This Amendment may be executed in counterparts, each of which shall constitute an original, but all of which when taken together shall constitute a single agreement. Delivery of an executed counterpart of a signature page of this Amendment by telecopy or electronic transmission (including as a pdf attachment to an e-mail) shall be effective as delivery of a manually executed counterpart of this Amendment.

IN WITNESS WHEREOF, the parties have caused this Amendment to be signed by their duly authorized representatives as of the day and year first above written.

EXELON GENERATION CONSOLIDATION, LLC

By: _____

Name: _____

Title: _____

AND

By: _____

Name: _____

Title: _____

THE NORTHERN TRUST COMPANY

By: _____

Name: _____

Title: _____