



UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

December 10, 2019

Mr. Simon Irish
Chief Executive Officer
Terrestrial Energy USA, Inc.
150 East 58th Street, Suite 2413
New York, NY 10155

SUBJECT: TERRESTRIAL ENERGY USA—ONLINE REFERENCE PORTAL
INFORMATION ACCESS AGREEMENT

Dear Mr. Irish:

Terrestrial Energy USA, Inc. (TEUSA) and the U.S. Nuclear Regulatory Commission (NRC) staff discussed the use of an online reference portal that would provide authorized NRC staff and contractors with limited read-only access to certain materials owned by and under the control of TEUSA. The purpose of the online reference portal is to enhance the NRC's ability to perform its regulatory licensing responsibilities in a timely and efficient manner by providing access to reference materials. If the NRC staff determines that information viewed or accessed via the online reference portal is necessary for formal evaluation or otherwise needed to support the NRC's regulatory licensing responsibilities, the NRC staff will request that TEUSA formally submit such information in accordance with Title 10 of the *Code of Federal Regulations* (10 CFR) 50.4, "Written Communications."

The NRC requests that TEUSA sign, date, and return the "Information Access Agreement" enclosed with this letter. The enclosed "Information Access Agreement" should be used as the only acknowledgement form for access by the authorized NRC staff and contractors to the online reference portal. Any proposed modification or addition to the enclosed "Information Access Agreement" would require further review by the NRC staff. If you have any questions or comments concerning this matter, I can be reached at (301) 415-2062 or via e-mail to Benjamin.Beasley@nrc.gov.

Sincerely,

/RA/

Benjamin Beasley, Chief
Advanced Reactor Licensing Branch
Division of Advanced Reactors and Non-Power
Production and Utilization Facilities
Office of Nuclear Reactor Regulation

Project No. 99902076

Enclosure:
As stated

SUBJECT: TERRESTRIAL ENERGY USA INC. ONLINE REFERENCE PORTAL
INFORMATION ACCESS AGREEMENT. DATED December 10, 2019

DISTRIBUTION:

PUBLIC

AMuñiz, NRR

BBeasley, NRR

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RidsNrrOd Resource

RidsOgcMailCenter Resource

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RidsNrrDanu UARLResource

ADAMS Accession No.: ML19317E293*concurred via e-mail**NRR-106**

OFFICE	PM: NRR/DANU/UARL	QTE*	OGC*
NAME	AMuñiz	JDougherty	EMichel
DATE	12/02/2019	11/15/2019	12/02/2019
OFFICE	BC: NRR/DANU/UARL	NRR/DANU	NRR/D
NAME	BBeasley	TLalain	HNeih
DATE	12/02/2019	12/05/2019	12/10/2019

OFFICIAL RECORD COPY

INFORMATION ACCESS AGREEMENT BETWEEN

TERRESTRIAL ENERGY USA, INC.

AND

THE UNITED STATES NUCLEAR REGULATORY COMMISSION

This agreement is made and effective on this 17th day of December, 2019 (“Effective Date”) by and between the UNITED STATES NUCLEAR REGULATORY COMMISSION (“NRC”) and TERRESTRIAL ENERGY USA INC. (“TEUSA”) (collectively “the Parties”) for the purpose of facilitating the NRC’s access to an online reference portal maintained by TEUSA, through which the NRC staff and contractors approved in accordance with Section 1 (“authorized NRC staff and contractors”) may access certain documents related to activities associated with the TEUSA reactor design.

Whereas TEUSA desires to enhance the NRC’s ability to perform its regulatory licensing responsibilities in a timely and efficient manner with respect to activities associated with the TEUSA reactor design, including by providing authorized NRC staff and contractors with access to certain documents owned by or under the control of TEUSA through an online reference portal so that the NRC may view such information in a timely manner; and

Whereas information accessed by authorized NRC staff and contractors may consist of information considered by TEUSA to be trade secrets or privileged or confidential commercial and financial information (“Proprietary Information”); and

Whereas TEUSA is willing to make such Proprietary Information available to authorized NRC staff and contractors for the purpose of promoting the timely and efficient performance of the NRC’s regulatory licensing responsibilities with respect to activities associated with the TEUSA reactor design, subject to the terms and conditions set forth below.

The Parties mutually agree as follows:

Terms:

1. At no charge to the NRC, TEUSA agrees to maintain and make available to authorized NRC staff and contractors an online reference portal through which TEUSA will provide access to documents relating to activities associated with the TEUSA reactor design, which may include Proprietary Information. TEUSA will provide the NRC staff with login credential access to the online reference portal. The Parties will separately agree upon a list of authorized NRC staff and contractors permitted to use the login credential access. This list of authorized users will include only NRC staff and contractors who have been determined to have a requisite need to access the online reference portal in furtherance of official duties related to regulatory licensing responsibilities with respect to activities associated with the TEUSA reactor design. This list of authorized users may be revised from time to time upon agreement of the Parties. The points of contact for the Parties for the purpose of agreeing upon the list of authorized users are TEUSA’s Director of Licensing (for TEUSA) and the NRC’s Lead Project Manager for TEUSA (for the NRC).

Enclosure

2. Authorized NRC staff and contractors may use the online reference portal only to access TEUSA documents, including Proprietary Information, and only in furtherance of official duties and in accordance with any of TEUSA's reasonable policies and procedures governing access and use. The Parties expressly recognize that TEUSA reserves the right to revoke NRC access to the portal at any time.
3. The online reference portal will be available to authorized NRC staff and contractors through "read only" access with no capability to (a) modify information in the online reference portal, (b) control the online reference portal application, or (c) print, save, or download information from the online reference portal.
4. The Parties expressly acknowledge that documents placed into the online reference portal and made available to authorized NRC staff and contractors are owned by and under the control of TEUSA. The NRC does not consider documents placed in the online reference portal to constitute "agency records" for the purposes of the Freedom of Information Act (FOIA), 5 U.S.C. § 552, and the NRC's regulations implementing FOIA in Title 10 of the *Code of Federal Regulations* (10 CFR) Part 9, "Public Records." The fact that TEUSA makes Proprietary Information available to the NRC as provided in this Agreement shall not, in and of itself, be construed as a waiver of the proprietary nature of such Proprietary Information, or that such information residing within the online reference portal is not "owned by," "under the control of," and "in the possession of" TEUSA.
5. If the NRC staff determines that information viewed or accessed via the online reference portal is necessary for formal evaluation or otherwise needed to support the NRC's regulatory licensing responsibilities with respect to activities associated with the TEUSA reactor design, the NRC will request that TEUSA formally submit such information in accordance with 10 CFR 50.4, "Written Communications." TEUSA shall abide by the requirements in 10 CFR 2.390(b) when submitting such information to the NRC if TEUSA seeks to have information contained within that correspondence withheld from public disclosure. If the NRC receives a FOIA request that encompasses records formally submitted by TEUSA to the NRC in accordance with the affidavit requirements of 10 CFR 2.390(b), such information shall be subject to disclosure only in accordance with the provisions of 10 CFR 9.19, "Segregation of Exempt Information and Deletion of Identifying Details."
6. Information made available to authorized NRC staff and contractors only through the online reference portal does not constitute "communications" as part of the formal licensing, oversight, or enforcement functions with respect to the TEUSA reactor design pursuant to applicable regulations contained in 10 CFR. TEUSA is not required to submit an affidavit or mark documents in accordance with 10 CFR 2.390, "Public Inspections, Exemptions, Requests for Withholding," when making them accessible through the online reference portal. TEUSA makes no warranty, guarantee, or representation as to the completeness or accuracy of information that authorized NRC staff or contractors access through the portal. NRC requirements governing the completeness and accuracy of information apply to any information that TEUSA submits to the NRC in accordance with NRC regulations, or information that TEUSA is otherwise required to maintain or provide pursuant to statute, order, license, or regulation.

7. This Agreement may be modified at any time in a writing signed by the Parties. Either party shall have the right, upon written notice to the other party, to terminate this Agreement, in whole or in part, at any time, without cost, penalty, or liability to any party.

IN WITNESS WHEREOF, the undersigned have executed this Agreement.

UNITED STATES NUCLEAR REGULATORY COMMISSION

By: /RA/

Title: Director, Office of Nuclear Reactor Regulation

Date: 12/10/2019

TERRESTRIAL ENERGY USA INC.

By: 

Title: CEO

Date: December 17, 2019.