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10 CFR § 30.34(b)

October 29, 2019

U.S. Nuclear Regulatory Commission, Region I
Mr. James Trapp, Director
Division of Nuclear Materials Safety
2100 Renaissance Blvd., Suite 100
King of Prussia, PA 19406

Radioactive Material License, License No. 06-23678-01

03029916

REC'D 10 30 19 AM 10:03

Subject: Notice of and Request for Consent to Indirect Transfer of Control of License

In accordance with 10 CFR 30.34(b), Wheelabrator Bridgeport, L.P. ("Wheelabrator"), on behalf of itself, its affiliated parent entities, and its owners, (collectively, "the Company") hereby notifies the U.S. Nuclear Regulatory Commission ("NRC") of the indirect transfer of control of the above-captioned radioactive materials license (the "License") and requests NRC's consent.

Wheelabrator holds NRC radioactive materials license 06-23678-01. That license authorizes Wheelabrator to use and possess certain sealed sources for use in fixed gauging devices for controlling industrial processes.

Wheelabrator previously was wholly owned (via intermediate parent companies) by a private equity fund controlled by Energy Capital Partners. On February 12, 2019 Wheelabrator, along with various intermediate parent companies and affiliates, was acquired by MIP IV Holdings, L.P. ("MIP IV"), a private equity fund that is controlled by Macquarie Infrastructure Partners ("MIP").¹ This acquisition resulted in an indirect transfer of control of the License. Due to an administrative oversight, and contrary to the requirements of 10 CFR 30.34(b), Wheelabrator inadvertently failed to request the NRC's prior written consent. In the past, there have been changes to Wheelabrator's parent holding company structure where it did not understand the need to request NRC's consent, because there were no changes affecting Wheelabrator as the licensee.

¹ Macquarie Infrastructure Partners operates within the Macquarie Infrastructure and Real Assets division of Macquarie Group.

6 Howard Avenue
Bridgeport, CT 06605
(800) 963-4776

617084

NMSS/RGN1 MATERIALS-002

Figure 1 depicts Wheelabrator's current ownership structure.

Despite the indirect transfer of control, no changes to the operations, key operating personnel, or licensed activities have occurred, or are expected to occur, as a result of the transaction. Similarly, the transaction has not affected the organizational or operational structure described in the License, nor is it anticipated to do so in the future. Further, no changes in operating organizations, locations, facilities, equipment, or procedures associated with the licensed activities have occurred, or are anticipated to occur. Finally, no changes in the use, possession, or use and storage locations of licensed materials have occurred or are anticipated to occur as a result of the transaction. Licensed activities have continued and will continue in their current form without interruption resulting from the indirect transfer of control.

While the acquisition resulted in an indirect transfer of control of Wheelabrator and the License, it did not and will not change the current technical and financial qualifications, or operations, of Wheelabrator as the NRC's licensee. Wheelabrator continues to be the NRC's licensee. Wheelabrator employees responsible for licensed materials and activities have continued to be responsible for such materials and activities. Accordingly, Wheelabrator has remained technically qualified as the licensee, has continued to fulfill all responsibilities as the licensee, and expects to do so in the future. Wheelabrator has complied and will continue to comply with applicable requirements for financial assurance for decommissioning.

In summary, the indirect transfer of the License was not inimical to the common defense and security and did not result in any undue risk to public health and safety.

Wheelabrator recognizes that, notwithstanding the requirements in 10 CFR § 30.34(b), it failed to request NRC's prior written consent for the indirect transfer of the License. Wheelabrator takes its regulatory obligations seriously. Accordingly, Wheelabrator's parent holding company, Wheelabrator Technologies Inc., has taken concrete steps to prevent recurrence. As General Counsel of Wheelabrator Technologies, Inc. and its subsidiaries, I will assure that any subsidiary that holds an NRC or Agreement State license will request the NRC's or Agreement State's prior written consent for the proposed transfer in advance of any corporate transaction that, if effectuated, would constitute an indirect transfer of control. This information will also be provided to any successor General Counsel.

Attachment 1 provides the information regarding the transaction and resulting indirect transfer of control that Wheelabrator would have provided in support of a request for NRC approval had Wheelabrator appreciated the need to do so prior to consummating the transaction.

If the NRC has any questions about the indirect transfer of control described in this letter, or wishes to obtain any additional information about the transfer of the License, please contact me at 603-929-3218 or mofriel@wtienergy.com.

I declare under penalty of perjury that the foregoing is true and correct. Executed on the 29th day of October, 2019.

Respectfully,



Michael F. O'Friel
Senior Vice President and General Counsel
Wheelabrator Technologies, Inc.

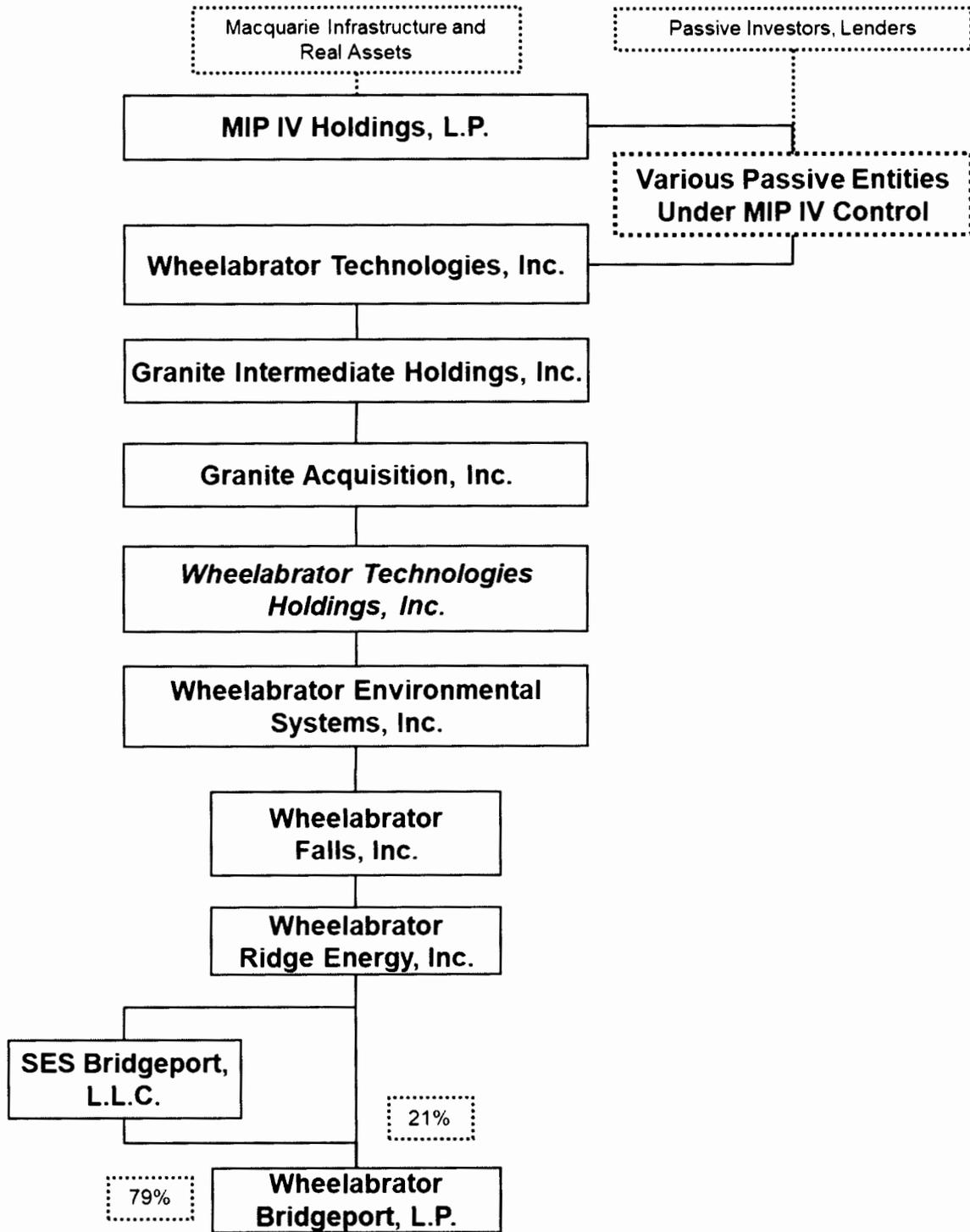
Figure 1: Organization Chart

Attachment 1: Information Regarding the Transaction & Indirect Transfer of Control of
Radioactive Materials License No. 06-23678-01

cc: Regional Administrator, Region I, USNRC

FIGURE 1: ORGANIZATION CHART

Wheelabrator Ownership Chart



ATTACHMENT 1

Information Regarding the Transaction & Indirect Transfer of Control of

Radioactive Materials License No. 06-23678-01

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This notice and request for consent is submitted pursuant to Section 184 of the Atomic Energy Act of 1954, as amended, and the NRC's implementing regulations in 10 CFR § 70.36, 10 CFR § 110.50 and 10 CFR § 110.51. The Application follows NRC Guidance provided in NUREG 1556, Volume 15, Rev. 1, Consolidated Guidance About Materials Licenses: Guidance about Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses (June 2016) and Regulatory Issue Summary (RIS) 2014-08, Revision 1, "Regulatory Requirements for Transfer of Control (Change of Ownership) of Specific Materials Licenses," (May 5, 2016).

5.1 DESCRIPTION OF TRANSACTION

A complete, clear description of the transaction, including the identity and the technical and financial qualifications of the proposed transferee and financial assurance for decommissioning information. The required description includes, but is not limited to, any transfer of stocks or assets, or mergers.

In accordance with 10 CFR 30.34(b), Wheelabrator Bridgeport, L.P. ("Wheelabrator"), on behalf of itself, its affiliated parent entities, and its owners, (collectively, "the Company") hereby notifies the U.S. Nuclear Regulatory Commission ("NRC") of the indirect transfer of control of the above-captioned radioactive materials license (the "License") and requests NRC's consent to the indirect transfer.

Wheelabrator holds NRC radioactive materials license 06-23678-01. That license authorizes Wheelabrator to use and possess certain sealed sources for use in fixed gauging devices for controlling industrial processes.

Wheelabrator previously was wholly owned (via intermediate parent companies) by Energy Capital Partners. On February 12, 2019, Wheelabrator, along with various intermediate parent companies and affiliates, was acquired by MIP IV Holdings, L.P. ("MIP IV"), a private equity fund that is controlled by Macquarie Infrastructure Partners.² This acquisition resulted in an indirect transfer of control of the License. Due to an administrative oversight, and contrary to the requirements of 10 CFR 30.34(b), Wheelabrator did not request the NRC's prior written consent for this indirect transfer.

Figure 1 depicts Wheelabrator's current ownership structure.

Despite the indirect transfer of control, no changes to the operations, key operating personnel, or licensed activities have occurred, or are expected to occur, as a result of the transaction. Similarly, the transaction has not affected the organizational or operational structure described in the License, nor is it anticipated to do so in the future. Further, no changes in operating organizations, locations, facilities, equipment, or procedures associated with the licensed activities have occurred, or are anticipated to occur. Finally, no changes in the use, possession, or use and storage locations of licensed materials have occurred, or are anticipated to occur, as a

² Macquarie Infrastructure Partners operates within the Macquarie Infrastructure and Real Assets division of Macquarie Group.

result of the transaction. Licensed activities have continued and will continue in their current form without interruption resulting from the indirect transfer of control.

While the acquisition by MIP IV resulted in an indirect transfer of control of Wheelabrator and the License, it did not and will not change the current technical and financial qualifications, or operations, of Wheelabrator as the NRC's licensee. Wheelabrator continues to be the NRC's licensee. Wheelabrator employees responsible for licensed materials and activities have continued to be responsible for such materials and activities. Accordingly, Wheelabrator has remained technically qualified as the licensee, has continued to fulfill all responsibilities as the licensee, and expects to do so in the future. Wheelabrator has complied and will continue to comply with applicable requirements for financial assurance for decommissioning.

1. *The new name of the licensed organization. If there is no change, the licensee should so state.*

There was no change in the name of the licensed organization as a result of the transaction.

2. *The new licensee contact and telephone number(s) to facilitate communications.*

The licensee's contact and telephone information are unchanged.

5.2 CHANGES IN PERSONNEL

All changes in personnel must be documented, reviewed, and approved.

Changes in personnel that need to be documented include those involving individuals who have control over licensed activities. These may include, in some cases, officers of a corporation or other management individuals who are listed on the license or are referred to in the supporting documentation. The licensee should also document any changes in personnel that have responsibility for radiation safety or are authorized to use licensed material. As with any change in personnel listed on a license, pertinent information with regard to training, experience, and qualifications applicable to the type of use will be required. The licensee should include applicable information concerning the qualifications, training, and responsibilities of any new individuals not previously listed on the current license or who are referred to in the supporting documentation.

The indirect transfer of control of Wheelabrator as a result of the transfer of its ownership to a new private equity fund does not involve changes in any personnel directly responsible for

radiation safety or use of licensed material. Any future changes in management personnel will be those that occur in the ordinary course of business.

5.3 CHANGES OF LOCATION, EQUIPMENT & PROCEDURES

A complete description of any planned changes in location, facilities, equipment, or procedures.

Provide a detailed description of any changes in the licensee's location(s) of use, facility description, equipment, or procedures (i.e., changes in operating or emergency procedures) that would normally require a license amendment.

The location, facility, equipment, and procedures relating to the Licenses did not change as a result of the transaction, and are not anticipated to do so.

5.4 SURVEILLANCE RECORDS

An indication of whether all surveillance items and records (e.g., calibrations, leak tests, surveys, inventories, and accountability requirements) will be current at the time of transfer. A description of the status of all surveillance requirements and records should also be provided.

Surveillance items and records were current at the time of the transaction and will continue to be maintained in the future.

5.5 DECOMMISSIONING AND RELATED RECORDS TRANSFER

1. *Confirmation that all records concerning the safe and effective decommissioning of the facility have been transferred to the new licensee if licensed activities will continue at the same facilities.*

Wheelabrator continues to maintain all records concerning the safe and effective decommissioning of the facilities.

2. *A description of the status of the facility. Specifically, the presence or absence of contamination should be documented. If contamination is present, will decontamination occur before transfer? If not, is the transferee knowledgeable of the extent and levels of contamination and applicable decommissioning requirements, and does the transferee agree to assume full liability for the decontamination of the facility or site?*

Wheelabrator continues to be knowledgeable of the extent and levels of contamination and applicable decontamination requirements, and retains full liability for the decontamination of the facility or site.

3. *A description of how the parties agree to assume the responsibility for decontamination and decommissioning.*

Wheelabrator continues to be responsible for decontamination and decommissioning associated with licensed activities and maintains required drawings and records important to decommissioning. There are no changes in the financial assurance for this responsibility.

5.6 TRANSFEREE'S COMMITMENT TO ABIDE BY THE TRANSFEROR'S COMMITMENTS

Confirmation that the transferee agrees to abide by all constraints, license conditions, requirements, representations, and commitments previously made to the NRC by the transferor. These include, but are not limited to: information submitted in support of license amendments; maintenance of decommissioning records and completion of corrective actions for open inspection items and enforcement actions.

With regard to open inspection items, etc., the transferee should confirm, in writing, that it is knowledgeable of and accepts full responsibility for open inspection items and/or any resulting enforcement actions; or the transferee may propose alternative measures for meeting the requirements; or the transferor may provide a commitment to close out all such actions with NRC before license transfer.

Wheelabrator agrees to abide by all commitments and representations previously made in connection with the License. These commitments and representations remain unaffected by the change in ownership. To the extent changes to such commitments are proposed, they will be subject to review and approval consistent with applicable NRC requirements. Wheelabrator is knowledgeable of and accepts full responsibility for open inspection items and/or any resulting enforcement actions relating to the License, and its commitments to do so are unaffected by the change in ownership. MIP IV has confirmed its expectation that Wheelabrator will continue to fulfill its commitments and comply with its License.



ACKNOWLEDGEMENT - RECEIPT OF CORRESPONDENCE

Name and Address of Applicant and/or Licensee

Glenn Lockhart
Plant Manager
Wheelabrator Bridgeport, L.P.
6 Howard Avenue
Bridgeport, Connecticut 06605

Date

November 26, 2019

License Number(s)

06-23678-01

Mail Control Number(s)

617084

Licensing and/or Technical Reviewer or Branch

Commercial, Industrial, R&D, and Academic Branch
(Change of Control)

This is to acknowledge receipt of your: Letter and/or Application Dated: October 29, 2019

The initial processing, which included an administrative review, has been performed.

Amendment Termination New License Renewal

There were no administrative omissions identified during our initial review.

This is to acknowledge receipt of your application for renewal of the material(s) license identified above. Your application is deemed timely filed, and accordingly, the license will not expire until final action has been taken by this office.

Your application for a new NRC license did not include your taxpayer identification number. Please fill out NRC Form 531, Request for Taxpayer Identification Number, located at the following link:

<http://www.nrc.gov/reading-rm/doc-collections/forms/nrc531.pdf>

Send the completed NRC Form 531, by facsimile, to the following number: (301) 415-5387

The following administrative omissions have been identified:

[Empty box for administrative omissions]

Your application has been assigned the above listed MAIL CONTROL NUMBER. When calling to inquire about this action, please refer to this control number. Your application has been forwarded to a technical reviewer. Please note that the technical review, which is normally completed within 180 days for a renewal application (90 days for all other requests), may identify additional omissions or require additional information. If you have any questions concerning the processing of your application, our contact information is listed below:

Select a location (Use keyboard arrows to select) . . .