



Energy Harbor Nuclear Corp.
168 E. Market Street
Akron, Ohio 44308

Darin M. Benyak
Vice President, Nuclear Support & Regulatory Affairs

330-436-1380

June 26, 2020
L-20-188

10 CFR 50.75(h)(1)(iii)

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

SUBJECT:

Beaver Valley Power Station, Unit Nos. 1 and 2
Docket No. 50-334, License No. DPR-66
Docket No. 50-412, License No. NPF-73
Beaver Valley Power Station, Unit Nos. 1 and 2, ISFSI
Docket No. 72-1043
Davis-Besse Nuclear Power Station, Unit No. 1
Docket No. 50-346, License No. NPF-3
Davis-Besse Nuclear Power Station, Unit No. 1, ISFSI
Docket No. 72-14
Perry Nuclear Power Plant, Unit No. 1
Docket No. 50-440, License No. NPF-58
Perry Nuclear Power Plant, Unit No. 1, ISFSI
Docket No. 72-69

Decommissioning Trust: Amendments to Decommissioning Trust Agreements to Update Company Names

Pursuant to 10 CFR 50.75(h)(1)(iii) and acting on behalf of Energy Harbor Nuclear Generation LLC, Energy Harbor Nuclear Corp. hereby informs the Nuclear Regulatory Commission (NRC) staff of amendments to the decommissioning trusts for Beaver Valley Power Station, Unit Nos. 1 and 2, Davis-Besse Nuclear Power Station, Unit No. 1, and Perry Nuclear Power Plant, Unit No. 1. These changes relate to the emergence from bankruptcy of Energy Harbor Nuclear Generation LLC and a prior merger and acquisition that resulted in a change by operation of law in the name of the trustee for the trusts from "Mellon Bank, N.A." to "The Bank of New York Mellon."

More specifically, Energy Harbor Nuclear Generation LLC is amending its (1) Nuclear Decommissioning Master Trust Agreement; and (2) Provisional Decommissioning Trust Agreement for the Beaver Valley Power Station Independent Spent Fuel Storage Installation (ISFSI), Davis-Besse Nuclear Power Station ISFSI, and Perry Nuclear Power Plant ISFSI. The purpose of these amendments is to reflect the change to the name of Energy Harbor Nuclear Generation LLC and to provide updated contact

Beaver Valley Power Station, Unit Nos. 1 and 2
Beaver Valley Power Station, Unit Nos. 1 and 2, ISFSI
Davis-Besse Nuclear Power Station, Unit No. 1
Davis-Besse Nuclear Power Station, Unit No. 1, ISFSI
Perry Nuclear Power Plant, Unit No. 1
Perry Nuclear Power Plant, Unit No. 1, ISFSI

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information for each notice provision. Energy Harbor Nuclear Generation LLC is also amending the Nuclear Decommissioning Master Trust Agreement to update the name of the trustee to "The Bank of New York Mellon" and provide corrected contact information for the related notice provision. There are no other changes to the terms of the trust agreements. The draft amendments are enclosed and will be executed in 30 working days of this submittal unless the NRC staff provides written notice of objection.

There are no regulatory commitments included in this submittal. If there are any questions or if additional information is required, please contact Mr. Thomas A. Lentz, Manager, Nuclear Licensing and Regulatory Affairs at (440) 280-5567.

Sincerely,



Benyak, Darin C64161
Jun 26 2020 5:42 AM

DocuSign

Darin M. Benyak

Enclosures:

- A. Amendment No. 1 to Nuclear Decommissioning Master Trust Agreement
- B. Amendment No. 1 to Provisional Decommissioning Trust Agreement

cc: Director, Office of Nuclear Reactor Regulation (NRR)
Director, Office of Nuclear Material Safety and Safeguards
NRC Region I Administrator
NRC Region III Administrator
NRC Resident Inspector (BVPS)
NRC Resident Inspector (DBNPS)
NRC Resident Inspector (PNPP)
NRR Project Manager (Fleet)
Director BRP/DEP
Site BRP/DEP Representative
Utility Radiological Safety Board

Enclosure A
L-20-188

Amendment No. 1 to Nuclear Decommissioning Master Trust Agreement
(4 pages follow)

**AMENDMENT NO. 1 TO
NUCLEAR DECOMMISSIONING MASTER TRUST AGREEMENT**

This Amendment No. 1 to the Nuclear Decommissioning Master Trust Agreement, herein referred to as “Amendment No. 1,” is entered into as of July __, 2020, by and between Energy Harbor Nuclear Generation LLC, a limited liability company duly organized and existing under the laws of the State of Delaware, herein referred to as the “Company,” and The Bank of New York Mellon, a New York state bank having trust powers, herein referred to as the “Trustee.”

WHEREAS, the Nuclear Decommissioning Master Trust Agreement was entered into as of December 1, 2005, by and between FirstEnergy Nuclear Generation Corp. a corporation duly organized under the laws of the State of Ohio, and Mellon Bank, N.A. a subsidiary of Mellon Financial Corporation, for the purpose of holding certain funds for the exclusive purpose of decommissioning the Beaver Valley Power Station, the Davis-Besse Nuclear Power Station, and Perry Nuclear Power Plant (collectively, the “Units”).

WHEREAS, Mellon Financial Corporation, subsidiary Mellon Bank N.A., was acquired by The Bank of New York Company, Inc. in 2006 and became The Bank of New York Mellon.

WHEREAS, as part of an internal restructuring of Mellon Financial Corporation and The Bank of New York Company, Inc. effective July 1, 2008, Mellon Bank, N.A.’s trustee obligations under the Nuclear Decommissioning Master Trust Agreement were transferred to The Bank of New York Mellon.

WHEREAS, on or about October 1, 2012, FirstEnergy Nuclear Generation Corp. reorganized to become FirstEnergy Nuclear Generation, LLC.

WHEREAS, pursuant to a plan of reorganization of FirstEnergy Solutions Corp. *et al.* under Chapter 11 of the Bankruptcy Code, FirstEnergy Nuclear Generation, LLC was reorganized and emerged from bankruptcy as a wholly owned subsidiary of Energy Harbor Corp. on February 27, 2020.

WHEREAS, upon emergence from bankruptcy, FirstEnergy Nuclear Generation, LLC was renamed Energy Harbor Nuclear Generation LLC.

WHEREAS, the Nuclear Regulatory Commission (“NRC”) approved the transfer of the licenses for the Units resulting from the reorganization by order issued December 2, 2019, and amended the facility operating licenses for the Units on February 27, 2020 to change the company name to Energy Harbor Nuclear Generation LLC.

WHEREAS, the Director of the NRC Office of Nuclear Reactor Regulation and the Director of the Office of Nuclear Material Safety and Safeguards have been provided thirty (30) working days prior written notice of this Amendment No. 1.

NOW, THEREFORE, in accordance with Article V of the Nuclear Decommissioning Master Trust Agreement, and intending to be legally bound, the Company and the Trustee hereby amend the Nuclear Commissioning Master Trust Agreement as follows:

- 1) All uses of and references to “FirstEnergy Nuclear Generation Corp.” within the Nuclear Decommissioning Master Trust Agreement, including within all Exhibits, are hereby replaced with “Energy Harbor Nuclear Generation LLC,” including those specific references set forth below.

2) All uses of and references to “Mellon Bank N.A.” within the Nuclear Decommissioning Master Trust Agreement, including within all Exhibits, are hereby replaced with “The Bank of New York Mellon,” including those specific references set forth below.

3) The introductory paragraph of the Nuclear Decommissioning Master Trust Agreement shall be amended by deleting “FirstEnergy Nuclear Generation Corp., a corporation duly organized and existing under the laws of the State of Ohio, having its principal office at 76 South Main Street, Akron, Ohio 49308 (the “Company”)” and “MELLON BANK, N.A., as Trustee, having its principal office at One Mellon Bank Center, Pittsburgh, Pennsylvania 15258 (the “Trustee”)” and inserting in its place the following:

ENERGY HARBOR NUCLEAR GENERATION LLC, a Delaware limited liability company (the “Company”)

and

THE BANK OF NEW YORK MELLON, a New York state bank (the “Trustee”)

4) Section 3.01 (“Use of Assets”) shall be amended by deleting “FirstEnergy Corp. and FirstEnergy Nuclear Generation Corp., or affiliates thereof” and inserting:

Energy Harbor Corp. and Energy Harbor Nuclear Generation LLC, or affiliates thereof

5) Section 6.02 (“Specific Powers of the Trustee”) shall be amended by deleting in section (h) “a collective fund which invests in Mellon Financial Corporation stock” and inserting

a collective fund which invests in The Bank of New York Mellon Corporation stock

6) Section 6.04 (“Prohibition Against Nuclear Sector Investments”) shall be amended by deleting “FirstEnergy Corp. or FirstEnergy Nuclear Generation Corp., or affiliates thereof” and inserting:

Energy Harbor Nuclear Generation LLC or Energy Harbor Corp., or affiliates thereof

7) Section 8.02 (“Notices”) shall be amended by deleting the following:

MELLON BANK, N.A.
Trust and Investment Department
Attn: Trust Administration
Room 151-1320
One Mellon Bank Center
Pittsburgh, PA 15258

FIRSTENERGY NUCLEAR GENERATION CORP.
Attn: Mr. Donald C. Perrine
Title: Director, Investment Management
76 South Main Street
Akron, OH 49308

and inserting the following:

The Bank of New York Mellon
Trust and Investment Department
Attention: Trust Administration
Room 151-1320
BNY Mellon Center
Pittsburgh, PA 15258-0001

Energy Harbor Nuclear Generation LLC
Chief Financial Officer
168 E. Market Street
Akron, OH 44308

8) Exhibit A (“Special Terms of the Qualified Nuclear Decommissioning Reserve Funds”) shall be amended by deleting “FIRSTENERGY NUCLEAR GENERATION CORP. (the “Company”) and MELLON BANK, N.A. (the “Trustee”) in the first paragraph and inserting the following:

Energy Harbor Nuclear Generation LLC (the “Company”) and The Bank of New York Mellon (the “Trustee”)

9) Exhibit B (“Certificate for Payment of Decommissioning Costs”) shall be amended by deleting “between Mellon Bank N.A. (the “Trustee”) and FirstEnergy Nuclear Generation Corp. (the “Company”)” and inserting the following:

between The Bank of New York Mellon (the “Trustee”) and Energy Harbor Nuclear Generation LLC (the “Company”)

10) Exhibit C (“Certificate for Transfer between the Qualified Fund and the Nonqualified Fund”) shall be amended by deleting “between Mellon Bank N.A. (the “Trustee”) and FirstEnergy Nuclear Generation Corp. (the “Company”)” and inserting the following:

between The Bank of New York Mellon (the “Trustee”) and Energy Harbor Nuclear Generation LLC (the “Company”)

11) Exhibit D (“Certificate for Withdrawal of Excess Contributions from Qualified Fund”) shall be amended by deleting “between Mellon Bank N.A. (the “Trustee”) and FirstEnergy Nuclear Generation Corp. (the “Company”)” and inserting the following:

between The Bank of New York Mellon (the “Trustee”) and Energy Harbor Nuclear Generation LLC (the “Company”)

12) For address in Exhibits B, C, and D providing notice to the following:

MELLON BANK, N.A.,
as Trustee

Trust and Investment Department
Attn: Trust Administration
Room 151-3346
One Mellon Bank Center
Pittsburgh, PA 15258

shall be amended by deleting the above address and inserting:

The Bank of New York Mellon,
as Trustee

The Bank of New York Mellon
Trust and Investment Department
Attention: Trust Administration
Room 151-1320
BNY Mellon Center
Pittsburgh, PA 1525

13) Schedule A (“Units and Funds”) shall be amended by deleting “FirstEnergy Nuclear Generation Corp.” and inserting the following:

Energy Harbor Nuclear Generation LLC

Except as expressly modified by this Amendment No. 1 to the Nuclear Decommissioning Master Trust Agreement, all terms and conditions of the Nuclear Decommissioning Master Trust Agreement shall remain in full force and effect.

IN WITNESS WHEREOF the parties have caused this Amendment No. 1 to be executed by the respective officers duly authorized and the incorporate seals to be hereunder affixed and attested as of the date first written above.

Energy Harbor Nuclear Generation LLC:

President and CEO

ATTEST:
[Title]

The Bank of New York Mellon, as Trustee:

[Title]

Enclosure B
L-20-188

Amendment No. 1 to Provisional Decommissioning Trust Agreement
(3 pages follow)

**AMENDMENT NO. 1 TO
PROVISIONAL DECOMMISSIONING TRUST AGREEMENT**

This Amendment No. 1 to the Provisional Decommissioning Trust Agreement, herein referred to as “Amendment No. 1,” is entered into as of July __, 2020, by and between Energy Harbor Nuclear Generation LLC, a limited liability company duly organized and existing under the laws of the State of Delaware, herein referred to as the “Company,” and The Bank of New York Mellon, a New York state bank having trust powers, herein referred to as the “Trustee.”

WHEREAS, the Provisional Decommissioning Trust Agreement was entered into as of November 28, 2016, by and between FirstEnergy Nuclear Generation, LLC, a limited liability company duly organized and existing under the laws of the State of Ohio, and the Trustee for the purpose of holding certain funds to provide financial assurance for decommissioning of the Beaver Valley Power Station Independent Spent Fuel Storage Installation (“ISFSI”), the Davis-Besse Nuclear Power Station ISFSI, and Perry Nuclear Power Plant ISFSI (collectively, the “ISFSIs”).

WHEREAS, pursuant to a plan of reorganization of FirstEnergy Solutions Corp. *et al.* under Chapter 11 of the Bankruptcy Code, FirstEnergy Nuclear Generation, LLC was reorganized and emerged from bankruptcy as a wholly owned subsidiary of Energy Harbor Corp. on February 27, 2020.

WHEREAS, upon emergence from bankruptcy, FirstEnergy Nuclear Generation, LLC was renamed Energy Harbor Nuclear Generation LLC.

WHEREAS, the Nuclear Regulatory Commission (“NRC”) approved the transfer of the licenses for the ISFSIs resulting from the reorganization by order issued December 2, 2019, and amended the facility operating licenses for the Units and ISFSIs on February 27, 2020 to change the company name to Energy Harbor Nuclear Generation LLC.

WHEREAS, the Director of the NRC Office of Nuclear Material Safety and Safeguards has been provided thirty (30) working days prior written notice of this Amendment No. 1.

NOW, THEREFORE, in accordance with Section 9.06 of the Provisional Decommissioning Trust Agreement, as amended, and intending to be legally bound, the Company and the Trustee hereby amend the Provisional Decommissioning Trust Agreement as follows:

- 1) All uses of and references to “FirstEnergy Nuclear Generation, LLC” within the Provisional Decommissioning Trust Agreement, including within all Exhibits, are hereby replaced with “Energy Harbor Nuclear Generation LLC” including those specific references set forth below.
- 2) The introductory paragraph of the Provisional Decommissioning Trust Agreement shall be amended by deleting “FIRSTENERGY NUCLEAR GENERATION, LLC, an Ohio limited liability company (the “Company”)” and inserting in its place the following:

ENERGY HARBOR NUCLEAR GENERATION LLC, a Delaware limited liability company (the “Company”)

3) Section 2.04 (“Name of Provisional Trust”) shall be amended by deleting “the ‘FirstEnergy Nuclear Generation, LLC ISFSI Provisional Decommissioning Trust’” and inserting in its place the following:

the “Energy Harbor Nuclear Generation LLC ISFSI Provisional Decommissioning Trust”

4) Section 9.04 (“Delivery of Notices Under Agreement”) shall be amended by deleting the following:

FirstEnergy Nuclear Generation, LLC
c/o FirstEnergy Service Company
Attention: Treasurer
76 South Main Street
Akron, OH 49308

and inserting the following:

Energy Harbor Nuclear Generation LLC
Chief Financial Officer
168 E. Market Street
Akron, OH 44308

5) Exhibit A (“Decommissioning Certificate”) shall be amended by deleting references to “FirstEnergy Nuclear Generation, LLC” and “FirstEnergy Nuclear Generation LLC Provisional Decommissioning Trust (Provisional Trust)” and inserting the following:

Energy Harbor Nuclear Generation LLC

and

Energy Harbor Nuclear Generation LLC ISFSI Provisional Decommissioning Trust (Provisional Trust)

6) Exhibit B (“Distribution Certificate”) shall be amended by deleting references to “FirstEnergy Nuclear Generation, LLC” and “FirstEnergy Nuclear Generation LLC Provisional Decommissioning Trust (Provisional Trust)” and inserting the following:

Energy Harbor Nuclear Generation LLC

and

Energy Harbor Nuclear Generation LLC ISFSI Provisional Decommissioning Trust (Provisional Trust)

Except as expressly modified by this Amendment No. 1 to the Provisional Decommissioning Trust Agreement, all terms and conditions of the Provisional Decommissioning Trust Agreement shall remain in full force and effect.

IN WITNESS WHEREOF the parties have caused this Amendment No. 1 to be executed by the respective officers duly authorized and the incorporate seals to be hereunder affixed and attested as of the date first written above.

Energy Harbor Nuclear Generation LLC:

President and CEO

ATTEST:

[*Title*]

The Bank of New York Mellon, as Trustee:

[*Title*]