

January 21, 2022

U.S. Nuclear Regulatory Commission
ATTN: Document Control Desk
Washington, DC 20555-001

Palisades Nuclear Plant
Docket Nos. 50-255 and 72-007
Renewed Facility Operating License No. DPR-20

Big Rock Point
Docket Nos. 50-155 and 72-043
License No. DPR-6

Subject: Supplement to Application for Order Consenting to Transfers of Control of Licenses and Approving Conforming License Amendments

- References:
1. Letter from ENOI to US NRC, Application for Order Consenting to Transfers of Control of Licenses and Approving Conforming License Amendments for Palisades Nuclear Plant and Big Rock Point, December 23, 2020 (ML20358A075).
 2. Post Shutdown Decommissioning Activities Report including Site-Specific Decommissioning Cost Estimate for Palisades Nuclear Plant, December 23, 2020 (ML20358A232).
 3. Request for Exemptions from 10 CFR 50.82(a)(8)(i)(A) and 10 CFR 50.75(h)(1)(iv), December 23, 2020 (ML20358A239).
 4. Supplement to Application for Order Consenting to Transfers of Control of Licenses and Approving Conforming License Amendments, October 29, 2021 (ML21302A064).
 5. Order Approving Transfer of Licenses and Draft Conforming Administrative License Amendments (EPID L-2020-LLM-0003), December 13, 2021 (ML21292A145).
 6. Palisades Exemption from 10 CFR 50.82(a)(8)(i)(A) and 10 CFR 50.75(h)(1)(iv), December 13, 2021 (ML21286A506).

This letter serves to notify NRC of a change to Holtec Decommissioning International's (HDI) organizational structure that is underway and will exist following the proposed Palisades and Big Rock Point (BRP) license transfers. Specifically, HDI will no longer contract with its subsidiary Comprehensive Decommissioning International, LLC (CDI) to serve as decommissioning

general contractor, as contemplated by the original License Transfer Application (LTA). Instead, HDI is absorbing CDI's resources and will directly employ site personnel to perform the scope of work previously planned to be executed by CDI. This restructuring does not affect the scope, cost, or schedule for decommissioning, nor does it change the personnel who will execute that scope. The change moves licensed activities directly into the licensed operator's organization, similar to the current framework employed by Entergy Nuclear Operations, Inc. (ENOI) at Palisades and BRP, and results in more streamlined and direct oversight and control of project execution.

The organizational change will not impact HDI's technical qualifications or reduce the resources available to manage and decommission Palisades and BRP.

Staffing levels at the time of transfer will remain fully compliant with the requirements of the Palisades and BRP licenses and NRC regulations. Incumbent ENOI personnel who accept offers of employment will be integrated into the HDI site organization, and HDI will retain the contract security organization at BRP. In addition to the site workforce, decommissioning subject-matter expertise previously housed in CDI is migrating to HDI, including the senior management positions addressed in Attachment D to the original LTA. Personnel with relevant nuclear experience from SNC-Lavalin (CDI's minority upstream owner) affiliates were transferred into CDI when the company staffed up at the outset of the Oyster Creek and Pilgrim projects in 2019. HDI will retain subject matter expertise and institutional knowledge from past nuclear projects undertaken by both CDI parent companies, along with the lessons learned and technology and process improvements garnered from ongoing work at Oyster Creek, Pilgrim, and Indian Point. Transfer of CDI's corporate staff to HDI, along with the natural growth of HDI as the licensed operator for three ongoing decommissioning projects, ensures that HDI is fully capable of providing support for Palisades and BRP. At the time that the Palisades and BRP licenses are transferred, HDI will already employ approximately 184 personnel with direct experience decommissioning Oyster Creek, Pilgrim, and Indian Point, and will then be augmented by incumbent ENOI personnel joining the HDI Palisades site organization. And HDI's fleet-wide organizational model, along with the timing of Palisades and BRP major decommissioning activities relative to the other three HDI projects, ensures that personnel experienced in nuclear decommissioning will be available to backfill Palisades and BRP positions, if needed.

With CDI's resources and knowledge base added to the experience accumulated by HDI as licensed operator at Oyster Creek, Pilgrim, and Indian Point, HDI is creating a vertically integrated organizational model that affords clear and direct lines of communication and accountability to HDI leadership and external stakeholders. The fleet-wide organizational model described in the LTA is unchanged, with the exception that HDI will directly perform the implementation function. As reflected in the updated organization chart (enclosed), the Palisades and BRP organization will continue to be led by HDI's Site Vice President, who will report directly to HDI's President, Kelly Trice (former CDI President), and ultimately to Holtec's Executive Committee. In addition, HDI will now select and contract directly with decommissioning subcontractors and other nuclear vendors, affording more direct licensee control over the subcontracted aspects of

project execution. HDI will select subcontractors and vendors consistent with customary industry vendor evaluation and selection processes.

The organization change will not impact Holtec Palisades' and HDI's financial qualifications to hold the Palisades and BRP licenses.

The transfer of CDI's responsibilities and personnel to HDI does not change the site-maintenance or decommissioning scope or the resources available to perform that scope. HDI's self-performance also does not change the schedule for or cost profile of this scope relative to the originally-contemplated affiliate general contractor approach. Accordingly, apart from the transfer of CDI's responsibilities and personnel to HDI, the Palisades post-shutdown decommissioning activities report and site-specific decommissioning cost estimate (Reference 2) and the BRP cost estimate (Attachment E to the LTA) are not impacted by the organizational change and are not being revised. HDI has retained the information, methodologies, and subject matter expertise relied on by HDI and CDI in developing the cost estimates. Holtec Palisades' funding mechanisms and arrangements to reimburse HDI for decommissioning costs are also unaffected. Because the cost and schedule estimates for Palisades are not affected, the December 23, 2020 exemption request submitted alongside the LTA (Reference 3) is also unaffected by the organizational change.

The enclosure provides revisions to Figure 2, *Simplified Organization Chart (Post-Transfer)*, Figure A-1, *Palisades/Big Rock Point Combined Org Chart Depiction*, and Table A-1, *Roles and Responsibilities of HDI Senior Management*, and an update regarding the CDI senior management positions addressed in Attachment D to the LTA.

As stated in the LTA, the Applicants are targeting transaction closing and license transfer by July 1, 2022, after Palisades has been permanently shut down and defueled. Accordingly, Applicants respectfully request that the NRC review the supplemental information presented herein and make any determinations that it may deem necessary on a timetable that supports the anticipated closing date.

As with the original LTA, a copy of this letter is being provided to the State of Michigan in accordance with the requirements of 10 CFR 50.91(b)(1).

The conclusions of the no significant hazards consideration and the environmental considerations contained in HDI's prior submittals are not affected by and remain applicable to this supplement.

This letter contains no new regulatory commitments.

If you have any questions, please contact me at (856) 797-0900, x3578 or via email at j.fleming@holtec.com.

I declare under penalty of perjury that the foregoing is true and correct. Executed on the 21st day of January 2022.

Sincerely,

Jean A. Fleming
Vice President, Regulatory & Environmental Affairs
Holtec Decommissioning International, LLC

Enclosure: Update to December 23, 2020, Palisades and Big Rock Point License Transfer
Application

cc: w/ Enclosure

Regional Administrator, NRC Region III
NRC Senior Resident Inspector, Palisades Nuclear Plant
NRC Project Manager, Big Rock Point
Senior Project Manager, NRC/NRR/DORL
State of Michigan

ENCLOSURE (9 PAGES)

Update to December 23, 2020

Palisades and Big Rock Point License Transfer Application

License Transfer Application

Revised Figure 2: Simplified Organization Chart (Post-Transfer)

Enclosure 1, Section 5, Technical Qualifications

- Page 7: Revised Figure A-1, Palisades/Big Rock Point Combined Org Chart Depiction
- Page 9-11: Revised Table A-1, Roles and Responsibilities of HDI Senior Management

Enclosure 1, Attachment D, General Corporate Information

- Resume for Mark Stoddard¹

¹ As reflected in the revised Figure A-1, Mark Stoddard will replace Alexander Whittle as the Palisades Decommissioning General Manager. Kelly Trice has taken the role of HDI President. Kevin Wolf has moved from CDI to HDI and will continue to operate in a radiation safety management role.

Figure 2: Simplified Organization Chart (Post-Transfer)

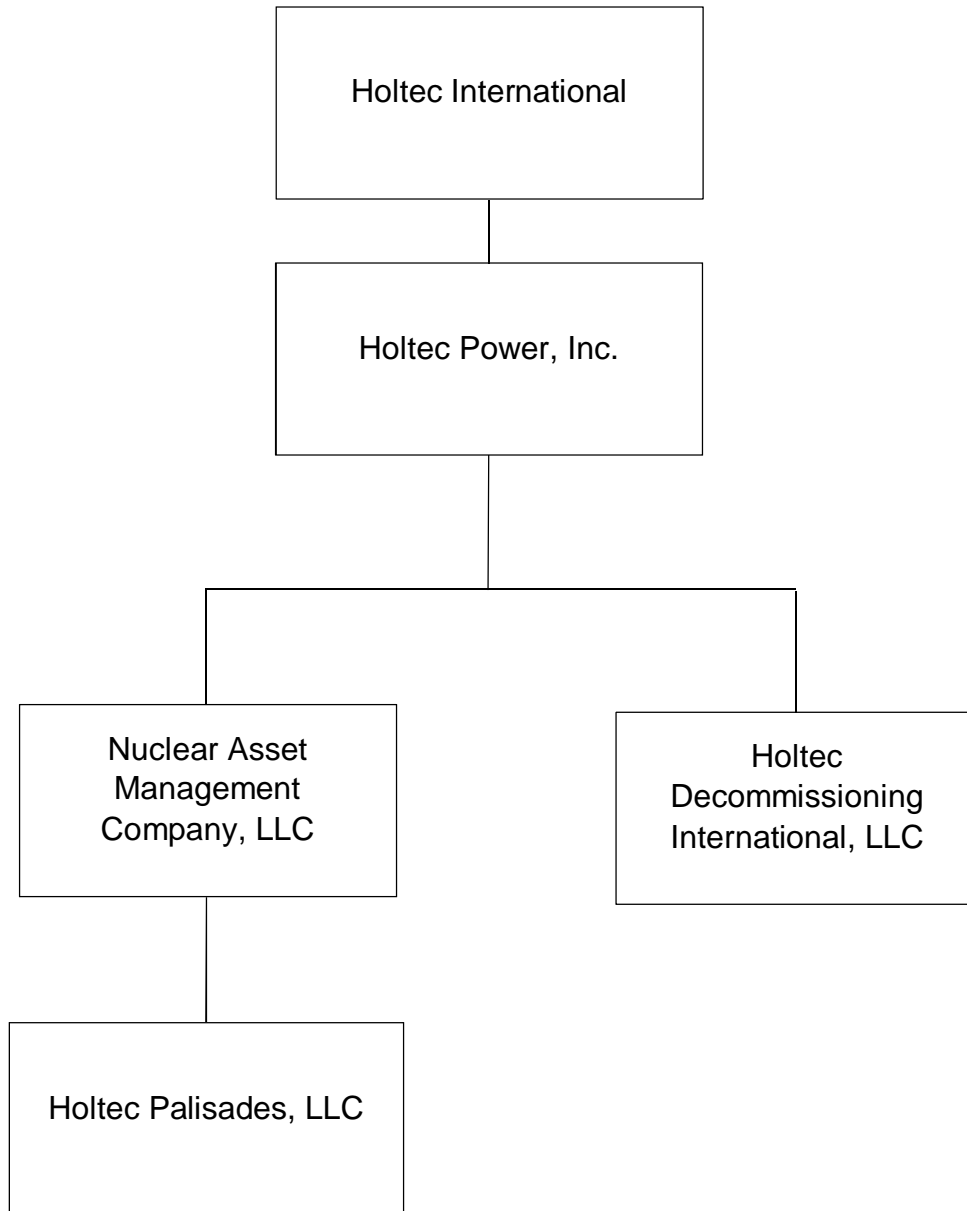
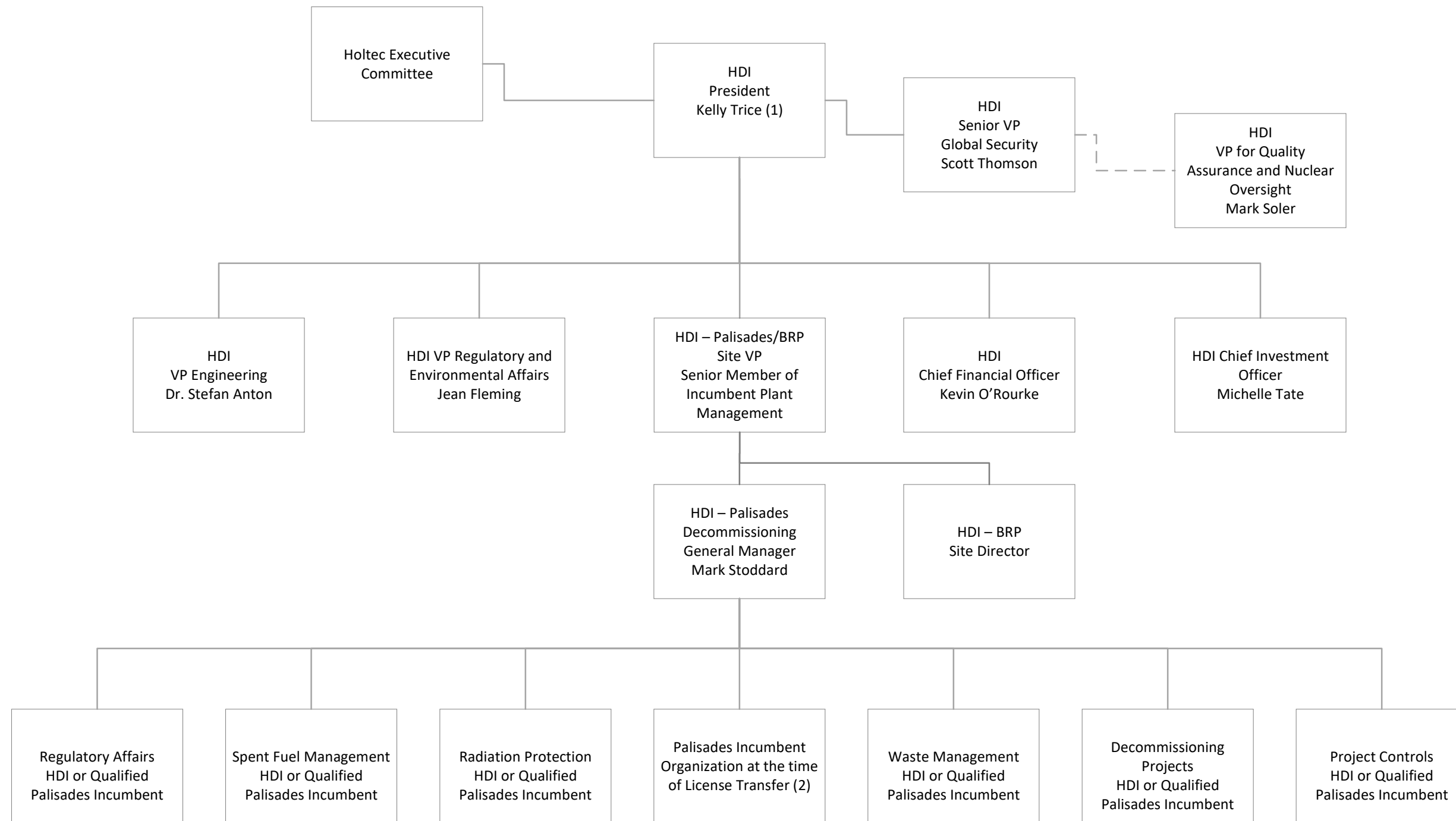


Figure A-1 Palisades/Big Rock Point Combined Org Chart Depiction



Notes:

- (1) HDI will notify the NRC of changes to the noted Executive Positions
- (2) All Personnel presently named on the org chart (or to be added in the future) are subject to the requirements set forth in Holtec's Personnel; Qualification Program specified in Holtec's quality assurance procedures.

Table A-1
Roles and Responsibilities of HDI Senior Management

Position	Role	Responsibilities
President (home office)	Oversee the safety, operation, and decommissioning of the nuclear sites maintained by HDI, including oversight of the decommissioning activities performed by HDI. Provide strategic direction to the HDI organization and to the senior leadership of the nuclear sites maintained by HDI.	<ol style="list-style-type: none"> 1. Establish and maintain a strong Nuclear Safety Culture. 2. Provide management direction, oversight and support to the site organization. 3. Report routinely to the Executive Board. 4. Assure HDI has sufficient resources for the key sectors of fuel management and decommissioning.
Vice President for the Palisades and Big Rock Point Sites (site)	Provide day-to-day onsite leadership and direction to the Palisades and Big Rock Point sites to assure the safe decommissioning, maintenance, and regulatory compliance of the Sites.	<ol style="list-style-type: none"> 1. Assure compliance with the licenses including the Technical Specifications, dry storage systems Certificates of Compliance, other regulatory requirements, and other regulatory commitments. 2. Maintain the Sites' strong Nuclear Safety Culture. 3. Ensure expenditures from the Palisades Decommissioning Trust Fund are legitimate. 4. Interface with the Palisades Site Decommissioning General Manager to assure decommissioning activities have the appropriate resources. 5. Interface with the Big Rock Point site team to ensure ISFSI management activities have the appropriate resources.
Vice President Engineering (home office)	Provide engineering oversight for the decommissioning nuclear stations maintained by HDI.	<ol style="list-style-type: none"> 1. Oversee engineering activities in support of spent fuel management and decommissioning. 2. Conduct routine assessments at each of the decommissioning nuclear stations maintained by HDI. 3. Provide support for resolving engineering issues.

Table A-1		
Roles and Responsibilities of HDI Senior Management		
Position	Role	Responsibilities
Vice President Regulatory and Environmental Affairs (home office)	Provide licensing oversight for the decommissioning nuclear stations maintained by HDI.	<ol style="list-style-type: none"> 1. Oversee and guide the development and submission of licensing, regulatory and environmental actions. 2. Conduct routine assessments of the regulatory activities at each of the decommissioning nuclear stations maintained by HDI. 3. Support the interface between the site and nuclear regulators while also taking a lead role on generic issues in decommissioning.
HDI Executive Financial Leadership <ul style="list-style-type: none"> • Chief Financial Officer • Chief Investment Officer (home office)	Provide support and guidance for the prudent investment of decommissioning trust funds and assurance that funds are used for decommissioning purposes in accordance with the regulations.	<ol style="list-style-type: none"> 1. Establish investment policy and guidelines. 2. Review investment performance. 3. Assure that decommissioning expenditures are reviewed for appropriateness and reflect decommissioning activities. 4. In conjunction with the HDI senior leadership team, evaluate the sites' performance to the decommissioning cost and schedule.
Vice President Quality Assurance and Nuclear Oversight (home office)	Provide quality assurance oversight for the decommissioning nuclear stations maintained by HDI.	<ol style="list-style-type: none"> 1. Maintain nuclear sites' Quality programs in alignment with the HDI QA infrastructure. 2. Provide routine oversight evaluations of the quality assurance function at the decommissioning nuclear stations maintained by HDI. 3. Provide quality assurance oversight for the movement of fuel and the transportation of radioactive waste.
Senior Vice President of Global Security (home office)	Provide support for site security and plant access for nuclear stations maintained by HDI.	<ol style="list-style-type: none"> 1. Oversee and guide the safe and compliant site security, plant access and fitness-for-duty functions at the decommissioning sites. 2. Develop and execute security program modifications.

* Responsibilities of the previous position of Vice President Technical Support have been absorbed by the Vice President of Regulatory and Environmental Affairs, Executive Financial Leadership, the site Regulatory Affairs Manager and the site Radiation Protection manager.

MARK C. STODDARD

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716 Saddle Ridge, Crystal Lake, Illinois 60012

QUALIFICATIONS

- 26 years in commercial nuclear power
- 11 years in nuclear power plant decommissioning
- 4 years in nuclear power plant operations
- Senior Reactor Operator license
- Fuel Handling Supervisor
- Results-driven Engineering Manager
- Project Management Professional

PROFESSIONAL HIGHLIGHTS

Holtec Decommissioning International (HDI), 10/2021 to Present

HDI, Palisades Nuclear Power Plant (PNPP), Michigan, 10/2021 to Present

Decommissioning General Manager. Responsible for managing the transition of Palisades Nuclear Power Plant and Big Rock Point (BRP) from Entergy to Holtec Decommissioning International.

- Assigned to Palisades to manage the transition of PNPP and BRP from Entergy to HDI.
- Provide transition planning guidance to Palisades decommissioning project organization.
- Developed new fleet procedure for HDI that will provide a process for adopting nuclear power plant station programs that exist at a decommissioning nuclear station for use by HDI in support of license transfer.
- Manage expectations for readiness reviews of plant fleet and site procedures for acceptance by HDI at license transfer.
- Completed a study to Entergy comparing the costs to remove the two retired steam generators whole to a waste disposal in Andrews, Texas to the cost associated with segmenting the steam generator steam drum into smaller waste containers and shipping the steam generator lower assembly whole to Andrews, Texas.

Comprehensive Decommissioning International (CDI), 1/2019 to 9/2021

CDI, Indian Point Energy Center (IPEC), New York, 9/2020 to 9/2021

Systems and Structures Manager. Responsible for managing the demolition of all site buildings and structures including estimating project costs, negotiating contracts, budget, scheduling, procurement, and safety.

- Assigned to IPEC early to assist with the transition of site from Entergy to HDI.
- Developed plan for Holtec to take over site using Entergy's current fleet and site-specific procedures.
- Completed a study to Entergy justifying plan and schedule to remove Unit 2 and 3 installed steam generator steam domes in preparation to begin reactor vessel internal segmentation.
- Completed a unit 2 and 3 retired steam generator disposal cost optimization study to Entergy.
- Developed a plan and schedule to begin peripheral building demolition to support temporary on-site waste storage space.

CDI, Pilgrim, Massachusetts, 1/2019 to 8/2020

Balance of Plant Manager. Responsible for site configuration, cold and dark planning, and project risk.

Responsible for managing the demolition of all site buildings and structures including estimating project costs, negotiating contracts, budget, scheduling, procurement, and safety.

- Developed plans on how to safely isolate reactor vessel and reactor cavity during GTCC campaign, including administrative controls on isolation boundary and contingency plans should plant experienced an unexpected loss of water inventory.
- Developed a water plan for the project that would reduce volumes of stored contaminated water and resume discharge of treated water in accordance with revised ODCM and a new NPDES permit.
- Developed a Lockout Tagout Program that included the use of locks at Pilgrim that was compliant with OSHA 1910.147. Also help Operations reduce the number of legacy Tagouts remaining after shutdown.
- Developed a waterfall schedule for Pilgrim that was used to explain project plans to corporate executives.
- Developed a baseline decommissioning project schedule for Pilgrim that included the demolition of all site structures except the switchyard and ISFSI.

- Developed a procedure to create work packages during decommissioning.
- Developed a procedure to outline required Engineering reviews during decommissioning.
- Developed procedure to control plant configuration during decommissioning.
- Developed a decommissioning project schedule for Palisades to be used to develop DCE.

Energy Solutions (ES), 9/2010 to 12/2018

SONGS Decommissioning Solutions (SDS), SONGS, California, 1/2017 to 12/2018

Project Director. SDS Operation Group.

- Independently developed the Environmental Program during the transition phase of the decommissioning project in the absence of an Environmental Manager. Program delivered in short time frame and accepted by client.
- Developed a bridging strategy concept that bridged SDS Programs and SCE Programs enabling SDS to transition programs over a one-year period rather than all programs all at once.
- Independently developed the Safety Program in short time frame after Business Director determined Safety Manager was not capable of developing a Safety Program.
- Independently developed the Operations Program.
- Negotiated division of responsibilities between SDS and SCE Operations gaining respect and cooperation from SCE Operations Management.
- Developed procedures to re-establish containment purge as a continuous vent path.
- Developed procedures to operate a new liquid radwaste system.
- Developed a water plan for the project.
- Developed a Lockout/Tagout program to be used by SDS.
- Administer the Lockout/Tagout program for SDS.
- Develop isolation boundaries for plant maintenance and modifications.
- Developed a plan to take over all plant operation responsibilities from SCE following transfer of all spent nuclear fuel to the ISFSI pad.

Cold and Dark Project, partnership between ES and Kiewit, SONGS, California, 4/2015 to 12/31/2016

Project Director. Provided engineering support on the installation of 16 cold and dark (C&D) modifications.

- Review modifications to understand current approved design.
- Improved constructability of modifications saving project time and money.
- Provide design solutions in areas lacking complete design.
- Develop modification installation packages.
- Develop test plans to test C&D modifications.
- Develop out of service boundaries to provide safe work environment.

ZionSolutions, Zion, Illinois, 9/2010 to 4/2015

Senior Work Control Engineer. Developed a strategy and plan to isolate all buildings at Zion Nuclear Power Plant in preparation for decommissioning. Responsibilities included;

- Review civil and mechanical drawings to determine all systems and utilities inside building.
- Performed thorough walk downs to identify all penetrations into building, ground water issues, ventilation requirements, waste removal paths, lighting needs, temporary power requirements, number of exits required and isolation from Lake Michigan.
- Develop scope of modifications required to isolate the buildings.
- Develop a schedule to isolate each building in Microsoft Project that would detail support required from each department to implement a C&D plan. This was a useful presentation tool.
- Created an outline of required modifications in Power Point to be used in presentations to project management team.
- Present C&D plan to project management team. Discuss all detail required to sell the plan to all departments across the project.
- Once C&D plan was approved;
 - Assist in the development of a P6 schedule to execute the C&D plan.
 - Work with Engineering to develop required modifications.
 - Support work planners in development of work packages to install modifications.
 - Develop isolation boundaries to support modification installation.
 - Assist D&D in the installation of the modifications.
- Developed large out of service boundaries on containments and the auxiliary building to support D&D activities that were to begin prior to implementation of C&D.
- Responsible for configuration management of the plant.
- Worked with Operations to closeout all out of services written under Passport.
- Developed and managed a lockout/tagout program that replaced Passport out of service program.

- Developed procedures to perform plant evolutions.
- Wrote and reviewed 50.59's required for plant procedures and modifications.
- Qualified as Technical Director for DSEP events.
- Acted as Technical Director in DSEP drills.

Enercon, Naperville, Illinois, 9/2009 to 9/2010

Project Manager/Senior Engineer. Project Manager on a security upgrade at the Palisades Nuclear Station. Responsible for estimating project costs, negotiating contracts, budget, scheduling, procurement, and safety on all projects.

Emco Interiors, Inc., Addison, Illinois, 2/2009 to 8/2009

Project Manager/Estimator. Responsible for estimating project costs, negotiating contracts, budget, and procurement on all projects.

Pepper Construction Company, Barrington, Illinois, 2005 to 1/ 2009

Project Manager, LEED Accredited Professional. Managed as many as 18 commercial projects simultaneously, ranging in size from \$13,000 to \$1.5 million. Completed projects cover several business sectors such as healthcare, education, retail, hospitality and commercial office. Responsible for estimating project costs, negotiating contracts, budget, scheduling, procurement, and safety on all projects.

Dream Home Specialists, Inc., Crystal Lake, Illinois, 2003 to 2005

Owner. Founded of a small business specializing in custom home remodeling.

Commonwealth Edison Company, Zion Nuclear Generating Station, Zion, Illinois, 1984 to 1998

Senior Licensing Engineer, Operating Department, 1997 to 1998

Performed an independent review of the improved technical specification of the station operating license to ensure literal compliance of operating procedures. Coordinated interaction between system engineering, design engineering and licensing to resolve problems.

- **Discovered** and **corrected** errors in the operating procedures which prevented fines from the regulator for technical specification non-compliance.
- **Identified** weaknesses in the operating license technical bases and recommended corrections ensuring future compliance.
- **Discovered** errors in the operating license technical specifications, which did not accurately reflect the plant design.
- **Reviewed** reactor protection electrical schematics to ensure all safety related components were completely tested. This review resulted in identifying portions of circuitry, which had never been tested during the life of the plant in accordance with the current specification or the improved specification.

Senior Unit Supervisor, Operating Department, 1994 to 1997

Directed control room activities during normal operations, to provide compliance with technical specifications, and ensure the health and safety of the public.

- **Coached** and **counseled** employees, continuously reviewed work processes, and reinforced employee training which consistently resulted in operating standards compliance.
- **Coordinated** isolation of equipment for maintenance and modification to ensure personal safety, maintain nuclear fuel cooling, and prevent scheduling conflicts.
- **Fuel Handling Supervisor.** Completed entire Unit 1 core offload to spent fuel pit following reactivity event. Obtained in depth system and procedure knowledge of fuel handling.

Principal engineer, Operating Department, 1992 to 1994

Successfully completed intensive 2-year Senior Reactor Operator License training program including reactor theory, systems training, and extensive simulator training involving accident scenarios.

Primary Group Leader, Systems Engineering, 1989 to 1992

Directed all engineering activities on plant primary systems including reactor coolant, emergency core cooling, containment integrity, and containment isolation. Managed eleven engineers. Developed and managed departmental budget.

- **Managed** and **guided** group members to complete 200 overdue or unresolved commitments made to the regulator.
- **Planned** and **scheduled** all required testing and modifications on primary systems performed during refueling outages to minimize outage duration.

- **Developed** team approach to outage coverage, which maximized support, reduced individual workload, and broadened individual expertise.

General Engineer, Primary Group, Systems Engineering, 1988 to 1989

System Engineer in charge of the reactor coolant system, reactor coolant pumps, containment isolation, isolation valve seal water system, and containment integrity.

- **Provided** technical direction for primary system troubleshooting and analysis; reviewed new testing and operating procedures; prepared deviation reports and licensee event reports to the NRC.
- **Solved** long recurring drifting problem on pressurizer level instrumentation reducing maintenance requirements at power.
- **Solved** recurring pressurizer spray valve packing leaks, which resulted in increased reactor availability, saving millions of dollars in reactor down time.
- **Developed** and **successfully** executed a method to close a loop stop isolation valve that had a loose valve guide which resulted in saving two weeks of critical path outage time worth millions of dollars to the company.
- **Discovered** and **corrected** untested penetrations in containment for compliance with 10CFR50 App. J.

General Engineer, Corporate Office, 1986 to 1988

Staff assistant to the Vice President of Nuclear Operations.

- **Produced** daily operating status report of all six nuclear stations.
- **Generated** trouble reports on any reactor trips or scrams for all six nuclear stations.

Engineer, Planning Department, 1984 to 1986

Managed the ten year hydrostatic testing program for all ASME class I, II, and III systems. Coordinated and scheduled all the activities between the maintenance, operating, and engineering departments, completing safely and within budget and outage schedule.

EDUCATION

BS in Mechanical Engineering, University of Illinois, Champaign-Urbana, 1983

Senior Reactor Operator License at Zion Station, Nuclear Regulatory Commission, 1994

Fuel Handling Supervisor Training, Westinghouse, 1996

LEED Accredited Professional, U.S. Green Building Council, 2008

Project Management Professional, Certification by Project Management Institute, 2012