



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

December 5, 2022

Jennifer K. Wheeler
Director, Regulatory Affairs
Triso-X, LLC
801 Thompson Avenue
Rockville, MD 20852

SUBJECT: TRISO-X, LLC - ONLINE REFERENCE PORTAL INFORMATION ACCESS
AGREEMENT

Dear Jennifer Wheeler:

TRISO-X, LLC (TRISO-X) and the U.S. Nuclear Regulatory Commission (NRC) staff discussed the use of an online reference portal that would provide the authorized NRC staff and contractors with limited read-only access to certain materials owned by and under the control of TRISO-X. The purpose of the online reference portal is to enhance the NRC's ability to timely and efficiently perform its regulatory licensing responsibilities 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 necessary to support the NRC staff's regulatory licensing responsibilities, the NRC staff will request that TRISO-X formally submit such information in accordance with Title 10 of the *Code of Federal Regulations* Section 50.4, "Written communications."

The enclosed "Information Access Agreement" should be used as the only acknowledgement form for the authorized NRC staff and contractors' access to the online reference portal. Any proposed modification or addition to the enclosed "Information Access Agreement" would require further review by the NRC staff. The NRC requests that TRISO-X sign, date, and return the "Information Access Agreement" enclosed with this letter.

If you have any questions about this matter, please contact Jonathan Rowley at (301) 415-4053 or via email at jonathan.rowley@nrc.gov.

Sincerely,

A handwritten signature in black ink that reads "Soly Soto Lugo".

Signed by Soto Lugo, Soly
on 12/05/22

Soly Soto Lugo, Acting Chief
Fuel Facility Licensing Branch
Division of Fuel Management
Office of Nuclear Material Safety
and Safeguards

Docket No. 07007027
License No. SNM-7007

Enclosure:
As stated

**INFORMATION ACCESS AGREEMENT BETWEEN
TRISO-X, LLC AND
THE UNITED STATES NUCLEAR REGULATORY COMMISSION**

This agreement is made and effective on this ^{December 5, 2022} (“Effective Date”) by and between the UNITED STATES NUCLEAR REGULATORY COMMISSION (“NRC”) and TRISO-X, LLC (“TRISO-X”) (collectively “the Parties”) for the purpose of facilitating the NRC’s access to an online reference portal maintained by TRISO-X or their parent company X Energy, LLC, through which NRC staff and contractors approved in accordance with Section 1 (“the authorized NRC staff and contractors”) may access certain documents related to the construction and operation of the TRISO-X Fuel Fabrication Facility to be located in Oak Ridge, TN (“the Facility”).

Whereas TRISO-X desires to enhance the NRC’s ability to timely and efficiently perform its regulatory licensing and oversight functions with respect to the Facility, including by providing the authorized NRC staff and contractors with access to certain documents owned by or under the control of TRISO-X through an online reference portal so that the NRC staff may access such information in a timely manner; and

Whereas information accessed by the authorized NRC staff and contractors may consist of information considered by TRISO-X to be trade secrets, or privileged or confidential commercial and financial information (“Proprietary Information”), which by their nature may be considered to be Export Controlled Information; and

Whereas TRISO-X is willing to make such Proprietary Information available to the authorized NRC staff and contractors for the purpose of promoting timely and efficient NRC regulatory licensing and oversight of the Facility, subject to the terms and conditions set forth below.

The Parties mutually agree as follows:

Terms:

1. At no charge to the NRC staff, TRISO-X agrees to maintain and make available to the authorized NRC staff and contractors an online reference portal in which TRISO-X will provide access to documents relating to the Facility, which may include Proprietary Information. TRISO-X 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 the authorized users will include only the NRC staff and contractors who have been determined to have a requisite need to access the online reference portal in furtherance of official duties in relation to regulatory licensing and oversight of the Facility. 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 TRISO-X’s Director of Regulatory Affairs (for TRISO-X); and the NRC’s Project Manager for TRISO-X (for the NRC).
2. The Authorized NRC staff and contractors may use the online reference portal only to access TRISO-X documents, including Proprietary Information, and only in furtherance of official duties and in accordance with any of TRISO-X’s reasonable policies and procedures governing access and use. The Parties expressly recognize that TRISO-X reserves the right to revoke the NRC staff access to the portal at any time.

3. The online reference portal will be available to the authorized NRC staff and contractors through “read only” access with no capability to (a) modify information on 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 the authorized NRC staff and contractors are owned by and under the control of TRISO-X. The NRC staff does not consider documents placed in the online reference portal to constitute “agency records” for purposes of the Freedom of Information Act (FOIA), 5 U.S.C. § 552, and the NRC’s implementing FOIA regulations in Title 10 of the *Code of Federal Regulations* (10 CFR) Part 9. The fact that TRISO-X makes Proprietary Information available to the NRC staff 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 as an indication that such information residing within the online reference portal is not “owned by,” “under the control of” and “in the possession of” TRISO-X.
5. If the NRC staff determines that information viewed or accessed via the online reference portal is necessary for formal evaluation or otherwise necessary in support of the NRC’s regulatory licensing and oversight responsibilities with respect to the Facility, the NRC staff will request that TRISO-X formally submit such information in accordance with 10 CFR § 70.5, “Communications.” TRISO-X shall abide by the requirements in 10 CFR § 2.390(b) when submitting such information to the NRC staff if TRISO-X 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 TRISO-X to the NRC in accordance with the affidavit requirements, 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 the 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 Facility pursuant to applicable regulations contained in 10 CFR. TRISO-X is not required to submit an affidavit or mark documents in accordance with 10 CFR § 2.390 when making them accessible through the online reference portal. TRISO-X makes no warranty, guarantee, or representation as to the completeness or accuracy of information that the authorized NRC staff or contractors’ access through the portal. The NRC requirements governing completeness and accuracy of information apply to any information that TRISO-X submits to the NRC in accordance with NRC regulations, or information that TRISO-X 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

Shana R. Helton

Signed by Helton, Shana
on 12/05/22

Anthony Masters

Signed by Masters, Anthony
on 12/05/22

By: _____
Title: **Director, Division of Fuel
Management**
Date: ~~December 5, 2022~~

By: _____
Title: **Director, Division of Fuel Facility
Inspection**
Date: ~~December 5, 2022~~

TRISO-X, LLC

X Energy, LLC

By: _____
Title: **President**
Date: _____

By: _____
Title: **Senior VP and General Counsel**
Date: _____

TRISO-X Online Portal Agreement DATE December 5, 2022

DISTRIBUTION:

- RidsNmssOdResource, NMSS
- RidsOgcMailCenterResource, OGC
- JRowley, NMSS/DFM/FFLB
- JZimmerman, NMSS/DFM/FFLB
- MBartlett, NMSS/DFM/FFLB
- PJehle, OGC/GCRPS/HLWFCNS/NLO

ADAMS Accession No.: Ltr ML22320A042

*** via email**

OFFICE	NMSS/DFM/FFLB	NMSS/DFM/FFLB	OGC/GCRPS /HLWFCNS/NLO	NMSS/DFM
NAME	JRowley <i>JR</i>	ELee <i>EL</i>	PJehle <i>PJ</i>	SHelton LHowell for <i>LH</i>
DATE	Nov 16, 2022	Nov 16, 2022	Nov 16, 2022	Nov 21, 2022
OFFICE	R-II/DFFI	NMSS/REFS	NMSS/DFM	R-II/DFFI*
NAME	AMasters <i>AM</i>	SSoto <i>SS</i>	SHelton <i>SH</i>	AMasters <i>AM</i>
DATE	Dec 1, 2022	Dec 5, 2022	Dec 5, 2022	Dec 5, 2022

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