



27780 Blue Star Highway, Covert, MI 49043

HDI PNP 2024-050

10 CFR 50.80
10 CFR 50.90
10 CFR 72.50

December 19, 2024

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

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

Subject: Supplement to Application for Order Consenting to Transfer of Control of License and Approving Conforming License Amendments regarding Requested Additional Holtec International Financial Information

In Reference 1, Holtec Decommissioning International, LLC (“HDI”), on behalf of itself, Holtec Palisades, LLC (“Holtec Palisades”), and Palisades Energy, LLC (“OPCO”) (together, “Applicants”), submitted an application (“Application”) requesting that the U.S. Nuclear Regulatory Commission (“NRC”) consent to the transfer of operating authority under Renewed Facility Operating License No. DPR-20 for the Palisades Nuclear Plant (“PNP”) and the general license for the Palisades Independent Spent Fuel Storage Installation from HDI to OPCO. In Reference 2, HDI on behalf of itself and the Applicants, supplemented the Application with the proposed Revision 0 to the Power Operations Quality Assurance Program Manual (POQAPM) that will be implemented at Palisades upon the transfer of operating authority from HDI to OPCO.

In Reference 3, the U.S. Department of Energy (“DOE”) announced its decision to issue a loan guarantee under the Energy Policy Act of 2005, as amended, to Holtec Palisades to support the restart project.

In Reference 5, HDI, on behalf of itself and the Applicants, supplemented the Application to reflect the latest information regarding updated senior leadership roles and responsibilities, updated corporate information required by 10 CFR 50.33(d)(3), and updated pro forma financial projections. This update was submitted to reflect the latest information following the DOE loan guarantee process referred to in Reference 3.

In Reference 6, HDI, on behalf of itself and the Applicants, submitted responses to requests for additional information (RAI) issued by the NRC (Reference 4) identified during its review of the Application.

In Reference 7, HDI on behalf of itself and the Applicants, supplemented Reference 6 to provide an updated POQAPM which clarified that the Quality Assurance Manager reports to the executive responsible for Quality Assurance.

Applicants are submitting this supplement to the Application to provide information requested by the NRC concerning Holtec International, the ultimate parent of Applicants. As explained in Reference 1, while not required by NRC regulations, Holtec International has agreed to provide a support agreement under which it will provide up to \$75 million to Holtec Palisades. This amount is sufficient to cover fixed operating and maintenance costs during an extended outage, as contemplated by NUREG-1577. Applicants provided the form of the Support Agreement as Enclosure 6 of the Application, and provided information regarding Holtec International's financial capability to satisfy the support commitment as Enclosure 4A of the Application. Applicants requested that the entirety of Enclosure 4A be withheld from public disclosure pursuant to 10 CFR 2.390 as it contains proprietary financial information.

During the review of the Application, the NRC has informally requested additional information regarding the Holtec International financial information that was provided as Enclosure 4A to the Application. Enclosure 3A to this letter contains the requested information.


Enclosure 3A consists entirely of confidential commercial and financial information. Applicants request that this information be withheld from public disclosure pursuant to 10 CFR 2.390(a)(4), as described in the affidavit provided in Enclosure 2.

In accordance with 10 CFR 50.91, *Notice for public comment; State consultation*, paragraph (b), Applicants are notifying the State of Michigan of this supplement by transmitting a copy of this letter to the designated State of Michigan official.

If you have any questions regarding this submittal, please contact Jim Miksa, Regulatory Assurance Manager, at (269) 764-2945.

Respectfully,

**Jean A.
Fleming**



Digitally signed by Jean A. Fleming
DN: cn=Jean A. Fleming, c=US,
o=Holtec Decommissioning
International, LLC, ou=Regulatory and
Environmental Affairs,
email=J.Fleming@Holtec.com
Date: 2024.12.19 08:29:51 -0500

Jean A. Fleming
Vice President of Licensing and Regulatory Affairs
Holtec International

- References:
- 1) Holtec Decommissioning International, LLC letter to U.S. Nuclear Regulatory Commission, "Application for Order Consenting to Transfer of Control of License and Approving Conforming License Amendments," dated December 6, 2023 (ADAMS Accession No. ML23340A161)
 - 2) Holtec Decommissioning International, LLC letter to U.S. Nuclear Regulatory Commission, "Supplement to Application for Order Consenting to Transfer of Control of License and Approving Conforming License Amendments, Proposed Power Operations Quality Assurance Program Manual, Revision 0," dated May 23, 2024 (ADAMS Accession No. ML24144A106)
 - 3) Department of Energy, "Record of Decision: Issuance of a Loan Guarantee to Holtec Palisades, LLC for General Restoration and Maintenance Activities of the Palisades Nuclear Plant," 89 Fed. Reg. 63,424 (Aug. 5, 2024)

- 4) Palisades Nuclear Plant – Request for Additional Information RE: Quality Assurance Program to Support License Transfer Request (EPID L-2023-LLM-0005), dated October 21, 2024 (ADAMS Accession No. ML24295A362)
- 5) Holtec Decommissioning International, LLC letter to U.S. Nuclear Regulatory Commission, “Supplement to Application for Order Consenting to Transfer of Control of License and Approving Conforming Licensing Amendments Regarding Corporate, Financial, and Operator Service Agreement Information,” dated November 19, 2024 (ADAMS Accession No. ML24324A200)
- 6) Holtec Decommissioning International, LLC letter to U.S. Nuclear Regulatory Commission, “Supplement to Application for Order Consenting to Transfer of Control of License and Approving Conforming License Amendments, Proposed Power Operations Quality Assurance Program Manual, Revision 0,” dated November 19, 2024 (ADAMS Accession No. ML24324A207)
- 7) Holtec Decommissioning International, LLC letter to U.S. Nuclear Regulatory Commission, “Supplement to the Response to Requests for Additional Information Regarding Supplement to Application for Order Consenting to Transfer of Control of License and Approving Conforming License Amendments, Proposed Power Operations Quality Assurance Program Manual, Revision 0,” dated December 13, 2024 (ADAMS Accession No. ML24348A160)

- Enclosures:
- 1) Affirmation of Kelly Trice License Transfer Application to Support Resumption of Power Operations at Palisades Power Plant
 - 2) Affidavit of Jason Day Supporting Holtec International’s Application to Withhold Enclosure 3A from Public Disclosure
 - 3A) Revised Enclosure 4A – Holtec International and Subsidiaries Consolidated Financial Statements **[Withhold Under 10 CFR 2.390(a)(4)]**

cc (w/enclosures, except Enclosure 3A)

NRC Region III Regional Administrator
NRC Decommissioning Inspector – Palisades Nuclear Plant
NRC NMSS Project Manager – Palisades Nuclear Plant
Designated Michigan State Official

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Enclosure 1

Affirmation of Kelly Trice

License Transfer Application to Support Resumption of Power Operations at

Palisades Power Plant

AFFIRMATION OF KELLY TRICE

I, Kelly Trice, do hereby declare under penalty of perjury under the laws of the United States of America that the following is true and correct: (1) I am the President of Holtec International, Holtec Decommissioning International, LLC, Holtec Palisades, LLC, and Palisades Energy, LLC, (2) I am duly authorized to execute and file this certification on behalf of Holtec International, Holtec Decommissioning International, LLC, Holtec Palisades, LLC, and Palisades Energy, LLC and (3) the statements set forth in the attached Supplement to the Application, including the financial qualifications for Holtec International, are true and correct to the best of my information, knowledge and belief.

By:  Digitally signed by Kelly Trice
DN: cn=Kelly Trice, c=US,
o=Holtec International, ou=Holtec,
email=k.trice@holtec.com
Date: 2024.12.19 09:01:29 -05'00'

Date: 12/19/2024

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Enclosure 2

Affidavit of Jason Day

Supporting Holtec International's

Application to Withhold Enclosure 3A from Public Disclosure

**AFFIDAVIT OF JASON DAY SUPPORTING
HOLTEC INTERNATIONAL'S
APPLICATION TO WITHHOLD ENCLOSURE 3A FROM PUBLIC DISCLOSURE**

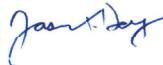
I, Jason Day, General Counsel for Holtec Decommissioning International, LLC ("HDI"), declare the following under penalty of perjury:

1. I am authorized to execute this declaration on behalf of HDI, for itself and Holtec International, Holtec Palisades, LLC, and Palisades Energy, LLC (collectively "Holtec").
2. Holtec is providing information to the U.S. Nuclear Regulatory Commission ("NRC") in support of their Supplement to Application for Order Consenting to Transfer of Control of License and Approving Conforming License Amendments regarding Requested Additional Holtec International Financial Information. The proprietary version of Enclosure 3A of this submittal contains internal financial information related to the ultimate parent company. This document constitutes proprietary commercial and financial information that should be held in confidence by NRC pursuant to the policy reflected in 10 CFR 2.390(a)(4) because:
 - a. It contains information that is held in confidence by Holtec and their affiliates.
 - b. This information is of a type that is customarily held in confidence by Holtec and their affiliates and the information contains sensitive financial competitive information concerning Holtec's financial condition.
 - c. This information is being transmitted to NRC in confidence.
 - d. This information is not available in public sources and could not be gathered readily from publicly available information.
 - e. Public disclosure of this information would create substantial financial harm to the competitive position of Holtec and their affiliates by disclosing their internal financial and commercial information to other parties whose commercial interests may be adverse to those of Holtec.
3. Accordingly, Holtec requests that Enclosure 3A be withheld from public disclosure pursuant to 10 CFR 2.390(a)(4).

I declare that the foregoing is true and correct.

Executed on December 19, 2024.

Holtec Decommissioning International, LLC



Jason Day
General Counsel