

August 13, 2018

**UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION**

Before the Commission

In the Matter of)
)
Entergy Nuclear Vermont Yankee, LLC,)
Entergy Nuclear Operations, Inc., and) Docket No. 50-271-LT-2
NorthStar Nuclear Decommissioning Company, LLC)
)
(Vermont Yankee Nuclear Power Station))

JOINT STATUS REPORT

Pursuant to the Commission’s Memorandum and Order of April 12, 2018, CLI-18-03, Entergy Nuclear Operations Inc., on behalf of itself, Entergy Nuclear Vermont Yankee, LLC (“ENVY”) and NorthStar Nuclear Decommissioning Company, LLC (“NorthStar”) (together, “Applicants”), and the State of Vermont and the New England Coalition (together, “Participants”), hereby submits this Joint Status Report. The Commission’s April 12 Memorandum and Order held in abeyance the Participants’ requests for hearing and petitions to intervene in this license transfer proceeding based on Participants’ anticipated withdrawal from this proceeding pursuant to a Settlement Agreement¹ and pending further notification from the Applicants or Participants. That Settlement Agreement permitted a party to withdraw from the Settlement Agreement upon ten days’ written notice if the Vermont Public Utility Commission (“PUC”), which is currently reviewing the proposed sale of ENVY to NorthStar, materially alters the terms of the Settlement Agreement or does not issue an order approving the proposed sale by July 31, 2018. Thus, the period during

¹ The Settlement Agreement was appended to the State of Vermont’s Notice of Anticipated Withdrawal of the State Petition for Leave to Intervene and Hearing Request (Mar. 7, 2018).

which a party might withdraw from the Settlement Agreement was expected to end on August 10, 2018. Consequently, the Commission's Memorandum and Order requires the Applicants and Participants to file a joint status report by no later than August 13, 2018.

The July 31, 2018, deadline in the Settlement Agreement reflected the parties' expectations that a final order from the PUC would be issued in advance of the NRC final order on Applicants' license transfer application. However, on July 6, 2018, the PUC announced that it would not issue a final order until after the NRC does so. PUC Docket 8880, *Procedural Order Re: Postponement of Decision on Joint Petition Pending Ruling by Nuclear Regulatory Commission* (June 6, 2018). An NRC spokesman has stated that the NRC staff is targeting to complete its review of the application by the end of the third quarter 2018. The Participants wish to preserve their ability to review the PUC order before withdrawing their hearing requests before the NRC. As a result, Applicants and the Participants have agreed to amend the Settlement Agreement to permit a party to withdraw from the Settlement Agreement upon ten days' written notice if a PUC order materially alters the terms of that Agreement or if the PUC does not issue an order approving the proposed sale of ENVY by October 31, 2018 (instead of July 31, 2018). A copy of the amendment is attached.

The Applicants and Participants support and commend to the Commission the Settlement Agreement, which includes important mechanisms to ensure funding for and oversight of the work that will promptly decommission and restore the site of the Vermont Yankee Nuclear Power Station. The Applicants and Participants respectfully request that the NRC approve the sale of ENVY and transfer of the NRC licenses consistent with the terms and conditions of the Settlement Agreement. The Applicants and Participants also request that the Commission continue to hold the Participants' hearing requests and intervention petitions in abeyance, and suggest that the parties submit an additional Joint Status Report by November 15, 2018. The Participants expect that the

Commission and PUC will issue decisions consistent with the Settlement Agreement by that date. Unless those decisions could have the effect of altering the Settlement Agreement to the material detriment of the Participants, the Participants anticipate that they will withdraw their hearing requests and intervention petitions at that time.

The Participants have reviewed this Joint Status Report. The State of Vermont has authorized Applicants to submit this Joint Status Report on its behalf, and the New England Coalition has authorized Applicants to represent that it has no objection to the Joint Status Report.

Respectfully submitted,

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Martin J. O'Neill, Esq.
Morgan, Lewis & Bockius LLP
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Washington, D.C. 20004
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Fax: (202) 739-3001
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Vice President & General Counsel
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Trumbull, CT 06611
Phone: 203-222-0584 x3051
E-mail: GDiCarlo@NorthStar.com

*Counsel for NorthStar Nuclear
Decommissioning Company, LLC*

Executed in Accord with 10 C.F.R. § 2.304(d)
David R. Lewis
Pillsbury Winthrop Shaw Pittman LLP
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Washington DC 20036-3006
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E-mail: sraimo@entergy.com

*Counsel for Entergy Nuclear Operations, Inc.
and Entergy Nuclear Vermont Yankee, LLC*

Dated: August 13, 2018.

**UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION**

Before the Commission

In the Matter of)	
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(Vermont Yankee Nuclear Power Station))	

CERTIFICATE OF SERVICE

I certify that the foregoing “Joint Status Report” has been served through the NRC’s E-Filing System on the participants in the above-captioned proceeding, this 13th day of August, 2018.

Signed (electronically) by David R. Lewis
David R. Lewis



State of Vermont
Department of Public Service
112 State Street
Montpelier, VT 05620-2601
<http://public.service.vermont.gov>

[phone] 802-828-2811
[fax] 802-828-2342
[tdd] 800-734-8390

This letter and the enclosed filing have been filed electronically through ePUC.

July 31, 2018

Judith C. Whitney, Clerk
Vermont Public Utility Commission
112 State Street
Montpelier, VT 05620-2701

Re: **Docket No. 8880** - Joint Petition of NorthStar Decommissioning Holdings, LLC; NorthStar Nuclear Decommissioning Company, LLC; NorthStar Group Services, Inc.; LVI Parent Corporation; NorthStar Group Holdings, LLC; Entergy Nuclear Vermont Investment Company, LLC; and Entergy Nuclear Operations, Inc., and any other necessary affiliated entities to transfer ownership of Entergy Nuclear Vermont Yankee, LLC and for certain ancillary approvals, pursuant to 30 V.S.A. §§ 107, 231, and 232

Dear Ms. Whitney:

Enclosed is an amendment to the Memorandum of Understanding (“MOU”) that was filed in Docket 8880 on March 2, 2018. The amendment changes the date in Paragraph 13 of the MOU from July 31, 2018, to October 31, 2018. A conforming change is being made to the corresponding provision (Paragraph 13) of the Settlement Agreement among the MOU parties.

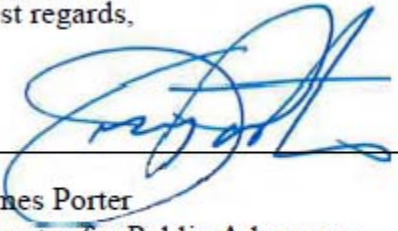
The date change was prompted primarily due to the anticipated sequencing of the Public Utility Commission (the “Commission”) and Nuclear Regulatory Commission (“NRC”) decisions. In its “Procedural Order Re: Postponement of Decision on Joint Petition Pending Ruling by Nuclear Regulatory Commission,” dated July 6, 2018, the Commission advised the parties of its plan to postpone its decision until after the NRC issues a ruling with respect to the proposed transfer of the applicable NRC license.

The Settlement Agreement requires all parties to withdraw hearing requests and intervention petitions submitted to the NRC in connection with the Joint Petitioners’ license transfer application. The deadline for submitting withdrawal notices was tied to the timeline established in Paragraph 13 of both the MOU and Settlement Agreement (i.e., notices must be submitted within a defined period of time after either: (1) Commission issuance of a decision, or (2) July 31, 2018). Since the Commission will not issue its decision until after July 31, 2018, the parties seek to modify the deadline set in Paragraph 13. This narrow amendment mitigates the risk that parties who have sought to participate in the NRC proceeding would be forced to withdraw prematurely, without extending the timelines for issuance of either the NRC or the Commission decision.

The date amendment does not reflect any change in the parties' commitment to the unaltered terms of the MOU. The parties stand by those commitments and the positions expressed in legal briefing submitted in this docket.

Thank you for your attention to this matter.

Best regards,

A handwritten signature in blue ink, appearing to read "James Porter", is written over a horizontal line. The signature is stylized and cursive.

James Porter
Director for Public Advocacy
Vermont Department of Public Service

Enclosure

cc: ePUC Service

AGREEMENT

This Agreement (“Agreement”) is entered into by and between Entergy Nuclear Vermont Yankee, LLC (“ENVY”); Entergy Nuclear Vermont Investment Company, LLC (“ENVIC”), Entergy Nuclear Operations, Inc. (“ENOI”) (together, “Entergy”); NorthStar Decommissioning Holdings, LLC; NorthStar Group Holdings, LLC; NorthStar Nuclear Decommissioning Company, LLC (“NorthStar NDC”); NorthStar Group Services, Inc., LVI Parent Corp.; (together, “NorthStar”), the Vermont Department of Public Service (“DPS”), the Vermont Attorney General’s Office (“AGO”), the Vermont Agency of Natural Resources (“ANR”), the Vermont Department of Health (“VDH”), the Elnu Abenaki Tribe, the Abenaki Nation of Missisquoi, Windham Regional Commission, the New England Coalition on Nuclear Pollution, Inc., and the Town of Vernon Planning and Economic Development Commission (collectively, “the Parties”).

WHEREAS, on March 2, 2018, the Parties entered into a Memorandum of Understanding (“MOU”) and a separate Settlement Agreement that all Parties except the AGO joined in full, and which the AGO joined as to certain provisions, including Paragraph 13.

WHEREAS, Paragraph 13 of the MOU reads:

“In the event that the PUC issues an order that does not approve the Proposed Transaction, or has not issued an order by July 31, 2018 that approves the Proposed Transaction, incorporates the terms and conditions of this MOU substantially in their entirety, and does not contain terms or conditions that materially alter, materially add to, or materially reject what is provided for by the MOU, each Party agrees that any Party may withdraw from the MOU. If any Party so determines in its sole discretion under these circumstances to withdraw, it shall provide written notice within ten (10) days of July 31, 2018, or the date the PUC issues its order, whereupon the withdrawing Party shall not be bound by the terms or conditions of the MOU and shall be placed in the position that it occupied before entering into this MOU.”

WHEREAS, Paragraph 13 of the Settlement Agreement reads:

“In the event that the PUC issues an order that does not approve the Proposed Transaction, or has not issued an order by July 31, 2018 that approves the Proposed Transaction, incorporates the terms and conditions of this Agreement substantially in their entirety, and does not contain terms or conditions that materially alter, materially add to, or materially reject what is provided for by the Agreement, each Party agrees that any Party may withdraw from the Agreement. If any Party so determines in its sole discretion under these circumstances to withdraw, it shall provide written notice within ten (10) days of July 31, 2018, or the date the PUC issues its order, whereupon the withdrawing Party shall not be bound by the terms or conditions of the Agreement and shall be placed in the position that it occupied before entering into this Agreement.”

WHEREAS, since the signing of the MOU and Settlement Agreement, the PUC announced on July 6, 2018, that it would not issue a final order in Docket 8880 until after the NRC issues a final order on the license transfer application.

WHEREAS, the Parties desire to extend the date in Paragraph 13 in light of this subsequent development.

NOW, therefore, the Parties agree as follows:

1. Paragraph 13 of the MOU and the Settlement Agreement is amended to replace “July 31, 2018,” with “October 31, 2018.”
2. This Agreement is effective as of the date of its signing by all Parties and, if signed after July 31, 2018, shall be retroactive to July 31, 2018.

[Signature pages follow]

IN WITNESS WHEREOF, the Parties below enter into this Agreement as a sealed instrument. Each person signing this Agreement represents and warrants that he or she has been duly authorized to enter into this Agreement by the Party on whose behalf it is indicated that the person is signing.

VERMONT DEPARTMENT OF PUBLIC SERVICE

By: *June E. Tierney*
Name: *June E. Tierney by Jim Porter*
Title: *COMMISSIONER*
Date: *July 31, 2018*

VERMONT AGENCY OF NATURAL RESOURCES

By: 

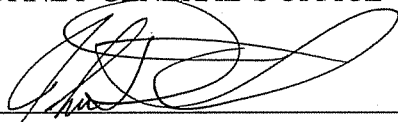
Name: Julia S. Moore

Title: Secretary

Date: 07/30/18

VERMONT ATTORNEY GENERAL'S OFFICE

By:



Name:

Joshua R. Diamond

Title:

Deputy Attorney General

Date:

7/30/18

VERMONT DEPARTMENT OF HEALTH

By: 

Name: Mark A. Levine

Title: Commissioner

Date: July 30, 2018

ENERGY NUCLEAR VERMONT YANKEE, LLC

By:  _____

Name: PAUL PARADIS

Title: PRESIDENT

Date: 7-30-18

ENERGY NUCLEAR VERMONT INVESTMENT COMPANY, LLC

By:  _____

Name: PAUL PARADIS

Title: PRESIDENT

Date: 7-30-18

ENERGY NUCLEAR OPERATIONS, INC.

By: _____

Name: _____

Title: _____

Date: _____

ENERGY NUCLEAR VERMONT YANKEE, LLC

By: _____

Name: _____

Title: _____

Date: _____

ENERGY NUCLEAR VERMONT INVESTMENT COMPANY, LLC

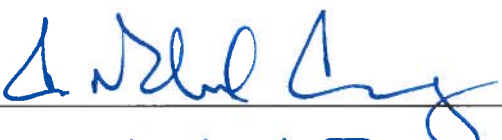
By: _____

Name: _____

Title: _____

Date: _____

ENERGY NUCLEAR OPERATIONS, INC.

By:  _____

Name: T. Michael Twomey

Title: Vice President

Date: July 30, 2018

NORTHSTAR DECOMMISSIONING HOLDINGS, LLC

By: Scott State

Name: Scott E. State

Title: CEO

Date: July 30, 2018

NORTHSTAR GROUP HOLDINGS, LLC

By: Scott State

Name: Scott E. State

Title: CEO

Date: July 30, 2018

NORTHSTAR NUCLEAR DECOMMISSIONING COMPANY, LLC

By: Scott State

Name: Scott E. State

Title: CEO

Date: July 30, 2018

NORTHSTAR GROUP SERVICES, INC.

By: Scott State

Name: Scott E. State

Title: CEO

Date: July 30, 2018

LVI PARENT CORP.

By: Scott State

Name: Scott E. State

Title: CEO

Date: July 30, 2018

ELNU ABENAKI TRIBE

By: Richard Holschuh

Name: Richard Holschuh

Title: Elnu Abenaki Liaison

Date: July 28, 2018

ABENAKI NATION OF MISSISQUOI

By:



Name:

William J. Brotherton

Title:

Council Member

Date:

July 30, 2018

WINDHAM REGIONAL COMMISSION

By:  _____

Name: L. Christopher Campany

Title: Executive Director

Date: July 30, 2018

NEW ENGLAND COALITION ON NUCLEAR POLLUTION, INC.

By: James A. Dumont

Name: James A. Dumont

Title: Attorney for NEC

Date: July 31, 2018

TOWN OF VERNON PLANNING AND ECONOMIC DEVELOPMENT COMMISSION

By: Robert Spencer

Name: Robert Spencer

Title: Chair

Date: July 30, 2018