

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, on July 31, 2018, the Parties amended that Paragraph 13 of the MOU and the Settlement Agreement to substitute “October 31, 2018” for “July 31, 2018.”

WHEREAS, on October 30, 2018, the Parties further amended that Paragraph 13 of the MOU and the Settlement Agreement to substitute “November 30, 2018,” for “October 31, 2018.”

WHEREAS, Paragraph 13 of the MOU, as amended, reads:

“In the event that the PUC issues an order that does not approve the Proposed Transaction, or has not issued an order by November 30, 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 November 30, 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, as amended, reads:

“In the event that the PUC issues an order that does not approve the Proposed Transaction, or has not issued an order by November 30, 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 November 30, 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, on November 29, 2018, the PUC issued a memorandum stating that it “expects to issue its Order in this case by the end of next week.”

WHEREAS, the Parties desire to extend the date in Paragraph 13 of the MOU and the Settlement Agreement 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 “November 30, 2018,” with “December 10, 2018.”
2. This Agreement is effective as of the date of its signing by all Parties and, if signed after December 10, 2018, shall be retroactive to December 10, 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:

KUNE E. TIERNEY

Name:

[Signature]

Title:

COMMISSIONER

Date:

November 29, 2018

VERMONT AGENCY OF NATURAL RESOURCES

By: 

Name: Julia S. Moore

Title: Secretary

Date: 11/29/18

VERMONT ATTORNEY GENERAL'S OFFICE

By:  _____

Name: Joshua R. Diamond

Title: Deputy Attorney General

Date: November 29, 2018

ENTERGY NUCLEAR VERMONT YANKEE, LLC

By: _____

Name: _____

Title: _____

Date: _____

ENTERGY NUCLEAR VERMONT INVESTMENT COMPANY, LLC

By: _____

Name: _____

Title: _____

Date: _____

ENTERGY NUCLEAR OPERATIONS, INC.

By: _____

Name: _____

Title: _____

Date: _____

ENTERGY NUCLEAR VERMONT YANKEE, LLC

By: _____

Name: _____

Title: _____

Date: _____

ENTERGY NUCLEAR VERMONT INVESTMENT COMPANY, LLC

By: _____

Name: _____

Title: _____

Date: _____

ENTERGY NUCLEAR OPERATIONS, INC.

By:  _____

Name: T. Michael Twomey

Title: Vice President

Date: 11/29/18

NORTHSTAR DECOMMISSIONING HOLDINGS, LLC

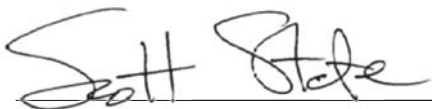
By: 

Name: Scott E. State

Title: CEO

Date: 11/29/2018

NORTHSTAR GROUP HOLDINGS, LLC

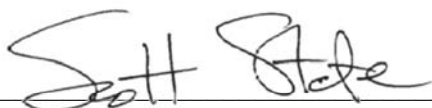
By: 

Name: Scott E. State

Title: CEO

Date: 11/29/2018

NORTHSTAR NUCLEAR DECOMMISSIONING COMPANY, LLC

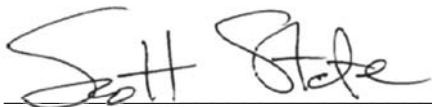
By: 

Name: Scott E. State

Title: CEO

Date: 11/29/2018

NORTHSTAR GROUP SERVICES, INC.


By: 

Name: Scott E. State

Title: CEO

Date: 11/29/2018

LVI PARENT CORP.

By: 

Name: Scott E. State

Title: CEO

Date: 11/29/2018

ELNU ABENAKI TRIBE

By: Richard Holschuh

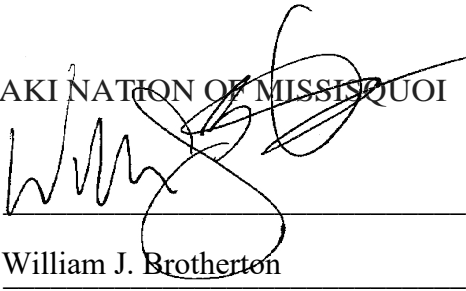
Name: Richard Holschuh _____

Title: Tribal Liaison, Elnu Abenaki Tribe _____

Date: November 29, 2018 _____

ABENAKI NATION OF MISSISQUOI

By:

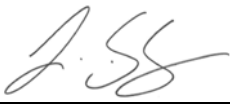
A handwritten signature in black ink, appearing to read 'William J. Brotherton', is written over a horizontal line. The signature is stylized with a large, looping 'W' and a prominent 'B'.

Name: William J. Brotherton

Title: Council Member

Date: November 29, 2018

WINDHAM REGIONAL COMMISSION

By: 

Name: Lawrence Christopher Campany

Title: Executive Director

Date: November 29, 2018

NEW ENGLAND COALITION ON NUCLEAR POLLUTION, INC.

By: James A Dumont

Name: Jan Allen T...

Title: Manager NEC

Date: 11/30/18

TOWN OF VERNON PLANNING AND ECONOMIC DEVELOPMENT COMMISSION

By: Robert J. Spencer

Name: Robert Spencer

Title: Chairman

Date: November 30, 2018