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DNMS

August 13, 2019

Division of Nuclear Materials Safety
U.S. Nuclear Regulatory Commission, Region IV
1600 East Lamar Blvd.
Arlington, TX 76011-4511

PUBLIC
☐ Immediate Release
☒ Normal Release
NON-PUBLIC
☐ A.3 Sensitive-Security Related
☐ A.7 Sensitive Internal
☐ Other: _____
Reviewer: P152 Date: 8-19-19

SUBJECT: Application for Approval of Indirect Transfer of Control
NRC License No. 42-29413-01 (Docket No. 030-38421)
NRC License No. 11-27504-01 (Docket No. 030-33699)
NRC License No. 04-29436-01 (Docket No. 030-38512)
NRC License No. 04-35210-01 (Docket No. 030-38806)

Expedited Review Requested (by or before September 23, 2019)

Pursuant to 10 C.F.R. § 30.34(b), Atlas Technical Consultants Holdings LP ("Atlas") and Boxwood Merger Corp. ("Boxwood") (collectively the "Applicants") hereby request written approval by the U.S. Nuclear Regulatory Commission ("NRC") for the proposed indirect transfer of control of the following NRC Licenses:

- PAVETEX Engineering, LLC (dba PAVETEX), License No. 42-29413-01 (Docket No. 030-38421)
- Materials Testing & Inspections, LLC, License No. 11-27504-01 (Docket No. 030-33699)
- Quality Assurance Engineering, Inc. (dba Consolidated Engineering Laboratories), License No. 04-29436-01 (Docket No. 030-38512)
- SCST, LLC, License No. 04-35210-01 (Docket No. 030-38806)

Collectively, these licenses are referred to as the "Licenses" and the licensees are referred to as "Licensees." Atlas is the majority parent of the Licensees.

For pressing business reasons, the Applicants request expedited review and approval of this application by September 23, 2019, or sooner, if possible, and prompt posting of this application to the NRC website for the 30-day comment period.

The indirect transfer of control would occur upon the closing of a planned transaction (the "Closing") under which Boxwood plans to indirectly acquire a majority of the upstream equity of the Licensees from Atlas. Post-Closing, the Licensees would still hold the Licenses, with all the same employees, equipment, facilities, personnel and procedures. The only material change is that the Licensees would be indirectly majority-owned by Boxwood, a publicly traded company, instead of Atlas (although the current owners, through Atlas, plan to retain a minority interest). Attachment 1 provides the license transfer application. Attachment 2 presents a simplified pre- and post-Closing organizational chart.

Atlas is a project delivery firm headquartered in Austin, Texas. The Licensees are subsidiaries of Atlas that provide a multitude of environmental consulting, testing, engineering and construction

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management services. As part of their businesses, the Licensees use radioactive sealed sources to measure the physical properties of materials and perform nondestructive testing and inspections. Atlas is itself majority owned by Bernhard Capital Partners Management LP, a private equity firm based in Baton Rouge, Louisiana. Employees of Atlas also have a minority interest in Atlas.

Boxwood is a publicly-traded company headquartered in Santa Monica, California, with shares listed on the Nasdaq stock exchange.¹ Boxwood's management is currently led by its Chief Executive Officer Stephen M. Kadenacy.² It is anticipated, however, that post-Closing the current management of Atlas will largely replace the management of Boxwood, with the current Chief Executive Officer of Atlas, L. Joe Boyer,³ transitioning to Chief Executive Officer of Boxwood.

The Applicants expect the transaction to close upon receipt of the NRC license transfer approval. The Applicants therefore respectfully request the NRC's expedited review and written approval of this planned license transfer by September 23, 2019, or sooner, if possible, to support the closing schedule. The Applicants further request that the NRC promptly post this application to its website for the 30-day comment period.

If you have any questions or comments pertaining to this transaction, please contact Atlas's counsel for nuclear regulatory matters, Amy Roma, at Hogan Lovells US LLP (202-637-6831/amy.roma@hoganlovells.com).

Enclosures: Attachment 1, License Transfer Application
 Attachment 2, Simplified Organizational Chart Describing the Transaction

cc: Amy Roma, Hogan Lovells US LLP
 Licensees' Radiation Safety Officers
 NRC Document Control Desk

¹ Boxwood's last annual report is available at:

https://www.sec.gov/Archives/edgar/data/1751143/000161577419004483/s116866_10k.htm.

² Mr. Kadenacy is a leading executive in the engineering community, who has formerly held the roles of Chief Operations Officer and Chief Financial Officer of AECOM. AECOM a leading provider of planning, consulting, architectural and engineering design services to commercial and government clients, including nuclear power plants.

³ L. Joe Boyer is also a leading executive in the engineering community, who prior to Atlas served in executive roles within the large engineering firms Atkins and the Shaw Group, both of which provide engineering services to the nuclear industry.

I declare under penalty of perjury under the laws of the United States of America that to the best of my knowledge the information contained in the license transfer application pertaining to Atlas Technical Consultants Holdings LP and its companies is true and correct.

Executed on August 2, 2019

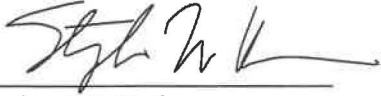


L. Joe Boyer

Chief Executive Officer, Atlas Technical Consultants Holdings GP LLC
(in its role as General Partner of Atlas Technical Consultants Holdings LP)
13215 Bee Cave Parkway
Building A, Suite 260
Austin, TX 78738

I declare under penalty of perjury under the laws of the United States of America that to the best of my knowledge the information contained in the license transfer application pertaining to Boxwood Merger Corp. is true and correct.

Executed on August 2, 2019

A handwritten signature in black ink, appearing to read "Stephen M. Kadenacy", written over a horizontal line.

Stephen M. Kadenacy
Chief Executive Officer
Boxwood Merger Corp.
8801 Calera Drive
Austin, Texas 78735

Attachment 1

License Transfer Application

This information is submitted consistent with Chapter 5 (Change of Control) and Appendix E (Information Needed for Transfer of Control Application) of NUREG-1556, Vol. 15, Rev. 1, *Consolidated Guidance About Materials Licenses: Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses*.

1. Describe any planned changes in the organization, including but not limited to, transfer of stocks or assets and mergers, change in members on Board of Directors, etc. Provide the new licensee name, mailing address, and contact information, including phone numbers. Clearly identify when the amendment request is due to a name change only.

Atlas Technical Consultants Holdings LP ("Atlas") indirectly owns PAVETEX Engineering, LLC (dba PAVETEX); Materials Testing & Inspections, LLC; Quality Assurance Engineering, Inc. (dba Consolidated Engineering Laboratories); and SCST, LLC (the "Licensees"). The Licensees hold NRC License Nos. 42-29413-01, 11-27504-01, 04-29436-01 and 04-35210-01. At the Closing of a planned transaction (the "Closing"), Boxwood Merger Corp. ("Boxwood") plans to indirectly acquire a controlling stake in the Licensees through ownership of a majority of the shares of an intermediate parent of the Licensees, named Atlas TC Holdings LLC.⁴

The intended end result is that following the Closing Boxwood will be the new, indirect controlling owner of the Licensees. The current owners plan to retain a minority interest in the Licensees, through holding of voting rights in Boxwood Merger Corp. and equity shares of Atlas TC Holdings LLC. As discussed in the cover letter to this filing, Boxwood is itself a publicly traded company, with shares listed on the Nasdaq stock exchange. Attachment 2 to this transmittal presents a simplified pre- and post-closing organizational chart.

The planned transaction will not impact the day-to-day operation of the Licensees. Following the Closing, the Licensees will still hold the Licenses, with all the same employees, equipment, facilities, personnel and procedures previously held. The Licensees will remain in business at the same addresses and with the same Radiation Safety Officers listed in the Licenses. Moreover, as discussed in the above cover letter, following the Closing the management of Atlas will largely replace the current management of Boxwood. Post-Closing, there are not anticipated to be any controlling shareholders of Boxwood and shares will continue to be listed on the Nasdaq stock exchange.

The changes described above are the only changes expected from this transaction.

2. Describe any changes in personnel or duties that relate to the licensed programs. Include training and experience for new personnel and any changes in the training program.

There are no planned changes in personnel or duties that relate to the licensed programs.

⁴ Atlas TC Holdings LLC will be created near the time of Closing to facilitate the transaction. The name Atlas TC Holdings LLC is tentative and may change near the time of Closing.

3. Describe any changes in the location, facilities, equipment, radiation safety programs, use, possession, waste management, or other procedures that relate to the licensed program.

There are no such changes planned in connection with the transaction.

4. Describe the status of the licensees' facilities, equipment, and radiation safety program, including any known contamination and whether decontamination will occur prior to transfer. Include the status of calibrations, leak tests, area surveys, wipe tests, training, quality control, and related records.

The status of the Licensees' NRC-regulated equipment and radiation safety programs will not change in connection with the transaction. There is no known contamination. All calibrations, leak tests, area surveys, wipe tests, training, quality control, and related records are current.

5. If current decommissioning funding plans (DFP) will be changed as a result of the transfer, the revised DFP should be submitted. If other financial assurance documents will be changed as a result of the transfer, confirm that all financial assurance instruments associated with the license will be held in the transferee's name before the license is transferred, and as required by 10 CFR 30.35(f), the licensee must, within 30 days, submit financial instruments reflecting such changes.

DFP or financial assurance instruments are not required under the Licenses.

6. Confirm that all records concerning the safe and effective decommissioning of the facility will be transferred to the transferee or to NRC, as appropriate. These records include documentation of surveys of ambient radiation levels and fixed and/or removable contamination, including methods and sensitivity.

The Applicants confirm that such records will remain with the Licensees, that they are current, and that they will be current at the time of the transfer.

7. Confirm that both transferor and transferee agree to transferring control of the licensed material and activity, and the conditions of transfer, and that the transferee has been made aware of any open inspection items and its responsibility for possible resulting enforcement actions.

The Applicants confirm that they have agreed to the change in control over the Licensees. There are no open inspection items pertaining to the Licenses.

8. Confirm that the transferee will abide by all constraints, conditions, requirements, representations, and commitments of the transferor or that the transferee will submit a complete description of the proposed licensed program.

The transferee confirms that the NRC Licensees, and to the extent necessary, the transferee, will continue to abide by all constraints, conditions, requirements, representations and commitments identified in and attributed to the existing Licenses post-Closing.

9. The transferee, in the case of fuel cycle facilities, shall provide documentation showing that it is financially qualified to conduct normal operations. The information can be in the form of income statements and balance sheet forecasts.

This question is not applicable for these Licenses.

Attachment 2

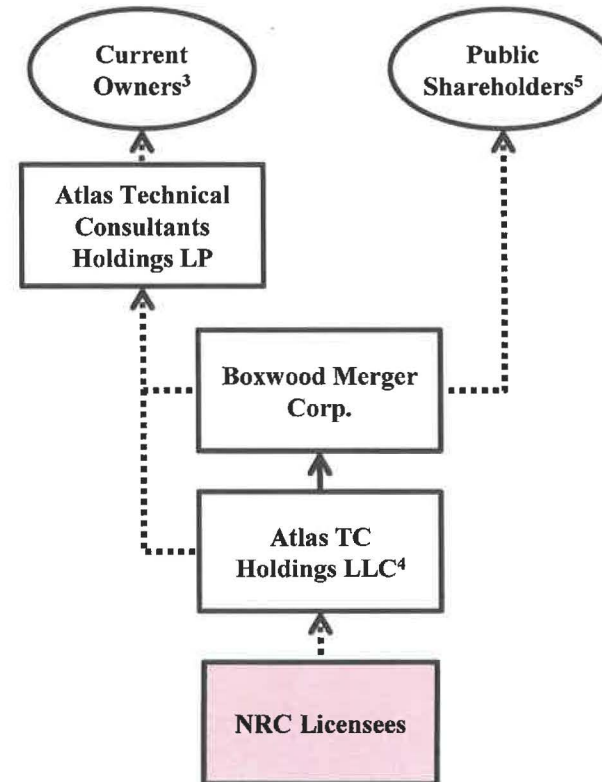
Simplified Organizational Chart Describing the Transaction

Simplified Organizational Chart Describing the Transaction

PRE-CLOSING



POST-CLOSING



¹ Atlas is majority owned by Bernhard Capital Partners Management LP. Employees of Atlas also have a minority interest in Atlas.

² The Licensees are listed in the Application, and hold NRC License Nos. 42-29413-01, 11-27504-01, 04-29436-01 and 04-35210-01.

³ Post-Closing, the current owners plan to retain a minority interest in the Licensees, through holding of voting rights in Boxwood Merger Corp. and equity shares of Atlas TC Holdings LLC.

⁴ Newly created entity to help effectuate the transaction, tentatively named "Atlas TC Holdings LLC."

⁵ Post-Closing, there are not anticipated to be any controlling shareholders of Boxwood, and shares will be listed on the Nasdaq stock exchange.

.....➔ Indirect ownership

➔ Direct ownership



ACKNOWLEDGEMENT - RECEIPT OF CORRESPONDENCE

Name and Address of Applicant and/or Licensee

Mr. Brandon Huff
Radiation Safety Officer
Materials Testing & Inspection, LLC
2791 South Victory View Way
Boise, Idaho 83709

Date

08/20/2019

License Number(s)

11-27504-01

Mail Control Number(s)

613930

Licensing and/or Technical Reviewer or Branch

C. Hill

This is to acknowledge receipt of your: ☒ Letter and/or ☐ Application Dated: 08/13/2019

The initial processing, which included an administrative review, has been performed.

☒ Amendment ☐ Termination ☐ New License ☐ Renewal

☐ There were no administrative omissions identified during our initial review.

☐ This is to acknowledge receipt of your application for renewal of the material(s) license identified above. Your application is deemed timely filed, and accordingly, the license will not expire until final action has been taken by this office.

☐ Your application for a new NRC license did not include your taxpayer identification number. Please complete and submit NRC Form 531, Request for Taxpayer Identification Number, located at the following link: <http://www.nrc.gov/reading-rm/doc-collections/forms/nrc531.pdf>
Follow the instructions on the form for submission.

☐ The following administrative omissions have been identified:

Your application has been assigned the above listed MAIL CONTROL NUMBER. When calling to inquire about this action, please refer to this control number. Your application has been forwarded to a technical reviewer. Please note that the technical review, which is normally completed within 180 days for a renewal application (90 days for all other requests), may identify additional omissions or require additional information. If you have any questions concerning the processing of your application, our contact information is listed below:

Region IV
U. S. Nuclear Regulatory Commission
DNMS/NMSB - B
1600 E. Lamar Boulevard
Arlington, TX 76011-4511
(817) 200-1103 or (817) 200-1140

V 8/20

BETWEEN:

Accounts Receivable/Payable
and
Regional Licensing Branches

[FOR ARPB USE]
INFORMATION FROM WBL

Program Code: 03121
Status Code: Pending Amendment
Fee Category: 3P
Exp. Date: 07/31/2025
Fee Comments:
Decom Fin Assur Reqd: N

License Fee Worksheet - License Fee Transmittal

A. REGION

1. APPLICATION ATTACHED

Applicant/Licensee: Materials Testing & Inspection, LLC
Received Date: 08/13/2019
Docket Number: 3033699
Mail Control Number: 613930
License Number: 11-27504-01
Action Type: Amendment

2. FEE ATTACHED

Amount: _____

Check No.: _____

3. COMMENTS

Signed: _____

Date: _____

B. LICENSE FEE MANAGEMENT BRANCH (Check when milestone 03 is entered / /)

1. Fee Category and Amount: _____

2. Correct Fee Paid. Application may be processed for:

Amendment: _____

Renewal: _____

License: _____

3. OTHER _____

Signed: _____

Date: _____