



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

August 27, 2019

Mr. Pierre Paul Oneid
Senior Vice President
and Chief Nuclear Officer
Holtec International
Krishna P. Singh Technology Campus
1 Holtec Blvd.
Camden NJ 08104

Ms. Pamela B. Cowan
Senior Vice President
and Chief Operating Officer
Holtec Decommissioning International, LLC
Krishna P. Singh Technology Campus
1 Holtec Blvd.
Camden NJ 08104

**SUBJECT: PILGRIM NUCLEAR POWER STATION – ISSUANCE OF AMENDMENT
NO. 249 RE: ORDER APPROVING DIRECT TRANSFER OF RENEWED
FACILITY OPERATING LICENSE AND INDEPENDENT SPENT FUEL
STORAGE INSTALLATION GENERAL LICENSE AND CONFORMING
AMENDMENT (EPID L-2018-LLO-0003)**

Dear Mr. Oneid and Ms. Cowan:

By Order dated August 22, 2019 (Agencywide Documents Access and Management System (ADAMS) Accession No. ML19170A265), the U.S. Nuclear Regulatory Commission (NRC) staff approved the direct and indirect transfer of Pilgrim Nuclear Power Station (Pilgrim) Renewed Facility Operating License No. DPR-35 and the general license for the Pilgrim Independent Spent Fuel Storage Installation (ISFSI). Specifically, the Order approved the direct transfer of Entergy Nuclear Operations, Inc.'s (ENOI) licensed authority (licensed operator for decommissioning) to Holtec Decommissioning International, LLC (HDI) and the indirect transfer of control of Entergy Nuclear Generation Company's (ENGCO) (to be known as Holtec Pilgrim, LLC) ownership interests in the facility licenses to Holtec International (Holtec).

The Order also approved a draft conforming administrative amendment to the facility license to reflect the proposed transfer. The amendment revises the Pilgrim Renewed Facility Operating License No. DPR-35 to reflect the direct transfer of the renewed operating license, and the general license for the ISFSI from ENOI to HDI, and the planned name change for ENGCO, from ENGCO to Holtec Pilgrim, LLC.

On August 22, 2019, HDI provided satisfactory documentary evidence (ADAMS Accession No. ML19234A357) to the Directors of NRC's Office of Nuclear Material Safety and Safeguards (NMSS) and Office of Nuclear Reactor Regulation (NRR) that Holtec Pilgrim and HDI have obtained the appropriate amount of insurance required of a licensee under Title 10 of the Code

of *Federal Regulations* (10 CFR) Section 140.11(a)(4) and 10 CFR 50.54(w) of the NRC's regulations.

In addition, on August 22, 2019, HDI informed the Directors of NMSS and NRR in writing of the expected date of closing (August 26, 2019) of the license transfer for Pilgrim and the ISFSI (ADAMS Accession No. ML19234A357). On August 26, 2019, ENOI informed the NRC that the transaction closed on August 26, 2019 (ADAMS Accession No. ML19239A037).

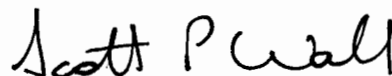
Accordingly, the NRC staff is issuing Amendment No. 249 to Renewed Facility Operating License No. DPR-35 for Pilgrim (Enclosure 1). A copy of the related Safety Evaluation (ADAMS Accession No. ML19170A250) was provided with the letter dated August 22, 2019 (ADAMS Accession No. ML19170A101), approving the license transfer and the conforming amendment. Notice of Issuance of the conforming amendment will be included in the NRC's biweekly *Federal Register* notice.

Enclosure 2 to this letter contains four signed original copies of Amendment No. 249 to Indemnity Agreement No B-37 for Holtec Pilgrim's, HDI's, and ENOI's signatures. We request you ensure that all parties sign the four originals and then return one of the signed originals to the NRC's Document Control Desk as proof of acceptance. Please keep the other signed original copies for each party's records.

In accordance with 10 CFR 2.390 of the NRC's "Agency Rules of Practice and Procedure," a copy of this letter will be available electronically for public inspection in the NRC Public Document Room or from the Publicly Available Records component of NRC's ADAMS. ADAMS is accessible from the NRC Web site at <http://www.nrc.gov/reading-rm/adams.html>.

If you have any questions concerning this action, please contact me at (301) 415-2855 or by e-mail to Scott.Wall@nrc.gov.

Sincerely,



Scott P. Wall, Senior Project Manager
Plant Licensing Branch III
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

Docket Nos. 50-293 and 72-15

Enclosures:

1. Amendment No. 249 to DPR-35
2. Four Signed Original Copies of Amendment No. 13 to Indemnity Amendment B-48

cc/without enclosures:

C. Bakken, ENOI
B. Sullivan, ENOI
Pilgrim Listserv

ENCLOSURE 1
Amendment No. 249 To DPR-35



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

HOLTEC DECOMMISSIONING INTERNATIONAL, LLC

HOLTEC PILGRIM, LLC

PILGRIM NUCLEAR POWER STATION

DOCKET NO. 50-293

AMENDMENT TO RENEWED FACILITY OPERATING LICENSE

Amendment No. 249
Renewed License No. DPR-35

1. The U.S. Nuclear Regulatory Commission (the Commission) has found that:
 - A. The application for amendment filed by Entergy Nuclear Operations, Inc. (ENOI), on behalf of itself and Entergy Nuclear Generation Company (ENGCO) (to be known as Holtec Pilgrim, LLC), Holtec International (Holtec), and Holtec Decommissioning International, LLC (HDI), dated November 16, 2018, as supplemented by letters dated November 16, 2018; April 17, 2019; and July 29, 2019, complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's rules and regulations set forth in 10 CFR Chapter I;
 - B. The facility will operate in conformity with the application, the provisions of the Act, and the rules and regulations of the Commission;
 - C. There is reasonable assurance: (i) that the activities authorized by this amendment can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the Commission's regulations;
 - D. The issuance of this amendment will not be inimical to the common defense and security or to the health and safety of the public; and
 - E. The issuance of this amendment is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements have been satisfied.

2. Accordingly, Renewed Facility Operating License No. DPR-35 is amended as indicated in the attachment to this license amendment.
3. This license amendment is effective as of its date of issuance and shall be implemented within 30 days from that date.

FOR THE NUCLEAR REGULATORY COMMISSION

A handwritten signature in black ink that reads "Craig G. Erlanger". The signature is written in a cursive, flowing style.

Craig G. Erlanger, Director
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

Attachment:
Changes to Renewed Facility
Operating License No. DPR-35,
Technical Specifications, and
Appendix B, Additional Conditions

Date of Issuance: August 27, 2019

ATTACHMENT TO LICENSE AMENDMENT NO. 249

PILGRIM NUCLEAR POWER STATION

RENEWED FACILITY OPERATING LICENSE NO. DPR-35

DOCKET NO. 50-293

Replace the following pages of the Renewed Facility Operating License; Appendix A, Technical Specifications; and Appendix B, Additional Conditions, with the attached revised pages. The revised pages are identified by amendment number and contain vertical lines indicating the areas of change.

Renewed Facility Operating License No. DPR-35

REMOVE

1
2
3
4
5

INSERT

1
2
3
4
5

Appendix A, Technical Specifications

REMOVE

Title page
4.0-1

INSERT

Title page
4.0-1

Appendix B, Additional Conditions

REMOVE

1

INSERT

1

HOLTEC PILGRIM, LLC
And HOLTEC DECOMMISSIONING INTERNATIONAL
(PILGRIM NUCLEAR POWER STATION)
DOCKET NO. 50-293
RENEWED FACILITY OPERATING LICENSE
Renewed License No. DPR-35

The Nuclear Regulatory Commission (the Commission) has found that:

- a. Except as stated in condition 5, construction of the Pilgrim Nuclear Power Station (the facility) has been substantially completed in conformity with the application, as amended, the Provisional Construction Permit No. CPPR-49, the provisions of the Atomic Energy Act of 1954, as amended (the Act), and the rules and regulations of the Commission as set forth in Title 10, Chapter 1, CFR; and
- b. The facility will operate in conformity with the application, as amended, the provisions of the Act, and the rules and regulations of the Commission; and
- c. There is reasonable assurance (i) that the activities authorized by the renewed operating license can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the rules and regulations of the Commission; and
- d. Holtec Pilgrim, LLC (Holtec Pilgrim) is financially qualified and Holtec Decommissioning International, LLC (HDI) is technically and financially qualified to engage in the activities authorized by this renewed operating license, in accordance with the rules and regulations of the Commission; and
- e. Holtec Pilgrim and HDI have satisfied the applicable provisions of 10 CFR Part 140, "Financial Protection Requirements and Indemnity Agreements" of the Commission's regulations; and
- f. The issuance of this renewed operating license will not be inimical to the common defense and security or to the health and safety of the public; and
- g. After weighing the environmental, economic, technical, and other benefits of the facility against environmental costs and considering available alternatives, the issuance of this renewed operating license (subject to the condition for protection of the environment set forth herein) is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements of said regulations have been satisfied; and
- h. Actions have been identified and have been or will be taken with respect to (1) managing the effects of aging during the period of extended operation on the functionality of structures and components that have been identified to require review under

10 CFR 54.21(a)(1); and (2) time-limited aging analyses that have been identified to require review under 10 CFR 54.21(c), such that there is reasonable assurance that the activities authorized by the renewed operating license will continue to be conducted in accordance with the current licensing basis, as defined in 10 CFR 54.3, for the facility, and that any changes made to the facility's current licensing basis in order to comply with 10 CFR 54.29(a) are in accordance with the Act and the Commission's regulations.

Facility Operating License No. DPR-35, dated June 8, 1972, issued to the Boston Edison Company (Boston Edison) is hereby amended in its entirety, pursuant to an Initial Decision dated September 13, 1972, by the Atomic Safety and Licensing Board, to read as follows:

1. This renewed operating license applies to the Pilgrim Nuclear Power Station, a single cycle, forced circulation, boiling water nuclear reactor and associated electric generating equipment (the facility), owned by Holtec Pilgrim and maintained and operated for decommissioning by HDI. The facility is located on the western shore of Cape Cod Bay in the town of Plymouth on the Holtec Pilgrim site in Plymouth County, Massachusetts, and is described in the "Final Safety Analysis Report," as supplemented and amended.
2. Subject to the conditions and requirements incorporated herein, the Commission hereby licenses:
 - A. Pursuant to the Section 104b of the Atomic Energy Act of 1954, as amended (the Act) and 10 CFR Part 50, "Licensing of Production and Utilization Facilities," a) Holtec Pilgrim to possess, and b) HDI to possess, maintain, and decommission the facility at the designated location on the Pilgrim site;
 - B. HDI, pursuant to the Act and 10 CFR 70, to receive, possess, and use at any time special nuclear material as reactor fuel, in accordance with the limitations for storage and amounts required for reactor operation, as described in the Final Safety Analysis Report, as supplemented and amended;
 - C. HDI, pursuant to the Act and 10 CFR Parts 30, 40 and 70 to receive, possess and use at any time any byproduct, source or special nuclear material as sealed neutron sources for reactor startup, sealed sources for reactor instrumentation and radiation monitoring equipment calibration, and as fission detectors in amounts as required;
 - D. HDI, pursuant to the Act and 10 CFR Parts 30, 40 and 70, to receive, possess and use in amounts as required any byproduct, source or special nuclear material without restriction to chemical or physical form, for sample analysis or instrument calibration or associated with radioactive apparatus or components; and
 - E. HDI, pursuant to the Act and 10 CFR Parts 30 and 70, to possess, but not separate, such byproduct and special nuclear materials as may be produced by the operation of the facility.
3. This renewed operating license shall be deemed to contain and is subject to the conditions specified in the following Commission regulations; 10 CFR Part 20, Section 30.34 of 10 CFR Part 30, Section 40.41 of 10 CFR Part 40, Sections 50.54 and 50.59 of 10 CFR Part 50 and Section 70.32 of 10 CFR Part 70; and is subject to all applicable

provisions of the Act and to the rules, regulations, and orders of the Commission now or hereafter in effect; and is subject to the additional conditions specified below:

A. Maximum Power Level

HDI is authorized to operate the facility at steady state power levels not to exceed 2028 megawatts thermal.

B. Technical Specifications

The Technical Specifications contained in Appendix A, as revised through Amendment No. 249, are hereby incorporated in the renewed operating license. The licensee shall operate the facility in accordance with the Technical Specifications.

C. Records

HDI shall keep facility operating records in accordance with the requirements of the Technical Specifications.

D. Equalizer Valve Restriction - DELETED

E. Recirculation Loop Inoperable - DELETED

F. Fire Protection

HDI shall implement and maintain in effect all provisions of the approved fire protection program as described in the Final Safety Analysis Report for the facility and as approved in the SER dated December 21, 1978 as supplemented subject to the following provision:

HDI may make changes to the approved fire protection program without prior approval of the Commission only if those changes would not adversely affect the ability to achieve and maintain safe shutdown in the event of a fire.

G. Physical Protection

The licensee shall fully implement and maintain in effect all provisions of the Commission-approved physical security, training and qualification, and safeguards contingency plans including amendments made pursuant to provisions of the Miscellaneous Amendments and Search Requirements revisions to 10 CFR 73.55 (51 FR 27817 and 27822) and to the authority of 10 CFR 50.90 and 10 CFR 50.54(p). The combined set of plans, which contain Safeguards Information protected under 10 CFR 73.21, is entitled: "Pilgrim Nuclear Power Station Physical Security, Training and Qualification, and Safeguards Contingency Plan, Revision 0" submitted by letter dated October 13, 2004, as supplemented by letter dated May 15, 2006.

The licensee shall fully implement and maintain in effect all provisions of the Commission-approved cyber security plan (CSP), including changes made pursuant to the authority of 10 CFR 50.90 and 10 CFR 50.54(p). The licensee's CSP was approved by License Amendment No. 236, as supplemented by changes approved by Amendment Nos. 238, 241, 244, and 247.

H. Post-Accident Sampling System, NUREG-0737, Item II.B.3. and
Containment Atmospheric Monitoring System, NUREG-0737, Item II.F.1(6)

The licensee shall complete the installation of a post-accident sampling system and a containment atmospheric monitoring system as soon as practicable, but no later than June 30, 1985.

I. Additional Conditions

The Additional Conditions contained in Appendix B, as revised through Amendment No. 249, are hereby incorporated into this renewed operating license. HDI shall operate the facility in accordance with the Additional Conditions.

J. Conditions Related to the Sale and Transfer

(1) Deleted

(2) Deleted

(3) Deleted

(4) Deleted

- (5) The Decommissioning Trust agreement(s) shall be in a form which is acceptable to the NRC and shall provide, in addition to any other clauses, that:

- a) Investments in the securities or other obligations of Holtec Pilgrim, Holtec International, their affiliates, subsidiaries or associates, or their successors or assigns shall be prohibited. In addition, except for investments tied to market indexes or other non-nuclear sector mutual funds, investments in any entity owning one or more nuclear power plants is prohibited.
- b) The Director, Office of Nuclear Reactor Regulation, shall be given 30 days prior written notice of any material amendment to the trust agreement(s).

K. Mitigation Strategy License Condition

Develop and maintain strategies for addressing large fires and explosions and that include the following key areas:

- (a) Fire fighting response strategy with the following elements:
 - 1. Pre-defined coordinated fire response strategy and guidance
 - 2. Assessment of mutual aid fire fighting assets
 - 3. Designated staging areas for equipment and materials
 - 4. Command and control
 - 5. Training of response personnel
- (b) Operations to mitigate fuel damage considering the following:
 - 1. Protection and use of personnel assets
 - 2. Communications
 - 3. Minimizing fire spread
 - 4. Procedures for implementing integrated fire response strategy
 - 5. Identification of readily-available pre-staged equipment
 - 6. Training on integrated fire response strategy
 - 7. Spent fuel pool mitigation measures
- (c) Actions to minimize release to include consideration of:
 - 1. Water spray scrubbing
 - 2. Dose to onsite responders

- L. The licensee shall implement and maintain all Actions required by Attachment 2 to NRC Order EA-06-137, issued June 20, 2006, except the last action that requires incorporation of the strategies into the site security plan, contingency plan, emergency plan and/or guard training and qualification plan, as appropriate.

- M. Upon Implementation of Amendment No. 231 adopting TSTF-448, Revision 3, the determination of control room envelope (CRE) unfiltered air leakage required by SR 4.7.6.2.e in accordance with TS 5.5.8.c.(i), the assessment of CRE habitability as required by Specification 5.5.8.c.(ii), and the measurement

APPENDIX A
TO
FACILITY OPERATING LICENSE DPR-35
TECHNICAL SPECIFICATION AND BASES
FOR
PILGRIM NUCLEAR POWER STATION
PLYMOUTH, MASSACHUSETTS
Holtec Pilgrim, LLC and Holtec Decommissioning International, LLC

4.0 DESIGN FEATURES

4.1 Site Location

Pilgrim Nuclear Power Station is located on the western shore of Cape Cod Bay in the Town of Plymouth, Plymouth County, Massachusetts and contains approximately 517 acres owned by Holtec Pilgrim as shown on FSAR Figures 2.2-1 and 2.2-2. The site boundary is posted and a perimeter security fence provides a distinct security boundary for the protected area of the station.

The reactor (center line) is located approximately 1800 feet from the nearest property boundary.

4.2 Deleted

4.3 Fuel Storage

4.3.1 Criticality

4.3.1.1 The spent fuel storage racks are designed and shall be maintained with:

- a. Fuel assemblies having a maximum k-infinity of 1.32 for standard core geometry, calculated at the burn up of maximum bundle reactivity, and an average U-235 enrichment of 4.6 % averaged over the axial planar zone of highest average enrichment; and
- b. $K_{eff} \leq 0.95$ if fully flooded with unborated water, which includes an allowance for uncertainties as described in Section 10.3.5 of the FSAR.

(continued)

APPENDIX B
ADDITIONAL CONDITIONS
OPERATING LICENSE NO. DPR-35

Holtec Decommissioning International, LLC shall comply with the following conditions on the schedules noted below:

<u>Amendment Number</u>	<u>Additional Conditions</u>	<u>Implementation Date</u>
177	The licensee is authorized to relocate certain Technical Specifications requirements to licensee-controlled documents. Implementation of this amendment shall include relocation of various sections of the technical specifications to the appropriate documents as described in the licensee's application dated September 19, 1997, and in the staff's safety evaluation attached to this amendment.	The amendment shall be implemented within 30 days from July 31, 1998, except that the licensee shall have until the next scheduled Updated Final Safety Analysis Report (UFSAR) update to incorporate the UFSAR relocations.

ENCLOSURE 2
Four Original Signed Copies of Amendment No. 13
to Indemnity Amendment B-48



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

Docket Nos. 50-293
72-1044

AMENDMENT TO INDEMNITY AGREEMENT NO. B-48
AMENDMENT NO. 13

Effective August 26, 2019, Indemnity Agreement No. B-48 between Entergy Nuclear Generation Company, Entergy Nuclear Operations, Inc., and the United States Nuclear Regulatory Commission, dated November 20, 1970, as amended, is hereby further amended as follows:

The names "Entergy Nuclear Operations, Inc., and Entergy Nuclear Generation Company" are deleted wherever they appear in the indemnity agreement.

Item 1 of the Attachment to the indemnity agreement is modified by adding:

Item 1 – Licensee(s) Holtec Decommissioning International, LLC
Holtec Pilgrim, LLC

Address Krishna P. Singh Technology Campus
1 Holtec Boulevard
Camden, NJ 08104

In light of the above, Indemnity Agreement No. B-48 is between "Holtec Decommissioning International, LLC," "Holtec Pilgrim, LLC," and the United States Nuclear Regulatory Commission.

FOR THE UNITED STATES NUCLEAR REGULATORY COMMISSION

A handwritten signature in black ink, appearing to read "Fred R. Miller", followed by the word "FOR" in capital letters.

Fred R. Miller, Chief
Financial Projects Branch
Division of Licensing Projects
Office of Nuclear Reactor Regulation

Accepted _____, 2019

By _____
Entergy Nuclear Operations, Inc.

By _____
Holtec Decommissioning International, LLC

By _____
Holtec Pilgrim, LLC



UNITED STATES
NUCLEAR REGULATORY COMMISSION
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Holtec Pilgrim, LLC

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1 Holtec Boulevard
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FOR THE UNITED STATES NUCLEAR REGULATORY COMMISSION

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Fred R. Miller, Chief
Financial Projects Branch
Division of Licensing Projects
Office of Nuclear Reactor Regulation

Accepted _____, 2019

By _____
Entergy Nuclear Operations, Inc.

By _____
Holtec Decommissioning International, LLC

By _____
Holtec Pilgrim, LLC



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NUCLEAR REGULATORY COMMISSION
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Fred R. Miller, Chief
Financial Projects Branch
Division of Licensing Projects
Office of Nuclear Reactor Regulation

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By _____
Holtec Decommissioning International, LLC

By _____
Holtec Pilgrim, LLC



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FOR THE UNITED STATES NUCLEAR REGULATORY COMMISSION

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Fred R. Miller, Chief
Financial Projects Branch
Division of Licensing Projects
Office of Nuclear Reactor Regulation

Accepted _____, 2019

By _____
Entergy Nuclear Operations, Inc.

By _____
Holtec Decommissioning International, LLC

By _____
Holtec Pilgrim, LLC

SUBJECT: PILGRIM NUCLEAR POWER STATION – ISSUANCE OF AMENDMENT NO. 249 RE: ORDER APPROVING DIRECT TRANSFER OF RENEWED FACILITY OPERATING LICENSE AND INDEPENDENT SPENT FUEL STORAGE INSTALLATION GENERAL LICENSE AND CONFORMING AMENDMENT (EPID L-2018-LLO-0003) DATED AUGUST 27, 2019

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ADAMS Accession No.: ML19235A050 EA-19-084

***by e-mail**

OFFICE	NRR/DORL/LPL3/PM	NRR/DORL/LSPB/LA	NMSS/DUWP/RDB/BC*	OGC – NLO*
NAME	SWall	JBurkhardt (LRonewicz for)	BWatson	A. Ghosh Naber
DATE	08/23/2019	08/23/2019	08/26/2019	08/26/2019
OFFICE	NRR/DORL/LPL3/BC(A)	NRR/DORL/D	NRR/DORL/LPL3-1/PM	
NAME	LRegner	CErlanger	SWall	
DATE	08/26/2019	08/26/2019	08/27/2019	

OFFICIAL RECORD COPY