

ATTACHMENT A

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

Joint Petition of Entergy Nuclear Indian Point 2, LLC;
Entergy Nuclear Indian Point 3, LLC; and Nuclear Asset
Management Company, LLC for a Declaratory Ruling
Disclaiming Jurisdiction Over or Abstaining from Review of
the Proposed Transfers or, in the Alternative, an Order
Approving the Proposed Transfers Pursuant to Section 70 of
the New York Public Service Law

Case 19-E-_____

**JOINT PETITION OF ENTERGY NUCLEAR INDIAN POINT 2, LLC; ENTERGY
NUCLEAR INDIAN POINT 3, LLC; AND NUCLEAR ASSET MANAGEMENT
COMPANY, LLC FOR A DECLARATORY RULING DISCLAIMING JURISDICTION
OVER OR ABSTAINING FROM REVIEW OF THE PROPOSED TRANSFERS OR, IN
THE ALTERNATIVE, AN ORDER APPROVING THE PROPOSED TRANSFERS
PURSUANT TO SECTION 70 OF THE NEW YORK PUBLIC SERVICE LAW**

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I. INTRODUCTION

Entergy Nuclear Indian Point 2, LLC; Entergy Nuclear Indian Point 3, LLC; and Nuclear Asset Management Company, LLC (collectively, the “Joint Petitioners”)¹ jointly submit this petition respectfully seeking a declaratory ruling from the New York State Public Service Commission (the “Commission”) disclaiming jurisdiction or abstaining from review under Section 70 of the New York Public Service Law (“NYPSL”), or alternatively, an order under NYPSL Section 70 approving a two-part transaction that will allow Holtec to effectuate its objective of completing the vast majority of the IPEC Facility decommissioning and securing

¹ The Entergy entities, Entergy Nuclear Indian Point 2, LLC and Entergy Nuclear Indian Point 3, LLC, are hereinafter individually referred to as “ENIP2” and “ENIP3,” respectively and, collectively, as “Entergy.” Nuclear Asset Management Company, LLC (“NAMCo”) is a subsidiary of Holtec International. As explained below, two other Holtec International subsidiaries, Holtec Decommissioning International and Comprehensive Decommissioning International, LLC, will also be involved in the decommissioning of the IPEC Facility and are hereinafter individually referred to as “HDI” and “CDI,” respectively and, collectively with NAMCo and Holtec International, as “Holtec.” The generating facilities, Indian Point Nuclear Generating Unit 1, Indian Point Nuclear Generating Unit 2, and Indian Point Nuclear Generating Unit 3, are individually referred to herein as “IP Unit 1,” “IP Unit 2,” and “IP Unit 3,” respectively, and collectively, as the “IPEC Facility.”

partial site release by the end of 2036, decades sooner than if the IPEC Facility were to remain with Entergy and the maximum decommissioning option pursuant to the United States Nuclear Regulatory Commission's ("NRC") regulations were to be selected under continued Entergy ownership.²

The two-part transaction will take place after, *inter alia*, the conditions precedent in the Membership Interest Purchase and Sale Agreement ("MIPA") have been satisfied.³ First, Entergy will undertake a series of transfers under an internal reorganization designed to facilitate the Holtec Transaction that will be initiated with ENIP2's and ENIP3's transfer of the IPEC Facility together with their other assets and liabilities to two limited liability companies whose membership interests will ultimately be owned by another limited liability holding company, Merchant Properties, LLC. All entities involved in this internal reorganization are indirect, wholly-owned subsidiaries of ENIP2 and ENIP3's ultimate parent, Entergy Corporation (collectively, the "Internal Transfers"). Second, shortly following the internal reorganization, NAMCo will acquire the membership interests of Merchant Properties, LLC, the limited liability holding company ultimately owned by Entergy Corporation, resulting in the indirect upstream transfer of the membership interests in the entities that own the IPEC Facility to NAMCo pursuant to the terms of the MIPA (individually, the "Holtec Transaction" and together with the

² See, e.g., Entergy Corporation, "Entergy Agrees To Post-Shutdown Sale of Indian Point Energy Center to Holtec International" (dated April 16, 2019) (establishing Holtec will draw on its expertise and pioneering decommissioning technologies to "accrue tangible benefits to the local community by returning the site (excluding the site's heavily shielded storage casks on the storage pad safely storing the spent nuclear fuel) to productive use much sooner than would occur if Entergy selected the maximum SAFSTOR option under the NRC regulations"), available at <https://electricenergyonline.com/news.php?ID=762334&cat=;58&niveauAQ=0>).

³ The MIPA, by and among ENIP2, ENIP3, NAMCo, and Holtec International was executed on April 15, 2019 and is attached hereto, in redacted form, as Exhibit 1. Contemporaneously, an unredacted copy of the MIPA has been submitted to the Commission's Records Access Officer together with a request for exception from disclosure.

Internal Transfers, the “Transfers”). The parties are targeting to complete the Internal Transfers and close the Holtec Transaction in May, 2021.

Because the Transfers will occur *after* the IPEC Facility has been permanently retired, the IPEC Facility will be industrial property that is not subject to the Commission’s jurisdiction. More specifically, in accordance with the IPEC Settlement Agreement, Entergy submitted a retirement notice for IP Unit 2 and IP Unit 3 to the Commission on October 30, 2019, stating that IP Unit 2 and IP Unit 3 will permanently retire no later than April 30, 2020 and April 30, 2021, respectively.⁴ IP Unit 1 permanently ceased operations in 1974. The retirement of all three generating facilities will be irreversible, thereby rendering the IPEC Facility industrial property, not an electric plant, at the time of the Transfers targeted to occur in May, 2021. Thus, the Commission does not have jurisdiction over either the Internal Transfers or the Holtec Transaction.

In the event, however, the Commission does not disclaim jurisdiction over the Transfers, the Transfers do not require review under NYPSC Section 70. First, the Internal Transfers amount to mere reshuffling of Entergy’s corporate structure for internal business purposes. As and when completed, Entergy Corporation importantly will, at all times prior to the Holtec Transaction, remain the ultimate parent. As demonstrated below, similar to other intra-corporate restructurings previously presented to the Commission, no review of the Internal Transfers is required. Moreover, the Holtec Transaction requires no further review because, as the

⁴ See NYPSC Case 05-E-0889, *Proceeding on Motion of the Commission To Establish Policies and Procedures Regarding Generation Unit Retirements*, “Notice of Permanent Retirement of Generating Facility” (dated October 30, 2019) (hereinafter, the “IPEC Retirement Notice”). The IPEC Settlement Agreement, dated January 8, 2017, was entered into by and among the State of New York; the Office of the Attorney General of the State of New York; the New York State Department of Environmental Conservation (“NYSDEC”); the New York State Department of Health; the New York State Department of State; the New York State Department of Public Service; Riverkeeper, Inc.; ENIP2; ENIP3; and Entergy Nuclear Operations, Inc. (“ENOI”) and is referred to herein as the “IPEC Settlement Agreement.”

Commission has established, full NYPSL Section 70 review is not undertaken where, as here, the transaction involves a transfer of membership interests between merchant parties upstream from the entity that owns and operates the facility at issue.

Should the Commission nonetheless determine it must review the Transfers despite these facts and precedent, the Transfers are in the public interest, and thus, the Joint Petitioners respectfully request an order approving them under NYPSL Section 70.⁵ Utilizing opportunities unique to its operations and its extensive expertise as established in the resumes set forth in Exhibit 2, Holtec will initiate decommissioning the IPEC Facility (other than the Independent Spent Fuel Storage Installation (“ISFSI”)) with the objective of securing partial site release by the end of 2036 (“DECON Plan”).⁶ As reflected in Holtec’s schedule and financial information for decommissioning attached hereto as Exhibit 3 and as will be further defined in more detail in Holtec’s PSDAR and DCE to be filed with the NRC, Holtec has addressed the obligations to be completed, estimated the costs required to decommission the IPEC Facility, and demonstrated that the IPEC Facility’s Nuclear Decommissioning Trust (“NDT”) funds are sufficiently funded

⁵ The Joint Petitioners are also seeking approvals, consents, and/or agreements related to the Transfers from other regulatory agencies including the NRC and NYSDEC. Contemporaneously herewith, a license transfer application is being filed with the NRC (“LTA”). The parties hereby incorporate the LTA by reference herein. Holtec plans to submit a Post-Shutdown Decommissioning Activities Report (“PSDAR”) and a Decommissioning Cost Estimate (“DCE”) to the NRC, for the IPEC Facility on or before December 31, 2019. Upon their submission to the NRC, the Joint Petitioners request that these documents also be incorporated by reference in this Petition. Currently, Holtec intends to seek an exemption to permit Nuclear Decommissioning Trust funds to be used for spent fuel management and site restoration activities at the time it files its DCE and PSDAR.

⁶ As defined by the NRC, DECON is a “method of decommissioning, in which structures, systems, and components that contain radioactive contamination are removed from a site and safely disposed at a commercially operated low-level waste disposal facility, or decontaminated to a level” that, in a short time period after it ceases operation, permits the site to be released for re-use (United States Nuclear Regulatory Commission, NRC Library, Glossary, DECON, available at <https://www.nrc.gov/reading-rm/basic-ref/glossary/decon.html> [accessed Sept. 10, 2019]). In contrast, as defined by the NRC, Safe Storage, or SAFSTOR, is a “method of decommissioning in which a nuclear facility is placed and maintained in a condition that allows the facility to be safely stored” until subsequent decontamination occurs, permitting the release of the site for future re-use (United States Nuclear Regulatory Commission, NRC Library, Glossary, SAFSTOR, available at <https://www.nrc.gov/reading-rm/basic-ref/glossary/safstor.html> [accessed Sept. 11, 2019]). To allow for the decontamination of a site, the NRC provides for up to a 60-year period for the SAFSTOR method.

to implement its DECON Plan. By completing the DECON Plan, it is Holtec's objective to secure the partial release of the IPEC Facility by the end of 2036. Additionally, implementation of Holtec's DECON Plan once the Holtec Transaction is consummated will provide substantial benefits to the IPEC Facility's employees, the local communities, and New York State as a whole that are unique to this transaction alone.

Moreover, both Transfers satisfy the three-prong test assessing market power, financial wherewithal, and technical capability that the Commission has long used to determine whether a proposed transaction between merchant entities is in the public interest.⁷ Specifically, because entities within Entergy Corporation's overall corporate structure are simply being realigned to facilitate the Holtec Transaction and Entergy Corporation's ultimate ownership will not change, the Internal Transfers meet the market power, financial wherewithal, and technical qualification prongs. As applied to the Holtec Transaction, the transfer of the permanently-retired IPEC Facility cannot affect market clearing prices, and thus, there are no market power issues. Further, Holtec's site-specific cost estimate which is summarized in Exhibit 3 establishes that the IPEC NDT funds are sufficient and Holtec will have the financial wherewithal to decommission the IPEC Facility under its DECON Plan.⁸ Additionally, Holtec's technical qualifications and decommissioning experience as reflected in Exhibit 2 demonstrate its unique ability to satisfy its

⁷ As will be addressed at length, *infra*, the Commission has established a "lightened" regulatory regime for wholesale electric generators in New York, including owners and operators of nuclear generating facilities. See Case 91-E-0350: *Wallkill Generating Co., L.P. – Petition for Declaratory Ruling that the Public Service Law is Inapplicable, or that Further Regulation Thereunder is Unnecessary, or in the Alternative that Light-Handed Regulation be Applied*, Order Establishing Regulatory Regime (issued Apr. 11, 1994) ("Wallkill Order"); see also Case 01-E-0113, *Entergy Nuclear Indian Point 2, LLC and Entergy Nuclear Operations, Inc. – Joint Petition for a Declaratory Ruling that Lightened Regulation be Applied*, Order Providing for Lightened Regulation of Nuclear Generating Facilities (issued and effective August 31, 2001) (hereinafter, "Entergy Lightened Regulation Order").

⁸ See, e.g., Exhibit 3.

objective of decommissioning the vast majority of the IPEC Facility and securing partial site release by the end of 2036.⁹

Finally, time is of the essence. A Commission determination confirming it does not have jurisdiction over the Holtec Transaction, finding no review is warranted under NYPSL Section 70 or approving it under NYPSL Section 70 is a condition precedent to closing the Holtec Transaction. Further, as part of implementing its DECON Plan, Holtec will offer employment to all employees who are employed by Entergy at the IPEC Facility at the time of the transaction closing who would otherwise be required to leave New York to continue service within the Entergy fleet or be laid off. However, retaining experienced personnel in New York can only be accomplished with sufficient advance notice to the employees that Holtec will be able to purchase the IPEC Facility and execute its DECON Plan. Thus, obtaining a Commission determination as soon as possible is critically important to give the IPEC Facility's employees the certainty they need to stay in New York and plan their futures.¹⁰

Additionally, as described in detail in Part VII below, to commence decommissioning in 2021 and complete its objective of decommissioning of the IPEC Facility, with the exception of the ISFSI, and secure partial site release by the end of 2036, Holtec must begin to execute critical parts of its DECON Plan prior to closing. While much of this activity requires a minimum of several months prior to closing, Holtec can more effectively perform this work when provided additional time preceding closing.

⁹ Should the Commission find it will not disclaim jurisdiction over the Transfers, the Joint Petitioners recognize that the Commission could determine a different level of review will be applied to the Internal Transfers and the Holtec Transaction.

¹⁰ See MIPA, § 6.24.

To that end, the Joint Petitioners have submitted this Petition and their LTA to the NRC well in advance of the May 2021 targeted closing date. In their LTA, the Joint Petitioners have respectfully requested that the NRC issue its determination within 12 months. Correspondingly, the Joint Petitioners respectfully request that the Commission act as soon as possible but not later than within the same 12-month time frame by issuing either: (i) a declaratory ruling that disclaims jurisdiction over, or abstains from review of, the Transfers under NYPSL Section 70; or, alternatively, (ii) an order approving the Transfers under NYPSL Section 70.¹¹

¹¹ In light of these timing constraints, the Joint Petitioners recognize that Commission action on the Petition may be conditioned upon the subsequent retirement of IP Unit 3 by April 30, 2021.

II. COMMUNICATIONS

The following persons should be included on the official service list in this proceeding, and all communications concerning this filing should be addressed to them:

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III. BACKGROUND

A. The Entergy Entities

ENIP2, a Delaware limited liability company, is currently a direct wholly-owned subsidiary of Entergy Nuclear Holding Company #3, LLC. ENIP2's ultimate parent corporation is Entergy Corporation. ENIP2's plant office is located in Buchanan, New York. ENIP2 owns IP Unit 2 and the retired IP Unit 1. ENIP2 is lightly regulated by the Commission and is a party to the IPEC Settlement Agreement.¹²

ENIP3, a Delaware limited liability company, is currently a direct wholly-owned subsidiary of Entergy Nuclear New York Investment Company I, which, in turn, is a direct wholly-owned subsidiary of Entergy Nuclear Holding Company, LLC. ENIP3's ultimate parent corporation is Entergy Corporation. ENIP3's plant office is located in Buchanan, New York. ENIP3 owns IP Unit 3. ENIP3 is lightly regulated by the Commission and is a party to the IPEC Settlement Agreement.¹³

A third Entergy entity, ENOI, a Delaware corporation, is currently a direct wholly-owned subsidiary of Entergy Nuclear Holding Company #2 and an indirect wholly-owned subsidiary of Entergy Corporation. ENOI's principal place of business is located in Jackson, Mississippi. ENOI is licensed by the NRC to operate and/or maintain the IPEC Facility. ENOI is lightly regulated by the Commission.¹⁴

¹² See NYPSC Case 01-E-0113 *et al.*, *Entergy Nuclear Indian Point 2, LLC and Entergy Nuclear Operations, Inc. – Joint Petition for a Declaratory Ruling that Lightened Regulation be Applied* and NYPSC Case 00-E-1225, *Entergy Nuclear FitzPatrick, LLC, Entergy Nuclear Indian Point 3, LLC, and Entergy Nuclear Operations, Inc. – Joint Petition for a Declaratory Ruling That Lightened Regulation Be Applied Concerning Their Purchase of Nuclear Power Facilities From the Power Authority of the State of New York*, Order Providing for Lightened Regulation of Nuclear Generating Facility (issued August 31, 2001) (hereinafter, “Entergy Lightened Regulation Order”).

¹³ *Id.*

¹⁴ *Id.*

Pursuant to the Internal Transfers addressed herein, the assets and liabilities of ENIP2 and ENIP3, including the IPEC Facility, will ultimately be transferred through a series of internal reorganization steps designed to facilitate the Holtec Transaction to Indian Point 1&2, LLC and Indian Point 3, LLC, two other Delaware limited liability companies that themselves will be subsidiaries of Merchant Properties, LLC, a Delaware limited liability holding company. All entities involved in the Internal Transfers are indirect wholly-owned subsidiaries of the ultimate parent, Entergy Corporation. In the Holtec Transaction addressed *infra*, NAMCo will acquire the membership interests of, and will merge with, Merchant Properties, LLC.

B. The IPEC Facility: Reliability Assessments and Permanent Retirement

IP Unit 1 is a long-retired nuclear power reactor facility located at the IPEC Facility site in Buchanan, New York. IP Unit 1 operated commercially from August 1962 until it was permanently shut down in October 1974. In January 1976, all spent fuel was permanently removed from the IP Unit 1 reactor vessel. In January 1996, the NRC approved the SAFSTOR method of decommissioning for IP Unit 1 proposed by Consolidated Edison Company of New York, Inc., its owner and operator at that time.¹⁵ The NRC's order approving the decommissioning plan for IP Unit 1 was based on dismantling it after IP Unit 2 ceased operations.¹⁶

¹⁵ See *Consolidated Edison Co. of New York Inc.*, Order Authorizing Decommissioning Plan and Authorizing Decommissioning of Facility, Docket No. 50-003 (ML070310227) (Jan. 31, 1995).

¹⁶ See *Consolidated Edison Co. of New York Inc.*, Order Authorizing Decommissioning Plan and Authorizing Decommissioning of Facility, Docket No. 50-003 (ML070310227) (Jan. 31, 1995). The decommissioning of Unit 1 will occur at the same time as the decommissioning of Unit 2. As acknowledged by the NRC staff, at the appropriate time, the licensee will seek NRC approval to complete the decommissioning of Unit 1 beyond the 60-year period prescribed in 10 CFR 50.82(a)(3) based on the regulation's public and health safety exception, which recognizes the presence of other nuclear facilities at the site as a factor in the NRC staff's consideration. (See NRC Docket Nos. 50-003 and 50-247, Preliminary approval letter from John P. Boska, Senior Project Manager, NRC to ENOI (dated March 17, 2010); see also, NRC Docket Nos. 50-003 and 50-247, Response to Request for Additional Information (dated July 15, 2009).)

IP Units 2 and 3 are nuclear generating units located on the IPEC Facility site in Buchanan, New York. In 2007, ENIP2, ENIP3, and ENOI initiated a proceeding before the NRC seeking renewal of the IP Unit 2 and IP Unit 3 operating licenses for an additional 20 years. With that proceeding ongoing, the IPEC Settlement Agreement was executed on January 8, 2017. In the IPEC Settlement Agreement, ENIP2, ENIP3, and ENOI agreed to permanently cease operations at IP Unit 2 and IP Unit 3 by April 30, 2020 and April 30, 2021, respectively.¹⁷ In accordance with the Commission's Generator Unit Retirement Notice Requirement Order and the IPEC Settlement Agreement, Entergy submitted the Retirement Notice to the Commission on October 30, 2019, stating it will permanently retire IP Unit 2 and IP Unit 3 no later than those dates.¹⁸

Based on the extensive studies conducted to date, the conclusions for which are further supported by substantial system additions and significant State public policy initiatives since the time these studies were conducted, the IPEC Facility's retirement will not trigger reliability needs. Prior to submitting its Retirement Notice, Entergy submitted a Generator Deactivation Notice to the New York Independent System Operator, Inc. ("NYISO") in accordance with Attachment FF of the NYISO Open Access Transmission Tariff ("OATT").¹⁹ Pursuant to

¹⁷ *Id.* at 2.

¹⁸ See NYPSC Case 05-E-0889, *Proceeding on Motion of the Commission to Establish Policies and Procedures Regarding Generation Unit Retirements*, Order Adopting Notice Requirements for Generation Unit Retirements (issued and effective December 20, 2005) (hereinafter, "Generation Unit Retirement Notice Requirement Order"). Per the IPEC Settlement Agreement, operation of either IP Unit 2 or IP Unit 3 can only be extended beyond those dates if (1) an emergency were to exist "by reason of war, terrorism, a sudden increase in the demand for electric energy, or a sudden shortage of electric energy or of facilities for the generation or transmission of electric energy;" and (2) both New York State and the Entergy entities, ENIP2, ENIP3, and ENOI, mutually agree to such an extension. Even if both factors were satisfied, the IPEC Settlement Agreement states that operations at the facilities cannot be extended beyond April 30, 2024 and April 30, 2025) for IP Unit 2 and IP Unit 3, respectively. See IPEC Settlement Agreement at 2.

¹⁹ See New York Independent System Operator, Inc., "Generator Deactivation Assessment - Indian Point Energy Center: A Report by the New York Independent System Operator" (dated December 13, 2017), available at

NYISO OATT, Attachment FF, Section 38.3.4.3, the NYISO performed resource adequacy and, in coordination with New York Transmission Owners, transmission security analyses of the New York Control Area system to determine whether deactivation of the IPEC Facility would trigger reliability needs.²⁰ The NYISO conclusively found no reliability need was triggered and, as such, found that Entergy satisfied the requirements under the NYISO's Generator Deactivation Process to retire both units.²¹ In its 2018 Reliability Needs Assessment, the NYISO reaffirmed this finding.²²

Moreover, since these studies, substantial levels of generation in the southeastern New York area have either already been added to the system or are close to completion. Specifically, the 625 MW CPV Valley generating facility came on line in the Lower Hudson Valley, and the expansion to the Bayonne Entergy Center, which is electrically interconnected to New York City, added an incremental 120 MW. In addition, the 1,000 MW Cricket Valley Energy Center is under construction in the Lower Hudson Valley and is expected to be completed by year end. On the transmission side, the NYISO recently selected two projects that will increase the transfer capability from the Utica area, across the Capital Region, and into southeastern New York by over 1,000 MW by approximately 2023.²³

https://www.nyiso.com/documents/20142/1396324/Indian_Point_Generator_Deactivation_Assessment_2017-12-13.pdf/f673a0f8-5620-1d7b-4be2-99aaf781ac5c.

²⁰ *Id.*

²¹ *Id.*

²² See New York Independent System Operator, Inc., "Reliability Needs Assessment, 2018 RNA Report" (dated October 18, 2018) at 1, available at <https://www.nyiso.com/documents/20142/2248793/2018-Reliability-Needs-Assessment.pdf/c17f6a4a-6d22-26ee-9e28-4715af52d3c7>.

²³ See New York Independent System Operator, Inc., "NYISO Board of Directors' Decision on Approval of AC Transmission Public Policy Transmission Planning Report and Selection of Public Policy Transmission Projects" (dated April 8, 2019), available at <https://www.nyiso.com/documents/20142/2892590/Board-Decision-AC-Transmission-2019-04-08.pdf/071a48d2-be02-0377-b507-b74c9e06d7a7>.

In addition, State public policy initiatives have supported the addition of substantial levels of new transfer capability and new generation to the system. For example, in its order establishing energy storage goals issued in December 2018, the Commission directed Con Edison to contract with 300 MW of energy storage resources in its service territory by 2022.²⁴ Additionally, on July 18, 2019, Governor Andrew M. Cuomo signed the Climate Leadership and Community Protection Act into law, mandating by statute that 6,000 MW of solar energy facilities, 3,000 MW of energy storage resources, and 9,000 MW of offshore wind facilities be added to the New York system by 2025, 2030, and 2035, respectively.²⁵ On the same day, Governor Cuomo announced the State would contract with 1,700 MW of offshore wind resources, the nation's largest offshore wind procurement and the single largest renewable energy procurement by any State in U.S. history, again, serving the historically-constrained southeastern New York region.²⁶ Because no reliability needs will be triggered due to their deactivation, both IPEC units will be permanently retired by the dates set forth in the IPEC Settlement Agreement as reflected in the Retirement Notice.

²⁴ See NYPSC Case 18-E-0130, *In the Matter of Energy Storage Deployment Program*, Order Establishing Energy Storage Goal and Deployment Program (issued and effective December 13, 2018) at 55. The Con Edison service territory encompasses New York City and Westchester County, areas currently served with IP Unit 2 and IP Unit 3 generation.

²⁵ See New York State Climate Leadership and Community Protection Act, S.B. 6599, 2019 Leg., 242nd Sess. (N.Y. 2019) (codified as Ch. 106, L. 2019) (hereinafter, "CLCPA"). A large percentage of the energy storage facilities and all of the offshore wind facilities are expected to be interconnected in southeastern New York. In addition, more transfer capability is expected to be identified by the Commission to be built and constructed under the NYISO's public policy planning rules to enable renewable generation in the northern and western parts of the State to be delivered to southeastern New York.

²⁶ New York State Press Release, "Governor Cuomo Executes the Nation's Largest Offshore Wind Agreement and Signs Historic Climate Leadership and Community Protection Act" (dated July 18, 2019), *available at* <https://www.governor.ny.gov/news/governor-cuomo-executes-nations-largest-offshore-wind-agreement-and-signs-historic-climate>.

C. Decommissioning the IPEC Facility

From a timing perspective, Holtec's DECON Plan allows the IPEC Facility to be returned to a productive use decades sooner than if Entergy were to select the maximum SAFSTOR option available under the NRC's regulations. Under a SAFSTOR method, a nuclear facility is placed in a safe and stable condition and maintained in that state for several decades, thereby allowing the levels of radioactivity to decrease through radioactive decay and the NDT Funds to continue to grow to levels necessary were an Entergy-directed decommissioning process to go forward.

From a management perspective, because neither ENOI nor any of its affiliates currently has the capability to conduct decommissioning using their own internal resources, ENOI would be required to bear the additional costs of contracting with other entities, including a decommissioning operations contractor. It would be required to oversee this work to ensure all actions necessary to complete decommissioning activities, meet applicable cleanup criteria, and terminate the NRC license were taken within the 60-year period established in the NRC's Regulations were this path pursued. Under continued Entergy ownership, the IPEC Facility could thus remain subject to NRC regulation and in a state precluding alternative use and development for decades longer if the maximum option available under the NRC's regulations were selected.

D. Indian Point Closure Task Force

To consider the IPEC Facility's future following permanent retirement, Governor Cuomo announced the creation of a task force in February 2017; the Indian Point Closure Task Force's (the "IPEC Closure Task Force") structure and the scope of its duties were subsequently enacted

into law.²⁷ The Task Force is charged with examining matters, such as local property tax and employment impacts, and providing guidance and support to affected local municipalities and employees.²⁸

Decommissioning the IPEC Facility—and, more specifically, the potential benefits of realizing a more expeditious decommissioning and release of at least some parcels at the IPEC Facility site for future re-use—has been a focal point of the Task Force’s analysis.²⁹ For example, in its 2018 Report, the Task Force recommended that “all relevant members of the Task Force advocate [to] ensure prompt decommissioning of the [IPEC Facility].”³⁰

As a threshold matter, the Task Force has acknowledged that future re-use assessments may be conducted but that Entergy must cooperate concerning, and agree with, any partial release of the IPEC Facility for future re-use. In its 2018 Report, the Task Force noted that transfers from utility licensees to decommissioning companies could lead to prompt decommissioning via a DECON method.³¹ By way of example, the Task Force highlighted the then-pending transfer of the Vermont Yankee Nuclear Power Station from Entergy to NorthStar Decommissioning Holdings, LLC (“NorthStar”) and noted that the transaction will likely result in prompt DECON decommissioning given NorthStar’s business model and sole focus on decommissioning activities.³² In its 2019 Update, the Task Force noted the announced

²⁷ S.B. 2008-C, Part RR, 2017 Leg., 240th Sess. (N.Y. 2017) (codified as Ch. 58, L. 2017).

²⁸ See <https://www.governor.ny.gov/news/governor-cuomo-launches-indian-point-closure-task-force-assist-local-community-transition>.

²⁹ See Indian Point Closure Task Force, Annual Report, (dated May 9, 2018) (hereinafter, “2018 Report”), available at <http://documents.dps.ny.gov/public/MatterManagement/CaseMaster.aspx?MatterCaseNo=17-00994&submit=Search>.

³⁰ *Id.* at 26.

³¹ *Id.* at 25.

³² *Id.* at 26; see also VTPSB Docket 8880 *Joint Petition of NorthStar Decommissioning Holdings, LLC, NorthStar Nuclear Decommissioning Company, LLC NorthStar Group Services, Inc., LVI Parent Corp., NorthStar Group*

transaction between Entergy and Holtec, committed to closely monitor it, and announced an intention to engage with Holtec.³³

E. The Holtec Entities

1. Holtec International

Holtec International is an integrated technologies enterprise providing innovative solutions, equipment, and services to the global nuclear, solar, geothermal, and fossil power generation sectors of the energy industry. Led by Dr. Krishna Singh (whose resume is provided in Exhibit 2), an industry leader in nuclear fuel management systems, Holtec International possesses in-house capabilities to design, engineer, analyze, construct, and deploy the technologies to manage used nuclear fuel discharged from nuclear reactors and has extensive experience in designing, manufacturing, and installing capital equipment as well as providing services to operating commercial power plants.

Specializing in spent nuclear fuel management technologies, Holtec International is the patent holder for a number of technology solutions for spent fuel management. Since the 2000s, the company has advanced the state of the art in this area, including early fuel transfer capability, which is proposed for deployment at the IPEC Facility. Holtec International will draw upon its technical resources and experience with nuclear decommissioning, spent fuel handling equipment, and spent fuel storage systems and components to provide the leadership required to

Holdings, LLC, Entergy Nuclear Vermont Investment Company, LLC, 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, Order Approving Acquisition of Entergy Nuclear Vermont Yankee, Inc. [sic] by NorthStar Decommissioning Holdings, LLC and Granting Other Requests Subject to Memorandum of Understanding (Dec. 6, 2018) at 34 (“NorthStar’s proposed accelerated decommissioning and site restoration schedule is likely to provide economic benefits to the State of Vermont and to the Windham County region as compared with the SAFSTOR status quo and a decommissioning process commencing in 2053.”). NorthStar is a specialty company engaged in the business of decommissioning nuclear facilities.

³³ See NYPSC Case 17-00994, *supra*, Annual Update, Indian Point Closure Task Force Report (dated July 8, 2019) (hereinafter, “2019 Update”) at 10.

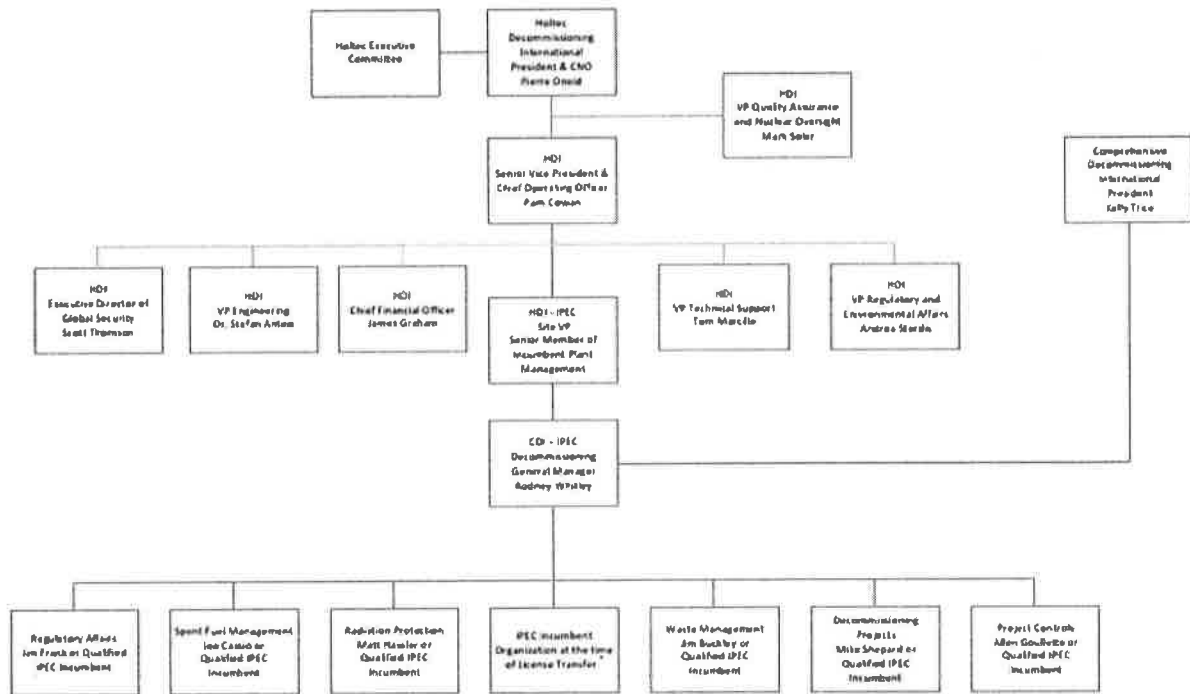
effectively manage NAMCo and transition the IPEC Facility into active decommissioning and subsequent long-term dry storage of spent fuel.

Based on past experience performing NRC-licensed activities, the Holtec International team has developed a mature nuclear safety culture and policies that will be integrated with existing IPEC Facility policies. The integrated corporate and site policies will focus on the safe and effective decommissioning of the IPEC Facility while maintaining compliance with applicable regulations.

In this undertaking, Holtec International brings a diverse corporate resume of prior accomplishments in nuclear projects in the U.S. and abroad, a substantial list of ongoing and satisfactorily-completed nuclear projects (including many turnkey projects), and a long record of securing regulatory approvals. Every project, regardless of complexity, has been completed safely. In addition, Holtec International has provided dry fuel storage services to the IPEC Facility since its first fuel campaign in 2008. Following the retirement of the IPEC Facility, Holtec International will continue to provide this function.

As detailed in the narrative below, Holtec International will draw upon the expertise and services of its subsidiary entities, HDI and CDI, to respectively act as the decommissioning licensed operator and decommissioning general contractor of the IPEC Facility. The following Figure A-1 also demonstrates the relationship between Holtec International, HDI, and CDI as it would relate to the IPEC Facility.

Figure A-1 IPEC Combined Org Chart Depiction



Note: * This box represents the planned integration into the CDI site organization of the existing IPEC Decommissioning Organization site personnel at the site during the time of transaction closing and license transfer including the Plant Operations, Emergency Planning and Security organizations.

2. HDI

HDI is an indirect wholly-owned subsidiary of Holtec International and is the licensed operator for the Holtec International fleet of decommissioning sites, which includes the Oyster Creek and Pilgrim nuclear power stations³⁴ and will also include the IPEC Facility if the Holtec Transaction closes. The senior management of HDI is composed of Holtec International personnel. HDI is structured to serve as a fully-resourced organization to directly oversee and

³⁴ In June 2019, Holtec International received NRC approval to take over the license of the Oyster Creek Nuclear Generating Station, which is located in Ocean City, New Jersey. (See NRC Doc. No. 50-291 & 72-15, "Order Approving Transfer of the License For the Oyster Creek Nuclear Generating Station and Conforming License Amendment" (dated June 20, 2019), ADAMS Accession No. ML19095A454.) Likewise, in August 2019, Holtec International received NRC approval to take over the license of the Pilgrim Nuclear Power Station in Plymouth Massachusetts. (See NRC Doc. No. 50-231 & 72-1044, "Pilgrim Nuclear Power Station - Order Approving Direct and Indirect Transfer of License and Conforming License Amendment," (dated August 29, 2019), ADAMS Accession No. ML19170A147.) In each case, the nuclear facility was permanently retired before it was transferred to Holtec International. Upon the changes in ownership and transfer of the NRC licenses, HDI became the licensed operator for each site with responsibility for decommissioning and spent fuel management on behalf of the site owners, with the assistance of CDI and other Holtec affiliates.

manage licensed decommissioning operations and the dismantlement of nuclear plants that have ceased operation. HDI has expertise to oversee all licensed activities following reactor defueling, including the transfer of spent nuclear fuel from the spent fuel pools to the on-site ISFSI, security, and emergency preparedness. The HDI performance mission is to effectuate licensed maintenance and decommissioning of a plant with a focus on protection of human health and safety, including that of the personnel engaged to carry out the decommissioning of the IPEC Facility.

More specifically, with respect to the IPEC Facility, HDI will have the responsibility to:

- Assume the duties and obligations of the decommissioning operator licensee following cessation of operations and certification of defueling, including development of and continuing compliance with the dry storage system Certificate(s) of Compliance, licensing basis including the IPEC Facility's Technical Specifications guide, regulatory requirements, and regulatory commitments.
- Possess and dispose of radioactive material.
- Maintain the IPEC Facility in a safe condition, including the storage, control, and protection of the spent fuel in the pools and on the ISFSI until the ISFSI is decommissioned.
- Establish and implement governance processes to ensure compliance with all relevant licenses, permits and applicable regulations and retain decision-making authority for any issues related to compliance with all relevant licenses and permits (including whether to seek amendments thereto) and applicable regulations.

- Oversee the development and submittal of periodic licensing and regulatory actions (e.g., exemption requests and license amendment requests if any) required to support ongoing decommissioning activities.
- Assume authority and responsibility for modifications to the emergency preparedness and security plans and responses to NRC orders regarding security.
- Assume authority and responsibility for the functions necessary to fulfill the quality assurance (“QA”) requirements of the IPEC Facility’s Technical Specifications and as specified in the IPEC Facility’s Quality Assurance Program Manual (“QAPM”) in place at the time of license transfer.
- Ensure that the site safety procedures are consistent with Holtec International’s corporate safety plan.
- Ensure that only legitimate expenditures are made from, and ensure prudent investment management of, the IPEC NDTs.
- Serve as the interface with Holtec’s counterparties, government organizations, and other stakeholders.
- Provide oversight of CDI, including oversight of schedule and cost control, quality assurance, regulatory compliance, safety, security and human resource management pursuant to a Decommissioning General Contractor Agreement.
- Oversee the development of tools, fixtures, and robots to improve the duration and as low as reasonably achievable (“ALARA”) goals of the decommissioning operations.

HDI will ensure that the decommissioning activities performed at the IPEC Facility are consistent with the essential elements of the Holtec International’s project management

approach, which has been honed through successful implementation in hundreds of Holtec International's safety-significant projects.

The planned HDI senior management project organization is depicted above in Figure A-1. In addition, Table A-1 below provides the specific roles and responsibilities of the HDI senior management personnel. Resumes for the individuals that hold the HDI positions described in this Table A-1 are provided in Exhibit 2 attached hereto.

Table A-1 Roles and Responsibilities of HDI Senior Management		
Position	Role	Responsibilities
President and CNO	Oversee the safety, operation, and decommissioning of the nuclear sites maintained by HDI	<ol style="list-style-type: none"> 1. Establish and maintain a strong Nuclear Safety Culture 2. Provide management direction, oversight, and support to the site organization 3. Report routinely to the Executive Board
Senior Vice President and Chief Operating Officer	Provide strategic direction and support to the HDI organization and to the senior leadership of the nuclear sites maintained by HDI. Provide oversight of the decommissioning activities performed by CDI.	<ol style="list-style-type: none"> 1. Support the efforts of the CNO in building a strong Nuclear Safety Culture 2. Assure HDI provides direction as appropriate and oversight in the key sectors of fuel management and decommissioning, including security and emergency preparedness
Vice President for the IPEC Facility	Provide day-to-day onsite leadership and direction to the IPEC Facility to assure the safe decommissioning, maintenance, and regulatory compliance of the site	<ol style="list-style-type: none"> 1. Assure compliance with the licenses including the Technical Specifications, dry storage system Certificate of Compliance and other regulatory requirements and commitments 2. Maintain the site's strong Nuclear Safety Culture 3. Ensure expenditures from the IPEC Decommissioning Trust Fund are legitimate 4. Interface with the Site Decommissioning General Manager to assure decommissioning activities have the appropriate resources
Vice President Engineering	Provide engineering oversight for the decommissioning nuclear stations	<ol style="list-style-type: none"> 1. Oversee engineering activities in support of spent fuel management and

Table A-1 Roles and Responsibilities of HDI Senior Management		
Position	Role	Responsibilities
	maintained by HDI	decommissioning 2. Conduct routine assessments at each of the decommissioning nuclear stations maintained by HDI 3. Provide support for resolving engineering issues
Vice President Regulatory and Environmental Affairs	Provide licensing oversight for the decommissioning nuclear stations maintained by HDI	1. Oversee and guide the development and submission of licensing, regulatory, and environmental actions 2. Conduct routine assessments of the regulatory activities at each of the decommissioning nuclear stations maintained by HDI 3. Support the interface between the site and nuclear regulators while also taking a lead role on generic issues in decommissioning
Chief Financial Officer	Provide support and guidance for the prudent investment of decommissioning trust funds and assurance that funds are used for decommissioning purposes	1. Establish investment policy and guidelines 2. Review investment performance 3. Assure that decommissioning expenditures are reviewed for appropriateness and reflect decommissioning activities 4. In conjunction with the VP Technical Support, evaluate the site's performance to the decommissioning cost and schedule
Vice President Quality Assurance and Nuclear Oversight	Provide quality assurance oversight for the decommissioning nuclear stations maintained by HDI	1. Maintain nuclear sites' Quality programs in alignment with the HDI QA infrastructure 2. Provide routine oversight evaluations of the quality assurance function at the decommissioning nuclear stations maintained by HDI 3. Provide quality assurance oversight for the movement of fuel and the transportation of radioactive waste

Table A-1 Roles and Responsibilities of HDI Senior Management		
Position	Role	Responsibilities
Vice President Technical Support	Provide technical support in the areas of health and safety, the environment, radiation protection, and decommissioning improvements to each of the decommissioning nuclear stations maintained by HDI	<ol style="list-style-type: none"> 1. Perform routine assessments of the health and safety, environment, and radiation protection areas 2. Develop improved tools, fixtures, robotics, and processes to safely reduce the decommissioning duration and the ALARA goals for decommissioning 3. In conjunction with the VP Treasury, evaluate the sites performance to the decommissioning cost and schedule
Executive Director of Global Security	Provide technical support for site security and plant access for decommissioning nuclear stations maintained by HDI	<ol style="list-style-type: none"> 1. Oversee and guide safe and compliant site security, plant access, and fitness-for-duty functions at the decommissioning sites 2. Develop and execute security program modifications

3. CDI

CDI is a company jointly owned by HDI and SNC-Lavalin Group's subsidiary, Kentz USA Inc. CDI is majority owned by HDI. CDI was formed with the strategic goal of creating an organization with a deep pool of decommissioning knowledge and experience to decommission nuclear power plants. CDI operates as an autonomous business entity reporting to a board consisting of executives from SNC-Lavalin and Holtec International. The activities of CDI are managed by its President, who reports directly to CDI's board. CDI is headquartered at the KPS Technology Campus in Camden, New Jersey.

CDI is HDI's Decommissioning General Contractor ("DGC") for the Oyster Creek and Pilgrim nuclear power stations and will be the DGC for the IPEC Facility if the Holtec Transaction closes. Under HDI's direct oversight and control, CDI will perform the day-to-day activities at the site, including decommissioning the plant, pursuant to a DGC Agreement between HDI and CDI. As discussed earlier, HDI is managed by Holtec International senior

staff to provide the requisite managerial capabilities and decision-making authority within the licensed organization.

CDI personnel include professionals sourced from its parent companies who have considerable nuclear experience, including experience in spent fuel handling and decommissioning, as well as the experienced nuclear power plant personnel at the Oyster Creek and Pilgrim nuclear stations who transitioned to CDI when Holtec entities acquired those decommissioning sites. CDI's capabilities will be further enhanced by the anticipated addition of IPEC Facility employees in New York, who will transition to CDI following the transaction closing.

CDI is also able to draw on the considerable bench strength of its parent organizations. Holtec International's capabilities and experience have already been highlighted above. Subsidiaries and legacy companies of SNC-Lavalin have also played a significant role in past or ongoing U.S. and international decommissioning projects. In addition, those subsidiaries and legacy companies have performed many clean-up projects for the U.S. Department of Energy ("DOE") as well as at Fukushima. SNC-Lavalin also owns the CANDU reactor technology and supports these plants throughout the world.

CDI's experienced nuclear management team will ensure compliance with the requirements of the IPEC Facility's licenses, permits and applicable regulations. CDI has personnel with extensive in-depth experience in decommissioning a wide variety of nuclear power plants, research reactors, and other facilities in technical areas including ALARA, nuclear security, waste management, dismantlement, project management, regulatory compliance and environmental protection. CDI employs a management approach that will ensure efficient and effective decontamination and decommissioning planning, preparation, and execution; a

safety-conscious work environment; day-to-day industrial safety, radiological protection, radioactive waste handling and management rigor; effective corrective action program implementation; performance reporting, monitoring and metrics; personnel performance; and financial controls. Key CDI personnel planned to assume roles with regulatory significance are shown above on Figure A-1. Resumes for the key CDI personnel expected to fill the positions depicted in Figure A-1 are also provided in Exhibit 2.

With respect to the IPEC Facility, CDI will establish a site-specific decommissioning organization. More specifically, CDI plans to employ ENOI's existing decommissioning organization site personnel remaining at the IPEC Facility at the time of the Holtec Transaction's closing, with the exception of one incumbent senior manager, who will become an HDI employee as the Site Vice President in charge of the site-based organization. Thus, in addition to employees transferred from Holtec International and SNC-Lavalin, CDI staffing will include ENOI employees at the IPEC Facility in New York, forming a seamless organization operating under a common set of processes and procedures.

The integrated site decommissioning organization will provide the following services:

- A single CDI site Decommissioning General Manager who reports to the HDI Site Vice President and is accountable to HDI for overall management, leadership, performance, nuclear safety, QA, and employee safety.
- Several key managers who report to the CDI Decommissioning General Manager, who have responsibilities for radiological safety, spent fuel management, industrial health and safety, project administration and financial services, training, labor relations, fuel storage, regulatory affairs, quality assurance, licensing, environmental, decontamination and decommissioning, engineering, operations, waste operations, and project controls. This

organization provides an experienced nuclear management team with control over activities to maintain the site within the requirements of the IPEC Facility's licenses and permits and perform decommissioning operations under HDI's direct oversight and control.

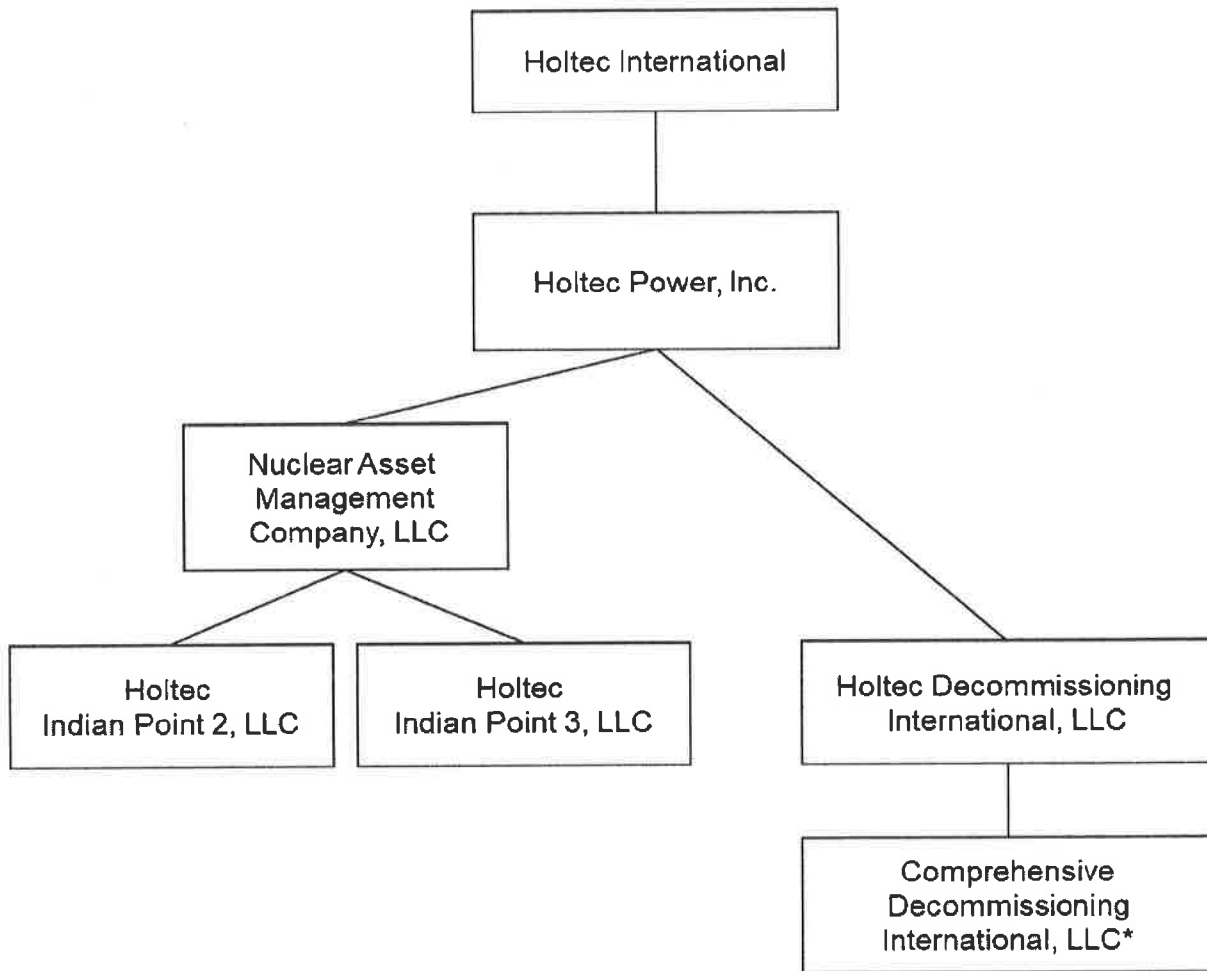
- Implementation of industry-high standards, best practices, effective programs and processes, and management controls.
- Effective and integrated oversight and technical support functions.

CDI will perform the day-to-day activities at the IPEC Facility to maintain compliance with all licenses, permits and applicable regulations, subject to HDI's direct oversight and control as the licensed operator. Under HDI's direction, CDI's principal mission will be to maintain and decommission the IPEC Facility in full compliance with the QA and safety programs adopted for the plant. CDI will be responsible, under the direct oversight and control of HDI, for the IPEC Facility's safety, regulatory compliance, security, ALARA, and environmental protection requirements. CDI will be subject to continuous oversight by HDI for regulatory and procedural compliance as well as expenditure control.

4. NAMCo

NAMCo is a wholly-owned subsidiary of Holtec International. As detailed in Section IV below, following the Internal Transfers, NAMCo will acquire the membership interests in Merchant Properties, LLC, the entity that indirectly owns the IPEC Facility, in the Holtec Transaction, an upstream transfer completed pursuant to the MIPA. Additionally, NAMCo will merge with Merchant Properties, LLC and emerge as the direct owner of Holtec IP2 and Holtec IP3 as explained in more detail, *infra*.

In summary, the organizational structure of NAMCo, CDI, and HDI to Holtec International is depicted below.



Note:

* Comprehensive Decommissioning International, LLC ("CDI") is jointly owned by Holtec (through its subsidiary, Holtec Decommissioning International, LLC ("HDI"), the majority owner) and SNC-Lavalin (through its subsidiary, Kentz USA, the minority owner). HDI will contract with CDI through a Decommissioning General Contractor Agreement.

F. Holtec's DECON Plan: Accelerated Decommissioning of the IPEC Facility

Holtec, through HDI as the licensed NRC operator, is proposing its DECON Plan to decommission the IPEC Facility.³⁵ In connection therewith, Holtec will separately submit its PSDAR to the NRC. Holtec's PSDAR will outline the major dismantlement and decontamination activities, provide a schedule, which is also set forth in Exhibit 3 attached hereto, and delineate a site-specific cost estimate. Importantly, there is a direct interrelationship between and among the scope of Holtec's obligations to decommission the IPEC Facility, its cost assessment to complete such activities, and the timeline it has developed to reach the date for partial site release. If implemented as Holtec has designed, its DECON Plan will result in the decommissioning of the IPEC Facility, other than the ISFSI, consistent with applicable cleanup criteria decades sooner than if the site were to remain with Entergy and the maximum decommissioning option pursuant to the NRC's regulations were to be selected under continued Entergy ownership.

As an initial matter, under its DECON Plan, Holtec proposes to take a number of steps in advance of closing so that it may begin decommissioning the IPEC Facility soon after IP Unit 3 is permanently retired in April 2021. These steps will require the expertise and experience of,

³⁵ The asset purchase and sale agreement for the transfer of IP Unit 1 and IP Unit 2 to ENIP2 included a provision for the transfer of excess NDT Funds to Con Edison in the event a decommissioning method other than DECON was utilized to decommission IP Unit 1 and IP Unit 2. See NYPSC Case 01-E-0040, *Joint Petition of Consolidated Edison Company of New York, Inc. and Entergy Nuclear Indian Point 2, LLC, for Authority to Transfer Certain Generating and Related Assets and for Related Relief*, "Con Edison Competitive Opportunities Proceeding – Divestiture of Nuclear Generating Assets – Joint Petition" (dated January 11, 2001), Exhibit 2, "Generating Plant and Gas Turbine Asset Purchase and Sale Agreement" (dated November 9, 2000) (hereinafter, "Con Edison Sale Agreement") at § 6.08. The definition of the term "Excess Decommissioning Funds" confirms that excess funds are to be transferred to Con Edison only if decommissioning is addressed through SAFSTOR or a second alternative, ENTOMB. (*Id.*, § 1.01.) Given that the Con Edison Sale Agreement provision only addressed those circumstances in which a DECON approach was not utilized to decommission the IPEC Facility and Holtec will proceed with its DECON Plan, no funds are to be transferred to Con Edison under this provision of the Con Edison Sale Agreement.

and support from, the IPEC Facility's existing staff in New York to whom Holtec will offer continued employment.

As noted *supra*, Holtec is Entergy's supplier for transferring spent fuel from the IPEC Facility's spent fuel pools to dry cask storage on the Indian Point ISFSI. Thus, Holtec will perform this task irrespective of whether the Holtec Transaction closes. Approval of the Holtec Transaction, however, will allow Holtec, HDI, and CDI to implement long-term contracting arrangements for major cost activities such as radioactive waste disposal, reactor vessel segmentation, and large component removals at the IPEC Facility site. Utilizing this contracting approach is an essential component that allows Holtec to conservatively use the NDT funds to decommission the IPEC Facility. Holtec's objective is to complete radiological decommissioning, restoration, and secure release for the non-ISFSI portions of the site by the end of 2036 and, as reflected in the timeline in Exhibit 3, potentially as early as 2033.³⁶ As an outer bound, MIPA provisions are designed to incentivize the decommissioning (other than the ISFSI) of the IPEC Facility and partial site release no later than 2051.³⁷

Specifically, and as illustrated in the schedule included in Exhibit 3, it is projected that, by mid-2024, the spent nuclear fuel will be safely removed from the spent fuel pools and placed on the ISFSI. The work sequence for the IPEC Facility is Unit 3 dismantlement first due to the need to create working space, followed by Unit 2 dismantlement to leverage the lessons learned on its sister unit, and finally Unit 1 dismantlement due to its geographic location in the center of

³⁶ As addressed in more detail below, the timeframe underlying the steps delineated in Holtec's DECON Plan set forth in Exhibit 3 directly turns on resolution of certain regulatory issues in accordance with the MIPA.

³⁷ Section 6.4(m) of the MIPA obligates ENIP2, ENIP3 and NAMCo to set forth the Initial Regulatory Commitments of the Parties. Schedule 6.4(m) then provides, in full, "Decontamination and dismantlement of the main structures and Partial Site Release of IPEC will occur within thirty (30) years; \$25 million in contingent funding assurance, including deposit in segregated account or fund at year 30, if unable to achieve."

the IPEC Facility site and the need to retain certain IP Unit 1 systems that were shared with IP Unit 2 before it was dismantled toward the end of the effort. Demolition of the Units' structures will then commence following their respective dismantlement, with all unit demolition expected to be completed by mid-2032.³⁸

The transfer of the spent fuel to the ISFSI and the ongoing management of fuel stored on the ISFSI are generally referred to as "spent fuel management" activities. Dismantlement of plant structures and other activities required to reduce residual radioactivity at the IPEC Facility to a level that permits termination of the NRC 10 CFR Part 50 operating license for each Unit are generally referred to as "radiological decommissioning" or "license termination" activities. Concurrent with its radiological decommissioning activities over this 15-year period, Holtec will also perform non-radiological remediation activities at the IPEC Facility site, which are referred to as "site restoration" activities.

After Holtec completes the radiological decommissioning for all portions of the IPEC Facility site other than the ISFSI, Holtec plans to request NRC approval to release the non-ISFSI portions of the IPEC Facility site from the NRC operating licenses for potential re-use and re-development ("partial site release"). Based on Holtec's DECON Plan, which was built, in part, presuming resolution of regulatory issues in accordance with the MIPA and subject to the cost assessment set forth therein, it is Holtec's objective to secure partial site release by the end of 2036.

³⁸ See Exhibit 3. Notably, radiological and non-radiological decommissioning activities often overlap (e.g., removal of contaminated waste, such as soils, that contain both radiological and non-radiological pollutants or access to radiologically contaminated areas requires removal of non-contaminated and/or non-radiologically contaminated structures). Much of the non-radiological site restoration activities will thus be directly related to, and performed in conjunction with, radiological decommissioning activities that will be funded from the NDT and completed subject to the NRC's exclusive authority.

Following partial site release, Holtec will continue to secure, maintain, and monitor the spent fuel on the ISFSI until the DOE fulfills its obligations to remove the spent fuel from the IPEC Facility site for permanent disposal or until the fuel is transferred to an off-site interim storage facility. Once the spent nuclear fuel is removed from the site, the ISFSI and related infrastructure will be dismantled, final radiological decommissioning and site restoration activities will be performed, and the NRC licenses can be terminated.

Holtec's DCE for the IPEC Facility includes the projected license termination, spent fuel management, and site restoration costs.³⁹ Based on this estimate, Holtec has concluded that adequate funding is available in the IPEC Facility's NDT funds to complete license termination, spent fuel management, and site restoration activities consistent with its DECON Plan.

IV. THE TRANSFERS

A. The Internal Transfers

The two-part transaction will take place after, *inter alia*, the conditions precedent set forth in the MIPA have been satisfied, including completion of all necessary regulatory steps. The first step is an internal Entergy reorganization. As is routine for large companies with a significant number of direct and indirect subsidiaries, Entergy often realigns, merges, dissolves, or otherwise restructures its direct and indirect subsidiaries for a number of reasons, including to facilitate internal business, administrative, accounting, and operational activities.

For internal business purposes and to facilitate the Holtec Transaction, Entergy plans to execute a series of internal reorganizational steps involving several indirect, wholly owned subsidiaries of Entergy Corporation. Shortly before the closing of the Holtec Transaction, the assets and liabilities of ENIP2 and ENIP3 will initially be transferred respectively to a new

³⁹ As reflected in n.5 *supra*, Holtec's DCE is planned to be submitted to the NRC by December 31, 2019. DCE information is summarized in Exhibit 3.

subsidiary of each entity and then to Indian Point 1&2, LLC and Indian Point 3, LLC, two Delaware limited liability companies that will be subsidiaries of Merchant Properties, LLC. Following the Internal Transfers, the IPEC Facility will indirectly be owned by Merchant Properties, a holding company that is an indirect, wholly owned subsidiary of Entergy Corporation. Importantly, at all times prior to closing the Holtec Transaction, IP Unit 1, IP Unit 2 and IP Unit 3 will continue to be facilities within the Entergy Corporation corporate structure and Entergy Corporation will, at all times prior to the Holtec Transaction, remain the ultimate parent company.

B. The Holtec Transaction

Pursuant to the MIPA approved by the boards of directors of Entergy Corporation and Holtec International, attached hereto as Exhibit 1, Holtec International, through its subsidiary NAMCo, will acquire 100% of the membership interests of Merchant Properties, LLC in an upstream transfer shortly following consummation of the Internal Transfers. As a result, NAMCo will hold the upstream membership interests in the companies owning the IPEC Facility. Further, as part of the Holtec Transaction, Indian Point 1 and 2, LLC will be renamed Holtec Indian Point 2, LLC ("Holtec IP2") and Indian Point 3, LLC will be renamed Holtec Indian Point 3, LLC ("Holtec IP3"), and NAMCo will merge with Merchant Properties, LLC.

The MIPA also addresses the responsibility for decommissioning the IPEC Facility, including provisions that detail the transfer of the IPEC NDT funds to Holtec. Upon completion of the necessary regulatory steps and the closings of the Internal Transfers and Holtec Transaction, Holtec IP2 and Holtec IP3 will be obligated to decommission the IPEC Facility, which will be completed by CDI under the management and oversight of HDI.

The MIPA delineates regulatory consents and/or approvals that must be obtained prior to closing, together with a time frame for each, including NRC license transfer approval, a declaratory ruling or order from the Commission, and issuance of an enforceable and binding written agreement with NYSDEC that confirms that it has reviewed and preliminarily approved the plan for decommissioning submitted by Holtec as consistent with the standards, criteria, or guidance existing under applicable environmental law or written NYSDEC guidance. Holtec's ability to execute its DECON Plan consistent with the schedule set forth in Exhibit 3 is directly contingent upon the timely resolution of these regulatory considerations in accordance with the framework set forth in the MIPA and in the Holtec PSDAR and DCE.

In addition, prior to closing, HDI and/or CDI will offer employment to all of the Entergy employees at the IPEC Facility in New York at the time of the Holtec Transaction closing. Given the extensive scope of work to be completed under the Holtec DECON Plan which must begin in the near term, more employees will be required at the IPEC Facility site for decommissioning than under continued Entergy ownership, who ideally will be existing work plant personnel.

V. THE COMMISSION SHOULD ISSUE A DECLARATORY RULING DISCLAIMING JURISDICTION OVER, OR ABSTAINING FROM REVIEW OF, THE TRANSFERS UNDER NYPSL SECTION 70

A. The Permanently Retired IPEC Facility Will Be Industrial Property Not Subject To Commission Jurisdiction At The Time Of The Transfers

NYPSL Section 2 (13) defines an "electric corporation" over which the Commission has jurisdiction as a corporation "owning, operating, or managing any electric plant..." other than for self-use.⁴⁰ In turn, NYPSL Section 2 (12) defines "electric plant" over which the Commission

⁴⁰ NYPSL § 2 (13).

has jurisdiction as equipment and property “owned, used or to be used for or in connection with or to facilitate the generation, transmission, distribution, sale or furnishing of electricity.”⁴¹ Under a plain reading of these statutory provisions, a permanently retired generating facility (*i.e.*, a facility that no longer can be used for, in connection with, or to facilitate the generation, transmission, distribution, sale, or furnishing of electricity) is no longer an “electric plant,” and, concomitantly, its owner is no longer an “electric corporation.”⁴² Given that the scope of the NYPSL, including Section 70, is expressly limited to governing the actions of an electric corporation and its electric plant, NYPSL Section 70 no longer binds the owners and operator of the IPEC Facility after it has permanently ceased power operations.⁴³ Because the proposed transfers will take place after all units have been permanently retired, the Transfers are not subject to Commission jurisdiction.

Commission precedent confirms this statutory interpretation. Specifically, the Commission recently and unambiguously determined, once a generating facility permanently retires and takes steps that show retirement is irreversible, the facility no longer constitutes electric plant under the NYPSL and Commission jurisdiction over such facility ceases.⁴⁴ In the Danskammer Order, the Commission considered whether it would continue to have jurisdiction

⁴¹ NYPSL § 2 (12).

⁴² It is a well-established principle of statutory construction that “where the statutory language is clear and unambiguous, [it] should [be] construe[d] so as to give effect to the plain meaning of the words used.” *Matter of Manuel v. Bd. of Assessors*, 25 N.Y.3d 46, 49, 6 N.Y.S.3d 534, 536, 29 N.E.3d 881, 883 (2015); *see also* McKinney’s Cons Laws of NY, Book 1, Statutes § 94, Comment (3) (“The Legislature is presumed to mean what it says, and if there is no ambiguity in the act, it is generally construed according to its plain terms.”).

⁴³ Likewise, once permanently retired, the IPEC Facility will no longer manufacture, convey, transport, sell or distribute electricity, and thus, authority cannot be conferred upon the Commission pursuant to NYPSL Section 5.

⁴⁴ NYPSL Case 13-E-0012, *et al.*, *Dynegy Danskammer LLC – Petition for Waiver of the Generation Facility Retirement Notice Period and Requesting Other Related Relief*, Order Approving Transfer and Authorizing a Retirement Prior to Expiration of the Notice Period (issued and effective April 22, 2013) at 12-13 (hereinafter, the “Danskammer Order”).

over Dynegy Danskammer LLC's ("Dynegy") 530 MW Danskammer generation facility after its retirement. The Commission noted that Dynegy provided notice of its intention to discontinue operations at the Danskammer facility and that, following the facility's retirement, Dynegy intended to sell the site and its fixtures to a salvage company, which would demolish the facility.⁴⁵ Dynegy maintained that, once the facility was retired, it need not seek Commission approval for any demolition or salvage activities, including its plan to transfer the facility for those purposes.⁴⁶

Agreeing with Dynegy's position, the Commission expressly confirmed the limits of its jurisdiction under the NYPSL, finding, "after the retirement, the Danskammer equipment and property will no longer be electric plant, its owner will no longer an electric corporation under PSL § 2(13)."⁴⁷ The Commission emphasized that a key factor in reaching its determination was that the retirement at issue would be irreversible (*i.e.*, the plant would be dismantled and its equipment sold for salvage value).⁴⁸

Based on the facts and circumstances in this case, it is indisputable that the IPEC Facility will be permanently retired on the dates set forth in the Retirement Notice. Entergy is bound by the IPEC Settlement Agreement to retire the IPEC Facility. The NYISO studies confirm the narrowly-defined emergency circumstances set forth in the IPEC Settlement Agreement will not

⁴⁵ *Id.* at 1-2.

⁴⁶ *Id.* at 12.

⁴⁷ *Id.* (finding Dynegy's interpretation that retired facilities may proceed to demolition without further Commission review was correct under the permanent retirement circumstances presented).

⁴⁸ *Id.* Following the creation of a new electric generation capacity zone in New York's Lower Hudson Valley region but before the Danskammer facility was permanently retired, the PSC stated that the Danskammer retirement decision should be reconsidered. In the event a new owner decided to return Danskammer to service, the Commission established NYPSL Section 70 approval would be required. (See NYPSC Case 13-E-0012, *supra*, Order Adopting Emergency Action on A Permanent Basis and Establishing Further Procedures (issued March 28, 2014).)

be triggered. System changes and mandated State public policy programs subsequent to these studies have only further augmented the system in Southeastern New York. Indeed, even if the emergency circumstances condition could have been met, Entergy alone could not choose to continue operating the IP Unit 2 and IP Unit 3 beyond April 30, 2020 and April 30, 2021, respectively, because the IPEC Settlement Agreement expressly mandates mutual agreement to extend operations by Entergy *and* New York. Thus, IP Unit 2 and IP Unit 3 will permanently cease operations on April 30, 2020 and April 30, 2021, respectively.

Moreover, once retired, a nuclear generating facility cannot simply be restarted. Per the IPEC Settlement Agreement, after these units cease producing electricity on the identified retirement dates, the spent fuel will be permanently removed from the reactors within approximately four weeks of each unit's retirement. Once Entergy notifies the NRC of the permanent cessation of operations and the permanent removal of fuel from the reactors, Entergy will no longer be authorized to operate the units under its NRC operating licenses.⁴⁹ Neither unit can be returned to electric service thereafter without NRC approval.

In sum, based on the facts and circumstances here, the IPEC Facility's retirement is irreversible. Per the MIPA, the Transfers will close after Unit 3 ceases operations in April, 2021. The IPEC Facility, as a matter of law, will be industrial property at that time. Thus, the Commission should find pursuant to the NYPSL's plain language and the Danskammer Order that it does not have jurisdiction over the Internal Transfers or the Holtec Transaction.

It bears noting that any jurisdiction the Commission may have sought to retain over reports on, and spending of, funds for the decommissioning of non-radioactive plant components

⁴⁹ 10 C.F.R. § 50.82 (a) (2) ("Upon docketing of the certifications for permanent cessation of operations and permanent removal of fuel from the reactor vessel ..., the 10 CFR part 50 license no longer authorizes operation of the reactor or emplacement or retention of fuel into the reactor vessel.").

as a condition in the Entergy Lightened Regulation Order⁵⁰ does not provide a basis for Commission jurisdiction over the transfer of the IPEC Facility itself or over its owners following permanent retirement. Even if, *arguendo*, the Commission could assert its authority following the cessation of sales of electricity at the IPEC Facility – which, as demonstrated *supra*, it could not – such authority at most could only extend to any NDT funds permitted by the NRC to be used for site restoration activities, not to matters under NYPSL Article 4.⁵¹

The law, Commission precedent, and the facts in this case are clear. In light of the foregoing, the Commission should determine that, once permanently retired, the IPEC Facility, its owners and its licensed operator (pre and post Transfers) are no longer subject to Commission jurisdiction under NYPSL Section 70.

B. Alternatively, Consistent With Recent Commission Determinations, The Commission Should Abstain From Review of the Transfers Under NYPSL Section 70

1. The Internal Transfers Are An Intra-Corporate Reorganization That Does Not Require Review Under NYPSL Section 70

Should the Commission determine it will not disclaim jurisdiction over the permanently retired IPEC Facility, it should issue a declaratory ruling abstaining from review of the Internal Transfers under NYPSL Section 70. The Commission recently issued determinations reaffirming that intra-corporate restructurings do not require review under NYPSL Section 70 when the ultimate owner of the jurisdictional facility remains unchanged – a determination the

⁵⁰ See Entergy Lightened Regulation Order at 11.

⁵¹ See *Matter of Nat'l Energy Marketers Ass'n v. N.Y. State Pub. Serv. Comm'n*, 33 N.Y.3d 336, 349 (2019) (noting that because energy service companies “do not fall within the [NYPSL’s] definition of ‘gas corporation’ and ‘electric corporation’ . . . they are not subject to the [Commission’s] direct rate-making authority under Public Service Law article 4”).

Commission has applied broadly in the intra-corporate context.⁵² Specifically, in a proceeding initiated by a petition filed by RED-Rochester, LLC, the petitioners sought to transfer interests in RED-Rochester, LLC, the direct owner of a jurisdictional facility, to a newly-formed intra-corporate entity.⁵³ Importantly, in the RED-Rochester Ruling, the Commission found its precedent applied even under circumstances when the transfer involved interests in the direct owner itself (*i.e.*, the entity that constitutes the electric corporation under the NYPSL). Focusing on the fact the restructuring “will not introduce a new owner into the organizational structure, remove an existing owner, or alter the proportionate shares held by the existing owners,” the Commission relied on its past determinations and found no review under NYPSL Section 70 was required.⁵⁴

Importantly, the Commission has applied this rationale in the context of merchant nuclear facilities. Specifically, on August 3, 2017, the Commission issued a declaratory ruling that certain intra-corporate transfers proposed by Exelon Generation Company did not require review under NYPSL Section 70.⁵⁵ There, the Commission explained that “inserting a holding company into . . . an ownership structure upstream from lightly-regulated entities that operate electric plant

⁵² See *e.g.* Case 17-M-0072, *Joint Petition for a Declaratory Ruling Regarding an Intra-Corporate Restructuring*, Declaratory Ruling on Intra-Corporate Restructuring (issued March 13, 2017) (hereinafter, “RED-Rochester Ruling”) at 6-7; Case 17-E-0016, *Petition of TC Ravenswood, LLC, TC Ravenswood Services Corp. and Helix Generation for Expedited Approval of a Transfer and Financing Pursuant to Lightened Regulation*, Order Approving Transfer and Subject to Acceptance of Conditions and Making Other Findings (issued April 19, 2017) at 35-36.

⁵³ See RED-Rochester Ruling at 6.

⁵⁴ *Id.* at 6-7 (citing the PPM Ruling); see also Case No. 16-E-0574, *Verified Joint Petition of Energy Capital Partners I, LP, et al.*, Order Approving Transfers and Making Other Findings (issued February 23, 2017) at 16 (explaining that, because “the Restructuring will not introduce a new owner into the organizational structure, remove an existing owner, or alter the proportionate shares held by the existing owners,” it is an intra-corporate restructuring that does not require Section 70 review).

⁵⁵ See NYPSL Case 17-M-0302, *Petition of Exelon Generation Company, LLC for a Limited Declaratory Ruling that Intra-Corporate Restructurings Require No Further Review Under Section 70 of the Public Service Law*, Declaratory Ruling on Intra-Corporate Transactions (issued and effective August 3, 2017) at 8-9.

does not amount to a transfer under PSL §70 because there is no change in . . . ultimate owners.”⁵⁶ The Commission reaffirmed that the same reasoning applies to wholly intra-corporate transfers when the companies that own and operate the jurisdictional facilities were undertaking the internal transfers.⁵⁷

While the Internal Transfers involve the transfer of assets to other internal Entergy entities, the same logic underlying the Commission’s past determinations concerning intra-corporate transfers of interests applies with equal force to the proposed Internal Transfers. Specifically, as reflected in this Petition, just prior to the closing of the Holtec Transaction, Entergy will complete an internal reorganization in a series of transactions initiating with transfers of IP Units 1, 2, and 3 from ENIP2 and ENIP3 to limited liability subsidiaries of these entities and then, through upstream transfers, ultimately to two limited liability companies that themselves are subsidiaries of a holding company subsidiary of Entergy Corporation, Merchant Properties, LLC. Like the transfers addressed by the Commission in its recent decisions, the Internal Transfers are purely intra-corporate, involving only indirect, wholly-owned subsidiaries of Entergy Corporation. They will not change the ultimate owner of these nuclear assets. In short, the Internal Transfers are nothing more than an internal restructuring within Entergy’s multi-layered corporate structure that “does not amount to a transfer under PSL Section 70 because there is no change in . . . ultimate owners.”⁵⁸ Consistent with its precedent regarding intra-corporate restructurings where the ultimate owner remains the same, the Commission should thus similarly determine no review of the Internal Transfers is required.

⁵⁶ *Id.*

⁵⁷ *Id.* at 9.

⁵⁸ *Id.* at 8-9.

2. The Wallkill Presumption Applies To The Holtec Transaction, And, Thus, It Requires No Further Review Under NYPSL Section 70

In the event the Commission determines it will not disclaim jurisdiction over the permanently retired IPEC Facility, it should find that the Holtec Transaction requires no further review under NYPSL Section 70. Under the lightened regulatory regime the Commission has established to address transactions between merchant generators in New York known as the Wallkill Presumption, NYPSL Section 70 review is not undertaken for a transfer of upstream membership interests unless there is a potential for harm to captive ratepayers.⁵⁹ For transfers involving merchant generating facilities, the Commission has consistently made this determination by applying a three-prong test that considers whether: (i) the transferee has the potential to exercise market power following the transaction, (ii) the transferee is financially sound, and (iii) the transferee is capable of safely operating the facilities.⁶⁰

The Commission has long applied the Wallkill Presumption to transfers of upstream ownership interests like the Holtec Transaction. For example, the Commission previously determined that the Wallkill Presumption applied to the transfers of membership interests from entities upstream of the affiliated owners and operators of the Nine Mile 1, Nine Mile 2, and

⁵⁹ NYPSL Case 91-E-0350, *Wallkill Generating Company, L.P.*, Order Establishing Regulatory Regime (issued and effective April 11, 1994) (hereinafter, the “Wallkill Order”).

⁶⁰ See, e.g., NYPSL Case 17-E-0452, *Joint Petition of Exelon Generation Company, LLC and Exelon FitzPatrick, LLC Pursuant to Section 70 of the New York Public Service Law for Approval of the Transfer of the James A. FitzPatrick Nuclear Power Plant and Related Assets and for a Declaratory Ruling Confirming Continued Lightened Regulation*, Order Approving Transfer (issued and effective November 17, 2017) at 9; NYPSL Case 16-E-0472, *Joint Petition of Entergy Nuclear FitzPatrick, LLC and Exelon Generation Company, LLC Pursuant to Section 70 of the New York Public Service Law for Approval of the Transfer of the James A. FitzPatrick Nuclear Power Plant and Related Assets and for a Declaratory Ruling Continuing Lightened Regulation*, Order Approving Transfer and Continuing Lightened Regulation (issued and effective November 17, 2016) (hereinafter, “FitzPatrick Section 70 Proceeding” and “FitzPatrick Section 70 Order,” respectively) at 18-19.

Ginna nuclear facilities to EDF Development, Inc. and, then, in later orders, also to Exelon Corporation.⁶¹

The Holtec Transaction falls squarely within the scope of the Wallkill Presumption because, as discussed above, the Holtec Transaction involves the inter-corporate transfer of upstream membership interests. On its face, the Holtec Transaction satisfies the criteria the Commission has previously applied to determine inter-corporate upstream transfers are in the public interest because there is no potential for harm to the interests of captive ratepayers, and thus, the Commission should determine the Holtec Transaction does not require further review.

In terms of meeting the Commission's criteria under the Wallkill Presumption, first, as detailed more fully below at Point VI (B) (1), no market power concerns are implicated because Holtec cannot artificially increase market clearing prices after it purchases the IPEC Facility. The Holtec Transaction will take place after the IPEC Facility's permanent retirement, and thus, there will indisputably be no effect on market clearing prices post-transfer.

Second, as demonstrated herein, Holtec is a leader in the nuclear decommissioning industry. It has the financial and technical capability to decommission the IPEC Facility, it has extensive spent fuel storage experience, and it will have the benefit of lessons learned and the ability to efficiently schedule available resources as it proceeds with the decommissioning of two other nuclear facilities on the East Coast.

⁶¹ See NYPSC Case 09-E-0055, *Constellation Energy Nuclear Group LLC, Nine Mile Point Nuclear LLC, R.E. Ginna Nuclear Power Plant LLC and EDF Development, Inc.*, Declaratory Ruling on Review of a Transfer Transaction (issued and effective April 23, 2009) (ruling that the Wallkill Presumption applied to EDF's acquisition of a 49.99% interest in entity upstream of certain limited liability companies that owned and operated nuclear facilities); NYPSC Case 11-E-0245, *Exelon Corporation, Constellation Energy Group, Inc., Constellation Energy Nuclear Group LLC, Nine Mile Point Nuclear LLC, and R.E. Ginna Nuclear Power Plant LLC – Joint Petition for a Declaratory Ruling Regarding a Stock Transaction or, In the Alternative, An Order Approving the Stock Transaction*, Declaratory Ruling on Review of a Stock Transfer Transaction (issued and effective December 20, 2011).

Third, separate and apart from the considerations that are addressed under the Wallkill Presumption, the Holtec DECON Plan will allow the IPEC Facility to be decommissioned (except for the ISFSI) and the site partially returned for useful purposes decades sooner. In its reports released to date, the IPEC Closure Task Force has focused on identifying potential opportunities to reuse portions of the site before decommissioning was completed.⁶² The Joint Petitioners understand the importance of returning the IPEC Facility site to other purposes and took that consideration into account in the MIPA. To demonstrate its commitment in this regard, NAMCo and Holtec International agreed in the MIPA to put forward further financial assurances if Holtec had not completed decommissioning (other than the ISFSI) and partial site release by 2051.⁶³ Given that transferring the IPEC Facility to Holtec will result in a far more expeditious partial site release, the Holtec sale uniquely will provide considerable benefits to the employees of the IPEC Facility, the local communities, and the citizens of New York State.

For these reasons, the Commission has substantial bases to find that no further review of the Holtec Transaction is warranted.

⁶² See IPEC Closure Task Force Report at 27.

⁶³ See *supra* at n.37.

VI. ALTERNATIVELY, THE TRANSFERS ARE IN THE PUBLIC INTEREST AND SHOULD BE APPROVED BY THE COMMISSION UNDER NYPSL SECTION 70

In the event the Commission determines that it has jurisdiction and must review the Transfers under NYPSL Section 70 despite the facts and precedent discussed above, it is required to determine whether the Transfers are in the public interest. To date, the three-prong test for merchant generation transfers referenced above has been applied in the context of electric plant with ongoing operations. Should the Commission determine that it will proceed here and apply NYPSL Section 70 to industrial property, the Commission's longstanding three-prong test would also form a sound basis to review the Transfers under NYPSL Section 70. As set forth in detail below, the Transfers satisfy the Commission's three-prong test and are in the public interest. Thus, they should be approved.

A. The Internal Transfers

As established at length above, the Internal Transfers are simply an internal restructuring of corporate entities for business purposes designed to facilitate the Holtec Transaction. Entergy Corporation will remain the ultimate parent company of the IPEC Facility after the Internal Transfers are completed. Because the ultimate ownership of the IPEC Facility will not change prior to the Holtec Transaction, all three prongs of the merchant test are satisfied.⁶⁴ Thus, the Commission should approve the Internal Transfers under NYPSL Section 70.

⁶⁴ Indeed, the obvious answer that results from this inquiry powerfully demonstrates the sound basis of the Commission's precedent finding intra-corporate transactions do not require review and supports the Commission's continuation to do so under these circumstances.

B. The Holtec Transaction

1. The Holtec Transaction Does Not Present Market Power Issues

The market power prong of the public interest standard considers whether the purchaser could use its existing holdings combined with its new acquisition to artificially increase market clearing prices.⁶⁵ As discussed above, the IPEC Facility will be permanently retired when it is transferred to Holtec. Thus, the Holtec Transaction cannot result in higher market clearing prices.

2. Holtec's Site-Specific DCE And Its Decommissioning Analyses Demonstrate Holtec Has The Financial Wherewithal To Decommission The IPEC Facility

Holtec's financial qualification is supported, first and foremost, by the significant value of the existing IPEC NDT funds, which exceed \$2.1 billion at the time of the filing of this Joint Petition. Additionally, and as described below, Holtec has further financial assurance in the form of the receipt of DOE reimbursements (not credited in the decommissioning cash flows due to NRC requirements) and the backing of Holtec International's financial stability, long-term performance, and contingent funding commitment. Together, the NDT funds, the DOE reimbursements, and the backing of Holtec International provide adequate financial wherewithal to allow Holtec to successfully decommission the IPEC Facility.

i. The IPEC NDT Funds

The Holtec Transaction is structured such that, on the closing date, NAMCo will acquire 100% of the equity interests in the holding company that owns the entities that hold the current assets and liabilities formerly owned by ENIP2 and ENIP3 (including, among other assets, the IPEC Facility and the IPEC NDTs). These licensed owners will be known as Holtec IP2 and

⁶⁵ See FitzPatrick Section 70 Order at 19-21.

Holtec IP3. The NDT funds for IP Unit 1 and IP Unit 2, including the Provisional Trust, will be maintained by Holtec IP2, and the IP Unit 3 NDT will be maintained by Holtec IP3. Each of these companies will maintain the associated IPEC NDT segregated from their other assets and outside their administrative control, in accordance with 10 CFR 50.75(e)(1).

As of October 31, 2019, the NDT funds had a combined market value of approximately \$2.1 billion. The planned combined spend of approximately \$2.3 billion through the period of final site release (in 2062) is expected to leave a combined balance of approximately \$263 million in the IPEC NDTs due to trust fund earnings during the entire period of performance.⁶⁶ Holtec's IP Unit 1, IP Unit 2 and IP Unit 3 cost estimates⁶⁷ are based upon a detailed, site-specific cost estimate that provides costs for each projected work activity based upon a "Level 4 Work Breakdown Structure." Additionally, Holtec's breakdown of work and cost estimates incorporate subcontractor estimates for reactor segmentation and waste removal. For large contracts, the selected contractors, including affiliates, will be required to post performance bonds issued by Treasury-rated surety companies to guarantee performance of work scope. Thus, a conservative estimate has been prepared that makes use of the "fleet" model in seeking competitive bids for waste disposal and demolition services.

HDI has prepared Exhibit 3 to this Joint Petition, "Schedule & Financial Information for Decommissioning," which provides financial projections for the duration of the IPEC Facility decommissioning project and shows the amount of the decommissioning trust funds in the IPEC NDTs projected at the time of transfer will be adequate to fund the costs of decommissioning the

⁶⁶ See Exhibit 3.

⁶⁷ See Exhibit 3.

IPEC Facility, spent fuel management, and site restoration activities including the eventual costs for decommissioning the ISFSI.

Specifically, the annualized expense analysis contained in Exhibit 3 shows that the assumed amounts in the IPEC NDT funds at the time of the Holtec Transaction closing, with a credit for projected earnings assumed at a 2% real rate of return, are sufficient to fund the entire estimated cost of decommissioning, spent fuel management, and site restoration activities of the IPEC Facility. Thus, Holtec has the financial wherewithal based solely on the value of the NDT funds to decommission the IPEC Facility.

ii. DOE Recoveries for Spent Fuel Management

Consistent with NRC requirements, the annualized cash flows depicted in Exhibit 3 and discussed above are conservative because they do *not* take credit for any proceeds Holtec IP2 and Holtec IP3 expect to recover from the DOE through litigation or settlement of its claims for the spent fuel management costs it will incur as a result of the DOE's breach of its obligations to dispose of the IPEC Facility's spent nuclear fuel. This source of funds can address the implications of a longer-term period of storage if the DOE does not remove the spent fuel in a timely fashion.

iii. Holtec International's Long-Term Business and Financial Stability

Holtec International's financial profile is a high-performing and internationally-diversified business portfolio. The preponderance of Holtec International's core business is tied to long-term contracts. This business model makes Holtec International's cash flow quite predictable and increases the accuracy of medium-term and long-term financial planning exercises. With a customer base comprised of large multinational firms, many of whom are Fortune 500 companies, the risk profile of Holtec International's contract-to-cash project life

cycle is extremely low. In addition, Holtec's diversified global presence has added to its business portfolio.

Further, Holtec International's intellectual property portfolio confers a tremendous competitive advantage on Holtec International, enabling it to maintain a solid market share position in the markets it serves. Holtec International maintains deep long-term customer relationships with some of the largest energy companies in the world and is viewed as a partner that provides technical solutions.

Together, the conservative cost estimates to decommission the IPEC Facility, the anticipated DOE funds procured through litigation, and the support of a parent company that is committed to long-term growth and projects with a strong financial backing is sufficient to establish Holtec's financial capability of successfully decommissioning the IPEC Facility.

3. Holtec International Is An Industry Leader With Sufficient Technical Capabilities To Decommission The IPEC Facility

Holtec International, with its subsidiaries, is an industry leader with the technical capabilities to decommission the IPEC Facility. Specifically, Holtec International has developed spent fuel management technologies, including proto-prompt decommissioning, which enables a spent fuel campaign to be initiated in as little as two years after a reactor is shutdown with the completion in approximately three years after plant shutdown dependent upon plant-specific, fuel burnup experience. In addition, Holtec International will leverage the structure provided by its strategic intra-corporate partners and its work at three sites in the Northeast to effectively utilize equipment and contractors for the IPEC Facility's decommissioning that have extensive experience and knowledge of best practices.

For example, Holtec International's ability to support a fleet of decommissioning projects has been enhanced with the development of internally-produced applications that address

enterprise needs for nuclear document management, project budget controls, and personnel matters. This investment enables Holtec International to help each new project conserve NDT funds by being able to turn off expensive enterprise level applications that operating plants use but are no longer needed once permanent shutdown has been achieved. Similarly, procurement of replacement services is being managed across the fleet of decommissioning projects with common terms and conditions and “fleet pricing” from vendors. Leveraging its position in the decommissioning space in these ways allows Holtec to produce infrastructure-type improvements that help to reduce the NDT spend. For example, the removal and segmentation of the Oyster Creek plant’s reactor internals is now underway by CDI with its subcontractor. The lessons learned by both CDI and the contractor will be rolled forward into the next similar project scheduled for the Pilgrim facility in 2020. As the IPEC Facility’s reactor segmentation work is not scheduled to take place for some time, CDI expects that work to be completed at the IPEC Facility will benefit from the efficient, safe, and cost-competitive solutions implemented by its contractors as well as its own internal execution processes as they are revised based upon these recent experiences.

Holtec International’s CDI subsidiary is similarly working with selected vendors to identify the most competitive offers for demolition activities, waste processing and waste disposal. Specialty contracts have been let for reactor vessel and internals segmentation as well as specialty waste storage containers for the Greater Than Class C (“GTCC”) waste that comes from highly-irradiated reactor internals that will be stored alongside the spent fuel.

Likewise, Holtec International’s recognition of the need for efficient managerial oversight is exactly why HDI was founded. Specifically, to ensure that HDI’s management and technical support organization has sufficient resources (*i.e.*, corporate structure, management and

technical support organization staff capacities, internal procedures, etc.) to conduct decommissioning activities at multiple sites, HDI utilizes the aforementioned fleet model for standardizing processes and procedures at each site and leverages knowledgeable individuals from other fleet sites. By successfully implementing its model in the decommissioning context, HDI stands in the unique position of improving safety, increasing productivity, and minimizing unnecessarily duplicative managerial costs, which ultimately streamlines the decommissioning process allowing for completion more expeditiously.

More specifically, as it relates to the IPEC Facility, pursuant to a Decommissioning General Contractor Agreement between HDI and CDI and subject to HDI's oversight and control as the licensed operator, CDI will perform decommissioning activities at the IPEC Facility safely and securely in support of HDI's responsibility to maintain the IPEC Facility in compliance with NRC regulations. CDI personnel have extensive in-depth experience in decommissioning a wide variety of nuclear power plants, research reactors, and other facilities in technical areas, including ALARA, nuclear security, waste management, dismantlement, project management, regulatory compliance, and environmental protection.

While CDI will be conducting this day-to-day work, HDI will retain ultimate decision-making authority and provide governance and oversight of CDI's performance. To provide the requisite managerial capabilities and decision-making authority within the organization, HDI is managed by Holtec International senior staff. CDI is also staffed with personnel who have considerable nuclear experience in, among other things, spent fuel handling and decommissioning, including personnel with extensive nuclear experience at the Oyster Creek and Pilgrim facilities who were previously employees of Exelon and Entergy, respectively. Exhibit 2

sets forth the resumes of the key Holtec team members expected to work on decommissioning the IPEC Facility.

To ensure a smooth transition that will keep institutional knowledge intact, HDI plans to retain an Entergy senior manager for the on-site leadership position of IP Units 2 and 3 Site Vice President once the Holtec Transaction closes. CDI will also add to its breadth of expertise by seeking to continue the employment of all ENOI employees at the IPEC Facility in New York following the Holtec Transaction closing. In addition to CDI personnel and affiliates, CDI will subcontract with industry vendors who have consistently demonstrated expertise in the nuclear field in the areas of dismantlement and decommissioning. HDI and CDI will select subcontractors using industry vendor evaluation and selection vetting processes. Given its extensive presence in this space, HDI and CDI are well-poised to identify and contract with the vendors best suited to complete work on time and within budget.

As outlined above, HDI and CDI expect to benefit from, and deploy, lessons learned as each project works through the major evolutions of reactor segmentation and large contaminated component removal before proceeding to open air demolition. In this manner then, more effective predictability of schedule and cost can be achieved while simultaneously working to reduce the radiation exposure from the project and ensure safe and compliant execution of the decommissioning activities.

In sum, given its extensive experience and its ongoing work at other nuclear sites engaged in these activities, Holtec offers unparalleled expertise and the ability to more efficiently proceed to decommission the IPEC Facility.

C. The Holtec Transaction Will Lead to the Decommissioning of the IPEC Facility Decades Sooner

Unlike Holtec, neither Entergy nor any of Entergy Corporation's subsidiaries is primarily engaged in the decommissioning business. Thus, Entergy cannot position itself to address the decommissioning of the IPEC Facility in the same manner or under the same timeframe as will result from the consummation of the Holtec Transaction. Specifically, as Entergy affiliates established in proceedings addressing the sale of the Vermont Yankee facility, Entergy Corporation's core business is running a rate-regulated utility and operating nuclear generating facilities.⁶⁸ It does not have Holtec's decommissioning and remediation expertise, its intellectual property, its scope of decommissioning work or its ability to secure contracts for the necessary work to be completed on terms nearly as favorable.⁶⁹ Rather than efficiently sequencing activities and being able to utilize equipment over multiple sites, Entergy would be required to undertake a large scale, one-off application. Pursuant thereto, Holtec would be retained to remove the spent fuel rods from the reactor and put them into storage. Because it is not in the decommissioning business, Entergy would then be required to contract entire aspects of the work to other entities when the time came to decommission the IPEC Facility, including a decommissioning operations contractor, but would also have to oversee their work, thereby increasing overall decommissioning project costs.⁷⁰

In contrast, the Holtec Transaction would permit the IPEC Facility to be decommissioned decades sooner, providing a path designed to directly address the Task Force's focus on the

⁶⁸ See VTPSB Docket 8880, *supra*, "Summary of Prefiled Testimony of Steven Scheurich" (dated December 16, 2016) at 18.

⁶⁹ *Id.*

⁷⁰ *Id.* at 18-19; see also VTPSB Docket 8880, *supra*, "Summary of Prefiled Testimony of Todd D. Smith" (dated December 16, 2016) at 3-6 (highlighting the cost associated with retaining a decommissioning operations contractor and the drawbacks inherent in adopting that approach).

potential for partial site release and re-use in a far shorter period of time. In fact, consummation of the Holtec Transaction would manifest one of the opportunities the IPEC Closure Task Force highlighted to support reuse of the site more expeditiously— to wit, it is a contractual arrangement between Entergy and a specialty decommissioning company that will result in decommissioning the IPEC Facility (except the ISFSI) much earlier.⁷¹ As noted by the IPEC Closure Task Force, an accelerated decommissioning process producing release and reuse of a portion of the IPEC Facility site in a significantly shorter time frame (as established herein, Holtec's objective is to secure partial release by the end of 2036) will restore the property tax base for local communities, drive industry, encourage investment, and create jobs in ways that cannot be accomplished if Entergy retains ownership. In turn, Holtec expects to decommission the balance of the IPEC Facility by the end of 2062 (assuming that the DOE performs its obligations to remove spent fuel from the site). If the Commission does not approve the Holtec Transaction, these opportunities will be squandered.

Because the Holtec Transaction provides a viable path to yield substantial economic and environmental benefits to the IPEC Facility's employees, the local communities, and the citizens of New York State without harming captive ratepayers, it is in the public interest. Thus, in the event that the Commission determines the Holtec Transaction must be reviewed pursuant to NYPSSL Section 70, the facts and circumstances here warrant approval.

⁷¹ See *supra* at n.32.

VII. A COMMISSION DETERMINATION AS SOON AS POSSIBLE IS CRITICAL TO PROVIDE CERTAINTY TO IPEC FACILITY EMPLOYEES ABOUT FUTURE EMPLOYMENT OPPORTUNITIES IN NEW YORK AND FOR HOLTEC TO COORDINATE THE DECOMMISSIONING OF THE IPEC FACILITY IN THE TIME FRAMES SET FORTH IN ITS PLAN

Time is of the essence. A declaratory ruling confirming the Commission does not have jurisdiction over the Holtec Transaction or abstaining from the review thereof or an order approving the Holtec Transaction under NYPSL Section 70 is a condition precedent to its closing. The parties are preparing to close on the Transfers targeted for May 2021. Obtaining a timely Commission determination as far in advance of that date as possible is crucial to a number of factors that directly impact both the successful transition of ownership to Holtec and the successful commencement and, ultimately, completion of the Holtec DECON Plan. Four factors are particularly important: providing certainty to IPEC Facility employees concerning their futures in New York, enabling necessary investment by Holtec, allowing for a safe and effective transition from Entergy to Holtec, and providing clarity of timescales to allow efficient coordination of resources and equipment among the IPEC Facility and Holtec's other projects.

A. Employee Notification and Retention of Jobs in New York

A timely Commission determination is critical for Holtec and Entergy to provide clarity and understanding to the IPEC Facility's employees as early as possible so that they may make informed decisions about important future life choices, including continuing to live and work in New York to support Holtec's DECON Plan. Both Entergy and Holtec want to commence conversations with IPEC employees to confirm their positions, compensation, and future role prospects as early as possible. Their opportunities will be very different under Holtec's accelerated DECON Plan, which creates considerably more openings for existing employees to stay in New York.

This desire to communicate sufficiently ahead of closing the transaction goes beyond Holtec's and Entergy's wish to "do the right thing" for employees and be professional employers. It has two very important consequences. First, confidence in advance that the IPEC Facility will move promptly into decommissioning activities under the Holtec DECON Plan following permanent retirement will have a significant impact on whether an employee wishes to join Holtec for the decommissioning process. Second, uncertainty, lack of clarity, and worry are factors known to negatively impact human performance. Entergy and Holtec are thus focused on providing clear, accurate communication as early as possible to ensure that the current high standards of performance at the IPEC Facility continue to be maintained both prior to, and following, its permanent retirement.

B. Investments

As established above, the Commission's determination is a condition precedent to closing the Holtec Transaction. Until issued, the resultant uncertainty will, understandably, significantly inhibit the investments Holtec can make related to the IPEC Facility. Examples of investments that are important to be made prior to closing the Holtec Transaction include:

- Long-lead time items where orders must be placed with supply chain partners for decommissioning equipment significantly ahead of when the equipment is needed.
- Mobilization of Holtec's decommissioning team to the site, a delay in which will weaken the level of integration and preparation that can be done and hence threaten the efficient hand-over of the IPEC Facility.

C. Safe and Effective Transition

A timely Commission determination is also needed to allow sufficient time for important transition activities, many of which are critical not only to an orderly decommissioning process but also to health and safety. Examples include:

- The transition of site procedures from Entergy's corporate procedures to Holtec's site-specific procedures. There are over 1,000 procedures that must be transitioned, many of which are important to the IPEC Facility's orderly decommissioning and the health and safety of its employees.
- The transition of commercial contracts related to the IPEC Facility's operation from Entergy to Holtec. These commercial contracts range dramatically in nature from basic care and maintenance of the site (*e.g.*, snowplowing, grass cutting, etc.) to the provision of water treatment and purification equipment vital to ongoing water treatment activity required at the site for safe maintenance of the spent fuel pool. The conversion of these contracts is a time-consuming activity and requires a Commission order before it can be commenced. Many of these contracts will require renegotiation with the supplier, at a minimum, and some may require replacement given that the existing contract between Entergy and the vendor cannot simply be transferred in many cases.
- The transition of information technology, including both hardware and software, from Entergy to Holtec. This is an onerous task as hardware must be wiped clean and Entergy's software removed before new software is installed, new network routers are programmed, and multiple terabytes of data are transferred. Developing plans for data migration takes time to ensure that both the buyer and seller retain copies of records to meet their commercial and regulatory needs. Most likely, a new data-line for the site will also be needed, which is a further long lead-time item.
- Finally, the existing workforce's personnel details, particularly payroll details, must be loaded into Holtec's human resources systems. In addition to this being time-consuming, its accuracy is critical to staff morale and perceptions of the quality of the new organization. It must be performed sufficiently in advance of closing to allow test payroll runs to be performed and the accuracy of the data migration to be verified.

D. Allocation of Resources and Equipment

Finally, a timely Commission determination is also important because Holtec has developed an ambitious schedule to decommission the IPEC Facility and allow for partial site release by the end of 2036. This work will be required to be conducted in conjunction with its

decommissioning efforts at the Oyster Creek and Pilgram facilities, its two other former nuclear-powered electric generation facilities in the Northeast. For example, there is a need for a sufficient window of time between the issuance of the Commission's determination and the closing date, along with certainty of the closing date, for Holtec to effectively plan and allocate specialist resources and equipment. To ensure Holtec remains on schedule and budget and its efforts continue to be aligned across the three nuclear sites, Holtec needs a Commission determination well in advance of closing.

For all of these reasons, a Commission determination on any of the above grounds is requested within the same 12-month time frame requested by the Joint Petitioners in their LTA filed with the NRC.

VIII. STATE ENVIRONMENTAL QUALITY REVIEW ACT

Should the Commission find it must review the Transfers under NYPSL Section 70, the Commission is required to determine whether its action in this proceeding may have a significant impact on the environment under the State Environmental Quality Review Act ("SEQRA"), Article 8 of the Environmental Conservation Law, and its implementing regulations (6 NYCRR Part 617 and 16 NYCRR Part 7). In contrast, SEQRA review is not required if the Commission issues a declaratory ruling disclaiming jurisdiction over, or abstaining from review of, the Transfers.⁷²

If SEQRA review must be undertaken here, the proposed action (*i.e.*, approving the Transfers) would not meet the definition of Type I or Type II actions listed in 6 NYCRR §§ 617.4, 617.5, respectively, and 16 NYCRR § 7.2 and would, therefore, be classified as

⁷² See 6 NYCRR § 617.5 (c) (37) ("The following actions are not subject to review under this Part: . . . interpretation of an existing code, rule or regulation.").

“unlisted” under SEQRA. Consistent with the Commission’s approach to address past transfers of nuclear assets between merchant companies,⁷³ the Joint Petitioners have completed an Environmental Assessment Form (“EAF”) to facilitate this assessment, attached as Exhibit 4 and completed with the use of NYSDEC’s EAF Mapper application, demonstrating that there will be no significant adverse environmental impacts from the action being proposed in this Joint Petition.

The Internal Transfers will not result in any significant adverse environmental changes. The ultimate owner will remain the same following the changes in ownership structure within Entergy Corporation, and the IPEC Facility will be unaffected. Likewise, the Holtec Transaction will not have significant adverse environmental impacts. Like Entergy, Holtec will be required to comply with the NRC’s decommissioning requirements and applicable State environmental requirements. Further, as detailed above, the Holtec Transaction will lead to decommissioning of the IPEC Facility and potential reuse of the site decades earlier, and thus, will provide significant environmental and other benefits. As such, the Commission should determine that the Transfers will not have a significant adverse impact on the environment, adopt a negative declaration pursuant to SEQRA, and undertake no further environmental review.⁷⁴

IX. NEW YORK STATE ADMINISTRATIVE PROCEDURE ACT

Pursuant to Section 202 of the State Administrative Procedure Act (“SAPA”), should the Commission determine it must review the Transfers under NYPSL Section 70, the Commission’s consideration of the Transfers is a rulemaking requiring that notice be published in the *New York State Register* allowing 60 days for public comment.⁷⁵ To that end, a draft form of notification

⁷³ FitzPatrick Section 70 Order at 17-18.

⁷⁴ 6 NYCRR § 617.7.

suitable for publication in the *New York State Register* pursuant to SAPA is attached hereto as Exhibit 5.

⁷⁵ SAPA § 202 (1).

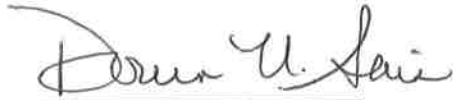
X. CONCLUSION

For the foregoing reasons, the Joint Petitioners respectfully request that the Commission act as soon as possible but no later than within a 12-month period by issuing: (i) a declaratory ruling that disclaims jurisdiction over, or abstains from review of, the Transfers under NYPSL Section 70; or, alternatively, (ii) an order that approves the Transfers under NYPSL Section 70.

Dated: November 21, 2019
Albany, New York

Respectfully submitted,

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Joint Petition of Entergy Nuclear Indian Point 2, LLC; Entergy Nuclear Indian Point 3, LLC; and Nuclear Asset Management Company, LLC for a Declaratory Ruling Disclaiming Jurisdiction Over or Abstaining from Review of the Proposed Transfers or, in the Alternative, an Order Approving the Proposed Transfers Pursuant to Section 70 of the New York Public Service Law

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STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

Joint Petition of Entergy Nuclear Indian Point 2, LLC;
Entergy Nuclear Indian Point 3, LLC; and Nuclear Asset
Management Company, LLC for a Declaratory Ruling
Disclaiming Jurisdiction Over or Abstaining from Review of
the Proposed Transfers or, in the Alternative, an Order
Approving the Proposed Transfers Pursuant to Section 70 of
the New York Public Service Law

Case 19-E-_____

VERIFICATION

STATE OF New Jersey)
COUNTY OF Camden) ss:

Pamela B. Cowan, being duly sworn, deposes and states as follows:

1. I am a member of the Executive Committee for Nuclear Asset Management Company, LLC, which is one of the joint petitioners in this proceeding.
2. I am authorized to sign this verification on behalf of Nuclear Asset Management Company, LLC.
3. I have reviewed the foregoing Joint Petition and the statements of fact contained therein pertaining to the Holtec entities and the transactions addressed in the Joint Petition are true and correct to the best of my knowledge, information and belief.

Pamela B. Cowan
Pamela B. Cowan

Sworn to and subscribed before me
this 21st day of November 2019.

Erika Grandrimo
Notary Public

Erika Grandrimo
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES January 17, 2022