

10 CFR 50.80
10 CFR 50.90
10 CFR 72.50RS-21-062
JAFP-21-0044
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TMI-21-023

June 11, 2021

U.S. Nuclear Regulatory Commission
ATTN: Document Control Desk
Washington, DC 20555-0001

Braidwood Station, Units 1 and 2
Renewed Facility Operating License Nos. NPF-72 and NPF-77
NRC Docket Nos. STN 50-456, STN 50-457, and 72-73

Byron Station, Units 1 and 2
Renewed Facility Operating License Nos. NPF-37 and NPF-66
NRC Docket Nos. STN 50-454, STN 50-455, and 72-68

Calvert Cliffs Nuclear Power Plant, Units 1 and 2
Renewed Facility Operating License Nos. DPR-53 and DPR-69
NRC Docket Nos. 50-317 and 50-318

Calvert Cliffs Nuclear Power Plant, Units 1 and 2
Independent Spent Fuel Storage Installation
Materials License No. SNM-2505
NRC Docket No. 72-08

Clinton Power Station, Unit 1
Facility Operating License No. NPF-62
NRC Docket No. 50-461 and 72-1046

Dresden Nuclear Power Station, Units 1, 2 and 3
Facility Operating License No. DPR-2
Renewed Facility Operating License Nos. DPR-19 and DPR-25
NRC Docket Nos. 50-10, 50-237, 50-249, and 72-37

James A. FitzPatrick Nuclear Power Plant
Renewed Facility Operating License No. DPR-59
NRC Docket Nos. 50-333 and 72-12

LaSalle County Station, Units 1 and 2
Renewed Facility Operating License Nos. NPF-11 and NPF-18
NRC Docket Nos. 50-373, 50-374, and 72-70

Limerick Generating Station, Units 1 and 2
Renewed Facility Operating License Nos. NPF-39 and NPF-85
NRC Docket Nos. 50-352, 50-353, and 72-65

Nine Mile Point Nuclear Station, Units 1 and 2
Renewed Facility Operating License Nos. DPR-63 and NPF-69
NRC Docket Nos. 50-220, 50-410, and 72-1036

Peach Bottom Atomic Power Station, Units 1, 2 and 3
Facility Operating License No. DPR-12
Subsequent Renewed Facility Operating License Nos. DPR-44 and DPR-56
NRC Docket Nos. 50-171, 50-277, 50-278, and 72-29

Quad Cities Nuclear Power Station, Units 1 and 2
Renewed Facility Operating License Nos. DPR-29 and DPR-30
NRC Docket Nos. 50-254, 50-265, and 72-53

R.E. Ginna Nuclear Power Plant
Renewed Facility Operating License No. DPR-18
NRC Docket Nos. 50-244 and 72-67

Salem Generating Station, Units 1 and 2
Renewed Facility Operating License Nos. DPR-70 and DPR-75
NRC Docket Nos. 50-272, 50-311, and 72-48

Three Mile Island Nuclear Station, Unit 1
Renewed Facility License No. DPR-50
NRC Docket No. 50-289 and 72-77

Zion Nuclear Power Station, Units 1 and 2
Facility Operating License Nos. DPR-39 and DPR-48
NRC Docket Nos. 50-295, 50-304, and 72-1037

- References:**
- 1) Letter from J. Bradley Fewell, Exelon Generation Company, LLC to U.S. Nuclear Regulatory Commission – "Application for Order Approving License Transfers and Proposed Conforming License Amendments," dated February 25, 2021 (ML21057A273)
 - 2) Letter from David P. Helker, Exelon Generation Company, LLC to U.S. Nuclear Regulatory Commission – "Supplemental Information Regarding Application for Order Approving Transfers and Proposed Conforming License Amendments," dated March 25, 2021 (ML21084A165)
 - 3) Electronic Mail Message from Blake Purnell, U.S. Nuclear Regulatory Commission, to David P. Helker, Exelon Generation Company, LLC – "Request for Additional Information, Exelon Generation Company, LLC, Approval of Transfer of Licenses and Conforming Amendments," dated May 24, 2021 (ML21144A213)

Subject: Response to Request for Additional Information Regarding Request for Approval of Transfer of Licenses and Conforming Amendments

By letter dated February 25, 2021 (Reference 1), and in accordance with Section 184 of the Atomic Energy Act of 1954, as amended (the "**Act**"), 10 CFR 50.80, 10 CFR 50.90, and 10 CFR 72.50, Exelon Generation Company, LLC ("**Exelon Generation**"), on behalf of itself and Exelon Corporation, Exelon FitzPatrick, LLC ("**Exelon FitzPatrick, LLC**"), Nine Mile Point Nuclear Station, LLC ("**NMP LLC**"), R.E. Ginna Nuclear Power Plant, LLC ("**Ginna LLC**"), and Calvert Cliffs Nuclear Power Plant, LLC ("**Calvert LLC**") (collectively, "**Applicants**"), requested certain written consents related to a proposed transaction in which Exelon Corporation will transfer its 100% ownership of Exelon Generation to a newly-created subsidiary that will then be spun-off to Exelon Corporation shareholders, becoming Exelon Generation's new ultimate parent company, so that neither the new ultimate parent company nor Exelon Generation nor its subsidiaries will be affiliated with Exelon Corporation ("**Spin Transaction**").

On March 25, 2021 (Reference 2), Exelon Generation submitted a supplemental response providing mark-ups of proposed changes to each site's facility operating license and affected Technical Specifications pages.

By electronic mail message dated May 24, 2021 (Reference 3), the U.S Nuclear Regulatory Commission (NRC) notified Exelon Generation that additional information is needed to complete its review of the Reference 1 submittal as supplemented (Reference 2). Attachment 1 to this letter provides the responses to the request for additional information (RAI) questions contained in Reference 3. Attachment 2 includes updated markups for Calvert Cliffs Nuclear Power Plant, Units 1 and 2, in support of the response to RAI Question 2.

Exelon Generation has reviewed the information supporting a finding of no significant hazards consideration, and the environmental consideration, that were previously provided to the NRC in Reference 1 and Reference 2 letters. Exelon Generation has concluded that the information provided in this response to the Reference 3 request for additional information does not affect the bases for concluding that the proposed license amendments do not involve a significant hazards consideration under the standards set forth in 10 CFR 50.92. In addition, Exelon Generation has concluded that the information in this response does not affect the bases for concluding that neither an environmental impact statement nor an environmental assessment needs to be prepared in connection with the proposed amendments.

In accordance with 10 CFR 50.91, "Notice for public comment; State consultation," subsection (b), Exelon Generation is notifying the Commonwealth of Pennsylvania and the States of Illinois, Maryland, New Jersey, and New York of the updates to its application for license amendments reflected in the RAI responses by transmitting a copy of this letter and enclosures to the designated State Officials.

There are no regulatory commitments contained in this submittal.

Please contact David P. Helker (Exelon Generation) at 610-765-5525 if you have any questions or require any additional information regarding this supplemental response.

I declare under penalty of perjury that the foregoing is true and correct. Executed on the 11th day of June 2021.

Respectfully,



David P. Helker
Sr. Manager, Licensing
Exelon Generation Company, LLC

- Attachments: 1) Response to Request for Additional Information Regarding Request for Approval of Transfer of Licenses and Conforming Amendments
- 2) Updated Markups for Calvert Cliffs Nuclear Power Plant, Units 1 and 2 (Appendix C to the licenses)

cc: (w/ Attachments)

Regional Administrator - NRC Region I
Regional Administrator - NRC Region III
NRC Senior Resident Inspector - Braidwood Station
NRC Senior Resident Inspector - Byron Station
NRC Senior Resident Inspector - Calvert Cliffs Nuclear Power Plant
NRC Senior Resident Inspector - Clinton Power Station
NRC Senior Resident Inspector - Dresden Nuclear Power Station
NRC Senior Resident Inspector - James A. FitzPatrick Nuclear Power Plant
NRC Senior Resident Inspector - LaSalle County Station
NRC Senior Resident Inspector - Limerick Generating Station
NRC Senior Resident Inspector - Nine Mile Point Nuclear Station
NRC Senior Resident Inspector - Peach Bottom Atomic Power Station
NRC Senior Resident Inspector - Quad Cities Nuclear Power Station
NRC Senior Resident Inspector - R. E. Ginna Nuclear Power Plant
NRC Senior Resident Inspector - Salem Generating Station
NRC Project Manager, NMSS - Three Mile Island Nuclear Station
NRC Project Manager, NMSS - Zion Nuclear Power Station
NRC Project Manager, NRR - Exelon Generation Fleet
Illinois Emergency Management Agency - Division of Nuclear Safety
Director, Bureau of Radiation Protection - Pennsylvania Department of Environmental Resources
W. DeHaas - Pennsylvania Bureau of Radiation Protection
S. Seaman - State of Maryland
P. Mulligan - New Jersey Bureau of Nuclear Engineering
A. L. Peterson, NYSERDA
B. Frymire, NYSPSC

ATTACHMENT 1

Response to Request for Additional Information Regarding Request for Approval of
Transfer of Licenses and Conforming Amendments

ATTACHMENT 1

Response to Request for Additional Information Request for Approval of Transfer of Licenses and Conforming Amendments

By letter dated February 25, 2021 (Reference 1), as supplemented on March 25, 2021 (Reference 2), Exelon Generation Company, LLC (Exelon Generation), requested U.S. Nuclear Regulatory Commission (NRC) consent to the indirect transfer of control of the licenses to support a proposed transaction in which Exelon Corporation will transfer its 100 percent ownership of Exelon Generation to a newly-created subsidiary (referred to as HoldCo in the application) that will then be spun off to Exelon Corporation shareholders, becoming Exelon Generation's new ultimate parent company.

The NRC has reviewed the application, as supplemented, and determined that additional information is needed to complete its review. In an electronic mail message dated May 24, 2021 (Reference 3), the NRC issued the following questions in its Reference 3 request for additional information (RAI). Each question is reiterated below followed by Exelon Generation's response.

RAI 1

The application, as supplemented, does not provide some of the information required by 10 CFR 50.33 and 72.22. The application states that HoldCo, SpinCo, New York HoldCo, and New FitzPatrick, LLC are used in the application as generic names because the final legal names have not yet been determined. The application states that HoldCo will be incorporated in either Delaware or Pennsylvania. The application does not provide the business addresses and information regarding the directors and principal officers for HoldCo and New York HoldCo.

Pursuant to 10 CFR 50.33 and 72.22, provide the following information:

- (a) The final legal entity names of HoldCo, SpinCo, New York HoldCo, and New FitzPatrick, LLC.*
- (b) The state of incorporation and address for HoldCo.*
- (c) The address for New York HoldCo.*
- (d) The names, addresses, and citizenship of the directors and principal officers of HoldCo and New York HoldCo.*

Alternatively, confirm acceptance of a condition to provide this information prior to the closing of the transfer transaction for inclusion in any license transfer order.

Response

Exelon Generation hereby confirms acceptance of a condition to provide this information prior to the closing of the transfer transaction for inclusion in any license transfer order.

RAI 2 (Calvert Cliffs, Units 1 and 2)

The supplemental letter dated March 25, 2021, proposes to add the following statement to the footnote on page 1 of the licenses for Calvert Cliffs, Units 1 and 2: “Unless otherwise noted, references to “licensee” are to [SPINCO] as the operating licensee.” The licenses, which include Appendices A, B, and C, refer to “the licensee” in multiple places.

Page 1 of Appendix C to the licenses for Calvert Cliffs, Units 1 and 2, states, in part:

Exelon Generation Company, LLC (the licensee or Company) shall comply with the following conditions....

For Unit 1, the supplemental letter dated March 25, 2021, proposes to revise this statement to read:

[SPINCO] (the operating licensee) and Calvert Cliffs Nuclear Power plant, LLC (CCNPP, LLC or Company) shall comply with the following conditions....

For Unit 2, the March 25, 2021, supplement proposes to revise this statement to read:

Exelon Generation Company, LLC (the operating licensee) and Calvert Cliffs Nuclear Power Plant, LLC (CCNPP, LLC or Company) shall comply with the following conditions....

The proposed changes on page 1 of Appendix C to the licenses for Calvert Cliffs, Units 1 and 2, appear to shift requirements that currently apply to just EGC/SpinCo to EGC/SpinCo and Calvert Cliffs Nuclear Power Plant, LLC. The application, as supplemented, does not explain why the additional conditions in Appendix C are proposed to be divided between EGC/SpinCo and Calvert Cliffs Nuclear Power Plant, LLC instead of being assigned just to EGC/SpinCo. Also, the proposed newly defined term “operating licensee” is not used in Appendix C and the application, as supplemented, does not propose to add this term elsewhere in Appendix C. However, the term “licensee” is used repeatedly in Appendix C. In addition, the application, as supplemented, does not explain why “Company” is being redefined as CCNPP, LLC rather than SpinCo. Finally, the proposed changes to page 1 of Appendix C to the license for Unit 1 are inconsistent with the proposed changes to page 1 of Appendix C to the license for Unit 2—the first defines SpinCo as the operating licensee and the second defines Exelon Generation Company, LLC as the operating licensee.

A. Provide revised markup of Appendix C to the licenses for Calvert Cliffs, Units 1 and 2, to clearly identify which entity is “the licensee” referred to in Appendix C. The revised markup should also include the following corrections to the text quoted above from page 1 of Appendix C:

- For the Unit 1 license, the first letter in “plant” in “Calvert Cliffs Nuclear Power plant, LLC” should be capitalized.*
- For the Unit 2 license, “Exelon Generation Company, LLC” should be replaced by “[SPINCO].”*

- B. Explain why “Company” is being redefined as CCNPP, LLC rather than SpinCo, and explain why this change is needed to support the proposed spin transaction.*
- C. Identify all the requirements that are being shifted from EGC to an entity other than SpinCo. Explain why each of these changes is needed to support the proposed spin transaction.*

Response

Item A: The revised markup pages of Appendix C to the licenses for Calvert Cliffs, Units 1 and 2, are included in Attachment 2 of this response.

Item B: The changes proposed in Appendix C for Unit 1 and for Unit 2 were meant to reflect that there are two licensees under the licenses for Calvert Cliffs Units 1 and 2: Calvert Cliffs Nuclear Power Plant, LLC (CCNPP, LLC or the Company) as the licensee authorized to own Calvert Cliffs Units 1 and 2 and Exelon Generation/SpinCo as the licensee authorized to possess, use, and operate Calvert Cliffs Units 1 and 2. When the introductory sentences in Appendix C¹ were updated in 2014 to reflect Exelon Generation’s status as the licensee authorized to operate Units 1 and 2, the updates did not appear to account for the fact that there are two licensees and that some of the license conditions continue to apply to CCNPP, LLC as the owner licensee. For example, the license conditions associated with Amendment Number 295 for Unit 1, Appendix C (p. 5), and Amendment Number 271 for Unit 2, Appendix C (p. 4), apply to “CCNPP, LLC” even though the introductory sentence in Appendix C refers only to Exelon Generation as the licensee. The license conditions in Amendment No. 237 for Unit 1, Appendix C (p.3), and Amendment No. 211 for Unit 2, Appendix C (p. 3), pertaining to decommissioning funding assurance apply to “the Company.” In this context, “the Company” is CCNPP, LLC as the owner licensee responsible for providing decommissioning funding assurance. Similarly, the other license conditions in Amendment Numbers 237 (pp. 2, 3 of Appendix C) and 211 (pp. 1-3 of Appendix C) for Units 1 and 2, respectively, apply to CCNPP, LLC as the owner licensee. Those license conditions pertain to the decommissioning trust funds. CCNPP, LLC (not Exelon Generation) owns and holds the decommissioning trust funds and is the party to the trust fund agreements for Calvert Cliffs Units 1 and 2. Elsewhere throughout Appendix C, references to “licensee” are to obligations of Exelon Generation/SpinCo as the licensee with operating authority.

Updated markups to Appendix C are hereby submitted to make clear which license conditions apply to CCNPP, LLC/Company as the owner licensee. The additional markups are noted in yellow highlighting. The changes to the conditions for Amendment No. 237 for Unit 1, Appendix C, are consistent with the existing language/references in Amendment No. 295 for Unit 1, Appendix C, and the changes to the conditions for Amendment No. 211 for Unit 2, Appendix C, are consistent with the existing language in Amendment No. 271 for Unit 2, Appendix C.

¹ For purposes of this RAI response, “the introductory sentence” in Appendix C refers to the first sentence on page 1 of Appendix C for Unit 1 and page 1 of Appendix C for Unit 2, immediately following the heading Appendix C, Additional Conditions, Facility Operating License No. DPR-53, and Appendix C, Additional Conditions, Facility Operating License No. DPR-69, which reads “Exelon Generation Company, LLC (the licensee or Company) shall comply with the following conditions on the schedule noted below:.”

Item C: See response to Item B, above. Applicants do not intend to shift any of Exelon Generation's existing obligations. The proposed changes to Appendix C for Calvert Cliffs Units 1 and 2 are meant to clarify which obligations currently apply to Exelon Generation and will remain with Exelon Generation renamed as SpinCo and which obligations currently apply to CCNPP, LLC as the owner licensee and will continue to apply to CCNPP, LLC as the owner licensee following the proposed transaction.

RAI 3 (Limerick, Unit 1; Quad Cities, Unit 1; Ginna)

The supplemental letter dated March 25, 2021, proposes, in part, to delete the following text:

- *"hereby" in paragraph 2 of the Limerick, Unit 1, license.*
- *"Until that update is complete," in Condition 3.W of the Quad Cities, Unit 1, license.*
- *"the" in paragraphs 2.B.(2)(a) and (b) of the Ginna license.*

The application, as supplemented, does not explain why these changes are needed to reflect the proposed spin transaction. Therefore, the NRC staff plans to retain the current text instead of making these deletions when issuing the conforming amendments.

Confirm that the NRC staff plans regarding the conforming amendments are consistent with the proposed spin transaction and are acceptable. Otherwise, explain why EGC's proposed license changes are needed to reflect the proposed spin transaction.

Response

Exelon Generation hereby confirms that the NRC's staff plans regarding the conforming amendments as described in RAI 3 above are consistent with the proposed spin transaction and are acceptable.

RAI 4 (Zion, Units 1 and 2)

The supplemental letter dated March 25, 2021, provides a markup of the draft licenses for Zion, Units 1 and 2, based on the draft conforming amendments issued on November 26, 2019 (ADAMS Package Accession No. ML19228A126). The application, as supplemented, proposes to entirely replace the footnote on page 1 of each of these draft licenses with the following:

The Nuclear Regulatory Commission approved the transfer of the possession, maintenance, and decommissioning authorities under the license from Zion Solutions, LLC to Exelon Generation Company, LLC on November 26, 2019. Thereafter, on October 21, 2020, the Nuclear Regulatory Commission extended the effective date of the transfer order through May 26, 2021. On [Month/Day/Year], the Nuclear Regulatory Commission approved a transaction that resulted in Exelon Generation Company, LLC being renamed ["SPINCO"].

The application, as supplemented, does not explain why these changes are needed to reflect the proposed spin transaction. Therefore, rather than replace the footnote, the NRC staff plans to add the following sentence to the end of the footnote as it is written at the time of the spin transaction:

On [Month/Day/Year], the Nuclear Regulatory Commission approved a transaction that resulted in Exelon Generation Company, LLC being renamed ["SPINCO"].

Confirm that the NRC staff plans regarding the conforming amendments are consistent with the proposed spin transaction and are acceptable. Otherwise, explain why EGC's proposed license changes are needed to reflect the proposed spin transaction.

Response

Exelon Generation hereby confirms that the NRC staff's plans regarding the conforming amendments as described in RAI 4 above are consistent with the proposed spin transaction and are acceptable.

RAI 5 (FitzPatrick)

The supplemental letter dated March 25, 2021, proposes to revise paragraph 2 of the FitzPatrick license as follows:

*Accordingly, Facility Operating License No. DPR-59 (previously issued to the Power Authority of the State of New York and Niagara Mohawk Power Corporation pursuant to the Atomic Safety and Licensing Board's Initial Decision and Supplemental Initial Decision dated November 12, 1973, and January 10, 1974, respectively; and the Atomic Safety and Licensing Appeal Board's Decision dated January 29, 1974) as previously amended and transferred to Entergy Nuclear FitzPatrick, LLC (ENF) and Entergy Nuclear Operations, Inc. (ENO) dated November 21, 2000, is superseded by Renewed Facility Operating License No. DPR-59, **hereby** issued to Exelon FitzPatrick and Exelon Generation Company **on March 1, 2017, and subsequently Exelon FitzPatrick was renamed [New FitzPatrick, LLC] and Exelon Generation Company was renamed [SPINCO] (the licensee) as the result of a transaction approved by the U.S. Nuclear Regulatory Commission on [Month/Day/Year].** to read as follows:*

With the proposed changes, it is not clear that Renewed Facility Operating License No. DPR-59 is issued to New FitzPatrick, LLC and SpinCo. In addition, the March 1, 2017, date is incorrect. The license was transferred from ENF and ENO to EGC by conforming amendment issued on March 31, 2017 (ADAMS Accession No. ML17082A283). Paragraph 2 of the license does not currently include historical information regarding the March 31, 2017, license transfer. On November 30, 2017 (ADAMS Accession No. ML17313A077), the license was revised by conforming amendment associated with the transfer of ownership of FitzPatrick from EGC to Exelon FitzPatrick.

Instead of making EGC's proposed changes, the NRC staff plans to make the following changes to paragraph 2 of the FitzPatrick license when the conforming amendment is issued. Confirm that the following changes are consistent with the proposed spin transaction and are acceptable:

*Accordingly, Facility Operating License No. DPR-59 (previously issued to the Power Authority of the State of New York and Niagara Mohawk Power Corporation pursuant to the Atomic Safety and Licensing Board's Initial Decision and Supplemental Initial Decision dated November 12, 1973, and January 10, 1974, respectively; and the Atomic Safety and Licensing Appeal Board's Decision dated January 29, 1974) as previously amended and transferred to Entergy Nuclear FitzPatrick, LLC (ENF) and Entergy Nuclear Operations, Inc. (ENO) dated November 21, 2000, is superseded by Renewed Facility Operating License No. DPR-59, hereby issued to **[NEW FitzPatrick, LLC]** and **[SPINCO]** (the licensee) to read as follows:*

Otherwise, provide revised markup for paragraph 2 of the FitzPatrick license that clearly indicates that Renewed Facility Operating License No. DPR-59 is issued to New FitzPatrick, LLC and SpinCo. If the revised markup adds historical information regarding previous license transfers, explain why such information is needed to reflect the proposed spin transaction.

Response

Exelon Generation hereby confirms that the NRC staff's plans regarding the conforming amendments as described in RAI 5 above are consistent with the proposed spin transaction and are acceptable.

RAI 6 (Ginna)

The supplemental letter dated March 25, 2021, proposes to revise paragraph 2 of the Ginna license as follows:

*On the basis of the foregoing findings regarding this facility, Facility Operating License No. DPR-18, is superseded by Renewed Facility Operating License No. DPR-18, **hereby** issued to RG&E and **subsequently later** transferred to Ginna LLC and Exelon Generation **on [Month/Day/Year]**, and **subsequently transferred from Exelon Generation Company to [SPINCO]** (the licensee) **as approved by the U.S. Nuclear Regulatory Commission on [Month/Day/Year]**, to read as follows:*

With the proposed changes, it is not clear that Renewed Facility Operating License No. DPR-18 is issued to Ginna LLC and SpinCo. In addition, the transfer of the license from RG&E to Ginna LLC and EGC was not a single transaction. Paragraph 2 of the license does not currently include the dates of these license transfers.

Instead of making EGC's proposed changes, the NRC staff plans to make the following changes to paragraph 2 of the Ginna license when the conforming amendment is issued. Confirm that the following changes are consistent with the proposed spin transaction and are acceptable:

On the basis of the foregoing findings regarding this facility, Facility Operating License No. DPR-18, is superseded by Renewed Facility Operating License No. DPR-18, hereby issued to ~~RG&E and subsequently transferred to~~ Ginna LLC and ~~Exelon Generation~~ [SPINCO] to read as follows:

Otherwise, provide revised markup for paragraph 2 of the Ginna license that clearly indicates that Renewed Facility Operating License No. DPR-18 is issued to Ginna LLC and SpinCo. If the revised markup adds additional information regarding the previous license transfers, explain why such information is needed to reflect the proposed spin transaction.

Response

Exelon Generation hereby confirms that the NRC staff's plans regarding the conforming amendments as described in RAI 6 above are consistent with the proposed spin transaction and are acceptable.

RAI 7 (multiple licenses)

The supplemental letter dated March 25, 2021, appears to be missing some changes that are needed to conform the licenses to reflect the proposed spin transaction. For each of the following, confirm that the NRC staff plans regarding the conforming amendments are consistent with the proposed spin transaction and are acceptable:

- (a) *For both Calvert Cliffs, Units 1 and 2, EGC proposes to change this first sentence on page 9 of Appendix C to the license to state: "[SPINCO] shall, no later than the date the closing of the transaction approved on [MONTH/DAY/YEAR] occurs, enter into a Support Agreement of approximately \$126 million with the licensee." For both licenses, the NRC staff plans to replace "the licensee" in this sentence with "Calvert Cliffs Nuclear Power Plant, LLC."*
- (b) *For the Calvert Cliffs ISFSI, the NRC staff plans to replace "Exelon Generation Company, LLC, staff" with "[SPINCO] staff" in Technical Specification (TS) 6.1, "GENERAL."*
- (c) *For Clinton, Unit No. 1, the NRC staff plans to replace "Exelon Generation Company, LLC (EGC)" with "[SPINCO]" in paragraph 2.C.(26) of the license.*
- (d) *For Dresden, Unit 1, the NRC staff plans to replace "Exelon Generation Company, LLC" with "[SPINCO]" on the cover page of Appendix A to the license.*
- (e) *For Dresden, Unit 3, the NRC staff plans to replace "Exelon Generation Company, LLC" with "[SPINCO]" in paragraph 2 of the license (page 2).*

- (f) *For FitzPatrick, the NRC staff plans to replace "an Exelon-controlled document" with "a licensee-controlled document" in the additional condition for Amendment No. 250 listed in Appendix C to the license.*
- (g) *For LaSalle, Units 1 and 2, the NRC staff plans to replace "Exelon Generation Company, LLC" with "[SPINCO]" on the cover page of Appendix B to the licenses.*
- (h) *For Limerick, Unit 2, EGC's proposed markup for license paragraph 2.C.(2) appears to strike through the wrong text. For this paragraph, the NRC staff plans to replace "Exelon Generation Company" with "[SPINCO]."*
- (i) *For NMP, Unit 1, the NRC staff plans to replace "Exelon Generation" with "[SPINCO]" in license Condition 2.D.(6)c.*
- (j) *For NMP, the NRC staff plans to replace "Exelon Corporation Support Agreement" with "[SPINCO] Support Agreement" where it states "materially modify the Exelon Corporation Support Agreement" in license Conditions 2.D.(17) and 2.C.(23) for NMP, Units 1 and 2, respectively.*
- (k) *For NMP, Unit 2, the NRC staff plans to replace "Exelon" with "[SPINCO]" where it states "Exelon is approved" and "Exelon will complete" in license Conditions 2.C.(29) and (30).*
- (l) *For Peach Bottom, Unit 1, the NRC staff plans to replace "Exelon Generation Company" with "[SPINCO]" in TS 1.0, "LOCATION AND SITE."*
- (m) *For Peach Bottom, the NRC staff plans to replace "Exelon" with "[SPINCO]" where it states "Exelon is approved" and "Exelon will complete" in license Condition 2.C.(20) for Peach Bottom, Units 2 and 3.*

Response

Exelon Generation hereby confirms that the NRC staff's plans regarding the conforming amendments as described in RAI 7 (for each of the items in (a) through (m) above) are consistent with the proposed spin transaction and are acceptable.

References:

1. Letter from J. Bradley Fewell, Exelon Generation Company, LLC to U.S. Nuclear Regulatory Commission – "Application for Order Approving License Transfers and Proposed Conforming License Amendments," dated February 25, 2021 (ML21057A273)
2. Letter from David P. Helker, Exelon Generation Company, LLC to U.S. Nuclear Regulatory Commission – "Supplemental Information Regarding Application for Order Approving Transfers and Proposed Conforming License Amendments," dated March 25, 2021 (ML21084A165)

Attachment 1
Response to Request for Additional Information
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3. Electronic Mail Message from Blake Purnell, U.S. Nuclear Regulatory Commission, to David P. Helker, Exelon Generation Company, LLC – "Request for Additional Information, Exelon Generation Company, LLC, Approval of Transfer of Licenses and Conforming Amendments," dated May 24, 2021 (ML21144A213)

ATTACHMENT 2

Updated Markups for Calvert Cliffs Nuclear Power Plant, Units 1 and 2
(Appendix C to the licenses)

Unit 1

FOL Appendix C - Page 1

FOL Appendix C - Page 9

Unit 2

FOL Appendix C - Page 1

FOL Appendix C - Page 9

Appendix C

Additional Conditions

Facility Operating License No. DPR-53

~~Exelon Generation Company, LLC [SPINCO]~~ (the ~~operating~~ licensee ~~or Company~~) and **Calvert Cliffs Nuclear Power Plant, LLC (CCNPP, LLC or Company)** shall comply with the following conditions on the schedule noted below:

<u>Amendment Number</u>	<u>Additional Condition</u>	<u>Implementation Date</u>
227	Baltimore Gas and Electric Company (BGE) is authorized to relocate certain Technical Specification requirements to licensee-controlled documents. Implementation of this Amendment shall include the relocation of these requirements to the appropriate documents as described in the licensee's application dated December 4, 1996, as supplemented by letters dated March 27, June 9, June 18, July 21, August 14, August 19, September 10, October 6, October 20, October 23, November 5, 1997, and January 12, January 28, and March 16, 1998, evaluated in the NRC staff's Safety Evaluation enclosed with this amendment.	This amendment is effective immediately and shall be implemented by August 31, 1998.
228	BGE is authorized to incorporate in the UFSAR certain changes regarding Main Steam Line Break, Steam Generator Tube Rupture, Seized Rotor, and Boron Dilution Analyses.	The updated UFSAR shall be implemented within 6 months after restart from the spring 1998 refueling outage.
237	The decommissioning trust agreement for Calvert Cliffs, Unit 1 at the time the license transfer to the Company licensee from BGE is effected, is subject to the following: (a) The decommissioning trust agreement must be in a form acceptable to the NRC.	To be implemented at time the license transfer to the Company licensee from BGE is effected.

Appendix C (Cont'd.)

Additional Conditions

Facility Operating License No. DPR-53

Amendment No.

Additional Conditions

Implementation Date

- 2) ~~Exelon Corporation~~**[SPINCO]** shall, no later than the ~~time the license transfers occur~~**date the closing of the transaction approved on [MONTH/DAY/YEAR] occurs**, enter into a Support Agreement of approximately \$~~245~~**126** million with **CCNPP, LLC** ~~the licensee. The Exelon Corporation Support Agreement shall supersede the Support Agreement provided by Exelon Generation, dated March 12, 2012, in all respects and shall be consistent with the representations contained in the August 6, 2013 transfer application.~~ Calvert Cliffs Nuclear Power Plant, LLC, **or** CENG, ~~or Exelon Generation~~ shall not take any action to cause ~~Exelon Corporation~~**[SPINCO]**, or its successors and assigns, to void, cancel, or materially modify the ~~Exelon Corporation~~**[SPINCO]** Support Agreement or cause it to fail to perform, or impair its performance under the ~~Exelon Corporation~~**[SPINCO]** Support Agreement, without the prior written consent of the NRC. The ~~Exelon Corporation~~**[SPINCO]** Support Agreement may not be amended or modified without 30 days prior written notice to the Director of the Office of Nuclear Reactor Regulation or his designee. An executed copy of the ~~Exelon Corporation~~**[SPINCO]** Support Agreement shall be submitted to the NRC no later than 30 days after the completion of the proposed transaction ~~and license transfers.~~ ~~Exelon Generation~~**[SPINCO]** shall inform the NRC in writing no later than 14 days after any funds are provided to or for the **licensee CCNPP, LLC** under the ~~Exelon Corporation~~**[SPINCO]** Support Agreement.

Appendix C

Additional Conditions

Facility Operating License No. DPR-69

~~Exelon Generation Company, LLC~~ **[SPINCO]** (the ~~operating~~ licensee ~~or Company~~) and **Calvert Cliffs Nuclear Power Plant, LLC (CCNPP, LLC or Company)** shall comply with the following conditions on the schedule noted below:

<u>Amendment Number</u>	<u>Additional Condition</u>	<u>Implementation Date</u>
201	Baltimore Gas and Electric Company (BGE) is authorized to relocate certain Technical Specification requirements to licensee-controlled documents. Implementation of this amendment shall include the relocation of these requirements to the appropriate documents as described in the licensee's application dated December 4, 1996, as supplemented by letters dated March 27, June 9, June 18, July 21, August 14, August 19, September 10, October 6, October 20, October 23, November 5, 1997, and January 12, January 28, and March 16, 1998, evaluated in the NRC staff's Safety Evaluation enclosed with this amendment.	This amendment is effective immediately and shall be implemented by August 31, 1998.
202	BGE is authorized to incorporate certain changes in the UFSAR regarding Main Steam Line Break, Steam Generator Tube Rupture, Seized Rotor, and Boron Dilution Analyses.	The updated UFSAR shall be implemented within 6 months after restart from the spring 1999 refueling outage.
211	The decommissioning trust agreement for Calvert Cliffs, Unit 2 at the time the license transfer to the Company licensee from BGE is effected, is subject to the following: (a) The decommissioning trust agreement must be in a form acceptable to the NRC.	To be implemented at time the license transfer to the Company licensee from BGE is effected.

Appendix C (Cont'd.)

Additional Conditions

Facility Operating License No. DPR-69

Amendment No.

Additional Conditions

Implementation Date

- 2) ~~Exelon Corporation~~**[SPINCO]** shall, no later than the ~~time the license transfers occur~~**date the closing of the transaction approved on [MONTH/DAY/YEAR] occurs**, enter into a Support Agreement of approximately ~~\$245-126~~ million with **CCNPP, LLC** the licensee. ~~The Exelon Corporation Support Agreement shall supersede the Support Agreement provided by Exelon Generation, dated March 12, 2012, in all respects and shall be consistent with the representations contained in the August 6, 2013 transfer application. Calvert Cliffs Nuclear Power Plant, LLC, or CENG, or Exelon Generation~~ shall not take any action to cause ~~Exelon Corporation~~**[SPINCO]**, or its successors and assigns, to void, cancel, or materially modify the ~~Exelon Corporation~~**[SPINCO]** Support Agreement or cause it to fail to perform, or impair its performance under the ~~Exelon Corporation~~**[SPINCO]** Support Agreement, without the prior written consent of the NRC. The ~~Exelon Corporation~~**[SPINCO]** Support Agreement may not be amended or modified without 30 days prior written notice to the Director of the Office of Nuclear Reactor Regulation or his designee. An executed copy of the ~~Exelon Corporation~~**[SPINCO]** Support Agreement shall be submitted to the NRC no later than 30 days after the completion of the proposed transaction ~~and license transfers~~. ~~Exelon Generation~~**[SPINCO]** shall inform the NRC in writing no later than 14 days after any funds are provided to or for the licensee **CCNPP, LLC** under the ~~Exelon Corporation~~**[SPINCO]** Support Agreement.