

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 5
2. AMENDMENT/MODIFICATION NO. 389	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. 12EM002122	5. PROJECT NO. (If applicable)
6. ISSUED BY Richland Operations Office U.S. Department of Energy Richland Operations Office P.O. Box 550, MSIN A7-80 Richland WA 99352	CODE 00601	7. ADMINISTERED BY (If other than Item 6) Richland Operations Office U.S. Department of Energy Richland Operations Office P.O. Box 550, MSIN A7-80 Richland WA 99352	CODE 00601
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) WASHINGTON CLOSURE HANFORD, LLC Attn: Carol A. Johnson, President 2620 Fermi Avenue Richland WA 99354		(x) 9A. AMENDMENT OF SOLICITATION NO.	9B. DATED (SEE ITEM 11)
CODE 167280762	FACILITY CODE	x 10A. MODIFICATION OF CONTRACT/ORDER NO. DE-AC06-05RL14655	10B. DATED (SEE ITEM 13) 03/23/2005

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers is extended. is not extended.
Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)

13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
X	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: I.70-FAR 52.243-2-Changes-Cost Reimbursement (8/87)-Alt I (Apr 1984) and Mutual Agreement of the Parties
	D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor is not. is required to sign this document and return 1 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

Tax ID Number: 94-1381538

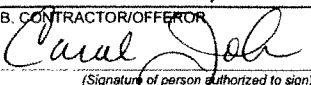

DUNS Number: 167280762

CHANGE ORDER NO. WCH-REA-162

A. The purpose of this modification is to definitize the following Request for Equitable Adjustment (REA), which was submitted to RL by WCH on November 10, 2011 (CCN 162328): "Request for Equitable Adjustment WCH-REA-162, Revision 0, Soil Contamination Under 324 Building B-Cell Sump; Initial Scoping and Characterization." Contract revisions are detailed on Page 2 of this modification.

Period of Performance: 03/23/2005 to 09/30/2015

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) CA Johnson, President	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Jewel J. Short
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED 5/9/12
16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED 5/9/12

SF30 BLOCK 14 CONTINUATION:

B. Based on negotiations of WCH-REA-162, the following increases are hereby made to Contract Target Cost and Target Fee within Contract Line Item No. 1:

Cost	\$4,099,818
Fee	<u>\$ 286,987</u>
Total	<u>\$4,386,805</u>

C. Section B, Table B.1, *Incentive Fee Structure*, is replaced in its entirety with the revised attached Table B.1. Contract replacement page B-18 is included with this modification. Revisions to Contract Section B, Table B.1, *Incentive Fee Structure*, are detailed below:

Element	From*	To	Increase
Target Cost – CLIN 1	\$1,756,365,191	\$1,760,465,009	\$4,099,818
Target Cost – TOTAL	\$2,122,786,173	\$2,126,885,991	\$4,099,818
Target Fee – CLIN 1	\$126,881,151	\$127,168,138	\$286,987
Target Fee – TOTAL	\$152,169,259	\$152,456,246	\$286,987
Maximum Cost Performance Incentive Fee – CLIN 1	\$237,109,301	\$237,662,776	\$553,475
Maximum Cost Performance Incentive Fee – TOTAL	\$286,576,134	\$287,129,609	\$553,475

*The base amounts for revisions identified in Table B.1 are from Modification No. 388.

D. The following contract sections will be updated for WCH-REA-162 in a future contract modification to be issued at a later date:

- Section B, Table B.2, *Schedule of Quantities and Target Cost* – The following line items will be affected by REA-162:
 - 300 Area – 324 Building – D4 – Buildings (WBS 1.01.03.01.07) Baseline Quantity remains unchanged. CLIN 1 Target Cost and Total Target Cost increased by \$3,043,959.
 - Surveillance and Maintenance – D4 Management and Support (WBS 1.01.99.01.29) – CLIN 1 Target Cost and Total Target Cost increased by \$490,983.
 - Mission Support/General Support – Management and Support (WBS 1.06.01/1.06.02/1.06.03/1.06.04/1.06.05/1.06.06) – CLIN 1 Target Cost and Total Target Cost increased by \$564,876.
 - TOTAL – CLIN 1 Target Cost and Total Target Cost increased by \$4,099,818.

2. Section J, Attachment J-1, *River Corridor Closure Contract Work Scope* – The following line items will be revised or added to Attachment J-1 for REA-162:
 - **NEW** – 300 Area – 324 Building – D4-Buildings – D4 Building – 324 Area/Waste Site 300-296 (WBS 1.01.03.01.07.05) – REA-162 – Not in CLIN 1 SPIF – Demolition delayed due to impact of new waste site below B-Cell.
 - Surveillance and Maintenance – D4-Management and Support (WBS 1.01.99.01.29.01) – REA-162 has been added to Column H, “Assumed Activity Status h.”
 - Mission Support/General Support - MS/GS-Project Integration (WBS 1.06.01.01.01.01) - REA 162 has been added to Column H, “Assumed Activity Status h.”
 - Mission Support/General Support – MS/GS-Project Services (WBS 1.06.02.01.01.01) - REA 162 has been added to Column H, “Assumed Activity Status h.”
 - Mission Support/General Support – MS/GS-ESHQ (WBS 1.06.03.01.01.01) - REA 162 has been added to Column H, “Assumed Activity Status h.”
 - Mission Support/General Support – MS/GS-Engineering (WBS 1.06.04.01.01.01) - REA 162 has been added to Column H, “Assumed Activity Status h.”
 - Mission Support/General Support – MS/GS-Regulatory Integration and Outreach (WBS 1.06.05.01.01.01) - REA 162 has been added to Column H, “Assumed Activity Status h.”
 - Mission Support – General Support – MS/GS-Office of the Project General Manager (WBS 1.06.06.01.01.01) - REA 162 has been added to Column H, “Assumed Activity Status h.”

- E. This modification does not obligate additional funds to the contract. Accordingly, work under the contract, such as that described herein, must be performed within the amount of funds which have been incrementally allotted to the contract in accordance with Clause I.57 - FAR 52.232-22 - Limitation of Funds (Apr 1984).

- F. Correspondence related to this contract action is identified as follows:
 1. WCH Ltr. No. CCN 162328, S. L. Feaster to J. J. Short, RL, “Request for Equitable Adjustment WCH-REA-162, Revision 0, Soil Contamination Under 324 Building B-Cell Sump; Initial Scoping and Characterization,” dated November 10, 2011
 2. WCH Ltr. No. 161337, S. L. Feaster to J. J. Short, RL, “Soil Contamination Under 324 Building B-Cell Sump – Remediation Planning,” dated September 22, 2011
 3. WCH Ltr. No. 155058, S. L. Feaster to J. J. Short, RL, “Soil Contamination Under 324 Building B-Cell Sump – Initial Scoping and Characterization,” dated December 7, 2010
 4. DOE Ltr. No. 10-AMRC-0086 (CCN 151027), J. J. Short to M. N. Brosee, WCH, “324 B-Cell Liner Differing Site Conditions,” dated May 21, 2010
 5. WCH Ltr. No. 149577, S. L. Feaster to J. J. Short, RL, “Notice of Differing Site Conditions – Failed 324 Facility Radiochemical Engineering Cells, B-Cell Liner,” dated March 25, 2010
 6. DOE Ltr. No. 10-AMRC-0042 (CCN 148664), J. J. Short to M. N. Brosee, WCH, “Response to Notice of Differing Site Conditions – Failed 324 Facility Radiochemical Engineering Cells, Failed B Cell Liner,” dated January 28, 2010
 7. WCH Ltr. No. 147773, S. L. Feaster to J. J. Short, RL, “Notice of Differing Site Conditions – Failed 324 Facility Radiochemical Engineering Cells, B Cell Liner,” dated December 3, 2009

G. Contractor Statement of Release: In consideration of the modification agreed to herein as complete equitable adjustment for WCH-REA-162, the Contractor hereby releases the Government from any and all liability under this contract for further equitable adjustment attributable to such facts or circumstances giving rise to WCH-REA-162.

There are no other changes to the terms and conditions of the contract.

End of Modification 389

TABLE B.1 INCENTIVE FEE STRUCTURE

Element	Definition/Reference	CLIN 1	CLIN 2	CLIN 3	CLIN 4	Total	
Cost Performance Incentive Fee (Target Cost, Target Fee, and Cost Share Ratio)							
Target Cost	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (b)(1)	\$1,760,465,009	\$0	\$112,847,740	\$253,573,242	\$2,126,885,991	
Target Fee	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (b)(2)	\$127,168,138	\$0	\$7,899,297	\$17,388,811	\$152,456,246	
Estimated Incumbent Employee Pension Costs	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (e)(5)	\$35,880,731	\$0	\$2,795,184	\$0	\$38,675,915	
Chronic Beryllium Disease Prevention Program	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (e)(5)	\$5,000,000	\$0	\$0	\$0	\$5,000,000	
Cost Share Ratio (Govt/ Contractor)	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (e)	80/20	80/20	80/20	80/20	80/20	
Schedule Performance Incentive Fee (CLIN 1)							
Completion of Contract Requirements	Fee earned for completion on or before the dates shown:	Date	Amount	Date	Amount	Date	Amount
		10/31/2013	\$32.8M	10/31/2014	\$16.3M		
		11/30/2013	\$32.0M	11/30/2014	\$14.8M		
		12/31/2013	\$31.2M	12/31/2014	\$13.3M		
		1/31/2014	\$30.4M	1/31/2015	\$11.9M		
		2/28/2014	\$29.6M	2/28/2015	\$10.4M		
		3/31/2014	\$28.8M	3/31/2015	\$8.9M		
		4/30/2014	\$28.0M	4/30/2015	\$7.4M		
		5/31/2014	\$23.7M	5/31/2015	\$5.9M		
		6/30/2014	\$22.2M	6/30/2015	\$4.4M		
7/31/2014	\$20.7M	7/31/2015	\$3.0M				
8/31/2014	\$19.3M	8/31/2015	\$1.5M				
9/30/2014	\$17.8M	9/30/2015	Zero				
Additional Schedule Performance Incentive Fee is available for the following work scope completions:							
CLIN 1	324 Facility and Waste Site	By TBD date	\$1.2M				
CLIN 3	618-10 Burial Grounds	By 9/30/2014	\$2.0M				
CLIN 3	618-11 Burial Grounds	By 9/30/2015	\$4.0M				
Total Maximum Incentive Fee							
Maximum Cost Performance Incentive Fee	Maximum Total Cost Performance Incentive Fee that may be earned	\$237,662,776 (13.5% of Target Cost)	\$0 (13.5% of Target Cost)	\$15,234,445 (13.5% of Target Cost)	\$34,232,388 (13.5% of Target Cost)	\$287,129,609 (13.5% of Target Cost)	
Maximum Schedule Performance Incentive Fee	Maximum Total Schedule Performance Incentive Fee that may be earned	\$34.0M	Zero	\$6.0M	Zero	\$40.0M	
Total Minimum Incentive Fee							
Minimum Cost Performance Incentive Fee	Minimum Total Cost Performance Incentive Fee that may be earned	Zero	Zero	Zero	Zero	Zero	
Minimum Schedule Performance Incentive Fee	Minimum Total Schedule Performance Incentive Fee that may be earned	Zero	Zero	Zero	Zero	Zero	