

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 8
2. AMENDMENT/MODIFICATION NO. 282	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. 11EM002557	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: Neil Brosee, 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

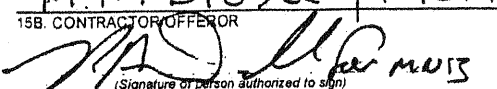

DUNS Number: 167280762

CHANGE ORDER NO. WCH-REA-120

A. The purpose of this modification is to definitize the following Request for Equitable Adjustment (REA), which was submitted to RL by WCH on December 2, 2010: WCH-REA-120, "Implementation of CRD O 426.2 Personnel Selection, Training, Qualification, and Certification Requirements of U.S. Department of Energy Nuclear Facilities." Contract revisions are detailed in the SF30 Block 14 Continuation beginning 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) M.N. Brosee, President	15A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Jewel J. Short
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED 5-19-11
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED
16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED 5/19/11

NSN 7540-01-152-8070
Previous edition unusable

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

SF30 BLOCK 14 CONTINUATION:

B. Based on negotiations of WCH-REA-120, the following increases are hereby made to Contract Target Cost and Target Fee within Contract Line Item No. 1:

Cost: \$ 295,262
 Fee: \$ 20,668
 Total: \$ 315,930

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 Table B.1 are detailed below:

Element	From*	To	Increase
Target Cost – CLIN 1	\$1,704,934,096	\$1,705,229,358	\$295,262
Target Cost – TOTAL	2,037,352,738	2,037,648,000	295,262
Target Fee – CLIN 1	\$123,173,529	\$123,194,197	\$ 20,668
Target Fee – TOTAL	146,219,724	146,240,392	20,668
Maximum Cost Performance Incentive Fee – CLIN 1	\$230,166,103	\$230,205,963	\$39,860
Maximum Cost Performance Incentive Fee – Total	\$275,042,620	\$275,082,480	\$39,860

*The base amounts for revisions identified in Table B.1 are from Modification No. 280, WCH-REA-19A Definitization.

D. The following contract sections will be updated for WCH-REA-120 in a future contract modification to be issued at a later date:

1. Section B, Table B.2, *Schedule of Quantities and Target Cost* – The following line items will be affected by REA-120:
 - 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) – Baseline Quantity remains unchanged. CLIN 1 Target Cost and Total Target Cost are increased by \$295,262.
2. Section J, Attachment J-1, *River Corridor Closure Contract Work Scope* – the following line items will be added and/or revised in Attachment J-1 for REA-120:
 - **NEW** - Mission Support/General Support (REAs) - MS/GS-Office of the Project Gen. Manager (WBS 1.06.06.01.01.01) - Implementation of CRD O 426.2 Personnel Selection, Training, Qualification, and Certification Requirements for US DOE Nuclear Facilities – REA-120.

- E. The following directive is hereby deleted from Contract Attachment J-2, *DOE Directives Applicable to the River Corridor Closure Contract (List B)*:

CRD O 5480.20A, Chg 1 (Supp. Rev. 1)	Personnel Selection, Qualification, and Training Requirements for DOE Nuclear Facilities
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- F. The following directive is hereby added to Contract Attachment J-2, *DOE Directives Applicable to the River Corridor Closure Contract (List B)*:

CRD O 426.2	Personnel Selection, Qualification, and Training Requirements for DOE Nuclear Facilities
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- G. For purposes of compliance with CRD O 426.2, the Richland Operations Office has determined that the definition of “Technician” included in CRD O 426.2, Attachment 2, Page 6, No. 46, does not apply to Washington Closure Hanford, LLC, decontamination and decommissioning workers.
- H. Contract Attachment J-2, *DOE Directives Applicable to the River Corridor Closure Contract (List B)*, has been revised as detailed in paragraphs E and F above. Contract Attachment J-2 has been replaced in its entirety; replacement pages J-2 through J-4 are attached.
- I. Correspondence related to WCH-REA-120 and incorporation and removal of the directives identified in paragraphs E and F above is listed below:
1. WCH CCN 155022, S. L. Feaster, WCH, to J. J. Short, RL, “Contract No. DE-AC06-05RL14655 – Request for Equitable Adjustment WCH-REA-120, Revision 0, Implementation of CRD O 426.2 Personnel Selection, Training, Qualification, and Certification Requirements of U.S. Department of Energy Nuclear Facilities,” dated December 2, 2010
 2. RL Ltr. 10-SED-0183 (CCN 153957), J. J. Short, RL, to M. N. Brosee, WCH, “Contract No. DE-AC06-05RL14655 – Contractor Requirements Document (CRD) O 426.2, Personnel Selection, Training, Qualification, and Certification Requirements for U.S. Department of Energy Nuclear Facilities,” dated October 12, 2010
 3. WCH CCN 153242, S. L. Feaster, WCH, to J. J. Short, RL, “Contract No. DE-AC06-05RL14655 – Contractor Requirements Document (CRD) O 426.2, Personnel Selection, Training, Qualification, and Certification Requirements for U.S. Department of Energy Nuclear Facilities,” dated September 20, 2010
 4. RL Ltr. 10-SED-0148 (CCN 153011), J. J. Short, RL, to M. N. Brosee, WCH, “Contract No. DE-AC06-05RL14655 – Contractor Requirements Document (CRD) O 426.2, Personnel Selection, Training, Qualification, and Certification Requirements for U.S. Department of Energy Nuclear Facilities,” dated August 25, 2010

- J. 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).

- K. Contractor Statement of Release: In consideration of the modification agreed to herein as complete equitable adjustment for WCH-REA-120, 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-120.

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

End of Modification 282

TABLE B.1 INCENTIVE FEE STRUCTURE

Element	Definition/ Reference	CLIN 1		CLIN 2		CLIN 3		CLIN 4		Total
		Date	Amount	Date	Amount	Date	Amount	Date	Amount	
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)		\$1,705,229,358		\$0		\$112,847,740		\$219,570,902	\$2,037,648,000
Target Fee	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (b)(2)		\$123,194,197		\$0		\$7,899,297		\$15,146,898	\$146,240,392
Estimated Incumbent Employee Pension Costs	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (e)(5)		\$34,074,455		\$1,806,276		\$2,795,184		\$0	\$38,675,915
Cost Share Ratio (Government/ 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										
Completion of Contract Requirements	Fee earned for completion on or before the dates shown:	3/31/2012	\$25.9M	3/31/2012	\$10.9M	3/31/2012	\$3.2M			\$40.0M
		9/30/2012	\$19.4M	9/30/2012	\$8.2M	9/30/2012	\$2.4M			\$30.0M
		3/31/2013	\$15.5M	3/31/2013	\$6.5M	3/31/2013	\$2.0M			\$24.0M
		9/30/2013	\$7.8M	9/30/2013	\$3.2M	9/30/2013	\$1.0M			\$12.0M
		3/31/2014	\$3.9M	3/31/2014	\$1.6M	3/31/2014	\$0.5M			\$6.0M
		9/30/2014	\$2.6M	9/30/2014	\$1.1M	9/30/2014	\$0.3M			\$4.0M
		3/31/2015	\$1.2M	3/31/2015	\$0.6M	3/31/2015	\$0.2M			\$2.0M
		9/30/2015	Zero	9/30/2015	Zero	9/30/2015	Zero			Zero
Total Maximum Incentive Fee										
Maximum Cost Performance Incentive Fee	Maximum total Cost Performance Incentive Fee that may be earned		\$230,205,963 (13.5% of Target Cost)		\$0 (13.5% of Target Cost)		\$15,234,445 (13.5% of Target Cost)		\$29,642,072 (13.5% of Target Cost)	\$275,082,480 (13.5% of Target Cost)
Maximum Schedule Performance Incentive Fee	Maximum total Schedule Performance Incentive Fee that may be earned		\$25.9M		\$10.9M		\$3.2M		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

ATTACHMENT J-2 DOE DIRECTIVES APPLICABLE TO THE RIVER CORRIDOR CLOSURE CONTRACT

The DOE Directives found in the following list constitute the *List B – List of Applicable Directives*, referenced in the Section I clause entitled *Laws, Regulations, and DOE Directives*. The Contractor should follow the established procedure to obtain relief from requirements of these directives where applicable.

It is anticipated during the performance of this Contract that the conditions for applicability of certain DOE Directives may no longer exist. In any such situation where the Contractor seeks relief from the requirements of such DOE Directives, the Contractor may notify the Contracting Officer in writing explaining the reasons for its belief that the DOE Directives no longer apply to contract performance. The Contracting Officer may determine the conditions for applicability of a DOE Directive still exist, and may direct the Contractor to continue compliance with the DOE Directive. Additionally, even without such direction by the Contracting Officer, if the conditions for applicability of a DOE Directive once again arise, the DOE Directive will immediately become applicable once again.

LIST B: APPLICABLE DOE DIRECTIVES

The following is an all-inclusive list of applicable DOE Directives.

*Those directives marked “Supplemented” are DOE-RL Contract Requirements Documents (CRDs) that are in addition to the DOE-Headquarters (HQ) CRDs. The RL supplemental requirements apply in addition to the DOE CRDs. Any specific clarifications or requirements do not apply unless otherwise noted.

Directive Identifier	Title
CRD O 110.3A (Supplemented Rev. 0)	Conference Management
CRD M 140.1-1B	Interface with the Defense Nuclear Facilities Safety Board
DOE P 141.1	DOE Management of Cultural Resources
CRD O 142.2A	Voluntary Offer Safeguards Agreement and Additional Protocol with the International Atomic Energy Agency
CRD O 142.3A	Unclassified Foreign Visits and Assignments
CRD O 144.1	Department of Energy American Indian Tribal Governmental Interactions and Policy
CRD O 151.1C	Comprehensive Emergency Management System
CRD O 200.1A	Information Technology Management
CRD O 205.1A (Supplemented Rev. 4)	DOE Cyber Security Management Program
CRD M 205.1-5 (Supplemented Rev. 0)	Cyber Security Process Requirements Manual
CRD M 205.1-6 Supplemented Rev. 0)	Media Sanitization Manual
CRD M 205.1-7 (Supplemented Rev. 0)	Security Controls for Unclassified Information Systems Manual
CRD M 205.1-8 (Supplemented Rev. 0)	Cyber Security Incident Management Manual
CRD N 206.4 (Supplemented Rev. 0)	Personal Identity Verification

Directive Identifier	Title
CRD N 206.5	Response and Notification Procedures for Data Breaches Involving Personally Identifiable Information
CRD O 210.2 (Supplemented Rev. 0)	DOE Corporate Operating Experience Program
CRD O 221.1A	Reporting Fraud, Waste and Abuse
CRD O 221.2A	Cooperation with the Office of Inspector General
CRD O 225.1A (Supplemented Rev. 0)	Accident Investigations
CRD O 226.1A (Supplemented Rev. 0)	Implementation of Department of Energy Oversight Policy
CRD M 231.1-1A, Chg 2	Environment, Safety and Health Reporting Manual
CRD M 231.1-2 (Supplemented Rev. 8)	Occurrence Reporting and Processing of Operations Information
CRD N 234.1	Reporting of Radioactive Sealed Sources
CRD O 241.1A, Chg 1	Scientific and Technical Information Management
CRD O 243.1	Records Management Program
CRD O 243.2 (Supplemented Rev. 0)	Vital Records
CRD O 350.1, Chg 3	Contractor Human Resource Management Programs
CRD O 413.1A	Management Control Program
CRD O 413.3B	Program and Project Management for the Acquisition of Capital Assets
CRD O 414.1C	Quality Assurance
CRD O 420.1B (Supplemented Rev. 4)	Facility Safety
CRD O 425.1D (Supplemented Rev. 0)	Verification of Readiness to Start Up and Restart Nuclear Facilities
CRD O 426.2	Personnel Selection, Training, Qualification, and Certification Requirements for DOE Nuclear Facilities
CRD O 430.1B	Real Property Asset Management
CRD O 430.2B (Supplemented Rev. 0)	Departmental Energy, Renewable Energy, and Transportation Management
CRD O 433.1B	Maintenance Management Program for DOE Nuclear Facilities
CRD O 435.1, Chg 1 (Supplemented Rev. 0)	Radioactive Waste Management
CRD M 440.1-1A, Sections 16 and 17 only (Supplemented Rev. 0)	DOE Explosives Safety Manual
CRD O 442.1A (Supplemented Rev. 2)	Department of Energy Employee Concerns Program
CRD M 442.1-1	Differing Professional Opinions Manual for Technical Issues Involving Environment, Safety and Health
CRD O 450.1A (Supplemented Rev. 0)	Environmental Protection Program
CRD M 450.4-1	Integrated Safety Management System Manual
CRD O 460.1C	Packaging and Transportation Safety

Directive Identifier	Title
CRD O 460.2A (Supplemented Rev. 1)	Departmental Materials, Transportation, and Packaging Management
CRD M 460.2-1	Radioactive Material Transportation Practices Manual
CRD O 470.2B (Supplemented Rev. 2)	Independent Oversight and Performance Assurance Program
CRD M 470.4-1, Chg 1 (Supplemented Rev. 1)	Safeguards and Security Program Planning and Management
CRD M 470.4-2A (Supplemented Rev. 0)	Physical Protection
CRD M 470.4-4A	Information Security Manual
CRD M 470.4-5	Personnel Security
CRD M 470.4-6, Chg 1 (Supplemented Rev. 0)	Nuclear Material Control and Accountability
CRD O 471.3 (Supplemented Rev. 1)	Identifying and Protecting Official Use Only Information
CRD M 471.3-1	Manual for Identifying and Protecting Official Use Only Information
CRD O 534.1B	Accounting
CRD O 551.1C	Official Foreign Travel
DOE O 5400.5, Chg 2	Radiation Protection of the Public and the Environment
CRD O 5480.19, Chg 2 (Supplemented Rev. 4)	Conduct of Operations Requirements for DOE Facilities
DOE-0344, Revision 0	Hanford Site Excavating, Trenching, and Shoring
DOE/RL-0223	RL Emergency Implementing Procedures
DOE/RL-96-68, Rev. 3	Hanford Analytical Services Quality Assurance Requirements Documents
DOE/RL-94-02, Rev. 4	Hanford Emergency Management Plan
Final DOE/RL-2002-12, dated September 2001	Hanford Site Radiological Health and Safety Manual
DOE/RL-2008-17, Rev. 0	Gable Mountain and Gable Butte Resource Management Plan
DOE/RL-2009-89, Rev. 0	Transportation Hazards Survey and Emergency Planning Hazards Assessment
RRD 005 Rev. 3	Worker Safety
RRD 006 Rev. 0	Contractor Support to RL Implementation of DOE Order 470.3A, Design Basis Threat Policy
RRD 008 Rev. 2	Quality Assurance Program Requirements
SCSP, July 5, 2005	Site Counterintelligence Support Plan