

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE		PAGE OF PAGES	
				1 8	
2. AMENDMENT/MODIFICATION NO. 379		3. EFFECTIVE DATE See Block 16C		4. REQUISITION/PURCHASE REQ. NO. 12EM001739	
6. ISSUED BY Richland Operations Office U.S. Department of Energy Richland Operations Office P.O. Box 550, MSIN A7-80 Richland WA 99352		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		5. PROJECT NO. (If applicable) 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		9A. AMENDMENT OF SOLICITATION NO. (x)		9B. DATED (SEE ITEM 11)	
CODE 167280762		FACILITY CODE		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

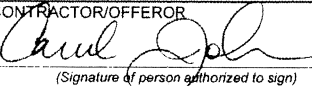
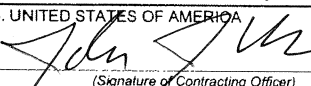
DUNS Number: 167280762

CHANGE ORDER NO. WCH-REA-148

A. The purpose of this modification is to definitize the following Request for Equitable Adjustment (REA), which was submitted to RL by WCH on October 5, 2011: "Request for Equitable Adjustment WCH-REA-148, Revision 0, Implementation of Contractor Requirements Document O 458.1, Radiation Protection of the Public and the Environment." Contract revisions are detailed 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) CA Johnson, President		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) JOHN J. WILTSHIRE	
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)		16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	
15C. DATE SIGNED 4/5/12		16C. DATE SIGNED 4/5/2012	

**SF30 BLOCK 14 CONTINUATION:**

B. Based on negotiations of WCH-REA-148, the following increases are hereby made to Contract Target Cost and Target Fee within Contract Line Item No. 1:

Cost: \$151,179  
 Fee: \$ 10,583  
 Total: \$161,761

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	\$1,772,551,713	\$1,772,702,892	\$151,179
Target Cost – TOTAL	\$2,135,569,120	\$2,135,720,299	\$151,179
Target Fee – CLIN 1	\$127,888,708	\$127,899,291	\$10,583
Target Fee – TOTAL	\$153,076,816	\$153,087,399	\$10,583
Maximum Cost Performance Incentive Fee – CLIN 1	\$239,294,481	\$239,314,890	\$20,409
Maximum Cost Performance Incentive Fee – Total	\$288,301,831	\$288,322,240	\$20,409

\*The base amounts for revisions identified in Table B.1 are from Modification No. 375.

D. The following contract sections will be updated for WCH-REA-148 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-148:
  - 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 \$151,179.
  - TOTAL – CLIN 1 Target Cost and Total Target Cost increased by \$151,179.
  
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-148:
  - **NEW** - Mission Support/General Support (REAs) – MS/GS-ESHQ (WBS 1.06.03.01.01.01) - REA 148 - Implementation of Contractor Requirements Document (CRD) O 458.1, Radiation Protection of the Public and the Environment.

- 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 5400.5, Chg. 2	Radiation Protection of the Public and the Environment
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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 458.1, Chg. 2	Radiation Protection of the Public and the Environment
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- G. 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.
- H. 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).
- I. Correspondence related to this contract action is identified as follows:
- WCH Ltr. No. CCN 161500, S. L. Feaster to J. J. Short, RL, "Request for Equitable Adjustment WCH-REA-148, Revision 0, Implementation of Contractor Requirements Document O 458.1, Radiation Protection of the Public and the Environment" dated October 5, 2011
  - DOE Ltr. No. 11-EMD-0098 (CCN 160878), J. J. Short to C. A. Johnson, WCH, "Contractor Requirements Document (CRD) O 458.1, Radiation Protection of the Public and the Environment," dated August 29, 2011
  - WCH Ltr. No. 160206, S. L. Feaster to J. J. Short, RL, "Contractor Requirements Document (CRD) O 458.1, Radiation Protection of the Public and the Environment," dated August 1, 2011
  - DOE Ltr. No. 11-EMD-0080 (CCN 160099), J. J. Short to C. A. Johnson, WCH, "Contractor Requirements Document (CRD) O 458.1, Radiation Protection of the Public and the Environment," dated July 18, 2011

J. Contractor Statement of Release: In consideration of the modification agreed to herein as complete equitable adjustment for WCH-REA-148, 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-148, with the following exception: Cost related to clearance of property with residual radioactive material [as discussed in paragraph 2.k(7)(a), (b), and (c) of CRD 458.1, Chg. 2], will be re-evaluated should:

1. RL determine that the Comprehensive Environmental Response Compensation and Liability Act of 1980 (CERCLA) process does not demonstrate compliance with the specific requirements of CRD O 458.1, Chg. 2 (e.g., clearance of property with residual radioactive material from environmental restoration and deactivation and decommissioning activities, including public dose assessments, ALARA analysis, and consideration of scenarios); or
2. RL determine that inclusion of CRD O 458.1, Chg. 2, into the WCH contract alters WCH's current cleanup objectives, which have been established in Interim Records of Decision, Remedial Action Work Plans and other approved CERCLA documentation (Contract Clause C.9); or
3. RL determines that inclusion of CRD O 458.1, Chg. 2, into the WCH contract alters the level of documentation required to demonstrate cleanup under CERCLA or protection of the public.

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

End of Modification 379

**TABLE B.1 INCENTIVE FEE STRUCTURE**

Element	Definition/Reference	CLIN 1	CLIN 2	CLIN 3	CLIN 4	Total	
<b>Cost Performance Incentive Fee (Target Cost, Target Fee, and Cost Share Ratio)</b>							
Target Cost	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (b)(1)	\$1,772,702,892	\$0	\$112,847,740	\$250,169,667	\$2,135,720,299	
Target Fee	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (b)(2)	\$127,899,291	\$0	\$7,899,297	\$17,288,811	\$153,087,399	
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	
Cost Share Ratio (Gov/ Contractor)	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (e)	80/20	80/20	80/20	80/20	80/20	
<b>Schedule Performance Incentive Fee (CLIN 1)</b>							
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				
<b>Total Maximum Incentive Fee</b>							
Maximum Cost Performance Incentive Fee	Maximum Total Cost Performance Incentive Fee that may be earned	\$239,314,890 (13.5% of Target Cost)	\$0 (13.5% of Target Cost)	\$15,234,445 (13.5% of Target Cost)	\$33,772,905 (13.5% of Target Cost)	\$288,322,240 (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	
<b>Total Minimum Incentive Fee</b>							
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 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 M 142.2-1 (Supplemented Rev. 0)	Manual for Implementation of the 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

Directive Identifier	Title
CRD N 206.4 (Supplemented Rev. 0)	Personal Identity Verification
CRD N 206.5	Response and Notification Procedures for Data Breaches Involving Personally Identifiable Information
CRD O 210.2A	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 226.1B	Implementation of Department of Energy Oversight Policy
CRD M 231.1-1A, Chg 2	Environment, Safety and Health Reporting Manual
CRD O 232.2 (Supplemented Rev. 0)	Occurrence Reporting and Processing of Operations Information
CRD N 234.1	Reporting of Radioactive Sealed Sources
CRD O 241.1B	Scientific and Technical Information Management
CRD O 243.1A	Records Management Program
CRD O 243.2 (Supplemented Rev. 2)	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 414.1D	Quality Assurance
CRD O 420.1B, Chg 1 (Supplemented Rev. 0)	Facility Safety
CRD O 422.1 (Supplemented Rev. 0)	Conduct of Operations
CRD O 425.1D (Supplemented Rev. 0)	Verification of Readiness to Start Up and Restart Nuclear Facilities
CRD O 426.2 (Supplemented Rev. 1)	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 O 442.2	Differing Professional Opinions for Technical Issues Involving Environmental, Safety and Health Technical Concerns
CRD O 450.1A (Supplemented Rev. 0)	Environmental Protection Program
CRD O 458.1, Chg. 2	Radiation Protection of the Public and the Environment

Directive Identifier	Title
CRD O 460.1C	Packaging and Transportation Safety
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 470.4-6, 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 M 472.2	Personnel Security
CRD O 534.1B	Accounting
CRD O 551.1C	Official Foreign Travel
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
DOE/RL-2001-36, Revision 1-E	Hanford Sitewide Transportation Safety Document
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