

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE	PAGE OF PAGES 1   6
2. AMENDMENT/MODIFICATION NO. 395	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. 12EM002365	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: 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

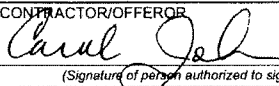
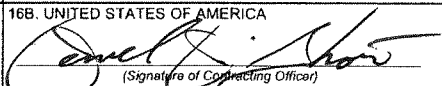
DUNS Number: 167280762

CHANGE ORDER NO. WCH-REA-164

A. The purpose of this modification is to definitize the following Request for Equitable Adjustment (REA), which was submitted to RL by WCH on January 16, 2012 (CCN 163584): "Request for Equitable Adjustment WCH-REA-164, Revision 0, Design of Four, Remediation of Fourteen, and Closeout Sampling of Four 100-N Area Sites." 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) C.A. 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 6/7/12
16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED 6/7/12

**SF30 BLOCK 14 CONTINUATION:**

B. Based on negotiations of WCH-REA-164, the following increases are hereby made to Contract Target Cost and Target Fee within Contract Line Item No. 1:

Cost	\$2,869,028
Fee	<u>\$ 200,832</u>
Total	<u>\$3,069,860</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	\$1,761,535,798	\$1,764,404,826	\$2,869,028
Target Cost – TOTAL	\$2,127,956,780	\$2,130,825,808	\$2,869,028
Target Fee – CLIN 1	\$127,243,093	\$127,443,925	\$200,832
Target Fee – TOTAL	\$152,531,201	\$152,732,033	\$200,832
Maximum Cost Performance Incentive Fee – CLIN 1	\$237,807,333	\$238,194,652	\$387,319
Maximum Cost Performance Incentive Fee – TOTAL	\$287,274,166	\$287,661,485	\$387,319

\*The base amounts for revisions identified in Table B.1 are from Modification No. 391.

D. The following contract sections will be updated for WCH-REA-164 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-164:
  - 100-N Area – Design (WBS 1.03.06.03.01) Field Remediation-100N Area Design – Baseline Quantity remains unchanged. CLIN 1 Target Cost and Total Target Cost increased by \$45,846.
  - Waste Site Remediation (REAs) (WBS 1.03.06.02.05) – Field Remediation-Waste Sites-100-NR-1 – Baseline Quantity increased by 10,404 Tons. CLIN 1 Target Cost and Total Target Cost increased by \$2,042,816.
  - 100-N Area – Field Remediation – 100N Non Site Specific Support – CLIN 1 Target Cost and Total Target Cost increased by \$247,814.
  - 200 Area – Waste Operations – Waste Ops-Operations/Disposal/Treatment (CLIN #1) (WBS 1.04.01.02.31 / 1.04.01.02.32) Waste Ops-Disposal – Baseline Quantity increased by 10,445 Tons.

- 200 Area - Waste Operations – Waste Ops-Transportation (CLIN #1) (WBS 1.04.01.03.37 / 1.04.01.03.38) – Waste Ops-Transportation Routes/Methods and Transportation – Baseline Quantity increased by 10,404 Tons.
  - Final Closure – Field Remediation-Management and Support (WBS 1.03.99.01.29) – CLIN 1 Target Cost and Total Target Cost increased by \$103,363.
  - 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 increased by \$429,189.
  - TOTAL – CLIN 1 Target Cost and Total Target Cost increased by \$2,869,028.
2. Section C, Table C.1, *River Corridor Work Summary* – Table C.1 will be revised as follows for REA-164:
- The number of waste sites is increased by eighteen (18) in the following locations: (1) Activity 6, “Field Remediation,” “Waste Sites,” summary column “100 N Area” and (2) the Total column for Activity 6 “Field Remediation” “Waste Sites.”
  - The Total is increased by eighteen (18) under the summary column “100 N Area.”
3. 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-164:
- **NEW** – 100 N Area – Design – 100-NR-1 – Field Remediation-100 N Area Design (WBS 1.03.06.03.01.02) – Design of 4, Remediation of 14, and Closeout Sampling of 4 100-N Area Sites – REA 164 – In SPIF
  - **NEW** – Waste Site Remediation (REAs) – 100-N Area – 100-NR-1 – Remediate Waste Site - 100-N-54 (WBS 1.03.06.02.05.84) – REA 164 – Not in SPIF
  - **NEW** – Waste Site Remediation (REAs) – 100-N Area – 100-NR-1 – Remediate Waste Site - 100-N-68 (WBS 1.03.06.02.05.86) – REA 164 – Not in SPIF
  - **NEW** – Waste Site Remediation (REAs) – 100-N Area – 100-NR-1 – Remediate Waste Site - 100-N-79 (WBS 1.03.06.02.05.87) – REA 164 – Not in SPIF
  - **NEW** – Waste Site Remediation (REAs) – 100-N Area – 100-NR-1 – Remediate Waste Site - 100-N-88 (WBS 1.03.06.02.05.89) – REA 164 – Not in SPIF
  - **NEW** – Waste Site Remediation (REAs) – 100-N Area – 100-NR-1 – Remediate Waste Site - 100-N-91 (WBS 1.03.06.02.05.90) – REA 164 – Not in SPIF
  - **NEW** – Waste Site Remediation (REAs) – 100-N Area – 100-NR-1 – Remediate Waste Site - 100-N-94 (WBS 1.03.06.02.05.91) – REA 164 – Not in SPIF
  - **NEW** – Waste Site Remediation (REAs) – 100-N Area – 100-NR-1 – Remediate Waste Site - 100-N-95 (WBS 1.03.06.02.05.92) – REA 164 – Not in SPIF
  - **NEW** – Waste Site Remediation (REAs) – 100-N Area – 100-NR-1 – Remediate Waste Site - 100-N-97 (WBS 1.03.06.02.05.93) – REA 164 – Not in SPIF
  - **NEW** – Waste Site Remediation (REAs) – 100-N Area – 100-NR-1 – Remediate Waste Site - 100-N-99 (WBS 1.03.06.02.05.94) – REA 164 – Not in SPIF
  - **NEW** – Waste Site Remediation (REAs) – 100-N Area – 100-NR-1 – Remediate Waste Site - 100-N-100 (WBS 1.03.06.02.05.95) – REA 164 – Not in SPIF
  - **NEW** – Waste Site Remediation (REAs) – 100-N Area – 100-NR-1 – Remediate Waste Site – 120-N-4 (WBS 1.03.06.02.05.96) – REA 164 – Not in SPIF
  - **NEW** – Waste Site Remediation (REAs) – 100-N Area – 100-NR-1 – Remediate Waste Site – 628-2 (WBS 1.03.06.02.05.97) – REA 164 – Not in SPIF

- **NEW** – Waste Site Remediation (REAs) – 100-N Area – 100-NR-1 – Remediate Waste Site – 100-N-86 (WBS 1.03.06.02.05.99) – REA 164 – Not in SPIF
- **NEW** – Waste Site Remediation (REAs) – 100-N Area – 100-NR-1 – Remediate Waste Site – 100-N-93 (WBS 1.03.06.02.05.A1) – REA 164 – Not in SPIF
- **NEW** – Waste Site Remediation (REAs) – 100-N Area – 100-NR-1 – Remediate Waste Site – 100-N-101 (WBS 1.03.06.02.05.A3) – REA 164 – Not in SPIF
- **NEW** – Waste Site Remediation (REAs) – 100-N Area – 100-NR-1 – Remediate Waste Site – 600-340 (WBS 1.03.06.02.05.A4) – REA 164 – Not in SPIF
- **NEW** – Waste Site Remediation (REAs) – 100-N Area – 100-NR-1 – Remediate Waste Site – 100-N-89 (WBS 1.03.06.02.05.A5) – REA 164 – Not in SPIF
- **NEW** – Waste Site Remediation (REAs) – 100-N Area – 100-NR-1 – Remediate Waste Site – 100-N-90 (WBS 1.03.06.02.05.A6) – REA 164 – Not in SPIF
- 100-N Area Waste Site Remediation – Field Remediation-100N Non Site Specific Support (WBS 1.03.06.75.25.01) – REA-164 has been added to Column H, “Assumed Activity Status h.”
- Final Closure - Miscellaneous Restoration – Field Remediation-Management and Support (WBS 1.03.99.01.29.01)
- Mission Support/General Support – MS/GS-Project Integration (WBS 1.06.01.01.01.01) - REA-164 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-164 has been added to Column H, “Assumed Activity Status h.”
- Mission Support/General Support – MS/GS-SHQ (WBS 1.06.03.01.01.01) - REA-164 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-164 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-164 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-164 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. Contract No. DE-AC06-05RL14655, Modification No. 366, dated January 24, 2012 (Authorization for Notice to Proceed with a Not-to-Exceed limit of \$1,300,000)
2. WCH Letter No. 163584, S. L. Feaster to J. J. Short, RL, “Request for Equitable Adjustment WCH-REA-164, Revision 0, Design of Four, Remediation of Fourteen, and Closeout Sampling of Four 100-N Area Sites,” dated January 16, 2012

G. Contractor Statement of Release: In consideration of the modification agreed to herein as complete equitable adjustment for WCH-REA-164, 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-164.

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

End of Modification 395

**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)	\$1,764,404,826	\$0	\$112,847,740	\$253,573,242	\$2,130,825,808	
Target Fee	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (b)(2)	\$127,443,925	\$0	\$7,899,297	\$17,388,811	\$152,732,033	
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	
<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	\$238,194,652 (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)	\$287,661,485 (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	