

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 3
2. AMENDMENT/MODIFICATION NO. 397	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. 12EM002634	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).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
X	D. OTHER (Specify type of modification and authority) Contract Clause H.25, Key Personnel

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ 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

A. The purpose of this modification is to update Contract Clause H.25(c), List of Key Personnel, replacing Emily Millikin with Bruce C. Covert as Safety, Health, and Quality Manager. This modification also combines Safety, Health, and Quality with the Closure/Environmental Protection organization into one department entitled "Environmental, Safety, Quality, and Health (ESQH) and Closure," with Bruce C. Covert as Manager. Details are included 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)		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	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED July 10, 2012

SF30 BLOCK 14 CONTINUATION:

B. Contract Section H, Clause H.25, *Key Personnel*, is hereby revised to: (1) remove Emily Millikin, SH&Q Manager, from the list of Key Personnel at H.25(c); and (2) change the Position in the list of Key Personnel for Bruce C. Covert from “Closure/Environmental Protection Manager” to “Environmental, Safety, Quality, and Health (ESQH) and Closure Manager.” Contract Section H.25(c) has been changed as detailed below. Contract replacement page H-21 is included with this modification.

FROM:

Name	Position
Carol A. Johnson	Project Manager
Emily Millikin	SH&Q Manager
Gary B. Snow	D4/Reactor ISS Closure Manager
Robert D. Cantwell	Field Remediation Closure Manager
Jeffrey F. Armatrout	Waste Operations Manager
Gordon L. Dover	Project Integration Manager
Daniel L. Plung	Project Services Manager
Bruce C. Covert	Closure/Environmental Protection Manager

TO:

Name	Position
Carol A. Johnson	Project Manager
Bruce C. Covert	Environmental, Safety, Quality, and Health (ESQH) and Closure Manager
Gary B. Snow	D4/Reactor ISS Closure Manager
Robert D. Cantwell	Field Remediation Closure Manager
Jeffrey F. Armatrout	Waste Operations Manager
Gordon L. Dover	Project Integration Manager
Daniel L. Plung	Project Services Manager

- C. Correspondence related to this contract change is identified below:
1. RL Ltr. 12-PRO-0297, J. J. Short to C. A. Johnson, WCH, “Contract No. DE-AC06-05RL14655 – Washington Closure Hanford, LLC (WCH) Key Personnel Change,” dated July 10, 2012
 2. WCH Ltr. CCN 166315, S. L. Feaster to J. J. Short, RL, “Washington Closure Hanford LLC Key Personnel Change – Clause H-25, Key Personnel,” dated June 21, 2012

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

End of Modification No. 397

Contracting Officer required by this clause. Unless approved in writing by the Contracting Officer, no Key Personnel position will remain unfilled by a permanent replacement for more than 60 days. The Key Personnel list shall be amended during the course of the Contract to add or delete Key Personnel as appropriate and approved by the Contracting Officer.

- (b) Anytime the overall RCC Project Manager is replaced or removed for any reason under the Contractor's control within two (2) years of being placed in the position, Earned and Interim Fee will be reduced by \$1,000,000. In addition, each time any of the other Key Personnel proposed (except the Transition Manager) are replaced or removed for any reason under the Contractor's control within two (2) years of being placed in the position, Earned and Interim Fee will be reduced by \$500,000 for each removed or replaced individual.
- (c) The Contractor may request, in writing, that the Contracting Officer waive all or part of a reduction, if special circumstances exist. The Contracting Officer shall have sole unilateral discretion to waive or not waive all or part of a reduction.

The following is a list of Key Personnel for this Contract:

Name	Position
Carol A. Johnson	Project Manager
Bruce C. Covert	Environmental, Safety, Quality, and Health (ESQH) and Closure Manager
Gary B. Snow	D4/Reactor ISS Closure Manager
Robert D. Cantwell	Field Remediation Closure Manager
Jeffrey F. Armatrout	Waste Operations Manager
Gordon L. Dover	Project Integration Manager
Daniel L. Plung	Project Services Manager