

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE
PAGE OF PAGES
1 3

2. AMENDMENT/MODIFICATION NO. A076	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REQ. NO. N/A	5. PROJECT NO. (If applicable)
6. ISSUED BY U.S. Department of Energy Strategic Petroleum Reserve Project Management Office 900 Commerce Road, East New Orleans, LA 70123	7. ADMINISTERED BY (If other than Item 6)	CODE	

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP code) DynMcDermott Petroleum Operations Company 850 So. Clearview Parkway New Orleans, LA 70123	(U)	9A. AMENDMENT OF SOLICITATION NO.
		9B. DATED (SEE ITEM 11)
		10A. MODIFICATION OF CONTRACT/ORDER NO. X DE-AC96-03PO92207
		10B. DATED (SEE ITEM 13) X January 28, 2003
CODE	FACILITY CODE	

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 ACKNOWLEDGMENT 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)
N/A

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

(N)	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, appropriating 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: Clauses H.8-Work Authorization System, I.93-DEAR 970.5215-1 Total Available Fee, B.5-Contract Value, I.15-FAR 52.219-9 Small Business Subcontracting Plan, H.21 & I.19-FAR 52.222-2 – Payment of Overtime Premium, Section I – Contract Clauses, DEAR 970.5204-2 Laws, Regulations & DOE/SPRPMO Directives, DEAR 952.215-70 Key Personnel, H.23 Managerial Personnel, I. 123-DEAR 970.5243-1 – Changes, and Mutual Agreement of the Parties
	D. OTHER (Specify type of modification and authority)


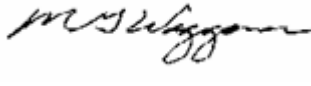
E. IMPORTANT: Contractor is not, is required to sign this document and return 1 copy to the issuing office.

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

A. **Reference Section B., B.5 – Contract Value:**
The Contract Value is revised to update the Fiscal Year (FY) 2007 estimated costs to reflect Work Authorization Directive revisions issued through September 20, 2007; incorporate the FY 2008 approved Annual Operating Plan, and the FY 2008 negotiated Performance Fee. As a result, the total contract value is increased by \$4,844,712 from \$1,165,782,841 to \$1,170,627,553.

B. **Reference Section C. – Paragraph C. 5, entitled “Facility Operations and Infrastructure”** is hereby incorporated. This language is added to incorporate requirements regarding Executive Order 13423, Strengthening Federal Environmental, Energy, and Transportation Management. (See Page C-13 attached)

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) Randy J. Sutton, Contracts Manager	16A. NAME AND TITLE OF CONTRACTING OFFICER (TYPE OR PRINT) M. G. Waggoner, Contracting Officer
15B. CONTRACTOR/OFFEROR  BY _____ (Signature of person authorized to sign)	16B. UNITED STATES OF AMERICA  BY _____ (Signature of Contracting Officer)
15C. DATE SIGNED 9/21/07	16C. DATE SIGNED 9/21/07

INSTRUCTIONS

Instructions for items other than those that are self-explanatory, are as follows:

- (a) Item 1 (Contract ID Code). Insert the contract type identification code that appears in the title block of the contract being modified.
- (b) Item 3 (Effective date).
- (1) For a solicitation amendment, change order, or administrative change, the effective date shall be the issue date of the amendment, change order, or administrative change.
 - (2) For a supplemental agreement, the effective date shall be the date agreed to by the contracting parties.
 - (3) For a modification issued as an initial or confirming notice of termination for the convenience of the Government, the effective date and the modification number of the confirming notice shall be the same as the effective date and modification number of the initial notice.
 - (4) For a modification converting a termination for default to a termination for the convenience of the Government, the effective date shall be the same as the effective date of the termination for default.
 - (5) For a modification confirming the contracting officer's determination of the amount due in settlement of a contract termination, the effective date shall be the same as the effective date of the initial decision.
- (c) Item 6 (Issued By). Insert the name and address of the issuing office. If applicable, insert the appropriate issuing office code in the code block.
- (d) Item 8 (Name and Address of Contractor). For modifications to a contract or order, enter the contractor's name, address, and code as shown in the original contract or order, unless changed by this or a previous modification.
- (e) Items 9, (Amendment of Solicitation No.-Dated), and 10, (Modification of Contract/Order No.-Dated). Check the appropriate box and in the corresponding blanks insert the number and date of the original solicitation, contract, or order.
- (f) Item 12 (Accounting and Appropriation Data). When appropriate, indicate the impact of the modification on each affected accounting classification by inserting one of the following entries:
- (1) Accounting classification
Net increase \$.....
 - (2) Accounting classification
Net decrease \$.....
- NOTE: If there are changes to multiple accounting classifications that cannot be placed in block 12, insert an asterisk and the words "See continuation sheet".
- (g) Item 13. Check the appropriate box to indicate the type of modification. Insert in the corresponding blank the authority under which the modification is issued. Check whether or not contractor must sign this document. (See FAR 43.103.)
- (h) Item 14 (Description of Amendment/Modification).
- (1) Organize amendments or modifications under the appropriate Uniform Contract Format (UCF) section headings from the applicable solicitation or contract. The UCF table of contents, however, shall not be set forth in this document.
 - (2) Indicate the impact of the modification on the overall total contract price by inserting one of the following entries:
 - (i) Total contract price increased by \$.....
 - (ii) Total contract price decreased by \$.....
 - (iii) Total contract price unchanged.
 - (3) State reason for modification.
 - (4) When removing, reinstating, or adding funds, identify the contract items and accounting classifications.
 - (5) When the SF 30 is used to reflect a determination by the contracting officer of the amount due in settlement of a contract terminated for the convenience of the Government, the entry in Item 14 of the modification may be limited to -
 - (i) A reference to the letter determination; and
 - (ii) A statement of the net amount determined to be due in settlement of the contract.
 - (6) Include subject matter or short title of solicitation/ contract where feasible.
- (i) Item 16B. The contracting officer's signature is not required on solicitation amendments. The contracting officer's signature is normally affixed last on supplemental agreements.

NAME OF OFFEROR/CONTRACTOR **DYNMCDERMOTT PETROLEUM OPERATIONS COMPANY**

- C. Reference Section H. H.21 – Payment of Overtime Premium:
The Overtime Premium for Fiscal Year 2008 is \$500,000.
- D. Reference Section I. Contract Clauses:
Contract Clauses have been revised to incorporate the changes to the Federal Acquisition Regulations through FAC 2005-20 as delineated below. (Revised Section I Table of Contents attached)
- E. Reference Section J., Appendix D – Small Business Subcontracting Plan:
The subcontracting goals for Fiscal Year 2008 are incorporated. (See Attached)
- F. Reference Section J, APPENDIX F – List of Applicable DOE/SPRPMO Directives:
The DOE/SPRPMO Directives List has been revised to incorporate the changes delineated below. (Revised list attached)
- G. Reference Section J, APPENDIX G – KEY PERSONNEL:
The List of Key Personnel has been updated to reflect approved changes. (Revised list attached)
- H. Reference Section J, APPENDIX K – MANAGERIAL PERSONNEL:
The List of Managerial Personnel has been updated to reflect approved changes. (Revised list attached)

Section I – The following clauses have been updated in accordance with Federal Acquisition Circular 2005-19 and 2005-20:

Clause No.	FAR Reference	Title	Date
I.8	FAR 52.203-12	Limitation on Payments to Influence Certain Federal Transactions	Sept 2007
I.15	FAR 52.219-9	Small Business Subcontracting Plan	Sept 2007
I. 129	FAR 52.204-9	Personal Identity Verification of Contractor Personnel	Sept 2007
1.130	FAR 52.222-50	Combating Trafficking in Persons	Aug 2007

Section J – Appendix F – DOE/SPRPMO Directives:

Deleted:

- *DOE M 205.1 -1 – Incident Prevention, Warning, and Response Manual (09/30/04)
- *DOE M 205.1-2 – Clearing, Sanitizing, and Destruction of Information System Storage Media, Memory, Devices, and Other Related Hardware (06/26/05)
- **DOE M 471.2-2 – Classified Information Systems Security Manual (08/03/99)
- ***DOE N 206.3 – Personal Identity Verification (11/22/05)
- ****SPRPMO O 471.1 (03/15/02) Change 1 (12/08/03) – Sensitive Unclassified Information

NAME OF OFFEROR/CONTRACTOR **DYNMCDERMOTT PETROLEUM OPERATIONS COMPANY**

Added:

DOE M 205.1-4 – National Security System Manual (03/08/07)

DOE N 206.4 – Personal Identity Verification (06/29/07)

SPRPMO O 200.3 – Information Technology Guidance Implementation Process
(07/12/07)

SPRPMO M 470.4-1 – SPRPMO Security Manual (07/13/07)

Updated:

Change 2 (06/12/07) to DOE M 231.1A – Environment, Safety and Health Reporting
Manual

Change 1 (06/29/07) to DOE M 470.4-4 – Information Security

SPRPMO O 451.1C – SPRPMO National Environmental Policy Act (NEPA)
Implementation Plan (01/26/07)

*Canceled by DOE N 205.17.

**Replaced by DOE M 205.1-4.

***Replaced by DOE N 206.4

****Replaced by SPRPMO M 470.4-1

B.3 OBLIGATION OF FUNDS

The amount of funds obligated under this contract, in accordance with the Contract Clause entitled “Obligation of Funds”, is \$582,103,367.

B.4 AVAILABILITY OF APPROPRIATED FUNDS

The duties and obligation of the Government hereunder calling for the expenditure of appropriated funds shall be subject to the availability of funds appropriated by the Congress, which the Department of Energy may legally spend for such purposes.

B.5 CONTRACT VALUE

The contract value consisting of the estimated costs and negotiated fee by fiscal year (base plus option) is set forth below:

Fiscal Year	Estimated Costs	Performance Fee	Multi-Year Cost Reduction Fee	FY TOTAL
Transition Period 2/1/03 – 3/31/03	\$0	\$0	\$0	¹ \$0
FY 2003 (6 mos.)	\$88,436,173	\$2,742,307	\$1,000,000	*\$92,178,480
FY 2004	\$107,658,267	\$4,827,176	\$2,000,000	*\$114,485,443
FY 2005	\$97,439,730	\$4,965,611	\$2,000,000	*\$104,405,341
FY 2006	\$104,606,596	\$5,617,807	\$2,000,000	*\$112,224,403
FY 2007	\$108,128,636	\$5,699,000	\$2,000,000	\$115,827,636
FY 2008	\$104,038,680	\$6,651,105	\$1,000,000	\$111,689,785
FY 2009	\$106,786,965	TBD	TBD	TBD
FY 2010	\$114,872,000	TBD	TBD	TBD
FY 2011	\$117,283,000	TBD	TBD	TBD
FY 2012	\$119,745,000	TBD	TBD	TBD
FY 2013 (6 mos.)	\$61,129,500	TBD	TBD	TBD
Total Contract Value	\$1,130,124,547	\$30,503,006	\$10,000,000	\$1,170,627,553

B.6 ALLOWABILITY OF SUBCONTRACTOR FEE

All fees to be paid to members of a Contractor team, including affiliates, identified in the offer must be included in the available fee payable under Clause B.2. The term affiliate is defined as, associated business concerns or individuals if, directly or indirectly (1) either one controls or can control the other; or (2) a third party controls or can control both. A “Contractor Team Arrangement”, as used in the FAR, means an arrangement in which (1) Two or more companies form a partnership or joint venture to act as a potential prime contractor; or (2) A potential prime contractor agrees with one or more other companies to have them act as its subcontractors under a specified Government contract or acquisition program. For the purpose of this clause, this definition does not apply to the subcontractors whose contracts have been assumed, so long as the terms and conditions of those subcontracts are not altered as a result of interactions with the Offeror prior to award of this contract.

¹The Transition Period costs of \$3,518 are included in the FY03 costs of \$88,436,173.

*Fiscal Year Total reflects actual costs, actual performance fee earned, and available Multi-Year Cost Reduction fee. The actual fee earned for Cost Reductions will not be determined until the end of the Base Contract Period.

All work under this contract shall conform to the requirements set forth in the following documents:

SPR Level I Technical and Performance Criteria (April 1999)

SPR Level II Performance Criteria (December 1999)

SPR Level III Design Criteria (November 2001)

C. 5 - Facility Operations and Infrastructure

The contractor shall assist DOE through direct participation and other support in achieving DOE's energy efficiency goals and objectives in electricity, water, and thermal consumption, conservation, and savings, including goals and objectives contained in Executive Order 13423, Strengthening Federal Environmental, Energy and Transportation Management. The contractor shall maintain and update, as appropriate, its Site Plan (as required elsewhere in the contract) to include detailed plans and milestones for achieving site-specific energy efficiency goals and objectives. With respect to this paragraph, the Plan shall consider all potential sources of funds, in the following order: 1) the maximum use of private sector, third-party financing applied on a life cycle cost effective basis, particularly from Energy Saving Performance Contracts and Utility Energy Services Contracts awarded by DOE; and 2) only after third-party financing options are evaluated, in the event that energy efficiency and water conservation improvements cannot be effectively incorporated into a private sector financing arrangement that it is in the best interests of the Government, then DOE funding and funding from overhead accounts can be utilized.

SECTION I
CONTRACT CLAUSES

Application of FAR and DEAR Clauses is incorporated by reference as explained in FAR 52.252-2. Subsequent changes to FAR and DEAR are not applicable to this contract unless incorporated by Contract Modification. Additional information required by certain clauses is provided below.

<u>Clause No.</u>	FAR/DEAR Reference	Title	<u>Fill-In Information (See FAR 52.104(d))</u>
I.1	FAR 52.202-1 DEAR 952.202-1	DEFINITIONS (JUL 2004) (AS MODIFIED BY DEAR DEFINITIONS (APR 2002)	None
I.2	FAR 52.203-3	GRATUITIES (APR 1984)	None
I.3	FAR 52.203-5	COVENANT AGAINST CONTINGENT FEES (APR 1984)	None
I.4	FAR 52.203-6	RESTRICTIONS ON SUBCONTRACTOR SALES TO THE GOVERNMENT (SEPT 2006)	None
I.5	FAR 52.203-7	ANTI-KICKBACK PROCEDURES (JULY 1995)	None
I.6	FAR 52.203-8	CANCELLATION, RECISSION, AND RECOVERY OF FUNDS FOR ILLEGAL OR IMPROPER ACTIVITY (JAN 1997)	None
I.7	FAR 52.203-10	PRICE OR FEE ADJUSTMENT FOR ILLEGAL OR IMPROPER ACTIVITY (JAN 1997)	None
I.8	FAR 52.203-12	LIMITATION ON PAYMENTS TO INFLUENCE CERTAIN FEDERAL TRANSACTIONS (SEPT 2007)	None
I.9	FAR 52.204-1	APPROVAL OF CONTRACT (DEC 1989)	DOE Procurement Executive or Designee
I.10	FAR 52.204-4	PRINTED OR COPIED DOUBLE-SIDED ON RECYCLED PAPER (AUG 2000)	None
I.11	FAR 52.209-6	PROTECTING THE GOVERNMENT'S INTEREST WHEN SUBCONTRACTING WITH CONTRACTORS DEBARRED, SUSPENDED, OR PROPOSED FOR DEBARMENT (SEPT 2006)	None
I.12	FAR 52.211-5	MATERIAL REQUIREMENTS (AUG 2000)	None
I.13	FAR 52.215-8	ORDER OF PRECEDENCE – UNIFORM CONTRACT FORMAT (OCT 1997)	None
I.14	FAR 52.219-8	UTILIZATION OF SMALL BUSINESS CONCERNS (MAY 2004)	None
I.15	FAR 52.219-9	SMALL BUSINESS SUBCONTRACTING PLAN (SEPT 2007)	None

I.16	FAR 52.219-16	LIQUIDATED DAMAGES- SUBCONTRACTING PLAN (JAN 1999)	None
I.17	FAR 52.219-25	SMALL DISADVANTAGED BUSINESS PARTICIPATION PROGRAM – DISADVANTAGED STATUS AND REPORTING (OCT 1999)	None
I.18	FAR 52.222-1	NOTICE TO THE GOVERNMENT OF LABOR DISPUTES (FEB 1997)	None
I.19	FAR 52.222-2	PAYMENT OF OVERTIME PREMIUM (JULY 1990)	OT Premium: \$375,000
I.20	FAR 52.222-3	CONVICT LABOR (JUNE 2003)	None
I.21	FAR 52.222-4	CONTRACT WORK HOURS AND SAFETY STANDARDS ACT-OVERTIME COMPENSATION (JULY 2005)	None
I.22	FAR 52.222-6	DAVIS-BACON ACT (JULY 2005)	None
I.23	FAR 52.222-7	WITHHOLDING OF FUNDS (FEB 1988)	None
I.24	FAR 52.222-8	PAYROLLS AND BASIC RECORDS (FEB 1988)	None
I.25	FAR 52.222-9	APPRENTICES AND TRAINEES (JULY 2005)	None
I.26	FAR 52.222-10	COMPLIANCE WITH COPELAND ACT REQUIREMENTS (FEB 1988)	None
I.27	FAR 52.222-11	SUBCONTRACTS (LABOR STANDARDS) (JULY 2005)	None
I.28	FAR 52.222-12	CONTRACT TERMINATION- DEBARMENT (FEB 1988)	None
I.29	FAR 52.222-13	COMPLIANCE WITH DAVIS-BACON AND RELATED ACT REGULATIONS (FEB 1988)	None
I.30	FAR 52.222-14	DISPUTES CONCERNING LABOR STANDARDS (FEB 1988)	None
I.31	FAR 52.222-15	CERTIFICATION OF ELIGIBILITY (FEB 1988)	None
I.32	FAR 52.222-16	APPROVAL OF WAGE RATES (FEB 1988)	None
I.33	FAR 52.222-20	WALSH-HEALEY PUBLIC CONTRACTS ACT (DEC 1996)	None
I.34	FAR 52.222-21	PROHIBITION OF SEGREGATED FACILITIES (FEB 1999)	None
I.35	FAR 52.222-26	EQUAL OPPORTUNITY (MAR 2007)	None
I.36	FAR 52.222-35	EQUAL OPPORTUNITY FOR SPECIAL DISABLED VETERANS, VETERANS OF THE VIETNAM ERA, AND OTHER ELIGIBLE VETERANS (SEPT 2006)	None
I.37	FAR 52.222-36	AFFIRMATIVE ACTION FOR WORKERS WITH DISABILITIES (JUNE 1998)	None

I.38	FAR 52.222-37	EMPLOYMENT REPORTS ON SPECIAL DISABLED VETERANS, VETERANS OF THE VIETNAM ERA, AND OTHER ELIGIBLE VETERANS (SEPT 2006)	None
I.39	FAR 52.222-38	COMPLIANCE WITH VETERANS' EMPLOYMENT REPORTING REQUIREMENTS (DEC 2001)	None
I.40	FAR 52.222-41	SERVICE CONTRACT ACT OF 1965, AS AMENDED (JULY 2005)	None
I.41	FAR 52.225-9	BUY AMERICAN ACT – CONSTRUCTION MATERIALS (JAN 2005)	Paragraph (b) (2): None
I.42	FAR 52.223-3	HAZARDOUS MATERIAL IDENTIFICATION AND MATERIAL SAFETY DATA (JAN 1997) ALTERNATE I (JUL 1995)	As Required
I.43	FAR 52.223-5	POLLUTION PREVENTION AND RIGHT-TO-KNOW INFORMATION ((AUG 2003)	None
I.44	FAR 52.223-6	DRUG-FREE WORKPLACE (MAY 2001)	None
I.45	FAR 52.223-10	WASTE REDUCTION PROGRAM (AUG 2000)	None
I.46	FAR 52.223-11	OZONE-DEPLETING SUBSTANCES (MAY 2001)	None
I.47	FAR 52.223-12	REFRIGERATOR EQUIPMENT AND AIR CONDITIONERS (MAY 1995)	None
I.48	FAR 52.223-14	TOXIC CHEMICAL RELEASE REPORTING (AUG 2003)	None
I.49	FAR 52.224-1	PRIVACY ACT NOTIFICATION (APR 1984)	None
I.50	FAR 52.224-2	PRIVACY ACT (APR 1984)	None
I.51	FAR 52.225-1	BUY AMERICAN ACT - SUPPLIES (JUN 2003)	None
I.52	FAR 52.225-13	RESTRICTIONS ON CERTAIN FOREIGN PURCHASES (FEB 2006)	None
I.53	FAR 52.226-1	UTILIZATION OF INDIAN ORGANIZATIONS AND INDIAN-OWNED ECONOMIC ENTERPRISES (JUN 2000)	None
I.54	FAR 52.227-23	RIGHTS TO PROPOSAL DATA (TECHNICAL) (JUN 1987)	(All of Volumes II and III), (August 9, 2002)
I.55	FAR 52.230-2	COST ACCOUNTING STANDARDS (APR 1998)	None
I.56	FAR 52.230-6	ADMINISTRATION OF COST ACCOUNTING STANDARDS (APR 2005)	None
I.57	FAR 52.232-17	INTEREST (JUN 1996)	None

I.58	FAR 52.232-23	ASSIGNMENT OF CLAIMS (JAN 1986)	None
I.59	FAR 52.233-1	DISPUTES (JUL 2002) ALTERNATE I (DEC 1991)	None
I.60	FAR 52.233-3	PROTEST AFTER AWARD (AUG 1996) ALTERNATE I (JUN 1985)	None
I.61	FAR 52.237-3	CONTINUITY OF SERVICES (JAN 1991)	None
I.62	FAR 52.242-1	NOTICE OF INTENT TO DISALLOW COSTS (APR 1984)	None
I.63	FAR 52.242-13	BANKRUPTCY (JUL 1995)	None
I.64	FAR 52.244-5	COMPETITION IN SUBCONTRACTING (DEC 1996)	None
I.65	FAR 52.244-6	SUBCONTRACTS FOR COMMERCIAL ITEMS (MAR 2007)	None
I.66	FAR 52.247-63	PREFERENCE FOR U.S.-FLAG AIR CARRIERS (JUN 2003)	None
I.67	FAR 52.247-64	PREFERENCE FOR PRIVATELY OWNED U.S.-FLAG COMMERCIAL VESSELS (FEB 2006)	None
I.68	FAR 52.249-6	TERMINATION (COST REIMBURSEMENT) (MAY 2004) (MODIFIED)	Clause Attached (full text)
I.69	FAR 52.249-14	EXCUSABLE DELAYS (APR 1984)	None
I.70	FAR 52.251-1	GOVERNMENT SUPPLY SOURCES (MODIFIED) (APR 1984)	Clause Attached (full text)
I.71	FAR 52.251-2	INTERAGENCY FLEET MANAGEMENT SYSTEM VEHICLES AND RELATED SERVICES (JAN 1991)	Correct last citation to read "41 CFR 101-38."
I.72	FAR 52.252-2	CLAUSES INCORPORATED BY REFERENCE (FEB 1998)	Clause Attached (full text)
I.73	FAR 52.252-6	AUTHORIZED DEVIATIONS IN CLAUSES (APR 1984)	Clause Attached (Full Text)
I.74	FAR 52.253-1	COMPUTER GENERATED FORMS (JAN 1991)	None
I.75	DEAR 952.203-70	WHISTLEBLOWER PROTECTION FOR CONTRACTOR EMPLOYEES (DEC 2000)	None
I.76	DEAR 952.204-2	SECURITY (MAY 2002)	None
I.77	DEAR 952.204-70	CLASSIFICATION/DECLASSIFICATION (SEP 1997)	None
I.78	DEAR 952.247-70	FOREIGN TRAVEL (DEC 2000)	None
I.79	DEAR 952.204-75	PUBLIC AFFAIRS (DEC 2000)	None
I.80	DEAR 952.209-72	ORGANIZATIONAL CONFLICTS OF INTEREST (JUN 1997) ALTERNATE I	Paragraph (b)(1)(i) three (3) years. The words "advisory and assistance services" used throughout this clause shall be changed to "management and professional support services"

I.81	DEAR 952.215-70	KEY PERSONNEL (DEC 2000)	Section J – Appendix G
I.82	DEAR 952.217-70	ACQUISITION OF REAL PROPERTY (APR 1984)	None
I.83	DEAR 952.224-70	PAPERWORK REDUCTION ACT (APR 1984)	None
I.84	DEAR 952.226-74	DISPLACED EMPLOYEE HIRING PREFERENCE (JUNE 1997)	None
I.85	DEAR 952.251-70	CONTRACTOR EMPLOYEE TRAVEL DISCOUNTS (DEC 2000)	None
I.86	DEAR 970.5203-1	MANAGEMENT CONTROLS (JUNE 2007)	None
I.87	DEAR 970.5203-2	PERFORMANCE IMPROVEMENT AND COLLABORATION (MAY 2006)	None
I.88	DEAR 970.5203-3	CONTRACTOR'S ORGANIZATION (DEC 2000) (DEVIATION) [USE DEAR 970.5204-12 CONTRACTOR'S ORGANIZATION (APR 1984)]	Clause Attached (Full Text)
I.89	DEAR 970.5204-1	COUNTERINTELLIGENCE (DEC 2000)	None
I.90	DEAR 970.5204-2	LAWS, REGULATIONS, AND DOE/SPRPMO DIRECTIVES (DEC 2000)	None
I.91	DEAR 970.5204-3	ACCESS TO AND OWNERSHIP OF RECORDS (JULY 2005)	Contractor-owned records: (b): Paragraphs (1) through (4) (Paragraph (5) is not applicable to this solicitation/contract)
I.92	DEAR 970.5208-1	PRINTING (DEC 2000)	None
I.93	DEAR 970.5215-1	TOTAL AVAILABLE FEE: BASE FEE AMOUNT AND PERFORMANCE FEE AMOUNT (DEC 2000), ALTERNATE I (DEC 2000) AND ALTERNATE III (DEC 2000)	Alternate III, paragraph (f): 10 calendar days
I.94	RESERVED		
I.95	DEAR 970.5215-3	CONDITIONAL PAYMENT OF FEE, PROFIT, AND OTHER INCENTIVES – FACILITY MANAGEMENT CONTRACTS (JAN 2004), ALTERNATE II (JAN 2004)	Clause Attached (Full Text)
I.96	RESERVED		
I.97	DEAR 970.5222-1	COLLECTIVE BARGAINING AGREEMENTS-MANAGEMENT AND OPERATING CONTRACTS (DEC 2000)	None
I.98	DEAR 970.5222-2	OVERTIME MANAGEMENT (DEC 2000)	None
I.99	DEAR 970.5223-1	INTEGRATION OF ENVIRONMENT, SAFETY AND HEALTH INTO WORK PLANNING AND EXECUTION (DEC 2000)	None
I.100	DEAR 970.5223-2	AFFIRMATIVE PROCUREMENT PROGRAM (MAR 2003)	None

I.101	DEAR 970.5226-1	DIVERSITY PLAN (DEC 2000)	None
I.102	DEAR 970.5226-3	COMMUNITY COMMITMENT (DEC 2000)	None
I.103	DEAR 970.5227-1	RIGHTS IN DATA—FACILITIES (DEC 2000)	None
I.104	DEAR 970.5227-4	AUTHORIZATION AND CONSENT (AUG 2002)	None
I.105	DEAR 970.5227-5	NOTICE AND ASSISTANCE REGARDING PATENT AND COPYRIGHT INFRINGEMENT (AUG 2002)	None
I.106	DEAR 970.5227-6	PATENT INDEMNITY SUBCONTRACTORS (DEC 2000)	None
I.107	DEAR 970.5227-8	REFUND OF ROYALTIES (AUG 2002)	None
I.108	DEAR 970.5227-11	PATENT RIGHTS - MANAGEMENT AND OPERATING CONTRACTS, FOR PROFIT CONTRACTOR, NON-TECHNOLOGY TRANSFER (DEC 2000)	None
I.109	DEAR 970.5228-1	INSURANCE-LITIGATION AND CLAIMS (MAR 2002)	None
I.110	DEAR 970.5229-1	STATE AND LOCAL TAXES (DEC 2000)	None
I.111	DEAR 970.5231-4	PREEXISTING CONDITIONS (DEC 2000) ALTERNATE I (DEC 2000)	Insert in paragraph (a) “April 1, 2003” “Strategic Petroleum Reserve” “DE-AC96-93PO18000”
I.112	DEAR 970.5232-1	REDUCTION OR SUSPENSION OF ADVANCE, PARTIAL, OR PROGRESS PAYMENTS (DEC 2000)	None
I.113	DEAR 970.5232-2	PAYMENTS AND ADVANCES (DEC 2000) ALTERNATE II (DEC 2000), ALTERNATE III (DEC 2000)	Insert in Paragraph (c) “Appendix C”
I.114	DEAR 970.5232-3	ACCOUNTS, RECORDS, AND INSPECTION (JUNE 2007)	None
I.115	DEAR 970.5232-4	OBLIGATION OF FUNDS (DEC 2000)	Insert in Paragraph (a) “Set forth in Section B.” Insert in Paragraph (c) “90”, “90”.
I.116	DEAR 970.5232-5	LIABILITY WITH RESPECT TO COST ACCOUNTING STANDARDS (DEC 2000)	None
I.117	DEAR 970.5232-6	WORK FOR OTHERS FUNDING AUTHORIZATIONS (DEC 2000)	None
I.118	DEAR 970.5232-7	FINANCIAL MANAGEMENT SYSTEM (DEC 2000)	None
I.119	DEAR 970.5232-8	INTEGRATED ACCOUNTING (DEC 2000)	None
I.120	DEAR 970.5236-1	GOVERNMENT FACILITY SUBCONTRACT APPROVAL (DEC 2000)	None
I.121	RESERVED		
I.122	DEAR 970.5242-1	PENALTIES FOR UNALLOWABLE	None

		COSTS (DEC 2000)	
I.123	DEAR 970.5243-1	CHANGES (DEC 2000)	None
I.124	DEAR 970.5244-1	CONTRACTOR PURCHASING SYSTEM (MAY 2006)	None
I.125	DEAR 970.5245-1	PROPERTY (DEC 2000)	None
I.126	DEAR 970.5223-5	DOE MOTOR VEHICLE FLEET FUEL EFFICIENCY (OCT 2003)	None
I.127	FAR 52.222-39	NOTIFICATION OF EMPLOYEE RIGHTS CONCERNING PAYMENT OF UNION DUES FOR FEES (DEC 2004)	None
I.128	FAR 52.233-4	APPLICABLE LAW FOR BREACH OF CONTRACT CLAIM (OCT 2004)	None
I.129	FAR 52.204-9	PERSONAL IDENTITY VERIFICATION OF CONTRACTOR PERSONNEL (SEPT 2007)	None
I.130	FAR 52.222-50	COMBATING TRAFFICKING IN PERSONS (AUG 2007)	None
I.131	AL 2006-09	ENERGY EFFICIENCY IN ENERGY CONSUMING PRODUCTS (JULY 2006)	Clause Attached (Full Text)
I.132	FAR 52.239-1	PRIVACY OR SECURITY SAFEGUARDS (AUG 1996)	None

**U. S. DEPARTMENT OF ENERGY - STRATEGIC PETROLEUM RESERVE
PROPOSED FISCAL YEAR 2008 DIVERSITY CONTRACTING GOALS**

DynMcDermott Petroleum Operations Company

Contract No. DE-AC96-03PO92207

DOE PRIME CONTRACTS	FISCAL YEAR 2006 ACTUALS		FISCAL YEAR 2007 PROJECTED		FISCAL YEAR 2008 PROPOSED GOALS	
	\$000	%	\$000	%	\$000	%
Total Obligations	N/A	N/A	N/A	N/A	N/A	N/A
Small Business	N/A	N/A	N/A	N/A	N/A	N/A
Small Business Set-Aside	N/A	N/A	N/A	N/A	N/A	N/A
8(a) Contracts	N/A	N/A	N/A	N/A	N/A	N/A
Other Disadvantaged Business	N/A	N/A	N/A	N/A	N/A	N/A
Woman-owned Business	N/A	N/A	N/A	N/A	N/A	N/A

M&O CONTRACTS

Total Obligations	57,286	100.0	46,703	100	48,782	100.0
Small Business	23,879	41.7	19,255	41.3	20,147	41.3
Small Disadvantaged Business	6,338	11.1	2,942	6.3	2,585	5.3
8(a) Contracts	616	1.1	Included in SDB	Included in SDB	Included in SDB	Included in SDB
Veteran Owned Small Business	N/A	N/A	N/A	N/A	N/A	N/A
Service-Disabled Veteran Owned Small Business	282	.5	607	1.3	1,463	3.0
HUBZone Small Business	2,805	4.9	1,027	2.2	1,463	3.0
Small Woman-Owned Business	6,237	10.9	2,708	5.8	2,829	5.8

M&O SUBCONTRACTS -\$00

Total Obligations	399	100	339	100	339	100
Small Business	269	67.4	213	62.8	213	62.8
Small Disadvantaged Business	116	29.0	116	34.2	116	34.2
Service-Disabled Veteran Owned Small Business	17	4.2	4	1.1	4	1.1
Small Woman-Owned Business	24	6.0	24	7.0	24	7.0
HUBZone Small Business	17	4.2	4	1.1	4	1.1

Prepared By: Neil Cagle (504) 734-4466

Date: August 28, 2007

<u><i>DOE/SPRPMO DIRECTIVES</i></u>	<u><i>Date</i></u>	<u><i>Title</i></u>
DOE O 110.3A	01/25/07	Conference Management
DOE O 130.1	09/29/95	Budget Formulation Process
DOE O 142.1	01/13/04	Classified Visits Involving Foreign Nationals
DOE O 142.3	06/18/04	Unclassified Foreign Visits and Assignments
DOE O 151.1C	11/02/05	Comprehensive Emergency Management System
DOE O 200.1	09/30/96	Information Management Program
DOE O 205.1A	12/04/06	Cyber Security Management
DOE O 210.2	06/12/06	DOE Corporate Operating Experience Program
DOE O 221.1	03/22/01	Reporting Fraud, Waste, and Abuse to the Office of Inspector General
DOE O 221.2	03/22/01	Cooperation with the Office of Inspector General
DOE O 224.3	01/24/05	Audit Resolution and Follow-Up Program
DOE O 225.1A	11/26/97	Accident Investigations
DOE O 231.1A	08/19/03	Environment, Safety and Health Reporting
Admin Change	06/03/04	
DOE O 241.1A	04/09/01	Scientific and Technical Information Management
DOE O 243.1	02/03/06	Records Management Program
DOE O 243.2	02/02/06	Vital Records
DOE O 251.1A	01/30/98	Directives System
DOE O 252.1	11/19/99	Technical Standards
DOE O 350.1	09/30/96	Contractor Human Resource Management Programs
Change 001	05/08/98	
DOE O 412.1	04/20/99	Work Authorization System
DOE O 413.1A	04/18/02	Management Control Program
DOE O 413.3A	07/28/06	Program and Project Management for the Acquisition of Capital Assets
DOE O 414.1C	06/17/05	Quality Assurance
DOE O 420.1B	12/22/05	Facility Safety
DOE O 430.1B	09/24/03	Real Property Asset Management
DOE O 430.2A	04/15/02	Departmental Energy & Utilities Management
DOE O 440.1A	03/27/98	Worker Protection Management for DOE Federal and Contractor Employees

DOE O 440.2B Change 1	11/27/02 11/19/06	Aviation Management Safety
DOE O 442.1A	06/06/01	Employee Concerns Program
DOE O 450.1 Change 1 Change 2 Admin Change 1	1/15/03 01/24/05 12/07/05 01/03/07	Environmental Protection Program
DOE O 460.1B	04/04/03	Packaging and Transportation Safety
DOE O 460.2A	12/22/04	Departmental Materials Transportation and Packaging Management
DOE O 470.2B	10/31/02	Safeguards and Security Inspection and Assessment Program
DOE O 470.3A	11/29/05	Design Basis Threat Policy
DOE O 470.4	08/26/05	Safeguards and Security Program
DOE O 471.1A	06/30/00	Identification and Protection of Unclassified Controlled Nuclear Information
DOE O 471.3	04/09/03	Protecting Official Use Only Information
DOE O 475.1	12/10/04	Counterintelligence Program
DOE O 534.1B	01/06/03	Accounting
DOE O 544.1	10/12/04	Priorities and Allocations Program
DOE O 551.1B Change 1	08/19/03	Official Foreign Travel
DOE O 580.1	12/07/05	Department of Energy Personal Property Management Program
DOE 1340.1B	01/07/93	Management of Public Communications Publications and Scientific Technical and Engineering Publications
DOE 1450.4	11/12/92	Consensual Listening-In to or Recording Telephone/Radio Conversations
DOE O 2340.1C	06/08/92	Coordination of General Accounting Office Activities
DOE 5480.19 Change Change 2	07/09/90 05/18/92 10/23/01	Conduct of Operations Requirements for DOE Facilities
DOE 5639.8A	07/23/93	Security of Foreign Intelligence Information and Sensitive Compartmented Information Facilities
DOE 5670.1A	01/15/92	Management and Control of Foreign Intelligence
DOE M 205.1-3	04/17/06	Telecommunications Security Manual
DOE M 205.1-4	03/08/07	National Security System Manual

DOE M 231.1-1A Change 1 Change 2	03/19/04 09/09/04 06/12/07	Environmental Safety and Health Reporting Manual
DOE M 231.1-2	08/19/03	Occurrence Reporting and Processing of Operations Information
DOE M 251.1-1A	01/30/98	Directives System Manual
DOE M 440.1-1A	01/09/06	DOE Explosives Manual
DOE M 450.4-1	11/01/06	Integrated Safety Management System Manual
DOE M 470.4-1 Change 1	08/26/05 03/07/06	Safeguards and Security Program Planning and Management
DOE M 470.4-2 Change 1	08/26/05 03/07/06	Physical Protection
DOE M 470.4-3 Change 1	08/26/05 03/07/06	Protective Force
DOE M 470.4-4 Change 1	08/25/05 06/29/07	Information Security
DOE M 470.4-5	08/26/05	Personnel Security
DOE M 470.4-6	08/26/05	Nuclear Material Control and Accountability
DOE M 470.4-7	08/26/05	Safeguards and Security Program References
DOE M 471.3-1	04/09/03	Manual for Identifying and Protecting Official Use Only Information
DOE M 475.1-1A	02/26/01	Identifying Classified Information
DOE N 203.1	10/02/00	Software Quality Assurance
DOE N 205.2	11/01/99	Foreign National Access to Cyber Systems
DOE N 205.3	11/23/99	Password Generation, Protection, and Use
DOE N 205.8	02/11/04	Cyber Security Requirements for Wireless Devices and Information Systems
DOE N 205.9	02/19/04	Certification and Accreditation Process for Information Systems Including National Security Systems
DOE N 205.10	02/19/04	Cyber Security Requirement for Risk Management
DOE N 205.11	02/19/04	Security Requirements for Remote Access to DOE and Applicable Contractor Information Technology Systems
DOE N 206.4	06/29/07	Personal Identity Verification
DOE P 142.1	07/14/99	Unclassified Foreign Visits and Assignments
DOE P 411.1	01/28/97	Safety Management Functions, Responsibilities, and Authorities Policy
DOE P 441.1	04/26/96	DOE Radiological Health and Safety Policy

DOE P 450.2A	05/15/06	Identifying, Implementing, and Complying with ES&H Requirements
DOE P 450.3	01/25/96	Authorizing Use of the Necessary and Sufficient Process for Standards based ES&H
DOE P 450.4	10/15/96	Safety Management System Policy
DOE P 450.7	08/02/04	DOE ES&H Goals
SPRPMO O 130.1B Change 1	03/14/05	Management and Operating Contractor's Annual Operating Plan Formulation and Execution
SPRPMO O 151.2B	06/06/06	Drawdown Readiness Program
SPRPMO O 200.1	12/11/00	Intranet/Internet Web Page Publishing Process
SPRPMO O 200.2	02/02/02	Information Management Council and Information Systems Planning Committee
SPRPMO O 200.3	07/12/07	Information Technology Guidance Implementation Process
SPRPMO O 206.1 Change 1	11/01/06 02/01/07	Personal Identity Verification
SPRPMO O 210.1A	09/22/06	Milestone Control
SPRPMO O 220.1C	10/04/06	On-Site Management Appraisals
SPRPMO O 220.2C	02/23/05	Observation Reports
SPRPMO O 226.1	11/27/06	Implementation of DOE Oversight Policy
SPRPMO O 231.1A	03/22/07	Occurrence Reporting and Processing System
SPRPMO O 414.1B	11/07/05	Quality Assurance
SPRPMO O 420.1B	05/18/06	Conduct of Operations Requirements for SPR Facilities
SPRPMO O 430.1A	03/05/02	SPRPMO Reliability, Availability and Maintainability Program
SPRPMO O 432.1A	03/22/04	SPR Facilities/Equipment Turnover and Startup Procedure
SPRPMO O 433.1A	09/29/03	Maintenance Management Program
SPRPMO O 434.1B	06/06/06	Recovery Program
SPRPMO O 440.2A	06/02/04	Aviation Implementation Plan
SPRPMO O 451.1C	01/26/07	SPRPMO National Environmental Policy Act (NEPA) Implementation Plan
SPRPMO O 471.4	06/30/04	Reporting Incidents of Security Concern
SPRPMO O 534.1 Change 1	03/15/02 05/14/03	Financial Accounting for the SPR Crude Oil Inventory
SPRPMO M 243.1-1C	04/10/06	Records Disposition Manual
SPRPMO M 410.1-1A Change 1	11/10/03 08/30/06	Configuration Management Program Manual
SPRPMO M 413.1-1	04/11/07	Crude Oil Quality Program and Test Criteria Manual
SPRPMO M 414.1-1A	09/30/03	Quality Assurance Manual

SPRPMO M 434.1-1B Change 1	07/15/02 03/25/03	Petroleum Accountability Manual
SPRPMO M 442.1-1A Change 1	06/04/02 08/25/04	Employee Concerns Manual
SPRPMO M 450.1-1A	09/08/06	Environment Safety and Health Manual
SPRPMO M 470.4-1	07/13/07	SPRPMO Security Manual
SPRPMO N 200.3	10/02/06	Protection of Personally Identifiable Information
SPRPMO N 410.1	09/05/03	Configuration Management for Information, Data and Telecommunication Systems
SPRPMO N 450.1B	11/07/06	SPR Environment Safety and Health Performance Goals, FY 2007
SPRPMO N 523.1A	03/15/04	Management and Operating Contractor Cost Reduction Proposal Implementation Process
SPRPMO P 451.1A	07/15/05	Environmental Policy Statement

APPENDIX G - KEY PERSONNEL

Pursuant to the clause entitled “Key Personnel,” the following positions are considered to be essential to work being performed.

<u>Title</u>	<u>Name</u>
Project Manager	Robert McGough
Director, Operations and Maintenance	Deborah Hojem
Site Director – West Hackberry	TBD
Site Director – Bayou Choctaw	Scott Landry
Site Director – Big Hill	Tim Lewis
Site Director – Bryan Mound	Richard McCalla
Director, Engineering	G. Brian Tuminello
Director, Data Systems/CIO	JP Martinez
Director, Environmental, Safety and Health	William Bozzo
Director, Security and Emergency Preparedness	Duane Johnson
Director, Human Resources & Development	Dione Heusel
Director, Business Operations	TBD
Director, Finance/CFO	Colleen Yates
General Counsel	John Poindexter
Director, Office of Strategy Management	Charles Tolleson

**APPENDIX K
DYNMCDERMOTT PETROLEUM OPERATIONS COMPANY
MANAGERIAL PERSONNEL**

<u>Position</u>	<u>Employee</u>
<u>PROJECT MANAGER</u>	Robert McGough
<u>Direct Reports:</u>	
Director, Business Operations	TBD
Director, Property & Facilities	Melvin Labat
Director, Data Systems	JP Martinez
Director, Engineering	G. Brian Tuminello
Director, Environmental, Safety, & Health	William Bozzo
Director, Finance	Colleen Yates
Director, Human Resources & Development	Dione Heusel
Director, Internal Audit	William Coggin
Director, Operations & Maintenance	Deborah Hojem
Director, Security & Emergency Preparedness	Duane Johnson
Director, Office of Strategy Management	Charles Tolleson
General Counsel	John Poindexter
Manager, Procurement	Mary Ellen Leingang
Contracts Manager	Randy J. Sutton

DATA SYSTEMS

<u>Direct Reports:</u>	
Manager, Business Applications	Mel Rault
Manager, Configuration & Asset Management	Bryan Roussel
Manager, Control Systems	Randal Bridges
Manager, Cyber Security	Chris Shipp
Manager, Enterprise Architecture & Integration	Jason Dodgen
Manager, Network Operations	Leslie Williams
Manager, Technical Services	Brenda Daws
Manager, Records/Document Services	Elizabeth Laiche

ENGINEERING

<u>Direct Reports:</u>	
Manager, Facilities & Engineering Design	Janet Robert
Manager, Operational Systems	Patrick Mihalik
Manager, Special Projects (Vapor Pressure)	Edwin Kapinus
Manager, Project Control	Ken Ehrle

ENVIRONMENTAL SAFETY & HEALTH

<u>Direct Reports:</u>	
Manager, Environmental Department	David Folse
Manager, Occupational Safety & Health	Suzanne Broussard

**APPENDIX K
DYNMCDERMOTT PETROLEUM OPERATIONS COMPANY
MANAGERIAL PERSONNEL**

FINANCE

Direct Reports:

Manager, Budgets and Cost
Manager, Financial Services

Lisa Forsythe
Michele King

GENERAL COUNSEL

Direct Reports:

Senior Project Counsel

Randy Sutton

HUMAN RESOURCES & DEVELOPMENT

Direct Reports:

Manager, Training & Development

Susan Monnot

PROPERTY & FACILITIES

Direct Reports:

Manager, Property

Rod Steib

OPERATIONS AND MAINTENANCE

Direct Reports:

Manager, Cavern Integrity
Manager, Maintenance & Material
Manager, Operations

TBD
Alan Mika
Darryl Rickner

Site Directors:

Bayou Choctaw
Big Hill
Bryan Mound
West Hackberry

Scott Landry
Tim Lewis
Richard McCalla
Bruce Philippi

OFFICE OF STRATEGY MANAGEMENT

Direct Reports:

Manager, QUALITY ASSURANCE

Wade Sickinger

SECURITY & EMERGENCY PREPAREDNESS

Direct Reports:

Manager, Emergency Preparedness
Manager, Personnel & Internal Security
Manager, Protection and Physical Security

August Walter
Jeff Dugar
Jordan Jones