	IENDMENT OF SOLICITATION/				1. CONTRACT ID COE		PAGE C	2
2. AMENDMENT/MODIFICATION NO.		3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCH	ASE F	REQ. NO.	5. PR(JJECT NO.	(If applicable,
Stı 90	BY CODE S. Department of Energy rategic Petroleum Reserve Project D Commerce Road, East w Orleans, LA 70123	Management Office	7. ADMINISTERED BY (If	other	than Item 6) CODE			
	ND ADDRESS OF CONTRACTOR (No., street, county, Stat	te and ZIP code)		<u>(√)</u>	9A. AMENDMI	ENT OF :	SOLICITAT	ION NO.
85	nMcDermott Petroleum Operation 0 So. Clearview Parkway w Orleans, LA 70123		9B. DATED (SEE ITEM 11) 10A. MODIFICATION OF CONTRACT/ORDER NO. DE-AC96-03PO92207 10B. DATED (SEE ITEM 13)					
CODE	11 THIS ITE	FACILITY CODE	MENDMENTS OF SO	X	January 28, 2003			
Offers mu (a) By cor separate I DESIGNA you desire amendme	bove numbered solicitation is amended as set forth st acknowledge receipt of this amendment prior to the npleting Items 8 and 15, and returning co etter or telegram which includes a reference to the solicit TED FOR THE RECEIPT OF OFFERS PRIOR TO to change an offer already submitted, such change int, and is received prior to the opening hour and dat	he hour and date specified in the pies of the amendment; (b) By a solicitation and amendment num THE HOUR AND DATE SPECIF e may be made by telegram or le	solicitation or as amended, cknowledging receipt of this bers. FAILURE OF YOUR / IED MAY RESULT IN REJE	by o ame ACKN	ndment on each copy of t NOWLEDGMENT TO BE I ON OF YOUR OFFER. If	ds: he offer RECEI\ by virtue	r submitted /ED AT TH e of this a	HE PLÁCE mendment
12. ACCO N/A	JNTING AND APPROPRIATION DATA If required)							
		PLIES ONLY TO MODIF THE CONTRACT/ORDE						
(1)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO:					O. IN ITE	M 10A.	
	HE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIEI URSUANT TO THE AUTHORITY OF FAR 43.103(b)	D TO REFLECT THE ADMINISTRATI	IVE CHANGES (such as change	s in pa	aying office, appropriating date	e, etc.) SI	ET FORTH	IN ITEM 14,
-	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: X Various enumerated clauses referenced in Section 14							
D. C	THER (Specify type of modification and authority)							
E. IMP	ORTANT: Contractor 🗌 is not, 🔀 is req	uired to sign this document a	and return <u>1</u> copy to t	he is	suing office.			
14.C	ESCRIPTION OF AMENDMENT/MODIFICATION (Organized	ed by UCF section headings, including	solicitation/contract subject mat	ter wh	ere feasible.)			
	Reference Section B, B.5 CONT As a result of Work Authorization costs are increased by \$415,000 the base period from \$595,360,0 Reference Section C, C.2 – Work sentence.	n Directive revisions) from \$114,989,222)55 to \$595,775,055.	to \$115,404,222, . (Revised Page B	inc 3.3	reasing the total attached)	cont	ract va	alue for
C.	Reference Section I, Contract C Consuming Products (July 2006 Letter 2006-09 dated (07/24/200) (Revised Pages I.7						isition
	rovided herein, all terms and conditions of the document refe	erenced in Item 9A or 10A, as heretof						
	E AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CC			,		
	chael R. Vermeulen, Director Bus	15C. DATE SIGNED	M. G. Waggone				DATE SIG	NED
7	nuchal Rreement	– August 30, 2006	msula	ş - -	~~~~	Au	gust 30), 2006
	(Signature of person authorized to sign)		BY(Signature of C	contra	cting Officer)		-	
	10-01-152-8070 US EDITION UNUSABLE	30-	105		STANDARD F Prescribed by FAR (48 CFR)	GSA		. 10-83)

CONTINUATION SHEET

MODIFICATION A054 DE-AC96-03PO92207

NAME OF OFFEROR/CONTRACTOR DYNMCDERMOTT PETROLEUM OPERATIONS COMPANY

- <u>Reference Section J, APPENDIX F List of Applicable DOE/SPRPMO Directives</u> The DOE/SPRPMO Directives List has been revised to incorporate the changes delineated below. (Revised list attached)
- E.. <u>Reference Section J, APPENDIX K MANAGERIAL PERSONNEL</u> The List of Managerial Personnel has been updated to reflect approved changes. (Revised list attached)

Section J – Appendix F – DOE/SPRPMO Directives:

The following Directives have been added:

 DOE O 210.2 – DOE Corporate Operating Experience Program (06/12/06)
DOE M 205.1-2 – Clearing, Sanitizing, and Destruction of Information Systems Storage Media, Memory Devices, and Other Related Hardware (06/26/05)
SPRPMO M 243.1-1C – Records Disposition Manual

The following Directives have been updated with the most current Directive:

DOE O 420.1B – Facility Safety (12/22/05) SPRPMO O 151.2B – Drawdown Readiness Program (06/06/06) SPRPMO O 434.1B – Recovery Program (06/06/06)

The following Directive has been deleted:

DOE N 205.12 – Clearing, Sanitizing, and Destroying Info Systems Storage Media Memory Devices and Other Related Hardware (02/19/04)

B.3 OBLIGATION OF FUNDS

The amount of funds obligated under this contract, in accordance with the Contract Clause entitled "Obligation of Funds", is <u>\$456,099,706.</u>

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	Performance	Multi-Year Cost	FY TOTAL
	Costs	Fee	Reduction Fee	
Transition Period	\$0	\$0	\$0	¹ \$0
2/1/03 - 3/31/03				
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	\$115,404,222	\$5,792,807	\$2,000,000	\$123,197,029
FY 2007	\$108,068,225			
FY 2008 (6 mos.)	\$53,440,537			
TOTAL (Base Period)	\$570,447,154	\$18,327,901	\$7,000,000	\$595,775,055
FY 2008 (6 mos.)	\$53,440,536			
FY 2009	\$106,786,965			
FY 2010	\$114,872,000			
FY 2011	\$117,283,000			
FY 2012	\$119,745,000			
FY 2013 (6 mos.)	\$61,129,500			

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.

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	DEAR 970.5237-2	FACILITIES MANAGEMENT (DEC 2000)	None
I.122	DEAR 970.5242-1	PENALTIES FOR UNALLOWABLE COSTS (DEC 2000)	None
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 (JAN 2006)	None
I.130	FAR 52.222-50	COMBATING TRAFFICKING IN PERSONS (APR 2006)	None
I.131	AL 2006-09	ENERGY EFFICIENCY IN ENERGY CONSUMING PRODUCTS (JULY 2006)	Clause Attached (Full Text)

financial institution account or use of the Statement of Cost Incurred and Claimed in whole or in part, including direction that specific types of costs be claimed by periodic vouchering. This action shall not relieve the contractor from any obligation to perform its obligations under this contract. In addition, the contracting officer may direct the contractor to pay the Government an amount equal to the unallowable costs or payments improperly made and take any other action or combination of actions provided in the contract, at law, or in equity.

I. 131 AL-2006-09 ENERGY EFFICIENCY IN ENERGY CONSUMING PRODUCTS (JULY 2006)

When the contract requires the specification or delivery of energy consuming products for use in a Federal facility, the contractor will specify or delivery ENERGYSTAR® qualified products or products conforming to the Federal Energy Management Programs (FEMP) Energy Efficiency Requirements, whichever may be applicable, provided products with such a designation are available and are life cycle cost effective and meet applicable performance standards. Information about these products is available for ENERGYSTAR® at http://www.energystar.gov/products and FEMP at http://www.energystar.gov/femp/procurement/eep requirements.cfm.

DOE/SPRPMO		
DIRECTIVES	Date	<u>Title</u>
DOE O 110.3	11/03/99	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 205.1	03/21/03	Cyber Security Management Program
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 226.1	09/15/05	Implementation of DOE Oversight Policy
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 243.3	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 413.3	10/13/00	Program and Project Management for the Acquisition of Capital Assets
Change 1	01/03/05	
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	11/27/02	Aviation Management Safety
DOE O 442.1A	06/06/01	Employee Concerns Program
DOE O 450.1	1/15/03	Environmental Protection Program
Change 1	01/24/05	
Change 2	12/07/05	
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	08/19/03	Official Foreign Travel
Change 1		
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 5480.4	05/15/84	Environmental Protection, Safety, and Health Protection Standards
Change 1	05/16/88	
Change 2	05/16/89	
Change 3	09/20/91	
Change 4	01/07/93	
DOE 5480.19	07/09/90	Conduct of Operations Requirements for DOE Facilities
Change	05/18/92	
Change 2	10/23/01	
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 205.1-1	09/30/04	Incident Prevention, Warning, and Response (IPWAR) Manual
DOE M 205.1-2	06/26/05	Clearing, Sanitizing, and Destruction of Information System Storage Media, Memory

		Devices, and Other Related Hardware	
DOE M 231.1-1A	03/19/04	Environmental Safety and Health Reporting Manual	
Change 1	09/09/04		
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 470.4-1	08/26/05	Safeguards and Security Program Planning and Management	
DOE M 470.4-2	08/26/05	Physical Protection	
DOE M 470.4-3	08/26/05	Protective Force	
DOE M 470.4-4	08/25/05	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 471.2-2	08/03/99	Classified Information Systems Security Manual	
DOE M 471.3-1	04/09/03	Manual for Identifying and Protecting Official Use Only Information	
DOE M 473.1-1	12/23/02	Physical Protection Program Manual	
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 206.3	11/22/05	Personal Identity Verification	
DOE P 142.1	07/14/99	Unclassified Foreign Visits and Assignments	
DOE P 226.1	06/10/05	Department of Energy Oversight Policy	
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	03/14/05	Management and Operating Contractor's Annual Operating Plan Formulation and
Change 1		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 210.1	04/27/01	Milestone Control
Change 1	9/10/03	
SPRPMO O 220.1B	02/11/05	On-Site Management Appraisals
SPRPMO O 220.2C	02/23/05	Observation Reports
SPRPMO O 231.1	09/23/03	Occurrence Reporting and Processing System
SPRPMO O 413.1C	11/04/03	SPR Crude Oil Quality Program and Test Criteria
Change 1	07/06/04	
SPRPMO O 414.1A	08/13/03	Quality Assurance
SPRPMO O 420.1A	03/05/02	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 451.1B	06/17/03	SPRPMO National Environmental Policy Act (NEPA) Implementation Plan
SPRPMO O 471.1	03/15/02	Sensitive Unclassified Information
Change 1	12/08/03	
SPRPMO O 471.4	06/30/04	Reporting Incidents of Security Concern
SPRPMO O 534.1	03/15/02	Financial Accounting for the SPR Crude Oil Inventory
Change 1	05/14/03	
SPRPMO M 243.1-1C	04/10/06	Records Disposition Manual
SPRPMO M 410.1-1A	11/10/03	Configuration Management Program Manual
SPRPMO M 414.1-1A	09/30/03	Quality Assurance Manual

SPRPMO M 434.1-1B	07/15/02	Petroleum Accountability Manual
Change 1	03/25/03	
SPRPMO M 442.1-1A	06/04/02	Employee Concerns Manual
Change 1	08/25/04	
SPRPMO M 470.1-1A	04/02/01	SPRPMO Security Policy Manual
SPRPMO N 410.1	09/05/03	Configuration Management for Information, Data and Telecommunication Systems
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 K DYNMCDERMOTT PETROLEUM OPERATIONS COMPANY MANAGERIAL PERSONNEL

Position

PROJECT MANAGER

Direct Reports: Director, Business Operations Director, Property & Facilities Director, Data Systems Director, Engineering Director, Environmental, Safety, & Health Director, Finance Director, Human Resources & Development Director, Internal Audit Deputy Project Manager for Operations & Maintenance Director, Quality Assurance Director, Security & Emergency Preparedness Director, Office of Strategy Management General Counsel

BUSINESS OPERATIONS

Direct Reports: Manager, Procurement Manager, Project Control Manager, Records/Document Services

DATA SYSTEMS

Direct Reports: Manager, Business Applications Manager, Configuration & Asset Management Manager, Control Systems Manager, Cyber Security Manager, Enterprise Architecture & Integration Manager, Network Operations Manager, Technical Services

ENGINEERING

<u>Direct Reports:</u> Manager, Facilities & Engineering Design Manager, Operational Systems

Janet Robert Patrick Mihalik

ENVIRONMENTAL SAFETY & HEALTH

Direct Reports:

<u>Employee</u>

Robert McGough

Michael Vermeulen Melvin Labat Deborah Hojem JP Martinez Kirkland Jones Colleen Yates Dione Heusel William Coggin G. Brian Tuminello

Warren Jones Duane Johnson Charles Tolleson John Poindexter

Mary Ellen Leingang Ken Ehrle Elizabeth Laiche

Mel Rault Bryan Roussel Randal Bridges Chris Shipp Jason Dodgen Leslie Williams Brenda Daws Manager, Environmental Department Manager, Occupational Safety & Health Bill Bozzo Suzanne Broussard

APPENDIX K DYNMCDERMOTT PETROLEUM OPERATIONS COMPANY MANAGERIAL PERSONNEL

FINANCE

Direct Reports: Manager, Budgets and Cost Manager, Financial Services

GENERAL COUNSEL

Direct Reports: Senior Project Counsel Senior Employment Law Counsel

Randy Sutton Dorian Tuminello

HUMAN RESOURCES & DEVELOPMENT

Direct Reports: Manager, Compensation, Benefits & Employee Services Manager, Training & Development

Vacant

Susan Monnot

Vacant

Michele King

PROPERTY & FACILITIES

Direct Reports: Manager, Property

Rod Steib

OPERATIONS AND MAINTENANCE

Direct Reports: Manager, Cavern Integrity Manager, Maintenance & Material Manager, Operations Manager, Special Projects (Vapor Pressure)

<u>Site Directors</u>: Bayou Choctaw Big Hill Bryan Mound West Hackberry

QUALITY MANAGEMENT

Direct Reports: Manager, Site QA John Farquhar Alan Mika Darryl Rickner Edwin Kapinus

Scott Landry Tim Lewis Richard McCalla Bruce Philippi

Wade Sickinger

SECURITY & EMERGENCY PREPAREDNESS

Direct Reports: Manager, Emergency Preparedness Manager, Personnel & Internal Security Manager, Protection and Physical Security

Joyce Teerling John Turbyne Jordan Jones