AMENDA	MENT OF SOLICITATION	N/MODIFICATION (F CONTRACT		CONTRACT ID CODE	PAGE C	PAGES 2
2. AMENDMENT/MODII		3. EFFECTIVE DATE	4. REQUISITION/PURCHAS	SE REQ	Q. NO.	5. PROJECT NO. (_
A085		SEE BLOCK 16C	See Block 12				
6. ISSUED BY	CODE		7. ADMINISTERED BY (If o	other the	an Item 6) CODE		
Strategic Po 900 Commo	tment of Energy etroleum Reserve Project Ma erce Road, East ns, LA 70123	nagement Office					
	S OF CONTRACTOR (No., street, county, State and	d ZIP code)		<u>(√)</u>	9A. AMENDME	NT OF SOLICITAT	ION NO.
850 So. Cle	mott Petroleum Operations C arview Parkway	Company		-	9B. DATED (SEE ITEM 11)		
New Orlean	ns, LA 70123			XI	10A. MODIFICATION OF COL DE-A C96-03PO9220' 10B. DATED (SEE ITEM 13)		Ю.
CODE		FACILITY CODE		\mathbf{x}	January 28, 2003		
	11. THIS ITE	EM ONLY APPLIES TO AN	MENDMENTS OF SOL	_			
RECEIPT OF OFFERS submitted, such change specified. 12. ACCOUNTING AND PO92207.08.00	s a reference to the solicitation and amendme. PRIOR TO THE HOUR AND DATE SPEC may be made by telegram or letter, provided APPROPRIATION DATA If required) 5 - 1610704 25400 DX-00400 6 - 1610979 25400 DX-00400	CIFIED MAY RESULT IN REJECT d each telegram or letter makes refered to the control of the contro	ION OF YOUR OFFER. If by	virtue	e of this amendment you des	ire to change an o	ffer already
		APPLIES ONLY TO MODIF	FICATIONS OF CONTR	RAC	TS/ORDERS,		
	IT MODIFIES	S THE CONTRACT/ORDE	R NO. AS DESCRIBED	IN I	TEM 14.		
(√) A. THIS CF	HANGE ORDER IS ISSUED PURSUANT TO: (Sp.	pecify authority) THE CHANGES SET FO	RTH IN ITEM 14 ARE MADE IN 1	ГНЕ СО	ONTRACT ORDER NO. IN ITE	EM 10A.	
	IUMBERED CONTRACT/ORDER IS MODIFIED ORITY OF FAR 43.103(b).	TO REFLECT THE ADMINISTRATIVE	CHANGES (such as changes in pa	ying off	fice, appropriating date, etc.) SE	T FORTH IN ITEM	14, PURSUANT
X Clauses H. DEAR 970	MENTAL AGREEMENT IS ENTERED INTO PUR 8-Work Authorization System .5215-1 Total Available Fee, by type of modification and authority)	m, I.90 - DEAR 970.520					I. 93 -
E. IMPORTANT	Γ: Contractor is not, is requi	ired to sign this document and re	eturn 1 copy to the is	ssuing	g office.		
14. DESCRIPTION OF A	MENDMENT/MODIFICATION (Organized by UC	CF section headings, including solicitation/	contract subject matter where feasib	ole.)			
The an is incre	nce Section B., B.3 – Obliga nount of funds obligated und eased by \$6,061,353 from \$6 sion Program.	ler this contract in acco					
The Co Work A chart to total co	nce Section B., B.5 – Contract Value is revised to up Authorization Directive revision or reflect negotiated changes on tract value is increased by ovided herein, all terms and conditions of the documents.	odate the Fiscal Year (Fons issued through Apr to the FY 08 Performal \$7,818,353 from \$1,16	il 21, 2008, and to rence Fee and Multi-Y 3,482,950 to \$1,171	evise 'ear 1,30	e the cost/fee Cost Reduction F 1,303. (Revised p		
15A. NAME AND TITLE	OF SIGNER (Type or print)		16A. NAME AND TITLE OF CON	NTRAC	TING OFFICER (TYPE OR PRI	INT	
Randy J. Sut	ton, Contracts Manager		M. G. Waggoner		ontracting Offic	cer	
15B. CONTRACTOR/OFF	FEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMER	RICA		16C. DATE SIGN	VED
a	phy faith	4/29/08	msul	0	****	4/29/08	
BY(Signature of person au	thorized to sign)		BY	er)			

INSTRUCTIONS

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

- (a) <u>Item 1 (Contract ID Code</u>). 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) <u>Item 6 (Issued By)</u>. Insert the name and address of the issuing office. If applicable, insert the appropriate issuing office code in the code block.
- (d) <u>Item 8 (Name and Address of Contractor)</u>. 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) <u>Item 13</u>. 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) <u>Item 16B.</u> 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. <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)

DE-AC96-03PO92207

D. Reference Section J. APPENDIX K Managerial Personnel:

The list of Managerial Personnel has been updated to reflect approved changes. (Revised lists attached)

<u>Section J – Appendix F – DOE/SPRPMO Directives</u>:

Deleted:

DOE O 221.2 – Cooperation with the Office of Inspector General (03/22/01)

SPRPMO O 430.1A – Reliability, Availability, and Maintainability Program (03/05/02)

SPRPMO O 434.1B – Recovery Program (06/06/06)

SPRPMO O 440.2A – Aviation Implementation Plan (06/02/04)

Added:

DOE O 221.2A – Cooperation with the Office of Inspector General (02/25/08)

SPRPMO O 430.1B – Reliability, Availability, and Maintainability Program (12/14/07)

SPRPMO O 431.1 - Strategic Petroleum Reserve Design Criteria (02/11/08)

SPRPMO O 434.1C – Recovery Program (03/12/08)

SPRPMO O 440.2B – Aviation Implementation Plan (02/27/08)

B.3 OBLIGATION OF FUNDS

The amount of funds obligated under this contract, in accordance with the Contract Clause entitled "Obligation of Funds", is \$666,732,720.

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	Multi-Year Cost	FY TOTAL
		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	\$104,606,596	\$5,617,807	\$2,000,000	*\$112,224,403
FY 2007	\$98,791,493	\$5,256,250	\$2,000,000	*\$106,047,743
FY 2008	\$114,492,323	\$6,551,105	\$1,100,000	\$122,143,428
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	\$1,131,241,047	\$29,960,256	\$10,100,000	\$1,171,301,303

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.

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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 for FYs 03 thru 1st ½ of 08 and at the end of the Option Period for 2nd half of FY08 thru 1st half of FY13.

<u>DOE/SPRPMO</u> DIRECTIVES	Data	Tial.
DOE O 110.3A	<u>Date</u> 01/25/07	Title 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 221.2A	02/25/08	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 226.1A	07/31/07	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 243.2	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	11/27/02	Aviation Management Safety
Change 1	11/19/06	
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	
Admin Change 1	01/03/07	
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 475.2	08/28/07	Identifying Classified Information
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 5480.19	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 205.1-3	04/17/06	Telecommunications Security Manual
DOE M 205.1-4	03/08/07	National Security System Manual

DOE M 231.1-1A	03/19/04	Environmental Safety and Health Reporting Manual
Change 1	09/09/04	
Change 2	06/12/07	
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	08/26/05	Safeguards and Security Program Planning and Management
Change 1	03/07/06	
DOE M 470.4-2	08/26/05	Physical Protection
Change 1	03/07/06	
DOE M 470.4-3	08/26/05	Protective Force
Change 1	03/07/06	
DOE M 470.4-4	08/25/05	Information Security
Change 1	06/29/07	
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 475.1-1B	08/28/07	Manual for 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 N 206.5	10/09/07	Response and Notification Procedures for Data Breaches Involving Personally
		Identifiable Information
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	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 200.3	07/12/07	Information Technology Guidance Implementation Process
SPRPMO O 206.1	11/01/06	Personal Identity Verification
Change 1	02/01/07	
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 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 430.1B	12/14/07	SPRPMO Reliability, Availability and Maintainability Program
SPRPMO O 431.1	02/11/08	SPR Design Criteria
SPRPMO O 432.1A	03/22/04	SPR Facilities/Equipment Turnover and Startup Procedure
SPRPMO O 433.1B	09/27/07	Maintenance Management Program
SPRPMO O 434.1C	03/12/08	Recovery Program
SPRPMO O 440.2B	02/27/08	Aviation Implementation Plan
SPRPMO O 440.4	08/16/07	Policy on Preventing Violence in the Workplace
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	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
Change 1	08/30/06	
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	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 450.1-1A	09/08/06	Environment Safety and Health Manual
SPRPMO M 470.4-1	07/13/07	SPRPMO Security Manual
SPRPMO N 200.3A	09/27/07	Protection of Personally Identifiable Information
SPRPMO N 410.1	09/05/03	Configuration Management for Information, Data and Telecommunication Systems
SPRPMO N 450.1C Change 1	11/20/08	SPR Environment Safety and Health Performance Goals, FY 2008
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 **Employee**

PROJECT MANAGER

Robert McGough

Direct Reports:

Director, Property & Facilities Melvin Labat Director, Engineering
Director, Environmental, Safety, & Health JP Martinez G. Brian_Tuminello William Bozzo Director, Finance Colleen Yates Director, Human Resources & Development Dione Heusel William Coggin Director, Internal Audit Director, Operations & Maintenance Deborah Hojem Director, Security & Emergency Preparedness General Counsel Manager, Procurement Duane Johnson John Poindexter

Contracts Manager Manager, Office of Strategy Management

Manager, Quality Assurance

Mary Ellen Leingang Randy J. Sutton David Stoltz

Wade Sickinger

DATA SYSTEMS

Direct Reports:

Manager, Customer and Information Services Manager, Control Systems Bryan Roussel Rándal Bridges Manager, Cyber Security Chris Shipp Manager, Network Operations Leslie Williams Manager, Business Systems and Software John Baudouin

ENGINEERING

Direct Reports:

Manager, Facilities & Engineering Design Janet Robert Manager, Operational Systems Patrick Mihalik Manager, Special Projects (Vapor Pressure)
Manager, Project Control **Edwin Kapinus** Ken Ehrle Manager, Technical Services **Brenda Daws**

ENVIRONMENTAL SAFETY & HEALTH

Direct Reports:

Manager, Environmental Department **David Folse**

Manager, Occupational Safety & Health Suzanne Broussard

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APPENDIX K DYNMCDERMOTT PETROLEUM OPERATIONS COMPANY MANAGERIAL PERSONNEL

FINANCE

Direct Reports:

Manager, Budgets and Cost Lisa Forsythe Manager, Financial Services Michele King

GENERAL COUNSEL

Direct Reports:

Senior Project Counsel Randy Sutton Senior Project Counsel Sophia Ryan

HUMAN RESOURCES & DEVELOPMENT

Direct Reports:

No managerial direct reports

PROPERTY & FACILITIES

Direct Reports:

Manager, Property Rod Steib

OPERATIONS AND MAINTENANCE

Direct Reports:

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

Mark Erskine
Alan Mika
Darryl Rickner

Site Directors: Bayou Choctaw

Bayou Choctaw

Big Hill

Bryan Mound

West Hackberry

Scott Landry

Tim Lewis

Richard McCalla

Roger Marcantel

SECURITY & EMERGENCY PREPAREDNESS

Direct Reports:

Manager, Emergency Preparedness August Walter Manager, Personnel & Internal Security Jeff Dugar Manager, Protection and Physical Security Jordan Jones

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