

2. AMENDMENT/MODIFICATION NO. <b>M064</b>	3. EFFECTIVE DATE <b>SEE BLOCK 16C</b>	4. REQUISITION/PURCHASE REQ. NO. <b>N/A</b>
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6. ISSUED BY <b>U.S. Department of Energy Strategic Petroleum Reserve Project Management Office 900 Commerce Road, East New Orleans, LA 70123</b>	7. ADMINISTERED BY (If other than Item 6) <b>CODE</b>
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8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP code) <b>DynMcDermott Petroleum Operations Company 850 So. Clearview Parkway New Orleans, LA 70123</b>	9A. AMENDMENT OF SOLICITATION NO.  9B. DATED (SEE ITEM 11)  10A. MODIFICATION OF CONTRACT/ORDER NO. <b>X DE-AC96-03PO92207</b> 10B. DATED (SEE ITEM 13) <b>X January 28, 2003</b>
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CODE	FACILITY CODE	<b>X</b>
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**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.**


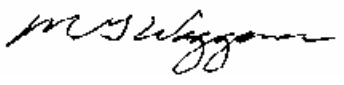
(Y)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriating date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<b>X</b>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: <b>DEAR 970.5204-2 Laws, Regulations &amp; DOE/SPRPMO Directives; DEAR 952.215-70 Key Personnel; H.23 Managerial Personnel; and Mutual Agreement of the Parties</b>
	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 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)
- B. Reference Section J, APPENDIX G – KEY PERSONNEL – The List of Key Personnel has been updated to reflect approved changes. (Revised list attached)
- C. Reference Section J, APPENDIX K – MANAGERIAL PERSONNEL  
The List of Managerial Personnel has been updated to reflect approved changes. (Revised list 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) <b>Michael R. Vermeulen, Director Business Operations</b>	16A. NAME AND TITLE OF CONTRACTING OFFICER (TYPE OR PRINT) <b>M. G. Waggoner, Contracting Officer</b>
15B. CONTRACTOR/OFFEROR  <hr/> <i>(Signature of person authorized to sign)</i>	15C. DATE SIGNED <b>January 30, 2007</b>
16B. UNITED STATES OF AMERICA  <hr/> <i>(Signature of Contracting Officer)</i>	16C. DATE SIGNED <b>1/31/07</b>

Section J – Appendix F – DOE/SPRPMO Directives:

The following Directives have been deleted from the list of applicable directives:

DOE 5480.4 – Environmental Protection, Safety, and Health Protection Standards (05/15/84), Change 1 (05/16/88), Change 2 (05/16/89), Change 3 (09/20/91), and Change 4 (01/07/93) (canceled by DOE N 251.68)

DOE O 205.1 – DOE Cyber Security Management Program (03/21/03) (replaced by DOE O 205.1A)

DOE M 473.1-1 – Physical Protection Program Manual (12/23/02) (cancelled by DOE M 470.4-2)

The following Directives have been added to the list of applicable directives:

DOE O 205.1A – DOE Cyber Security Management (12/04/06)

Administrative Change 1(01/03/07) to DOE O 450.1 – Environmental Protection Program

DOE M 450.4-1 – Integrated Safety Management System Manual (11/01/06)

SPRPMO O 206.1 – Personal Identity Verification (11/01/06)

SPRPMO N 200.3 – Protection of Protected Personally Identifiable Information (10/02/06)

The following corrections have been made to the list of applicable directives: These changes should have been included when the following manuals were incorporated.

Change 1 to DOE M 470.4-1

Change 1 to DOE M 470.4-2

Change 1 to DOE M 470.4-3

<u>DOE/SPRPMO DIRECTIVES</u>	<u>Date</u>	<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 205.1A	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 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 413.3A	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
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 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	
DOE 5670.1A	01/15/92	
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 205.1-3	04/17/06	Telecommunications Security Manual

DOE M 231.1-1A Change 1	03/19/04 09/09/04	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	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 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 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 206.1	11/01/06	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 231.1	09/23/03	Occurrence Reporting and Processing System
SPRPMO O 413.1C Change 1	11/04/03 07/06/04	SPR Crude Oil Quality Program and Test Criteria
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 451.1B	06/17/03	SPRPMO National Environmental Policy Act (NEPA) Implementation Plan
SPRPMO O 471.1 Change 1	03/15/02 12/08/03	Sensitive Unclassified Information
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 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 470.1-1A	04/02/01	SPRPMO Security Policy 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 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	Bruce Philippi
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	Kirkland Jones
Director, Security and Emergency Preparedness	Duane Johnson
Director, Human Resources & Development	Dione Heusel
Director, Business Operations	Michael Vermeulen
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>
<b><u>PROJECT MANAGER</u></b>	Robert McGough
<b><u>Direct Reports:</u></b>	
Director, Business Operations	Michael Vermeulen
Director, Property & Facilities	Melvin Labat
Director, Data Systems	JP Martinez
Director, Engineering	G. Brian Tuminello
Director, Environmental, Safety, & Health	Kirkland Jones
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
<b><u>BUSINESS OPERATIONS</u></b>	
<b><u>Direct Reports:</u></b>	
Manager, Procurement	Mary Ellen Leingang
Manager, Project Control	Ken Ehrle
Manager, Records/Document Services	Elizabeth Laiche
<b><u>DATA SYSTEMS</u></b>	
<b><u>Direct Reports:</u></b>	
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
<b><u>ENGINEERING</u></b>	
<b><u>Direct Reports:</u></b>	
Manager, Facilities & Engineering Design	Janet Robert
Manager, Operational Systems	Patrick Mihalik
Manager, Special Projects (Vapor Pressure)	Edwin Kapinus

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

**ENVIRONMENTAL SAFETY & HEALTH**

Direct Reports:

Manager, Environmental Department  
Manager, Occupational Safety & Health

Bill Bozzo  
Suzanne Broussard

**FINANCE**

Direct Reports:

Manager, Budgets and Cost  
Manager, Financial Services

Lisa Forsythe  
Michele King

**GENERAL COUNSEL**

Direct Reports:

Senior Project Counsel  
Senior Employment Law Counsel

Randy Sutton  
Dorian Tuminello

**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

John Farquhar  
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

Joyce Teerling

John Turbyne

Jordan Jones