

2. AMENDMENT/MODIFICATION NO. 352 3. EFFECTIVE DATE See Block 16C 4. REQUISITION/PURCHASE REQ. NO. 12EM000556 5. PROJECT NO. (If applicable)

6. ISSUED BY CODE 00601 7. ADMINISTERED BY (If other than Item 6) CODE 00601

Richland Operations Office U.S. Department of Energy Richland Operations Office P.O. Box 550, MSIN A7-80 Richland WA 99352

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) (x) 9A. AMENDMENT OF SOLICITATION NO.

WASHINGTON CLOSURE HANFORD, LLC Attn: Carol A. Johnson, President 2620 Fermi Avenue Richland WA 99354

9B. DATED (SEE ITEM 11) X 10A. MODIFICATION OF CONTRACT/ORDER NO. DE-AC06-05RL14655

10B. DATED (SEE ITEM 13) 03/23/2005 CODE 167280762 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 ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)

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

CHECK ONE A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.  
 B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).  
 X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: I.70-FAR 52.243-2-Changes-Cost Reimbursement (8/87)-Alt I (Apr 1984) 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 copies to the issuing office.

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

Tax ID Number: 94-1381538  
 DUNS Number: 167280762  
 A. The purpose of this contract modification is to settle outstanding issues associated with the following four Requests for Equitable Adjustment (REA) completed through September 30, 2009: WCH-REA-059, WCH-REA-061, WCH-REA-064, and WCH-REA-070. Contract revisions are detailed in the SF30 Block 14 Continuation beginning on Page 2 of this modification. Period of Performance: 03/23/2005 to 09/30/2015

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) C. A. Johnson, President 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Jewel J. Short

15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign) 15C. DATE SIGNED 12/11/11 16B. UNITED STATES OF AMERICA (Signature of Contracting Officer) 16C. DATE SIGNED 12/13/11

**SF30 BLOCK 14 CONTINUATION:**

B. Based on the negotiations discussed below, the following increases are hereby made to Contract Target Cost and Target Fee within Contract Line Item No. 1:

Cost: \$15,035,101  
 Fee: \$ 1,056,193  
 Total: \$16,091,294

C. Basis of change to contract price: At the time the subject REAs were negotiated, WCH did not provide an unconditional release of claims. Instead, WCH qualified the release by reserving its right to submit a future REA for indirect cost impact associated with area hotel load, schedule extension, and escalation. The parties have now settled this issue as related to the subject REAs. The following summarizes the additional cost and fee associated with each of the four REAs included in this contract modification.

	<b>Cost</b>	<b>Fee</b>	<b>Total</b>
<b>WCH-REA-059</b>	\$ 3,206,778	\$ 224,558	\$ 3,431,336
<b>WCH-REA-061</b>	\$ 491,891	\$ 34,614	\$ 526,505
<b>WCH-REA-064</b>	\$ 5,535,728	\$ 389,085	\$ 5,924,813
<b>WCH-REA-070</b>	\$ 5,800,704	\$ 407,936	\$ 6,208,640
	<u>\$ 15,035,101</u>	<u>\$ 1,056,193</u>	<u>\$ 16,091,294</u>

D. Section B, Table B.1, *Incentive Fee Structure*, is replaced in its entirety with the revised attached Table B.1. Contract replacement page B-18 is included with this modification. Revisions to Table B.1 are detailed below:

Element	From*	To	Increase
Target Cost – CLIN 1	\$1,756,292,899	\$1,771,328,000	\$15,035,101
Target Cost – TOTAL	\$2,118,240,755	\$2,133,275,856	\$15,035,101
Target Fee – CLIN 1	\$126,751,491	\$127,807,684	\$1,056,193
Target Fee – TOTAL	\$151,864,731	\$152,920,924	\$1,056,193
Maximum Cost Performance Incentive Fee – CLIN 1	\$237,099,541	\$239,129,280	\$2,029,739
Maximum Cost Performance Incentive Fee – Total	\$285,962,502	\$287,992,241	\$2,029,739

\*The base amounts for revisions identified in Table B.1 are from Modification No. 351.

- E. Contract Section B, Table B.2, *Schedule of Quantities and Target Cost*, will be updated for the REA numbers listed in Paragraph C above in a future contract modification to be issued at a later date. The following Table B.2 line items will be affected by this contract change:
- 100-D Area – Field Remediation-100 D Non Site Specific Support (WBS 1.03.02.75.25) – CLIN 1 Target Cost and Total Target Cost increased by \$6,819,644 (REA-064/\$3,413,217 – REA-070/\$3,406,427)
  - 100-H Area – Field Remediation-100 H Non Site Specific Support (WBS 1.03.04.75.25) – CLIN 1 Target Cost and Total Target Cost increased by \$1,935,748 (REA-059/\$1,701,745 – REA-061/\$234,003)
  - 200 Area – Waste Operations – Waste Ops-Management and Support (WBS 1.04.99.01.29 / 1.04.99.02.29 / 1.04.01.02.32) – CLIN 1 Target Cost and Total Target Cost increased by \$311,223 (REA-059/\$69,239 – REA-061/\$13,513 – REA-064/\$117,725 – REA-070/\$110,746)
  - Final Closure – Field Remediation-Management and Support (WBS 1.03.99.01.29) – CLIN 1 Target Cost and Total Target Cost increased by \$1,079,565 (REA-059/\$272,044 – REA-061/\$42,195 – REA-064/\$362,104 – REA-070/\$403,222)
  - Mission Support/General Support – Management and Support (WBS 1.06.01/1.06.02/1.06.03/1.06.04/1.06.05/1.06.06) – CLIN 1 Target Cost and Total Target Cost increased by \$4,888,921 (REA-059/\$1,163,750 – REA-061/\$202,180 – REA-064/\$1,642,682 – REA-070/\$1,880,309)
  - TOTAL – CLIN 1 Target Cost and Total Target Cost increased by \$15,035,101.
- F. Contract Section J, Attachment J-1, *Table of River Corridor Closure Contract Work Scope*, will be updated for the REA numbers listed in Paragraph C above in a future contract modification to be issued at a later date. The following Attachment J-1 line items will be affected by this contract change:
- 100 D Area – Field Remediation-100 D Non Site Specific Support (WBS 1.03.02.75.25.01/1.03.02.75.28.01) - Add the following text to Column H, “Assumed Activity Status h”: “Also includes REA NSSS rates for REA 064 and REA 070.”
  - 100 H Area – Field Remediation-100 H Non Site Specific Support (WBS 1.03.04.75.25.01) - Add the following text to Column H, “Assumed Activity Status h”: “Also includes REA NSSS rates for REA 059 and REA 061.”
  - 200 Area Waste Ops-Management and Support (WBS 1.04.99.01.29 / 1.04.99.02.29 / 1.04.01.02.32) - Add the following text to Column H, “Assumed Activity Status h”: “Also includes REA PM&S rates for REA 059, REA 061, REA 064, and REA 070.”
  - Final Closure – Field Remediation-Management and Support (WBS 1.03.99.01.29.01) – Add the following text to Column H, “Assumed Activity Status h”: “Also includes REA PM&S Rates for REA 059, REA 061, REA 064, and REA 070.”
  - Mission Support/General Support – MS/GS-Project Integration (WBS 1.06.01.01.01.01) – Add the following text to Column H, “Assumed Activity Status h”: “Also includes REA MS/GS Rates for REA 059, REA 061, REA 064, and REA 070.”
  - Mission Support/General Support – MS/GS-Project Services (WBS 1.06.02.01.01.01) - Add the following text to Column H, “Assumed Activity Status h”: “Also includes REA MS/GS Rates for REA 059, REA 061, REA 064, and REA 070.”

- Mission Support/General Support – MS/GS-ESHQ (WBS 1.06.03.01.01.01) - Add the following text to Column H, “Assumed Activity Status h”: “Also includes REA MS/GS Rates for REA 059, REA 061, REA 064, and REA 070.”
  - Mission Support/General Support – MS/GS-Engineering (WBS 1.06.04.01.01.01) - Add the following text to Column H, “Assumed Activity Status h”: “Also includes REA MS/GS Rates for REA 059, REA 061, REA 064, and REA 070.”
  - Mission Support/General Support – MS/GS-Regulatory Integration and Outreach (WBS 1.06.05.01.01.01) – Add the following text to Column H, “Assumed Activity Status h”: “Also includes REA MS/GS Rates for REA 059, REA 061, REA 064, and REA 070.”
  - Mission Support/General Support – MS/GS-Office of the Project General Manager (WBS 1.06.06.01.01.01) – Add the following text to Column H, “Assumed Activity Status h”: “Also includes REA MS/GS Rates for REA 059, REA 061, REA 064, and REA 070.”
- G. This modification does not obligate additional funds to the contract. Accordingly, work under the contract, such as that described herein, must be performed within the amount of funds which have been incrementally allotted to the contract in accordance with Clause I.57 - FAR 52.232-22 - Limitation of Funds (Apr 1984).
- H. Correspondence related to this contract action is identified as follows:
- WCH Ltr. CCN 157917, S. L. Feaster to J. J. Short, RL, “Request for Equitable Adjustment for Rate Application on Past Request for Equitable Adjustments (Completed Prior to and Up Through Fiscal Year 2009),” dated April 18, 2011
  - Contract No. DE-AC06-05RL14655, Modification No. 209, dated June 28, 2010 (WCH CCN 151701) REA-061
  - Contract No. DE-AC06-05RL14655, Modification No. 178, dated March 18, 2010 (WCH CCN 149519) REA-070
  - Contract No. DE-AC06-05RL14655, Modification No. 170, dated March 9, 2010 (WCH CCN 149379) REA-064
  - Contract No. DE-AC06-05RL14655, Modification No. 169, dated February 25, 2010 (WCH CCN 149264) REA-059
- I. Contractor Statement of Release: In consideration of the modification agreed to herein as complete equitable adjustment, the Contractor hereby releases the Government from any and all liability under this contract for further equitable adjustment attributable to such facts or circumstances giving rise to the following REAs: WCH-REA-059, WCH-REA-061, WCH-REA-064, and WCH-REA-070.

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

End of Modification No. 352

**TABLE B.1 INCENTIVE FEE STRUCTURE**

Element	Definition/Reference	CLIN 1	CLIN 2	CLIN 3	CLIN 4	Total	
<b>Cost Performance Incentive Fee (Target Cost, Target Fee, and Cost Share Ratio)</b>							
Target Cost	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (b)(1)	\$1,771,328,000	\$0	\$112,847,740	\$249,100,116	\$2,133,275,856	
Target Fee	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (b)(2)	\$127,807,684	\$0	\$7,899,297	\$17,213,943	\$152,920,924	
Estimated Incumbent Employee Pension Costs	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (e)(5)	\$35,880,731	\$0	\$2,795,184	\$0	\$38,675,915	
Cost Share Ratio (Govt/ Contractor)	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (e)	80/20	80/20	80/20	80/20	80/20	
<b>Schedule Performance Incentive Fee (CLIN 1)</b>							
Completion of Contract Requirements	Fee earned for completion on or before the dates shown:	CY 2013		CY 2014		CY 2015	
		Date	Amount	Date	Amount	Date	Amount
		4/30/2013	\$32.8M	1/31/2014	\$22.1M	1/31/2015	\$7.4M
		5/31/2013	\$32.0M	2/28/2014	\$21.3M	2/28/2015	\$6.6M
		6/30/2013	\$31.2M	3/31/2014	\$20.5M	3/31/2015	\$5.8M
		7/31/2013	\$30.4M	4/30/2014	\$19.6M	4/30/2015	\$4.9M
		8/31/2013	\$29.6M	5/31/2014	\$18.0M	5/31/2015	\$4.1M
		9/30/2013	\$28.8M	6/30/2014	\$16.4M	6/30/2015	\$3.3M
		10/31/2013	\$28.0M	7/31/2014	\$14.8M	7/31/2015	\$2.5M
		11/30/2013	\$23.7M	8/31/2014	\$13.1M	8/31/2015	\$1.6M
		12/31/2013	\$22.9M	9/30/2014	\$11.5M	9/30/2015	Zero
				10/31/2014	\$9.9M		
				11/30/2014	\$9.1M		
		12/31/2014	\$8.2M				
Additional Schedule Performance Incentive Fee is available for the following work scope completions:							
CLIN 1	324 Facility and Waste Site	By TBD date	\$1.2M				
CLIN 3	618-10 Burial Grounds	By 9/30/2014	\$2.0M				
CLIN 3	618-11 Burial Grounds	By 9/30/2015	\$4.0M				
<b>Total Maximum Incentive Fee</b>							
Maximum Cost Performance Incentive Fee	Maximum Total Cost Performance Incentive Fee that may be earned	\$239,129,280 (13.5% of Target Cost)	\$0 (13.5% of Target Cost)	\$15,234,445 (13.5% of Target Cost)	\$33,628,516 (13.5% of Target Cost)	\$287,992,241 (13.5% of Target Cost)	
Maximum Schedule Performance Incentive Fee	Maximum Total Schedule Performance Incentive Fee that may be earned	\$34.0M	Zero	\$6.0M	Zero	\$40.0M	
<b>Total Minimum Incentive Fee</b>							
Minimum Cost Performance Incentive Fee	Minimum Total Cost Performance Incentive Fee that may be earned	Zero	Zero	Zero	Zero	Zero	
Minimum Schedule Performance Incentive Fee	Minimum Total Schedule Performance Incentive Fee that may be earned	Zero	Zero	Zero	Zero	Zero	