

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES	
			1	5
2. AMENDMENT/MODIFICATION NO.	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)	
432	See Block 16C	13EM000865		
6. ISSUED BY	CODE	7. ADMINISTERED BY (If other than Item 6)	CODE	
Richland Operations Office U.S. Department of Energy Richland Operations Office P.O. Box 550, MSIN A7-80 Richland WA 99352	00601	Richland Operations Office U.S. Department of Energy Richland Operations Office P.O. Box 550, MSIN A7-80 Richland WA 99352	00601	
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	FACILITY CODE			
167280762				

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

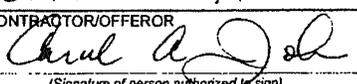
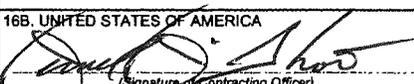
DUNS Number: 167280762

CHANGE ORDER NO. WCH-REA-056

A. The purpose of this modification is to decrease the target cost and fee negotiated for WCH-REA-056 by a total of (\$1,736,579). Change Order WCH-REA-056, which was definitized via Contract Modification No. 258, included the demolition of two clearwells at the 183-D Filter Plant. One of the clearwells is now being retained and a bat habitat has been constructed at 183-D. Contract revisions are detailed 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) CA 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 2/4/13	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED 2/11/13

SF30 BLOCK 14 CONTINUATION:

- B. Request for Equitable Adjustment No. WCH-REA-056, “183-D Demolition,” submitted by the contractor on September 7, 2010, included the following work scope: completion of a bat habitat study and characterization, decommissioning, and demolition of the 183-D Facility. The 183-D Filter Plant included the following structures: head house, flocculation and sedimentation basins, filter building, pump house, and two clearwells. Negotiated target cost and fee for this work scope was formalized via Contract Modification No. 258, issued February 2, 2011.

After execution of Contract Modification No. 258, a report on the 183-D Water Filtration Facility bat habitat study (see Paragraph F.1., below) was completed which recommended retention of one of the 183-D facility clearwells and the construction of a bat habitat at 183-D. RL approved this change in work scope, and adjustments to the target cost and fee for WCH-REA-056 were negotiated with the contractor. The following reductions are hereby made to Contract Target Cost and Target Fee within Contract Line Item No. 1:

Cost: (\$1,622,971)
 Fee: (\$ 113,608)
 Total: (\$1,736,579)

- C. 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 Contract Section B, Table B.1, *Incentive Fee Structure*, are detailed below:

Element	From*	To	Decrease
Target Cost – CLIN 1	\$1,781,625,508	\$1,780,002,537	(\$1,622,971)
Target Cost – TOTAL	\$2,148,046,490	\$2,146,423,519	(\$1,622,971)
Target Fee – CLIN 1	\$128,649,373	\$128,535,765	(\$113,608)
Target Fee – TOTAL	\$153,937,481	\$153,823,873	(\$113,608)
Maximum Cost Performance Incentive Fee – CLIN 1	\$240,519,444	\$240,300,342	(\$219,102)
Maximum Cost Performance Incentive Fee – TOTAL	\$289,986,277	\$289,767,175	(\$219,102)

*The base amounts for revisions identified in Table B.1 are from Modification No. 431.

- D. The following contract sections will be updated for WCH-REA-056 in a future contract modification to be issued at a later date.
1. Section B, Table B.2, *Schedule of Quantities and Target Cost* – The following line items will be affected by this adjustment to WCH-REA-056:
 - 100 Area - 100-D Area – D4 – Buildings (WBS 1.01.01.02.07) – Baseline Quantity remains unchanged. CLIN 1 Target Cost and Total Target Cost decreased by (\$806,697).
 - 100 Area – 100 Area Remaining Sites – D4-Non-Site Specific Support 100 Area (WBS 1.01.01.75.25) – CLIN 1 Target Cost and Total Target Cost decreased by \$243,637).
 - 200 Area – Waste Operations – Waste Ops – Operations/Disposal/Treatment (CLIN #1) (WBS 1.04.01.02.31 / 1.04.01.02.32) – Waste Ops-Disposal – Baseline Quantity decreased by (2,734) Tons. CLIN 1 Target Cost and Total Target Cost decreased by (\$40,287).
 - 200 Area – Waste Operations – Waste Ops-Transportation (CLIN #1) (WBS 1.04.01.03.37 / 1.04.01.03.38) – Baseline Quantity decreased by (2,724) Tons. CLIN 1 Target Cost and Total Target Cost decreased by (\$28,924).
 - 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 decreased by (\$2,076).
 - Surveillance and Maintenance – D4-Management and Support (WBS 1.01.99.01.29) – CLIN 1 Target Cost and Total Target Cost decreased by (\$281,548).
 - 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) – Baseline Quantity remains unchanged. CLIN 1 Target Cost and Total Target Cost decreased by (\$219,803).
 - TOTAL – CLIN 1 Target Cost and Total Target Cost decreased by (\$1,622,971).
 2. Section C, Table C.1, *River Corridor Work Summary* – Contract Modification No. 258 stated that the number of sites increased by one (1) in the following location: Activity 4: “D4 Facilities,” summary column “100 Area – D Area” and Activity 4 Total. This change remains in effect.
 3. Section J, Attachment J-1, *River Corridor Closure Contract Work Scope* – Contract Modification No. 258 added one new line to Attachment J-1, which has been revised to include a new comment in the “Assumed Activity Status h” column, as follows:
 - NEW - 100 D Area - D4 Buildings - D4 Building - 183D (WBS 1.01.01.02.07.15) – REA-056 adjusted to exclude demolition of one of two clearwells and additional construction of a bat habitat.
 4. Section J, Attachment J-1 – The following line items added to Attachment J-1 via Contract Modification No. 258 (Paragraph F.3) remain in the contract, as follows:
 - 200 Area – Waste Operations – 200 Area ERDF Waste Ops-Operations/Disposal (CLIN #1) Waste Ops-Disposal (WBS 1.04.01.02.31.01) - Waste Operations - Environmental Restoration Disposal Facility (Facility Operations/Disposal) – Add REA-056 to “Assumed Activity Status h” column.

- 200 Area – Waste Operations - 200 Area ERDF Waste Ops-Ops/Disposal (CLIN #1) Waste Ops-Waste Treatment (WBS 1.04.01.02.32.01) – Add REA-056 to “Assumed Activity Status h” column.
 - 200 Area – Waste Operations - 200 Area ERDF Waste Ops-Transportation (CLIN #1) Waste Ops-Transportation (WBS 1.04.01.03.38.01) – Add REA-056 to “Assumed Activity Status h” column.
 - Mission Support/General Support – MS/GS-Project Services (WBS 1.06.02.01.01.01) - Contracts; Facilities Services; Financial Services; Human Resources; Information and Administrative Services; Information Technology (IT); Labor Relations; Light Vehicles; Procurement; Project Services; Taxes and Insurance – Add REA-056 to “Assumed Activity Status h” column.
 - Mission Support/General Support - MS/GS-Office of the Project Gen. Manager (WBS 1.06.06.01.01.01) - President General Support; Incentive Compensation Plan; Communications; Employee Concerns; Arbitration, Legal/Internal Audit; Safeguards and Security; Training – Add REA-056 to “Assumed Activity Status h” column.
- E. 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).
- F. Correspondence related to this contract action is identified as follows:
1. WCH Report No. WCH-438, Rev. 0, “Evaluation of the 183-D Water Filtration Facility for Bat Roosts and Development of a Mitigation Strategy, 100-D Area, Hanford Site,” dated March 7, 2011
 2. Contract No. DE-AC06-05RL14655, Contract Modification Number 258, dated February 2, 2011
 3. WCH Ltr. No. CCN 153087, S. L. Feaster to J. J. Short, RL, “Request for Equitable Adjustment WCH-REA-056, Revision 0, 183-D Demolition,” dated September 7, 2010
 4. DOE Ltr. No. 09-AMRC-0096, J. J. Short to C. G. Spencer, WCH, “183-D Demolition, Contract No. DE-AC06-05RL14655, Modification No. M119,” (CCN 145172), dated June 19, 2009
 5. DOE Ltr. No. 09-AMRC-0025, R. A. Stimmel to C. G. Spencer, WCH, “183-D Demolition,” (CCN 142416, dated December 1, 2008
- G. Contractor Statement of Release: In consideration of the modification agreed to herein as complete equitable adjustment for WCH-REA-056, 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 WCH-REA-056.

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

End of Modification 432

TABLE B.1 INCENTIVE FEE STRUCTURE

Element	Definition/Reference	CLIN 1	CLIN 2	CLIN 3	CLIN 4	Total	
Cost Performance Incentive Fee (Target Cost, Target Fee, and Cost Share Ratio)							
Target Cost	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (b)(1)	\$1,780,002,537	\$0	\$112,847,740	\$253,573,242	\$2,146,423,519	
Target Fee	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (b)(2)	\$128,535,765	\$0	\$7,899,297	\$17,388,811	\$153,823,873	
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	
Chronic Beryllium Disease Prevention Program	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (e)(5)	\$5,000,000	\$0	\$0	\$0	\$5,000,000	
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	
Schedule Performance Incentive Fee (CLIN 1)							
Completion of Contract Requirements	Fee earned for completion on or before the dates shown:	Date	Amount	Date	Amount	Date	Amount
		10/31/2013	\$32.8M	10/31/2014	\$16.3M		
		11/30/2013	\$32.0M	11/30/2014	\$14.8M		
		12/31/2013	\$31.2M	12/31/2014	\$13.3M		
		1/31/2014	\$30.4M	1/31/2015	\$11.9M		
		2/28/2014	\$29.6M	2/28/2015	\$10.4M		
		3/31/2014	\$28.8M	3/31/2015	\$8.9M		
		4/30/2014	\$28.0M	4/30/2015	\$7.4M		
		5/31/2014	\$23.7M	5/31/2015	\$5.9M		
		6/30/2014	\$22.2M	6/30/2015	\$4.4M		
		7/31/2014	\$20.7M	7/31/2015	\$3.0M		
		8/31/2014	\$19.3M	8/31/2015	\$1.5M		
		9/30/2014	\$17.8M	9/30/2015	Zero		
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				
Total Maximum Incentive Fee							
Maximum Cost Performance Incentive Fee	Maximum Total Cost Performance Incentive Fee that may be earned	\$240,300,342 (13.5% of Target Cost)	\$0 (13.5% of Target Cost)	\$15,234,445 (13.5% of Target Cost)	\$34,232,388 (13.5% of Target Cost)	\$289,767,175 (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	
Total Minimum Incentive Fee							
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	