

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES
			1 7

2. AMENDMENT/MODIFICATION NO. 439	3. EFFECTIVE DATE 01/31/2013	4. REQUISITION/PURCHASE REQ. NO. 13EM000992	5. PROJECT NO. (if applicable)
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6. ISSUED BY Richland Operations Office U.S. Department of Energy Richland Operations Office P.O. Box 550, MSIN A7-80 Richland WA 99352	CODE 00601	7. ADMINISTERED BY (if other than Item 6) Richland Operations Office U.S. Department of Energy Richland Operations Office P.O. Box 550, MSIN A7-80 Richland WA 99352	CODE 00601
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8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) WASHINGTON CLOSURE HANFORD, LLC Attn: Carol A. Johnson, President 2620 Fermi Avenue Richland WA 99354	(x)	9A. AMENDMENT OF SOLICITATION NO.
		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
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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 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).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
X	D. OTHER (Specify type of modification and authority) DEAR 970.5204-2 Laws, Regulations, and DOE Directives (Dec 2000)

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.)

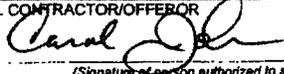
Tax ID Number: 94-1381538
DUNS Number: 167280762

A. In accordance with the authority referenced in Block 13D and mutual agreement of the parties, the purpose of this modification is to incorporate the following DOE directives into the subject contract:

- Contractor Requirements Document (CRD) O 231.1B, "Environment, Safety, and Health Reporting," replaces CRD M 231.1-1A, Chg. 2, "Environment, Safety and Health Reporting Manual," and CRD N 234.1, "Reporting of Radioactive Sealed Sources;"
- Richland Requirements Document (RRD) 008, Revision 3, "Quality Assurance Program Requirements," replaces RRD 008, Revision 2, same title; and
- DOE/RL-94-02, Revision 5, "Hanford Emergency Management Plan," replaces DOE/RL-94-02,

Continued ...

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	15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED 2/26/13	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Jewel J. Short	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED 2-27-13
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CONTINUATION SHEETREFERENCE NO. OF DOCUMENT BEING CONTINUED
DE-AC06-05RL14655/439PAGE OF
2 7NAME OF OFFEROR OR CONTRACTOR
WASHINGTON CLOSURE HANFORD, LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	<p>Revision 4, same title.</p> <p>Details regarding incorporation of the above directives are included in the SF30 Block 14 Continuation beginning on Page 3 of this modification.</p> <p>FOB: Destination</p> <p>Period of Performance: 03/23/2005 to 09/30/2015</p>				

SF30 BLOCK 14 CONTINUATION:

- B. The following directives are hereby deleted from Contract Attachment J-2, *DOE Directives Applicable to the River Corridor Closure Contract (List B)*:

CRD M 231.1-1A, Chg. 2	Environment, Safety and Health Reporting Manual
CRD N 234.1	Reporting of Radioactive Sealed Sources
RRD 008 Rev. 2	Quality Assurance Program Requirements
DOE/RL-94-02, Rev. 4	Hanford Emergency Management Plan

- C. The following directives are hereby added to Contract Attachment J-2, *DOE Directives Applicable to the River Corridor Closure Contract (List B)*:

CRD O 231.1B	Environment, Safety and Health Reporting
RRD 008 Rev. 3	Quality Assurance Program Requirements
DOE/RL-94-02, Rev. 5	Hanford Emergency Management Plan

- D. The contractor is directed to implement the requirements of RRD 008, Revision 3, utilizing the clarification and direction set forth in RL Letter No. 13-AMSE-0004, dated December 26, 2012 (refer to paragraph F.2.a., below).
- E. Contract Attachment J-2, *DOE Directives Applicable to the River Corridor Closure Contract (List B)*, has been revised as detailed in paragraphs B and C above. Contract Attachment J-2 has been replaced in its entirety; contract replacement pages J-2 through J-4 are attached.
- F. Correspondence related to incorporation and removal of the directives identified in paragraphs B and C above is listed below:
1. CRD O 231.1B, *Environment, Safety and Health Reporting*
 - a. J. J. Short, RL, Email to S. L. Feaster, WCH, "Response to Letter 169029 dtd. 12/18/12 – DOE O 231.1B," dated January 31, 2013
 - b. WCH Ltr. No. CCN 169029, S. L. Feaster to J. J. Short, RL, "Contractor Requirements Document O 231.1B, Environment, Safety and Health Reporting," dated December 18, 2012
 - c. RL Ltr. No. 13-SED-0006, J. J. Short to C. A. Johnson, WCH, "Contract No DE-AC06-05RL14655 – Contractor Requirements Document (CRD) O 231.1B, Environment, Safety, and Health Reporting," dated October 24, 2012
 2. RRD 008, Rev. 3, *Quality Assurance Program Requirements*
 - a. RL Ltr. No. 13-AMSE-0004, J. J. Short to C. A. Johnson, WCH, "Contract No. DE-AC06-05RL14655 – Richland Requirements Document (RRD) 008, Revision 3, Quality Assurance Program (QAP) Requirements," dated December 26, 2012

- b. WCH Ltr. No. CCN 168661, S. L. Feaster to J. J. Short, RL, "Richland Requirements Document 008, Rev. 3, Quality Assurance Program Requirements," dated November 20, 2012
 - c. RL Ltr. No. 12-AMSE-0034, J. J. Short to C. A. Johnson, WCH, "Contract No. DE-AC06-05RL14655 – Richland Requirements Document (RRD) 008, Revision 3, Quality Assurance Program Requirements," dated October 9, 2012
3. DOE/RL-94-02, Rev. 5, *Hanford Emergency Management Plan*
- a. WCH Ltr. No. CCN 169732, S. L. Feaster to J. J. Short, RL, "Contract No. DE-AC06-05RL14655 – DOE/RL-94-02, Hanford Emergency Management Plan," dated February 6, 2013
 - b. RL Ltr. No. 13-SES-0047, J. J. Short to C. A. Johnson, WCH, "Contract No. DE-AC06-05RL14655 – DOE/RL-94-02, Hanford Emergency Management Plan," dated January 23, 2013
- G. This modification does not add 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. In consideration of the modification agreed to herein as complete equitable adjustment for incorporation of the DOE directive identified in paragraph C above, WCH hereby releases the Government from any and all liability under this contract. As stated in the WCH correspondence identified in paragraph E above, there is no cost impact related to incorporation and/or removal of the above identified directives.

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

End of Modification 439

ATTACHMENT J-2 DOE DIRECTIVES APPLICABLE TO THE RIVER CORRIDOR CLOSURE CONTRACT

The DOE Directives found in the following list constitute the *List B – List of Applicable Directives*, referenced in the Section I clause entitled *Laws, Regulations, and DOE Directives*. The Contractor should follow the established procedure to obtain relief from requirements of these directives where applicable.

It is anticipated during the performance of this Contract that the conditions for applicability of certain DOE Directives may no longer exist. In any such situation where the Contractor seeks relief from the requirements of such DOE Directives, the Contractor may notify the Contracting Officer in writing explaining the reasons for its belief that the DOE Directives no longer apply to contract performance. The Contracting Officer may determine the conditions for applicability of a DOE Directive still exist, and may direct the Contractor to continue compliance with the DOE Directive. Additionally, even without such direction by the Contracting Officer, if the conditions for applicability of a DOE Directive once again arise, the DOE Directive will immediately become applicable once again.

LIST B: APPLICABLE DOE DIRECTIVES

The following is an all-inclusive list of applicable DOE Directives.

*Those directives marked “Supplemented” are DOE-RL Contract Requirements Documents (CRDs) that are in addition to the DOE-Headquarters (HQ) CRDs. The RL supplemental requirements apply in addition to the DOE CRDs. Any specific clarifications or requirements do not apply unless otherwise noted.

Directive Identifier	Title
CRD M 140.1-1B	Interface with the Defense Nuclear Facilities Safety Board
DOE P 141.1	DOE Management of Cultural Resources
CRD O 142.2A	Voluntary Offer Safeguards Agreement and Additional Protocol with the International Atomic Energy Agency
CRD M 142.2-1 (Supplemented Rev. 0)	Manual for Implementation of the Voluntary Offer Safeguards Agreement and Additional Protocol with the International Atomic Energy Agency
CRD O 142.3A	Unclassified Foreign Visits and Assignments
CRD O 144.1	Department of Energy American Indian Tribal Governmental Interactions and Policy
CRD O 151.1C	Comprehensive Emergency Management System
CRD O 200.1A	Information Technology Management
CRD O 205.1A (Supplemented Rev. 4)	DOE Cyber Security Management Program
CRD M 205.1-5 (Supplemented Rev. 0)	Cyber Security Process Requirements Manual
CRD M 205.1-6 Supplemented Rev. 0)	Media Sanitization Manual
CRD M 205.1-7 (Supplemented Rev. 0)	Security Controls for Unclassified Information Systems Manual
CRD M 205.1-8 (Supplemented Rev. 0)	Cyber Security Incident Management Manual

Directive Identifier	Title
CRD N 206.4 (Supplemented Rev. 0)	Personal Identity Verification
CRD N 206.5	Response and Notification Procedures for Data Breaches Involving Personally Identifiable Information
CRD O 210.2A	DOE Corporate Operating Experience Program
CRD O 221.1A	Reporting Fraud, Waste and Abuse
CRD O 221.2A	Cooperation with the Office of Inspector General
CRD O 225.1A (Supplemented Rev. 0)	Accident Investigations
CRD O 226.1B	Implementation of Department of Energy Oversight Policy
CRD O 231.1B	Environment, Safety and Health Reporting
CRD O 232.2 (Supplemented Rev. 0)	Occurrence Reporting and Processing of Operations Information
CRD O 241.1B	Scientific and Technical Information Management
CRD O 243.1A	Records Management Program
CRD O 243.2 (Supplemented Rev. 2)	Vital Records
CRD O 350.1, Chg 3	Contractor Human Resource Management Programs
CRD O 413.1A	Management Control Program
CRD O 413.3B	Program and Project Management for the Acquisition of Capital Assets
CRD O 414.1D	Quality Assurance
CRD O 420.1B, Chg 1 (Supplemented Rev. 0)	Facility Safety
CRD O 422.1 (Supplemented Rev. 0)	Conduct of Operations
CRD O 425.1D (Supplemented Rev. 0)	Verification of Readiness to Start Up and Restart Nuclear Facilities
CRD O 426.2 (Supplemented Rev. 1)	Personnel Selection, Training, Qualification, and Certification Requirements for DOE Nuclear Facilities
CRD O 430.1B	Real Property Asset Management
CRD O 433.1B	Maintenance Management Program for DOE Nuclear Facilities
CRD O 435.1, Chg 1 (Supplemented Rev. 0)	Radioactive Waste Management
CRD O 436.1 (Supplemented Revision 0)	Departmental Sustainability
CRD M 440.1-1A, Sections 16 and 17 only (Supplemented Rev. 0)	DOE Explosives Safety Manual
CRD O 442.1A (Supplemented Rev. 2)	Department of Energy Employee Concerns Program
CRD O 442.2	Differing Professional Opinions for Technical Issues Involving Environmental, Safety and Health Technical Concerns
CRD O 458.1, Chg. 2	Radiation Protection of the Public and the Environment
CRD O 460.1C	Packaging and Transportation Safety

Directive Identifier	Title
CRD O 460.2A (Supplemented Rev. 1)	Departmental Materials, Transportation, and Packaging Management
CRD M 460.2-1	Radioactive Material Transportation Practices Manual
CRD O 470.2B (Supplemented Rev. 2)	Independent Oversight and Performance Assurance Program
CRD M 470.4-1, Chg 1 (Supplemented Rev. 1)	Safeguards and Security Program Planning and Management
CRD M 470.4-2A (Supplemented Rev. 0)	Physical Protection
CRD M 470.4-4A	Information Security Manual
CRD M 470.4-6, Chg 1 (Supplemented Rev. 0)	Nuclear Material Control and Accountability
CRD O 471.3 (Supplemented Rev. 1)	Identifying and Protecting Official Use Only Information
CRD M 471.3-1	Manual for Identifying and Protecting Official Use Only Information
CRD M 472.2	Personnel Security
CRD O 534.1B	Accounting
CRD O 551.1C	Official Foreign Travel
DOE-0344, Revision 0	Hanford Site Excavating, Trenching, and Shoring
DOE/RL-0223	RL Emergency Implementing Procedures
DOE/RL-96-68, Rev. 3	Hanford Analytical Services Quality Assurance Requirements Documents
DOE/RL-94-02, Rev. 5	Hanford Emergency Management Plan
DOE/RL-2001-36, Revision 1-E	Hanford Sitewide Transportation Safety Document
Final DOE/RL-2002-12, dated September 2001	Hanford Site Radiological Health and Safety Manual
DOE/RL-2008-17, Rev. 0	Gable Mountain and Gable Butte Resource Management Plan
DOE/RL-2009-89, Rev. 0	Transportation Hazards Survey and Emergency Planning Hazards Assessment
RRD 005 Rev. 3	Worker Safety
RRD 006 Rev. 0	Contractor Support to RL Implementation of DOE Order 470.3A, Design Basis Threat Policy
RRD 008 Rev. 3	Quality Assurance Program Requirements
SCSP, July 5, 2005	Site Counterintelligence Support Plan