

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1 CONTRACT ID CODE	PAGE OF PAGES 1 5
2 AMENDMENT/MODIFICATION NO 0542	3 EFFECTIVE DATE 06/12/2014	4 REQUISITION/PURCHASE REQ NO 14EM002179	5 PROJECT NO (If applicable)
6 ISSUED BY RICHLAND OPERATIONS OFFICE US DEPARTMENT OF ENERGY PO BOX 550 MSIN A7-80 RICHLAND WA 99352	CODE 00601	7 ADMINISTERED BY (If other than Item 6) RICHLAND OPERATIONS OFFICE US DEPARTMENT OF ENERGY PO BOX 550 MSIN A7-80 RICHLAND WA 99352	CODE 00601
8 NAME AND ADDRESS OF CONTRACTOR (No. street, county, State and ZIP Code) WASHINGTON CLOSURE HANFORD LLC ATTN SCOTT M SAX PRESIDENT 2620 FERMI AVENUE RICHLAND WA 99354		(x) 9A AMENDMENT OF SOLICITATION NO	9B DATED (SEE ITEM 11)
CODE 167280762 FACILITY CODE		x 10A MODIFICATION OF CONTRACT/ORDER NO DE-AC06-05RL14655	10B DATED (SEE ITEM 13) 03/23/2005

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)
	D. OTHER (Specify type of modification and authority)

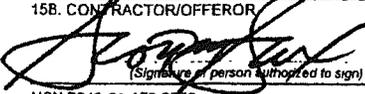
E. IMPORTANT: Contractor is not. 'x' is required to sign this document and return 1 copies to the issuing office.

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-245

A. The purpose of this modification is to definitize the following change order, which was submitted to RL by WCH on December 19, 2013 (CCN 174204): "Request for Equitable Adjustment WCH-REA-245, Revision 0, River Corridor Remedial Investigation/Feasibility Study Report and Proposed Plan Schedule Extension." 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 9 A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A NAME AND TITLE OF SIGNER (Type or print) SM Sax, President		16A NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Jenise C. Connerly	
15B CONTRACTOR/OFFEROR 	15C DATE SIGNED 6/30/14	16B UNITED STATES OF AMERICA 	16C DATE SIGNED 6-30-14

NSN 7540-01-152-0070
 Previous edition unusable

STANDARD FORM 30 (REV. 10-83)
 Prescribed by GSA
 FAR (48 CFR) 53.243

SF30 BLOCK 14 CONTINUATION:

B. Based on negotiations of WCH-REA-245, the following increases are hereby made to Contract Target Cost and Fee within Contract Line Item No. 1:

Cost: \$1,371,492
 Fee: \$ 96,004
 Total: \$1,467,496

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 Table B.1 are detailed below:

Element	From*	To	Increase
Target Cost – CLIN 1	\$1,890,136,727	\$1,891,508,219	\$1,371,492
Target Cost – TOTAL	\$2,256,576,750	\$2,257,948,242	\$1,371,492
Target Fee – CLIN 1	\$134,608,898	\$134,704,902	\$96,004
Target Fee – TOTAL	\$159,897,006	\$159,993,010	\$96,004
Maximum Cost Performance Incentive Fee – CLIN 1	\$255,168,458	\$255,353,610	\$185,152
Maximum Cost Performance Incentive Fee – TOTAL	\$304,637,861	\$304,823,013	\$185,152

*The base amounts for revisions identified in Table B.1 are from Modification No. 540.

D. The cost proposal for WCH-REA-245 initially included costs for FY 2015. By mutual agreement of the parties, costs for FY 2015 activities have been removed from the work scope in WCH-REA-245 and will be included in a separate contract action under Change Proposal No. WCH-CP-281.

The definitization schedule for Change Order No. WCH-CP-281 is as follows:

Action	Date
Contractor Submittal of Technical, Cost, and Fee Proposal Due to RL	July 31, 2014
Commence Negotiations	September 17, 2014
Mutual Agreement on Definitization of Change	September 22, 2014
Execute Contract Modification	September 30, 2014

- E. The following contract sections will be updated for WCH-REA-245 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 WCH-REA-245:
 - Final Closure – Independent Closure Reviews (WBS 1.05.01.01.40 / .42 / .43) – ES/FC-Risk Assessment – CLIN 1 Target Cost and total Target Cost increased by \$931,677.
 - Final Closure – ES/FC-Management and Support (WBS 1.05.99.01.29) - CLIN 1 Target Cost and Total Target Cost increased by \$217,134.
 - 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 \$222,681.
 - TOTAL – CLIN 1 Target Cost and Total Target Cost increased by \$1,371,492.
 2. Section J, Attachment J-1, *River Corridor Closure Contract Work Scope* – The following line items will be revised by WCH-REA-245:
 - **NEW** - Final Closure – Independent Closure Reviews – ES/FC-Orphan Site Evaluations (WBS 1.05.01.01.40.01) – River Corridor RI/FS Report and proposed Plan Schedule Extension – WCH-REA-245 – Not in SPIF (1.05.01.01.40.01.07 and .08)
 - Final Closure – ES/FC-Management and Support (WBS 1.05.99.01.29.01) – REA-245 added to Column H.
 - Mission Support/General Support (MS/GS) – MS/GS Project Integration (WBS 1.06.01.01.01.01) – REA-245 added to Column H.
 - MS/GS-Project Services (WBS 1.06.02.01.01.01) – REA-245 added to Column H.
 - MS/GS-SHQ (WBS 1.06.03.01.01.01) – REA-245 added to Column H.
 - MS/GS-Engineering (WBS 1.06.04.01.01.01) – REA-245 added to Column H.
 - MS/GS-Regulatory Integration and Outreach (WBS 1.06.05.01.01.01) – REA-245 added to Column H.
 - MS/GS-Office of the Project General Manager (WBS 1.06.06.01.01.01) – REA-245 added to Column H.
- F. 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).
- G. Correspondence related to this contract action is identified below:
1. WCH Ltr. No. 174204, S. L. Feaster to J. C. Connerly, RL, “Request for Equitable Adjustment WCH-REA-245, Revision 0, River Corridor Remedial Investigation/Feasibility Study Report and Proposed Plan Schedule Extension,” dated December 19, 2013

H. Contractor Statement of Release: In consideration of the modification agreed to herein as complete equitable adjustment for WCH-REA-245, 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-245.

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

End of Modification 542

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)	\$1,891,508,219	\$0	\$112,866,781	\$253,573,242	\$2,257,948,242	
Target Fee	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (b)(2)	\$134,704,902	\$0	\$7,899,297	\$17,388,811	\$159,993,010	
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
		11/30/2013	\$32.8M	11/30/2014	\$16.3M		
		12/31/2013	\$32.0M	12/31/2014	\$14.8M		
		1/31/2014	\$31.2M	1/31/2015	\$13.3M		
		2/28/2014	\$30.4M	2/28/2015	\$11.9M		
		3/31/2014	\$29.6M	3/31/2015	\$10.4M		
		4/30/2014	\$28.8M	4/30/2015	\$8.9M		
		5/31/2014	\$28.0M	5/31/2015	\$7.4M		
		6/30/2014	\$23.7M	6/30/2015	\$5.9M		
		7/31/2014	\$22.2M	7/31/2015	\$4.4M		
		8/31/2014	\$20.7M	8/31/2015	\$3.0M		
9/30/2014	\$19.3M	9/30/2015	Zero				
10/31/14	\$17.8M						
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	\$255,353,610 (13.5% of Target Cost)	\$0 (13.5% of Target Cost)	\$15,237,015 (13.5% of Target Cost)	\$34,232,388 (13.5% of Target Cost)	\$304,823,013 (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	