

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE _____ PAGE 1 OF 7 PAGES

2. AMENDMENT/MODIFICATION NO. 296 3. EFFECTIVE DATE (M/D/Y) See Block 16C 4. REQUISITION/PURCHASE REQ. NO. _____ 5. PROJECT NO. (If applicable) _____

6. ISSUED BY CODE _____ 7. ADMINISTERED BY (If other than Item 6) CODE _____
U.S. Department of Energy
Office of River Protection
P. O. Box 450, MS H6-60
Richland, WA 99352

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP code)
Bechtel National, Inc.
2435 Stevens Center Place
Richland, WA 99354

9A. AMENDMENT OF SOLICITATION NO. _____
 9B. DATED (SEE ITEM 11) _____
 10A. MODIFICATION OF CONTRACT/ ORDER NO. **DE-AC27-01RV14136**
 10B. DATED (SEE ITEM 13) **December 11, 2000**

CODE 396A5 FACILITY CODE 153392068

11. THIS ITEM 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 DATE AND HOUR 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 amendment and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required) _____

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS SET FORTH 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 ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO AUTHORITY OF FAR 43.103(b).

C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO THE AUTHORITY OF:

D. OTHER (Specify type of modification and authority)
 Clause B.7 "Award Fee Administration"

E. IMPORTANT: Contractor is not, is required to sign this document and return 2 copies to the issuing office.

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

Reference Continuation Page(s)
 Period of Performance: 12/11/2000 to 8/15/2019

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)
Frank M. Russo
Project Director

16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)
George F. Champlain
Contracting Officer

15B. CONTRACTOR/OFFEROR _____
 (Signature of person authorized to sign)

15C. DATE SIGNED 4/4/13

16B. UNITED STATES OF AMERICA
 BY George F. Champlain
 (Signature of Contracting Officer)

16C. DATE SIGNED 9 Apr 2013

Purpose of Modification:

The purpose of this modification is as follows:

1. Incorporate the 2012-A Performance Evaluation and Measurement Plan (PEMP) award fee determination into Contract Section B, *Supplies or Services and Prices/Costs*.
2. Incorporate the change in award fee allocation between B.1 Project Management and B.2 Cost for the 2013-A PEMP evaluation period into Contract Section B, *Supplies or Services and Prices/Costs*.
3. Incorporate the 2013-A Rev. 0 PEMP into Contract Section B, *Supplies or Services and Prices/Costs*, by reference.

Description of Modification:

1. For the 2012-A PEMP evaluation period, BNI earned \$1,571,850 under the B.1 Project Management Incentive and \$1,549,800 under the B.2 Cost Incentive, as specified in U.S. Department of Energy, Office of River Protection (ORP) letter 12-WTP-0291, dated September 17, 2012. As a result, the unearnable award fee for the 2012-A PEMP evaluation period is \$1,578,150 for the B.1 Project Management Incentive and \$1,600,200 for the B.2 Cost Incentive.
2. Waive the fee associated with the 2012-B PEMP evaluation period at the request of the Contractor.
3. The 2013-A PEMP re-allocates the available award fee for B.1 Project Management, from \$3,150,000 to \$3,780,000; and re-allocates the available award fee for B.2 Cost, from \$3,150,000 to \$2,520,000. The total available award fee for the 2013-A PEMP evaluation period remains unchanged at \$6,300,000.
4. The 2013-A Rev.0 PEMP is hereby incorporated into Contract Section B, *Supplies or Services and Prices/Costs*, by reference.
5. As a result of the changes described in paragraphs one (1) through four (4) above, the tables in Contract Section B, *Supplies or Services and Prices/Costs* are revised as specified in paragraphs a through d below.
 - a. The table in Section B, *Supplies or Services and Prices/Costs*, Contract Section B.2 *Obligation and Availability of Funds and Contract Value*, paragraph (c) is revised as follows:
 - The Maximum Available Award Fee for the B.1 Project Management Incentive is decreased by \$4,098,150, from \$59,008,737 to \$54,910,587. The decrease consists of the following: a decrease of \$1,578,150 to reflect unearned award fee for the 2012-A PEMP evaluation period; a decrease of \$3,150,000 to reflect

the waiver of the fee associated with the 2012-B PEMP evaluation period; and an increase of \$630,000 to reflect the change in the 2013-A PEMP available award fee for B.1 Project Management, from \$3,150,000 to \$3,780,000, as specified in the 2013-A PEMP.

- The Maximum Available Award Fee for the B.2 Cost Incentive is decreased by \$5,380,200, from \$66,024,000 to \$60,643,800. The decrease consists of the following: a decrease of \$1,600,200 to reflect unearned award fee for the 2012-A PEMP evaluation period; a decrease of \$3,150,000 to reflect the waiver of the fee associated with the 2012-B PEMP evaluation period; and a decrease of \$630,000 to reflect the change in the 2013-A PEMP available award fee for B.2 Cost, from \$3,150,000 to \$2,520,000, as specified in the 2013-A PEMP.
- The Total Maximum Available Award Fee is decreased by \$9,478,350, from \$127,813,778 to \$ 118,335,428.
- The Total Maximum Available Fee is decreased by \$9,478,350, from \$608,436,103 to \$ 598,957,753.
- The Total Estimated Contract Price (TECP) is decreased by \$9,478,350, from \$11,255,166,658, to \$11,245,688,308.

The table in Section B, *Supplies or Services and Prices/Costs*, Contract Section B.2 *Obligation and Availability of Funds and Contract Value*, paragraph (c), is deleted in its entirety and replaced in full as follows:

Cost:	Total Estimated Contract Cost (TECC)	\$ 10,646,730,555
Fee:		
A	Final Fee Determination - Pre-Mod No. A143	\$ 102,622,325
B	Maximum Available Award Fee (See Table B-2-B-1)	\$ 118,335,428
B.1	Project Management Incentive	\$ 54,910,587
B.2	Cost Incentive	\$ 60,643,800
B.3	REA Settlement	\$ 2,781,041
C	Schedule Incentive Fee	\$ 227,000,000
C.1	Activity Milestone Completion	\$ 173,000,000
C.2	Facility Milestone Completion	\$ 54,000,000
D	Operational Incentive Fee	\$ 91,000,000
D.1	Cold Commissioning	\$ 45,000,000
D.2	Hot Commissioning	\$ 46,000,000
E	Enhancement Incentive Fee	\$ 60,000,000
E.1	Enhanced Plant Capacity	\$ 15,000,000
E.2	Sodium Reduction	\$ 15,000,000
E.3	Enhanced Plant Turnover	\$ 15,000,000
E.4	Sustained Production Achievement	\$ 15,000,000
	Total Maximum Available Fee (296)	\$ 598,957,753
	Total Estimated Contract Price (TECP) (296)	\$ 11,245,688,308

b. The table in Section B, *Supplies or Services and Prices/Costs*, Contract Clause B.11, *Attachments*, Attachment B-1, *Incentive Fee Summary Table*, is revised as follows:

- The B.1, *Project Management Incentive*, is decreased by \$4,098,150, from \$59,008,737 to \$54,910,587.
- The B.2, *Cost Incentive*, is decreased by \$5,380,200, from \$66,024,000 to \$60,643,800.
- The Total Award Fee is decreased by \$9,478,350, from \$ 127,813,778 to \$118,335,428.
- The Total Maximum Available Fee (A+B+C+D+E) is decreased by \$9,478,350, from \$608,436,103 to \$598,957,753.

The table in Section B, *Supplies or Services and Prices/Costs*, Contract Clause B.11, *Attachments*, Attachment B-1, *Incentive Fee Summary Table*, is deleted in its entirety and replaced in full as follows:

Table B-1 - WTP Incentive Fee Structure

<u>Description</u>	<u>Reference</u>	<u>Amount</u>
A Final Fee Determination Prior to Modification No. A143	Attachment B-2-A	<u>\$102,622,325</u>
B Maximum Available Award Fee:		
B.1 Project Management Incentive	Attachment B-2-B	<u>\$54,910,587</u>
B.2 Cost Incentive	Attachment B-2-B	<u>\$60,643,800</u>
*See Table B-2-B-1		
B.3 REA Settlement Fee	Attachment B-3	<u>\$2,781,041</u>
Total Award Fee		<u>\$118,335,428</u>
C Schedule Incentive Fee:		
C.1.X Activity Milestone Completion:	Attachment B-2-C	\$173,000,000
C.2 Facility Milestones Completion:		
C.2.1 LAB Construction Substantially Complete	Attachment B-2-C	\$4,000,000
C.2.2 LAW Construction Substantially Complete	Attachment B-2-C	\$4,000,000
C.2.3 LBL Start Cold Commissioning (SCC)	Attachment B-2-C	\$4,000,000
C.2.4 LBL Complete Hot Commissioning (CHC)	Attachment B-2-C	\$4,000,000
C.2.5 HLW Start Cold Commissioning	Attachment B-2-C	\$9,500,000
C.2.6 PT Start Cold Commissioning	Attachment B-2-C	\$9,500,000
C.2.7 HLW Complete Hot Commissioning	Attachment B-2-C	\$9,500,000
C.2.8 PT Complete Hot Commissioning	Attachment B-2-C	\$9,500,000
Total - Facility Schedule Incentive		<u>\$54,000,000</u>
Total Schedule Incentive Fee		<u>\$227,000,000</u>
D Operational Incentive Fee:		
D.1 Cold Commissioning:		
D.1.1 PT High Level Waste	Attachment B-2-D	\$10,000,000
D.1.2 PT Low Level Waste	Attachment B-2-D	\$10,000,000
D.1.3 HLW Vitrification	Attachment B-2-D	\$13,000,000
D.1.4 LAW Vitrification	Attachment B-2-D	\$12,000,000
Subtotal-Cold Commissioning		<u>\$45,000,000</u>
D.2 Hot Commissioning:		
D.2.1 PT High Level Waste	Attachment B-2-D	\$10,000,000
D.2.2 PT Low Level Waste	Attachment B-2-D	\$10,000,000
D.2.3 HLW Vitrification	Attachment B-2-D	\$13,000,000
D.2.4 LAW Vitrification	Attachment B-2-D	\$13,000,000
Subtotal-Hot Commissioning		<u>\$46,000,000</u>
Total Operational Incentive Fee		<u>\$91,000,000</u>
E Enhancement Incentive Fee:		
E.1 Enhanced Plant Capacity	Attachment B-2-E	\$15,000,000
E.2 Sodium Reduction	Attachment B-2-E	\$15,000,000
E.3 Enhanced Plant Turnover	Attachment B-2-E	\$15,000,000
E.4 Sustained Production Achievement	Attachment B-2-E	\$15,000,000
Total Enhancement Incentive Fee		<u>\$60,000,000</u>
TOTAL MAXIMUM AVAILABLE FEE (A+B+C+D+E)* (296)		<u>\$598,957,753</u>

- c. The table in Section B, *Supplies or Services and Prices/Costs*, Contract Clause B.11, *Attachments*, Attachment B-2, *Incentive Fee Details*, Sub-Attachment B-2-B, *Incentive Fee B, Maximum Available Award Fee*, Table B-2-B-1, *Incentive Fee*

B, *Maximum Available Award Fee*, is deleted in its entirety and replaced in full as follows:

Cal. Year (CY)	Award Fee Period	B.1 Award Fee - Project Mgmt Incentive		B.2 Award Fee - Cost Incentive		Total Award Fee		
		Available	Earned*	Available	Earned*	Available	Earned	Unearnable
2009	2009-A	\$2,188,838	\$1,584,719	\$4,500,000	-\$2,925,000	\$6,688,838	\$4,509,719	\$2,179,119
	2009-B	\$2,188,837	\$1,349,418	\$4,500,000	\$2,250,000	\$6,688,837	\$3,599,418	\$3,089,419
2010	2010-A	\$2,000,000	\$1,379,000	\$4,300,000	\$2,580,000	\$6,300,000	\$3,959,000	\$2,341,000
	2010-B	\$2,000,000	\$1,521,600	\$4,300,000	\$2,623,000	\$6,300,000	\$4,144,600	\$2,155,400
2011	2011-A	\$2,000,000	\$1,348,000	\$4,300,000	\$2,795,000	\$6,300,000	\$4,143,000	\$2,157,000
	2011-B	\$2,000,000	\$1,426,000	\$4,300,000	\$2,451,000	\$6,300,000	\$3,877,000	\$2,423,000
2012	2012-A	\$3,150,000	\$1,571,850	\$3,150,000	\$1,549,800	\$6,300,000	\$3,121,650	\$3,178,350
	2012-B	Waived	at the	request	of the	Contractor		
2013	2013-A	\$3,780,000	TBD	\$2,520,000	TBD	\$6,300,000	TBD	
	2013-B	\$3,150,000	TBD	\$3,150,000	TBD	\$6,300,000	TBD	
2014	2014-A	\$3,150,000	TBD	\$3,150,000	TBD	\$6,300,000	TBD	
	2014-B	\$3,150,000	TBD	\$3,150,000	TBD	\$6,300,000	TBD	
2015	2015-A	\$3,150,000	TBD	\$3,150,000	TBD	\$6,300,000	TBD	
	2015-B	\$3,150,000	TBD	\$3,150,000	TBD	\$6,300,000	TBD	
2016	2016-A	\$3,150,000	TBD	\$3,150,000	TBD	\$6,300,000	TBD	
	2016-B	\$3,150,000	TBD	\$3,150,000	TBD	\$6,300,000	TBD	
2017	2017-A	\$3,150,000	TBD	\$3,150,000	TBD	\$6,300,000	TBD	
	2017-B	\$3,150,000	TBD	\$3,150,000	TBD	\$6,300,000	TBD	
2018	2018-A	\$3,150,000	TBD	\$3,150,000	TBD	\$6,300,000	TBD	
	2018-B	\$3,150,000	TBD	\$3,150,000	TBD	\$6,300,000	TBD	
2019	2019-A	\$3,150,000	TBD	\$3,150,000	TBD	\$6,300,000	TBD	
	2019-B	\$3,150,000	TBD	\$3,150,000	TBD	\$6,300,000	TBD	
Totals		\$60,257,675	\$10,180,587	\$72,820,000	\$17,173,800	\$133,077,675	\$27,354,387	\$17,523,288

d. The table in Section B, *Supplies or Services and Prices/Costs*, Contract Clause B.11, *Attachments*, Attachment B-2, *Incentive Fee Details*, Sub-Attachment B-2-B, *Incentive Fee B, Maximum Available Award Fee*, Table B-2-B-2, *Incentive Fee B - Performance Evaluation and Measurement Plan (PEMP)*, is deleted in its entirety and replaced in full as follows:

Table B-2-B-2. PEMP

Calendar Year (CY)	Award Fee Period	PEMP Revision	Effective Date
2009	2009-A	Rev. 0	February 1, 2009
	2009-B	Rev. 0	July 1, 2009
2010	2010-A	Rev. 0	January 1, 2010
	2010-A	Rev. 1	April 19, 2010
	2010-B	Rev. 0	July 1, 2010
2011	2011-A	Rev. 0	January 1, 2011
	2011-B	Rev. 0	July 1, 2011
2012	2012-A	Rev. 0	January 1, 2012
	2012-A	Rev. 1	January 31, 2012
	2012-A	Rev. 2	April 15, 2012
	2012-B	Rev. 0	July 1, 2012
2013	2013-A	Rev. 0	January 1, 2013
	2013-B		
2014	2014-A		
	2014-B		
2015	2015-A		
	2015-B		
2016	2016-A		
	2016-B		
2017	2017-A		
	2017-B		
2018	2018-A		
	2018-B		
2019	2019-A		
	2019-B		

e. All other terms and conditions remain unchanged.

(End of Modification)