

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE		PAGE OF PAGES	
2. AMENDMENT/MODIFICATION NO. 438		3. EFFECTIVE DATE See Block 16C		4. REQUISITION/PURCHASE REQ. NO. 13EM000966	
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		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.		9B. DATED (SEE ITEM 11)	
WASHINGTON CLOSURE HANFORD, LLC Attn: Carol A. Johnson, President 2620 Fermi Avenue Richland WA 99354					
CODE 167280762		FACILITY CODE		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)

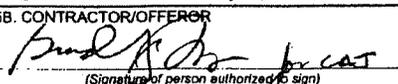
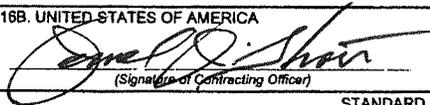
**13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.**

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) 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-CP-217  
 A. The purpose of this modification is to: (1) remove the 188-D Ash Disposal Basin from the contract scope of work; and (2) decrease the contract target cost and fee by a total of \$776,631 for removal of this work scope. 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)		16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	
15C. DATE SIGNED 2/19/13		16C. DATE SIGNED 2-21-13	

**SF30 BLOCK 14 CONTINUATION:**

- B. RL and WCH have mutually agreed to remove the following item from the contract work scope: 100-D Area - D4 Retention Basin–188D – Work Breakdown Structure 1.01.01.02.10.02 – 188-D Ash Disposal Basin. The contractor’s deductive proposal was submitted under Cost Proposal No. WCH-CP-217.
- C. Based on negotiations of WCH-CP-217, the following decrease is hereby made to Contract Target Cost within Contract Line Item No. 1:

Cost	(\$725,823)
Fee	<u>(\$ 50,808)</u>
Total	<u>(\$776,631)</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	Decrease
Target Cost – CLIN 1	\$1,813,923,592	\$1,813,197,769	(\$725,823)
Target Cost – TOTAL	\$2,180,344,574	\$2,179,618,751	(\$725,823)
Target Fee – CLIN 1	\$129,325,375	\$129,274,567	(\$50,808)
Target Fee – TOTAL	\$154,613,483	\$154,562,675	(\$50,808)
Maximum Cost Performance Incentive Fee – CLIN 1	\$244,879,685	\$244,781,699	(\$97,986)
Maximum Cost Performance Incentive Fee – TOTAL	\$294,346,518	\$294,248,532	(\$97,986)

\*The base amounts for revisions identified in Table B.1 are from Modification No. 437.

- E. The following contract sections will be updated for WCH-CP-217 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-CP-217:
    - 100-D Area – D4-Rentention Basins (WBS 1.01.01.02.10) – Baseline Quantity decreased by (6,492) Tons. CLIN 1 and Total Target Cost decreased by (\$725,823).
    - TOTAL – CLIN 1 and Total Target Cost decreased by (\$725,823).
  2. Section C, Table C.1, *River Corridor Work Summary* - Table C.1 will be revised as follows for WCH-CP-217:
    - The number of waste sites is decreased by one (1) in the following locations: (1) Activity 4, “D4 Facilities,” summary column “100 D Area;” and (2) the Total column for Activity 4, “D4 Facilities.”
    - The Total number of waste sites is decreased by one (1) under the summary column “100-D Area” and “Total.”

3. Section J, Attachment J-1, *River Corridor Closure Contract Work Scope* – The following line item will be removed from Attachment J-1 for WCH-CP-217:
  - 100 Area – 100-D Area – D4-Retention Basins – 188D (WBS 1.01.01.02.10.02) – Work scope for the 188D Ash Retention Basin is hereby removed from Attachment J-1. The Actual Cost of Work Performed will be retained for closeout, which is not in SPIF.
  
- F. Correspondence related to this contract action is identified as follows:
  1. WCH Ltr. No. 167307, S. L. Feaster to J. J. Short, RL, “Contract No. DE-AC06-05RL14655 – Completion of the 188-D Ash Disposal Basin Scope,” dated August 29, 2012
  2. WCH Ltr. No. 164304, S. L. Feaster to J. J. Short, RL, “Contract No. DE-AC06-05RL14655 – Request for Removal of 188-D Coal Ash Basin,” dated February 27, 2012
  3. WCH Ltr. No. 152918, S. L. Feaster to J. J. Short, RL, “Request for Removal of 188-D Ash Disposal Basin,” dated August 23, 2010
  4. RL Ltr. No. 10-SED-0109, J. J. Short to M. N. Brosee, WCH, “Contract No. DE-AC06-05RL14655 – Environmental Approach for Facility 188-D,” dated June 2, 2010
  
- G. Contractor Statement of Release: In consideration of the modification agreed to herein as complete equitable adjustment for WCH-CP-217, 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-CP-217.

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

End of Modification 438

**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)	\$1,813,197,769	\$0	\$112,847,740	\$253,573,242	\$2,179,618,751	
Target Fee	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (b)(2)	\$129,274,567	\$0	\$7,899,297	\$17,388,811	\$154,562,675	
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	
<b>Schedule Performance Incentive Fee (CLIN 1)</b>							
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				
<b>Total Maximum Incentive Fee</b>							
Maximum Cost Performance Incentive Fee	Maximum Total Cost Performance Incentive Fee that may be earned	\$244,781,699 (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)	\$294,248,532 (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	