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| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | 1. CONTRACT ID CODE | PAGE OF PAGES 1 7 |
| 2. AMENDMENT/MODIFICATION NO 0535 | 3. EFFECTIVE DATE 04/30/2014 | 4. REQUISITION/PURCHASE REQ. NO. 14EM001739 | 5. PROJECT NO. (If applicable) |
| 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 |
| 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.

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| 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) Clause I.104, 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

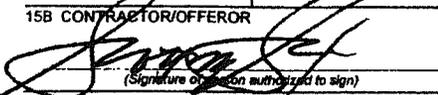
DUNS Number: 167280762

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 472.2, Admin. Chg. 1, "Personnel Security," replaces CRD O 472.2, same title; and
- CRD O 473.3 (Supplemented Rev. 0), "Protection Program Operations," replaces CRD M 470.4-2A (Supplemented Rev. 0), "Physical Protection."

Details regarding incorporation of the above directives are included in the SF30 Block 14
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.

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| 15A. NAME AND TITLE OF SIGNER (Type or print) S.M. Sax, President | | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Jenise C. Connerly | |
| 15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign) | 15C. DATE SIGNED 5/5/14 | 16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer) | 16C. DATE SIGNED 5-5-2014 |

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
DE-AC06-05RL14655/0535

PAGE OF
2 7

NAME OF OFFEROR OR CONTRACTOR
WASHINGTON CLOSURE HANFORD, LLC

| ITEM NO. (A) | SUPPLIES/SERVICES (B) | QUANTITY (C) | UNIT (D) | UNIT PRICE (E) | AMOUNT (F) |
|-----------------|---|-----------------|-------------|-------------------|---------------|
| | Continuation on Page 3 of this modification. Period of Performance: 03/23/2005 to 09/30/2015 | | | | |

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 472.2* | Personnel Security |
| CRD M 470.4-2A (Supplemented Rev. 0) | Physical Protection |

*Note that CRD O 472.2 was incorrectly identified in previous versions of Attachment J-2 as CRD M 472.2.

- 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 472.2, Admin. Chg. 1 | Personnel Security |
| CRD O 473.3 (Supplemented Rev. 0) | Protection Program Operations |

- D. 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.

- E. Correspondence related to incorporation and removal of the directives identified in paragraphs B and C above is listed below:

1. CRD O 472.2, Admin. Chg. 1 – *Personnel Security*
 - a. WCH Ltr. No. 174412, S. L. Feaster, to J. C. Connerly, RL, “Contract No. DE-AC06-05RL14655 – Contractor Requirements Document O 472.2, Admin. Chg. 1, Personnel Security” dated January 27, 2014
 - b. RL Ltr. No. 13-SES-0047, J. C. Connerly to S. M. Sax, WCH, “Contract No DE-AC06-05RL14655 – Contractor Requirements Document (CRD) O 472.2, Admin. Chg. 1 – Personnel Security,” dated January 15, 2014
2. CRD O 473.3 (Supplemented Rev. 0) – *Protection Program Operations*
 - a. WCH Ltr. No. 175459, S. L. Feaster to J. C. Connerly, RL, “Contract No. DE-AC06-05RL14655 – Contractor Requirements Document O 473.3, Supplemented Revision 0, Protection Program Operations,” dated April 3, 2014
 - b. RL Ltr. No. 14-SES-0076, J. C. Connerly to S. M. Sax, WCH, “Contract No. DE-AC06-05RL14655 – Contractor Requirements Document (CRD) O 473.3 Protection Program Operations (Supplemented Revision 0),” dated March 11, 2014

- F. 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).

- G. 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 535

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 O 206.2 | Identity, Credential, and Access Management |
| 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 227.1 (Supp. Rev. 0) | Independent Oversight Program |
| 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 4 | 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 |

| Directive Identifier | Title |
|--|---|
| CRD O 460.1C | Packaging and Transportation Safety |
| CRD O 460.2A (Supplemented Rev. 1) | Departmental Materials, Transportation, and Packaging Management |
| CRD M 460.2-1 | Radioactive Material Transportation Practices Manual |
| CRD M 470.4-1, Chg 1 (Supplemented Rev. 1) | Safeguards and Security Program Planning and Management |
| 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 O 472.2, Admin. Chg. 1 | Personnel Security |
| CRD O 473.3 (Supplemented Rev. 0) | Protection Program Operations |
| 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 |
| DOE/RL-2002-12, Revision 1 (Dated January 16, 2013) | Hanford Radiological Health and Safety Document |
| 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 |