

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE

PAGE OF PAGES

1 6

2. AMENDMENT/MODIFICATION NO.

0565

3. EFFECTIVE DATE

08/27/2014

4. REQUISITION/PURCHASE REQ. NO.

14EM002878

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
P.O. Box 550, MSIN A7-80
Richland WA 99352

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U.S. Department of Energy
P.O. Box 550, MSIN A7-80
Richland WA 99352

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

9A. AMENDMENT OF SOLICITATION NO.

9B. DATED (SEE ITEM 11)

10A. MODIFICATION OF CONTRACT/ORDER NO.

DE-AC06-05RL14655

10B. DATED (SEE ITEM 13)

03/23/2005

CODE 167280762

FACILITY CODE

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. 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-170

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 174206): "Request for Equitable Adjustment, WCH-REA-170, Revision 0, 100-D Area Waste Site Remediation Quantities Exceeded 15% of IPB (B.2 - B05)." 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)

FOR SM SAX, President

16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)

Jenise C. Connerly

15B. CONTRACTOR/OFFEROR

W.E. Kirby
(Signature of person authorized to sign)

15C. DATE SIGNED

9-15-14

16B. UNITED STATES OF AMERICA

Jenise C. Connerly
(Signature of Contracting Officer)

16C. DATE SIGNED

9-16-14

NSN 7540-01-152-8070
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-170, the following increases are hereby made to Contract Target Cost and Fee within Contract Line Item No. 1:

Cost: \$17,733,756
 Fee: \$ 677,500
 Total: \$18,411,256

C. This negotiation does not include or resolve the costs associated with the delay in expansion of Borrow Pit 21 (100-D Area) and Pit 23 (100-N Area) as directed by RL Ltr. No. 14-AMRP-0231, dated July 2014. Any increased costs associated with delayed expansion of borrow pits in the 100-D Area will be addressed in a separate future change order.

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	Increase
Target Cost – CLIN 1	\$1,965,360,694	\$1,983,094,450	\$17,733,756
Target Cost – TOTAL	\$2,331,800,717	\$2,349,534,473	\$17,733,756
Target Fee – CLIN 1	\$138,820,687	\$139,498,187	\$677,500
Target Fee – TOTAL	\$164,108,795	\$164,786,295	\$677,500
Maximum Cost Performance Incentive Fee – CLIN 1	\$265,323,694	\$267,717,751	\$2,394,057
Maximum Cost Performance Incentive Fee – TOTAL	\$314,793,097	\$317,187,154	\$2,394,057

*The base amounts for revisions identified in Table B.1 are from Modification No. 564.

E. The following contract sections will be updated for WCH-REA-170 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-170:

- 100-D Area – Waste Site Remediation (WBS 1.03.02.02.05 / 1.03.02.03.05) – Field Remediation-Waste Sites-100-D – Baseline Quantity increased by 314,433 Tons - CLIN 1 Target Cost and Total Target Cost increased by \$7,347,883.
- 100-D Area – Field Remediation-100-D Area Non Site Specific Support (WBS 1.03.02.75.25) - CLIN 1 Target Cost and Total Target Cost increased by \$6,986,211.
- Final Closure – Field Remediation-Management and Support (WBS 1.03.99.01.29) – CLIN 1 Target Cost and Total Target Cost increased by \$686,142.
- 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 \$2,713,520.
- TOTAL – CLIN 1 Target Cost and Total Target Cost increased by \$17,733,756.

2. Section J, Attachment J-1, *River Corridor Closure Contract Work Scope* – The following line items will be revised by WCH-REA-170:

- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-2 (WBS 1.03.02.02.05.01) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-3 (WBS 1.03.02.02.05.02) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-42 (WBS 1.03.02.02.05.03) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-60 (Bldg 190-DR) (WBS 1.03.02.02.05.04) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-61 (WBS 1.03.02.02.05.05) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 116-D-5 (WBS 1.03.02.02.05.06) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 116-DR-5 (WBS 1.03.02.02.05.07) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 118-D-6 (WBS 1.03.02.02.05.08) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 118-D-10 (WBS 1.03.02.02.05.10) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 118-D-1 (WBS 1.03.02.02.05.11) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 628-3 (WBS 1.03.02.02.05.12) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 1607-D2:2 (WBS 1.03.02.02.05.13) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-30 (WBS 1.03.02.02.05.14) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-50:4 and 100-D-50:8 (WBS 1.03.02.02.05.15) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-31 (WBS 1.03.02.02.05.16) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 128-D-2 (WBS 1.03.02.02.05.17) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-66 (WBS 1.03.02.02.05.18) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 132-D-1 (WBS 1.03.02.02.05.19) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-50:6 (WBS 1.03.02.02.05.20) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-7 (WBS 1.03.02.02.05.21) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-50:7 (WBS 1.03.02.02.05.23) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-8 (WBS 1.03.02.02.05.24) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-65 (WBS 1.03.02.02.05.25) – REA-170 added to Column H.

- 100-D Area – Waste Site Remediation – Remediate Waste Site – 1607-D5 (WBS 1.03.02.02.05.26) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-50:9 (WBS 1.03.02.02.05.28) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-58 (WBS 1.03.02.03.05.01) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 116-D-8 (WBS 1.03.02.03.05.02) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-15 (WBS 1.03.02.03.05.04) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 116-DR-10 (WBS 1.03.02.03.05.05) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 600-30 (WBS 1.03.02.03.05.06) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-28:1 (WBS 1.03.02.03.05.07) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 100-D-13 (WBS 1.03.02.03.05.08) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 116-DR-8 (WBS 1.03.02.03.05.09) – REA-170 added to Column H.
- 100-D Area – Waste Site Remediation – Remediate Waste Site – 1607-D1 (WBS 1.03.02.03.05.12) – REA-170 added to Column H.
- 100-D Area – Burial Ground Remediation – Field Remediation-100-D Non Site Specific Support (WBS 1.03.02.75.01 / 1.03.02.75.28.01) – REA-170 added to Column H.
- Final Closure – Miscellaneous Restoration – Field Remediation-Management and Support (WBS 1.03.99.01.29.01) – REA-170 added to Column H.
- Mission Support/General Support (MS/GS) – MS/GS Project Integration (WBS 1.06.01.01.01.01) – REA-170 added to Column H.
- MS/GS-Project Services (WBS 1.06.02.01.01.01) – REA-170 added to Column H.
- MS/GS-ESHQ (WBS 1.06.03.01.01.01) – REA-170 added to Column H.
- MS/GS-Engineering (WBS 1.06.04.01.01.01) – REA-170 added to Column H.
- MS/GS-Regulatory Integration and Outreach (WBS 1.06.05.01.01.01) – REA-170 added to Column H.
- MS/GS-Office of the Project General Manager (WBS 1.06.06.01.01.01) – REA-170 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. 176470, S. L. Feaster to J. C. Connerly, RL, "Delay Expansion of Borrow Pits 21 and 23," dated July 9, 2014
2. RL Ltr. No. 14-AMRP-0231, J. C. Connerly to S. M. Sax, WCH, "Delay Expansion of Borrow Pits 21 and 23," dated July 7, 2014

3. Contract No. DE-AC06-05RL14655, Modification No. 479, dated June 27, 2013 (WCH-REA-170 Not to Exceed Authorized Limit of \$17,760,921)
 4. WCH Ltr. No. 174206, S. L. Feaster to J. C. Connerly, RL, "Request for Equitable Adjustment, WCH-REA-170, Revision 0, 100-D Area Waste Site Remediation Quantities Exceeded 15% of IPB (B.2 – B05)," dated December 19, 2013
 5. G. L. Dover, WCH, email to J. J. Short, RL, "FW: AUW," dated April 10, 2012
 6. WCH Ltr. No. 171304, S. L. Feaster to J. J. Short, RL, "Notice of Differing Site Condition – Additional Field Remediation Quantities," dated June 3, 2013
 7. WCH Ltr. No. 170930, S. L. Feaster to J. J. Short, RL, "Notice of Differing Site Conditions – Reactor Hardware Discovered at 100-D-104, Unplanned Release Near 185-D Sodium Dichromate Storage Tank and Acid Neutralization French Drain," dated May 2, 2013
 8. RL Ltr. No. 12-AMRP-0155, J. J. Short to C. A. Johnson, WCH, "Response to Notice of Differing Site Condition – 100-D-65 River Stage Impact," dated September 7, 2012
 9. RL Ltr. No. 11-AMRC-0174, J. J. Short to C. A. Johnson, WCH, "Response to Notice of Differing Site Condition – 100-D-8 River Stage Impact," dated July 11, 2011
 10. WCH Ltr. No. 159369, S. L. Feaster to J. J. Short, RL, "Notice of Differing Site Condition – Field Remediation Quantities," dated June 29, 2011
 11. WCH Ltr. No. 159092, S. L. Feaster to J. J. Short, RL, "Notice of Differing Site Condition – 100-D-65 River Stage Impact," dated June 6, 2011
 12. WCH Ltr. No. 158669, S. L. Feaster to J. J. Short, RL, "Notice of Differing Site Condition – 100-D-8 River Stage Impact," dated May 26, 2011
 13. WCH Ltr. No. 156158, S. L. Feaster to J. J. Short, RL, "Notice of Differing Site Conditions – Significant Concrete Mass Discovered at 100-D-8, Outfall Structure," dated January 26, 2011
 14. RL Ltr. No. 07-PRO-0316 (CCN 135376), R. L. Dawson to C. G. Spencer, WCH, "River Corridor Closure Contract, Services, Washington Closure Hanford LLC (WCH); Contractual Language Regarding Differing Site Conditions," dated August 23, 2007
 15. WCH Ltr. No. 133599, S. L. Feaster to S. L. Sedgwick, RL, "Clarification of Differing Site Conditions Clause and Schedule Impacts Associated with Request for Equitable Adjustment," dated May 3, 2007
 16. RL Ltr. No. 07-PRO-0166 (CCN 133188), S. L. Sedgwick to C. G. Spencer, WCH, "River Corridor Closure Services, Washington Closure Hanford LLC (WCH); Contractual Language Regarding Differing Site Conditions," dated April 11, 2007
 17. WCH Ltr. No. 130242, S. L. Feaster to S. L. Sedgwick, RL, "Clarification of Differing Site Condition Clause and Schedule Impacts Associated with Request for Equitable Adjustment," dated October 12, 2006
- H. Contractor Statement of Release: In consideration of the modification agreed to herein as complete equitable adjustment for WCH-REA-170, 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-170, with the exception of costs associated with delay in borrow pit expansion as addressed in Paragraph C above.

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

End of Modification 565

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)	\$1,983,094,450	\$0	\$112,866,781	\$253,573,242	\$2,349,534,473	
Target Fee	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (b)(2)	\$139,498,187	\$0	\$7,899,297	\$17,388,811	\$164,786,295	
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	\$267,717,751 (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)	\$317,187,154 (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	