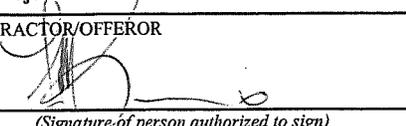


<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>			1. CONTRACT ID CODE	PAGE <b>1</b> OF <b>6</b> PAGES
2. AMENDMENT/MODIFICATION NO. <b>265</b>	3. EFFECTIVE DATE (M/D/Y) <b>See Block 16C</b>	4. REQUISITION/PURCHASE REQ. NO. <b>12EM001581</b>	5. PROJECT NO. (If applicable)	
6. ISSUED BY <b>U.S. Department of Energy Office of River Protection P. O. Box 450, MS H6-60 Richland, WA 99352</b>	CODE	7. ADMINISTERED BY (If other than Item 6) CODE		
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP code)  <b>Bechtel National, Inc. 2435 Stevens Center Place Richland, WA 99354</b>		<input type="checkbox"/>	9A. AMENDMENT OF SOLICITATION NO.	
		<input type="checkbox"/>	9B. DATED (SEE ITEM 11)	
		<input checked="" type="checkbox"/>	10A. MODIFICATION OF CONTRACT/ ORDER NO. <b>DE-AC27-01RV14136</b>	
		<input checked="" type="checkbox"/>	10B. DATED (SEE ITEM 13) <b>December 11, 2000</b>	
CODE <b>396A5</b>	FACILITY CODE <b>153392068</b>			
<b>11. THIS ITEM APPLIES TO AMENDMENTS OF SOLICITATIONS</b>				
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> 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)				
<b>13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS SET FORTH IN ITEM 14.</b>				
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.			
<input type="checkbox"/>				
<input type="checkbox"/>	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).			
<input checked="" type="checkbox"/>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO THE AUTHORITY OF: Clause I.82 "FAR 52.243-2 Changes – Cost Reimbursement (AUG 1987) – Alternate III (APR 1984)"			
<input type="checkbox"/>	D. OTHER (Specify type of modification and authority)			
<b>E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return 2 copies to the issuing office.</b>				
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) <b>Frank M. Russo Project Director</b>		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) <b>George F. Champlain Contracting Officer</b>		
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED <b>4/12/12</b>	16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)	16C. DATE SIGNED <b>3 Nov 2012</b>	

**Purpose of Modification:**

The purpose of this modification is twofold. First, this modification updates Contract Section B, *Supplies or Services and Prices/Costs*, with the award fee determination for Period 2011-B. Second, this modification updates Contract Section J, *List of Attachments*, Attachment P, *Completion Definition Sheets for Incentive Fee C.1 Activity Milestone Completion Incentive*. The changes described herein are performed under the authority provided under Contract Clause I.82, FAR 52.243-2 *Changes – Cost Reimbursement (AUG 1987) – Alternate III (APR 1984)*.

**Description of Modification:**

1. 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 Project Management Incentive is decreased by \$574,000, from \$41,182,737 to \$40,608,737.
  - The Maximum Available Award Fee for Cost Incentive is decreased by \$1,849,000, from \$86,273,000 to \$84,424,000.
  - The Total Maximum Available Award Fee is decreased by \$2,423,000, from \$127,540,983 to \$125,117,983.
  - The Total Maximum Available Fee is decreased by \$2,423,000, from \$608,163,308 to \$605,740,308.
  - The Total Estimated Contract Price (TECP) is decreased by \$2,423,000, from \$11,165,123,992, to \$11,162,700,992.
2. 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) \$ 10,556,960,684**

**Fee:**

A	Final Fee Determination - Pre-Mod No. A143		\$	102,622,325	
B	Maximum Available Award Fee (See Table B-2-B-1)		\$	125,117,983	
B.1	Project Management Incentive	\$	40,608,737		
B.2	Cost Incentive	\$	84,424,000		
B.3	REA Settlement	\$	85,246		
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		
	<b>Total Maximum Available Fee (265)</b>		\$	<u>605,740,308</u>	
	<b>Total Estimated Contract Price (TECP) (265)</b>		\$	<u>11,162,700,992</u>	

3. Update 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 \$574,000, from \$41,182,737 to \$40,608,737.
- The B.2, *Cost Incentive*, is decreased by \$1,849,000, from \$86,273,000 to \$84,424,000.
- The Total Award Fee is decreased by \$2,423,000, from \$127,540,983 to \$125,117,983.
- The Total Maximum Available Fee (A+B+C+D+E) is decreased by \$2,423,000, from \$608,163,308 to \$605,740,308.

4. 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>
<b>A Final Fee Determination Prior to Modification No. A143</b>	Attachment B-2-A	<b><u>\$102,622,325</u></b>
<b>B Maximum Available Award Fee:</b>		
B.1 Project Management Incentive	Attachment B-2-B	\$40,608,737
B.2 Cost Incentive	Attachment B-2-B	<u>\$84,424,000</u>
*See Table B-2-B-1		
B.3 REA Settlement Fee	Attachment B-3	<u>\$85,246</u>
<b>Total Award Fee</b>		<b><u>\$125,117,983</u></b>
<b>C Schedule Incentive Fee:</b>		
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>
<b>Total Schedule Incentive Fee</b>		<b><u>\$227,000,000</u></b>
<b>D Operational Incentive Fee:</b>		
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	<u>\$12,000,000</u>
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	<u>\$13,000,000</u>
Subtotal-Hot Commissioning		<u>\$46,000,000</u>
<b>Total Operational Incentive Fee</b>		<b><u>\$91,000,000</u></b>
<b>E Enhancement Incentive Fee:</b>		
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	<u>\$15,000,000</u>
<b>Total Enhancement Incentive Fee</b>		<b><u>\$60,000,000</u></b>
<b>TOTAL MAXIMUM AVAILABLE FEE (A+B+C+D+E)*</b>		<b><u>\$605,740,308</u></b>

5. 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	\$2,000,000	TBD	\$4,300,000	TBD	\$6,300,000	TBD	
	2012-B	\$2,000,000	TBD	\$4,300,000	TBD	\$6,300,000	TBD	
2013	2013-A	\$2,000,000	TBD	\$4,300,000	TBD	\$6,300,000	TBD	
	2013-B	\$2,000,000	TBD	\$4,300,000	TBD	\$6,300,000	TBD	
2014	2014-A	\$2,000,000	TBD	\$4,300,000	TBD	\$6,300,000	TBD	
	2014-B	\$2,000,000	TBD	\$4,300,000	TBD	\$6,300,000	TBD	
2015	2015-A	\$2,000,000	TBD	\$4,300,000	TBD	\$6,300,000	TBD	
	2015-B	\$2,000,000	TBD	\$4,300,000	TBD	\$6,300,000	TBD	
2016	2016-A	\$2,000,000	TBD	\$4,300,000	TBD	\$6,300,000	TBD	
	2016-B	\$2,000,000	TBD	\$4,300,000	TBD	\$6,300,000	TBD	
2017	2017-A	\$2,000,000	TBD	\$4,300,000	TBD	\$6,300,000	TBD	
	2017-B	\$2,000,000	TBD	\$4,300,000	TBD	\$6,300,000	TBD	
2018	2018-A	\$2,000,000	TBD	\$4,300,000	TBD	\$6,300,000	TBD	
	2018-B	\$2,000,000	TBD	\$4,300,000	TBD	\$6,300,000	TBD	
2019	2019-A	\$2,000,000	TBD	\$4,300,000	TBD	\$6,300,000	TBD	
	2019-B	\$2,000,000	TBD	\$4,300,000	TBD	\$6,300,000	TBD	
<b>Totals</b>		<b>\$44,377,675</b>	<b>\$8,608,737</b>	<b>\$95,000,000</b>	<b>\$15,624,000</b>	<b>\$139,377,675</b>	<b>\$24,232,737</b>	<b>\$14,344,938</b>

6. Update Contract Section J, *List of Attachments*, Attachment P, *Completion Definition Sheets for Incentive Fee C.1 Activity Milestone Completion Incentive*, and update Table C.1, *Activity Milestone Completion Incentive Fee Completed Milestones*, and show completed and to-be completed milestones.
  
7. Update Contract Section J, *List of Attachments*, Attachment P, *Completion Definition Sheets for Incentive Fee C.1 Activity Milestone Completion Incentive*, and delete the following Activity Milestone Definition Sheets:
  - LAW-03;
  - BOF-02;

- PTF-11;
  - HLW-07; and
  - HLW-12.
8. Contract Section J, *List of Attachments*, Attachment P, *Completion Definition Sheets for Incentive Fee C.1 Activity Milestone Completion Incentive*, is deleted in its entirety and replaced in full as shown in Attachment 1. The changes incorporated herein are made for administrative convenience and are applicable to To-Be Completed Activity Milestones. The Activity Milestone Sheets for To-Be Completed Milestones are revised to include only milestones that have not been approved.
9. **Contractor's Statement of Release:** In consideration of the Modification agreed to herein as complete equitable adjustment for the changes made through this modification, the Contractor hereby releases the Government from any and all liability under this contract for further equitable adjustments attributable to such facts or circumstances giving rise to the changes as noted in this modification.
10. All other terms and conditions remain unchanged.

**(End of Modification)**