AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT	1. CONTRACT ID CODE	PAGE 1 OF PAGES 6

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

6. ISSUED BY CODE

U.S. Department of Energy
Office of River Protection
P. O. Box 450, MS H6-60
Richland, WA 99352

7. ADMINISTERED BY *(If other than Item 6)* CODE

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and ZIP code)*

Bechtel National, Inc.
2435 Stevens Center Place
Richland, WA 99354

CODE 396A5 FACILITY CODE 153392068

☐ 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**

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.)*

See following page(s)

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)*		16A. NAME AND TITLE OF CONTRACTING OFFICER *(Type or print)*	
Margaret G. McCullough **Project Director**		**Ronnie L. Dawson** **Contracting Officer**	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
Margaret G. McCullough *(Signature of person authorized to sign)*	2/26/14	BY Ronnie L. Dawson *(Signature of Contracting Officer)*	02/26/14

Modification Purpose:

The purpose of this modification is as follows:

1. Incorporate the change in award fee allocation between B.1 Project Management and B.2 Cost for the 2014-A Performance Evaluation and Measurement Plan (PEMP) evaluation period into Contract Section B, *Supplies or Services and Prices/Costs*.

2. Incorporate the 2014-A Rev. 0 PEMP into Contract Section B, *Supplies or Services and Prices/Costs*, by reference.

Modification Description:

1. The 2014-A PEMP re-allocates the available award fee for B.1 Project Management, from $3,150,000 to $5,300,000; and re-allocates the available award fee for B.2 Cost, from $3,150,000 to $1,000,000. The total available award fee for the 2014-A PEMP evaluation period remains unchanged at $6,300,000. The available award fee allocated to 2014-A PEMP Award Fee Objective 1 (Critical Self-Analysis/Assessment/Discovery/Action), Award Fee Objective 2 (Environmental Safety and Health), and Award Fee Objective 3 (Quality Assurance Program) is considered B.1 Award Fee – Project Management Incentive in the amount of $5,300,000; the available award fee allocated to Award Fee Objective 4 (Project Leadership/ Management) is considered B.2 Award Fee – Cost Incentive in the amount of $1,000,000.

2. The 2014-A Rev.0 PEMP is hereby incorporated into Contract Section B, *Supplies or Services and Prices/Costs*, by reference.

3. As a result of the changes described in paragraphs one (1) and two (2) 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 Clause 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) (318)				**$ 10,714,170,079**
Fee:					
A	Final Fee Determination - Pre-Mod No. A143			$ 102,622,325	
B	Maximum Available Award Fee (See Table B-2-B-1)			$ 117,776,215	
	B.1	Project Management Incentive	$ **57,299,797**		
	B.2	Cost Incentive	$ **55,078,760**		
	B.3	REA Settlement	$ 5,397,658		
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				**$ 598,398,540**
	Total Estimated Contract Price (TECP) (318)				**$ 11,312,568,619**

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 deleted in its entirety and replaced in full as follows:

ATTACHMENT B-1 INCENTIVE FEE SUMMARY TABLE

Table B-1 - WTP Incentive Fee Structure

	Description			Reference	Amount
A	**Final Fee Determination Prior to Modification No. A143**			Attachment B-2-A	**$102,622,325**
B	**Maximum Available Award Fee:**				
B.1	Project Management Incentive			Attachment B-2-B	**$57,299,797**
B.2	Cost Incentive			Attachment B-2-B	**$55,078,760**
	*See Table B-2-B-1				
B.3	REA Settlement Fee			Attachment B-3	**$5,397,658**
	Total Award Fee				**$117,776,215**
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			$54,000,000
		Total Schedule Incentive Fee			**$227,000,000**
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			$45,000,000
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			$46,000,000
		Total Operational Incentive Fee			**$91,000,000**
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			**$60,000,000**
TOTAL MAXIMUM AVAILABLE FEE (A+B+C+D+E)* (317)					**$598,398,540**

*Reflects Unearnable Award Fee

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:

ATTACHMENT B-2-B – INCENTIVE FEE B – MAXIMUM AVAILABLE AWARD FEE

Table B-2-B-1. Incentive Fee B – Maximum Available Award Fee

Cal. Year	Award Fee Period	B.1 Award Fee - Project Mgmt Incentive		B.2 Award Fee - Cost Incentive		Total Award Fee		
(CY)		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	$1,869,210	$2,520,000	$1,254,960	$6,300,000	$3,124,170	$3,175,830
	2013-B	**$5,300,000***	TBD	**$1,000,000***	TBD	$6,300,000	TBD	
2014	2014-A	**$5,300,000***	TBD	**$1,000,000***	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		**$64,557,675**	**$12,049,797**	**$68,520,000**	**$18,428,760**	**$133,077,675**	**$30,478,557**	**$20,699,118**

***For the 2013-B and 2014-A PEMP award fee periods, the available award fee allocated to Award Fee Objectives 1, 2, and 3 is considered B.1 Award Fee – Project Management Incentive; and the available award fee allocated to Award Fee Objective 4 is considered B.2 Award Fee – Cost Incentive.**

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:

ATTACHMENT B-2-B-2 – INCENTIVE FEE B – PERFORMANCE EVALUATION AND MEASUREMENT PLAN (PEMP) (M171)

The following PEMPs are incorporated by reference:

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	Rev. 0	July 1, 2013
2014	2014-A	**Rev. 0**	**January 1, 2014**
	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		

4. All other terms and conditions remain unchanged.

(End of Modification)