

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE	PAGE OF PAGES 1   6
2. AMENDMENT/MODIFICATION NO. 0364	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)
6. ISSUED BY Office of River Protection U.S. Department of Energy Office of River Protection P.O. Box 450 Richland WA 99352	CODE 00603	7. ADMINISTERED BY (If other than Item 6) Office of River Protection U.S. Department of Energy Office of River Protection P.O. Box 450 MS: H6-60 Richland WA 99352	CODE 00603
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) WASHINGTON RIVER PROTECTION SOLUTIONS LLC Attn: BRIAN THOMAS C/O URS ENERGY & CONSTRUCTION, INC. PO BOX 73 / 720 PARK BLVD BOISE ID 837290073		(x) 9A. AMENDMENT OF SOLICITATION NO.	9B. DATED (SEE ITEM 11)
CODE 806500521	FACILITY CODE	x 10A. MODIFICATION OF CONTRACT/ORDER NO. DE-AC27-08RV14800	10B. DATED (SEE ITEM 13) 05/29/2008

**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)**

See Schedule

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

CHECK ONE X	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. FAR 52.243.-2, Changes-Cost Reimbursement (AUG 1987)
	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:
	D. OTHER (Specify type of modification and authority)

**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.)**

The purpose of this modification is definitize change orders for CP-15-005 - DOE Order 420.1C, Facility Safety - Balance of TOC; CP-15-013 - Lockout/Tagout Procedures, Rev. 2; CP-15-033 - Re-Configured Isolok® Testing; CP-15-031 - DNFSB-2012-2 Ductwork Modification Action 2-2; and incorporate the statements of work as modified through negotiations. See following pages for further details.

FOB: Destination

Period of Performance: 06/20/2008 to 09/30/2016

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) Katie Downing Contracts Mgr.	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)  Contracting Officer Marc T. McGusker
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED 1/28/16
16B. UNITED STATES OF AMERICA	16C. DATE SIGNED 1/25/16

**Purpose of Modification:**

The purpose of this supplemental agreement is to definitize Change Proposal numbers CP-15-005 - DOE O 420.1C, Facility Safety (WRPS Letter WRPS-1404192 R4); CP-15-013 - DOE-0336, Hanford Site Lockout/Tagout Procedures, Rev. 2 (WRPS Letter WRPS-1404210 R1); CP-15-033 Reconfigured Isolok® Testing (WRPS Letter WRPS-1501087 R1); CP-15-031 - DNFSB-2012-2 Ductwork Modification Action 2-2 (WRPS Letter WRPS-1501085 R1); and incorporate the statements of work as modified through negotiations, documented in accordance with FAR 52.243-2, Changes-Cost Reimbursement (AUG 1987).

1. This modification updates Section B as follows:

1.1 Incorporate cost and fee for DOE Order 420.1C, Facility Safety – Balance of TOC. The addition of this new scope increases costs in the amount of \$4,509,075.22 and fee in the amount of \$116,166.58, for a total increase in contract value of \$4,625,241.80. The costs and fee are incorporated in the B.4-1 Table by sub-Contract Line Item Number (CLIN) and Fiscal Year (FY) as follows:

CP-15-005 - DOE O 420.1C Facility Safety - Balance of TOC (WRPS-1404192 R4)	FY2014	FY2015	FY2016	Total Option 1	FY2017	FY2018	Total Option 2	Grand Total
SubCLIN 1.2.1 - Safe, Compliant Operations	-	761,314.79	2,393,546.34	3,154,861.13	645,907.25	-	645,907.25	3,800,768.38
SubCLIN 1.2.2 - Base Operations Indirect Costs (G&A Only)	-	123,510.75	353,309.23	476,819.98	96,572.05	-	96,572.05	573,402.03
SubCLIN 6.1 - Hanford Employee Retirement & Benefit Plan Management	-	104,819.15	16,475.56	121,294.71	13,520.10	-	13,520.10	134,814.81
Subtotal - Cost	-	989,644.69	2,763,331.13	3,752,975.82	756,099.40	-	756,099.40	4,509,075.22
Fee increase (pool)	-	-	-	101,707.96	-	-	-	116,166.58
Total Price	-	989,644.69	2,763,331.13	3,854,683.78	756,099.40	-	770,558.02	4,625,241.80

1.2 Incorporate cost and fee for the Lockout/Tagout Procedures, Rev. 2. The addition of this new scope increases costs in the amount of \$130,596.86 and fee in the amount of \$6,422.66, for a total increase in contract value of \$137,019.52. The costs and fee are incorporated in the B.4-1 Table by sub-Contract Line Item Number (CLIN) and Fiscal Year (FY) as follows:

CP-15-013 - Lockout-Tagout Procedures Rev. 2 (WRPS-1404210 R1)	FY2014	FY2015	FY2016	Total
SubCLIN 1.2.1 - Safe, Compliant Operations	-	100,476.07	-	100,476.07
SubCLIN 1.2.2 - Base Operations Indirect Costs (G&A Only)	-	16,299.13	-	16,299.13
SubCLIN 6.1 - Hanford Employee Retirement & Benefit Plan Management	-	13,821.66	-	13,821.66
Subtotal - Cost	-	130,596.86	-	130,596.86
Fee increase (pool)	-	-	-	6,422.66
Total Price	-	130,596.86	-	137,019.52

1.3 Incorporate cost and fee for the Re-Configured Isolok® Testing. The addition of this new scope increases costs in the amount of \$893,485.79 and fee in the amount of \$66,494.00, for a total increase in contract value of \$959,979.79. The costs and fee are incorporated in the B.4-1 Table by sub-Contract Line Item Number (CLIN) and Fiscal Year (FY) as follows:

CP-15-039 - Reconfigure Isolok Testing (WRPS-1501087 R1)	FY2014	FY2015	FY2016	Total
SubCLIN 1.2.2 - Base Operations Indirect Costs (G&A Only)	-	10,949.34	103,020.54	113,969.88
SubCLIN 3.1 - Treatment Planning, WFD and WTP Transition	-	74,790.77	697,679.24	772,470.01
SubCLIN 6.1 - Hanford Employee Retirement & Benefit Plan Management	-	1,992.83	5,053.07	7,045.90
Subtotal - Cost	-	87,732.94	805,752.85	893,485.79
Fee increase (pool)	-	-	-	66,494.00
Total Price	-	87,732.94	805,752.85	959,979.79

1.4 Incorporate cost and fee for the DNFSB-2012 Ductwork Modification Action 2-2. The addition of this new scope increases costs in the amount of \$4,789,098.99 and fee in the amount of \$341,063.21, for a total increase in contract value of \$5,130,162.20. The costs and fee are incorporated in the B.4-1 Table by sub-Contract Line Item Number (CLIN) and Fiscal Year (FY) as follows:

CP-15-031 - DNFSB-2012-2 Ductwork Modification Action 2-2 (WRPS-1501085 R1)	FY2014	FY2015	FY2016	Total
SubCLIN 1.2.1 - Safe, Compliant Operations	-	178,447.97	3,757,423.08	3,935,871.05
SubCLIN 1.2.2 - Base Operations Indirect Costs (G&A Only)	-	27,709.94	583,928.48	611,638.42
SubCLIN 6.1 - Hanford Employee Retirement & Benefit Plan Management	-	15,871.41	225,718.11	241,589.52
Subtotal - Cost	-	222,029.32	4,567,069.67	4,789,098.99
Fee increase (pool)	-	-	-	341,063.21
Total Price	-	222,029.32	4,567,069.67	5,130,162.20

1.5 As a result of the changes listed in items 1.1 through 1.5 above, the contract cost is increased by \$10,322,256.86 and the fee is increased by \$530,146.45 for a total increase of \$10,852,403.31 as shown in the table below.

Table Mod 364	FY2014	FY2015	FY2016	Total Option 1	FY2017	FY2018	Total Option 2	Grand Total
SubCLIN 1.2.1 - Safe, Compliant Operations	-	1,040,238.83	5,150,969.42	7,191,208.25	645,507.25	-	645,507.25	7,837,115.50
SubCLIN 1.2.2 - Base Operations Indirect Costs (G&A Only)	-	178,469.16	1,040,258.25	1,218,727.41	96,672.05	-	96,672.05	1,315,399.46
SubCLIN 3.1 - Treatment Planning, WFD and WTP Transition	-	74,790.77	697,679.24	772,470.01	-	-	-	772,470.01
SubCLIN 6.1 - Hanford Employee Retirement & Benefit Plan Management	-	136,505.05	247,246.74	383,751.79	13,520.10	-	13,520.10	397,271.89
Subtotal - Cost	-	1,430,003.81	8,136,153.65	9,596,157.46	756,099.40	-	756,099.40	10,322,256.86
Fee increase (pool)	-	-	-	515,667.83	-	-	14,458.62	530,146.45
Total Price	-	1,430,003.81	8,136,153.65	10,091,845.29	756,099.40	-	770,558.02	10,852,403.31

1.6 The Contract Value is changed from \$5,935,913,680 to \$5,946,766,083. Section B, Table B.4-1, CLIN 2.2, CLIN 3.1, Sub-CLIN 1.2.1, Sub-CLIN 1.2.2, Sub-CLIN 2.1, Sub-CLIN 6.1 and Total Contract Price as follows:





2. Attached to this modification is the Replacement Page for Section B, page B-7.
3. FAR 43.204(c)(2) - Contractor's Statement of Release -

In consideration of the modification agreed to herein as complete equitable adjustments for the incorporation of Change Proposal numbers CP-15-005 - DOE O 420.1C, Facility Safety, CP-15-013 - DOE-0336, Hanford Site Lockout/Tagout Procedures, Rev. 2, CP-15-033 Reconfigured Isolok® Testing, and CP-15-031 - DNFSB-2012-2 Ductwork Modification Action 2-2, 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 these "proposals for adjustment."

All other Terms and Conditions remain unchanged.

**Attachment 1**

**DE-AC27-08RV14800, MODIFICATION 364**

**Replacement Page**

**(Total: Two (2) including this Cover Page)**

- **Section B, Page B-6**

CLIN	Sub-CLIN	Auth	Transition	Base Period							Option Period 1				Option Period 2			Contract Totals	
				FY 2008	FY 2009	FY 2010	FY 2011	FY 2012	FY 2013	Totals	FY 2014	FY 2015	FY 2016	Totals	FY 2017	FY 2018	Totals		
CLIN 1 Base Operations	1.1	A		5,494,000	0	0	0	0	0	0	0	0	0	0	0	0	0	0	5,494,000
	1.2.1	A		0	108,317,537	130,557,912	139,689,524	136,592,209	176,674,583	694,011,765	215,167,725	292,378,656	243,147,029	750,693,409	179,901,165	166,046,233	345,947,398	1,790,862,672	
	1.2.2	A		0	29,509,468	33,281,799	30,847,681	44,176,825	44,811,205	182,626,978	50,391,908	74,454,357	71,964,064	196,810,349	1,218,695	32,766	1,251,461	360,468,768	
CLIN 2 SST Retrv. & Closure	1.3	A		0	18,551,276	19,732,180	22,296,216	23,131,428	23,312,148	107,023,247	31,337,058	37,204,496	44,302,165	112,843,718	13,839,905	14,891,495	28,731,400	248,598,386	
	2.1	A		0	57,403,068	72,752,511	75,625,974	84,296,755	94,643,864	384,722,172	58,976,203	110,419,263	95,375,905	265,771,371	69,944,891	43,603,204	113,548,096	764,041,638	
CLIN 3 WTP Support	2.2	A		0	1,865,657	2,367,273	3,268,016	381,496	512,554	7,312,998	2,599,094	7,236,260	10,992,074	20,827,428	4,298,041	2,872,326	7,170,368	35,910,793	
	3.1	A		0	7,973,682	17,498,036	20,512,679	36,090,531	28,740,486	110,815,414	31,749,229	31,849,761	33,978,273	97,577,282	10,877,864	5,000,641	15,678,705	234,371,402	
	3.2	A		0	826,406	3,845,905	2,538,026	3,272,674	2,588,147	13,171,167	10,476,468	9,671,414	7,213,782	27,361,663	3,472,296	3,541,720	7,014,017	47,846,837	
	3.3	A		0	829,800	3,462,842	2,535,361	3,317,522	309,605	10,454,929	3,620,997	3,902,398	2,916,894	10,440,290	25,277,092	19,707,952	44,985,044	65,880,283	
CLIN 4 Supplemental Treatment	3.4	A		0	158,274	544,884	1,787,451	4,212,966	39,542	6,743,117	3,410,480	6,171,319	2,528,162	12,109,960	-791	0	-791	18,852,287	
	4.1	A		0	0	0	0	0	0	0	0	0	0	0	0	0	0		
	4.2	A		0	0	0	0	0	0	0	0	0	0	0	0	0	0		
	4.3	A		0	0	2,798,664	8,547,404	976,925	4,795,858	17,118,850	5,053,483	6,051,885	9,983,424	21,068,792	2,460,390	2,528,522	4,988,912	43,196,554	
	4.4	A		0	0	0	0	0	0	0	0	0	0	0	0	0	0		
CLIN 5 Early Feed & Operation of the WTP LAW	4.5	A		0	2,412	0	0	110,034	375,222	487,668	702,630	0	762,630	0	0	0	0		
	5.1	A		0	0	0	0	0	0	0	3,680,340	19,693,987	19,768,215	43,142,541	1,893,856	1,893,856	1,190,298		
	5.2	A		0	0	0	0	0	0	0	0	0	0	0	0	0	45,036,397		
	5.3	A		0	0	0	0	0	0	0	0	0	0	0	22,412,079	22,927,556	45,339,635		
	5.4	A		0	0	0	0	0	0	0	0	0	0	0	0	0	45,339,635		
CLIN 6 Pension & Welfare Plans	6.1	A		0	14,203,459	19,021,014	16,942,123	23,321,065	26,848,072	100,335,732	33,561,500	39,045,589	38,252,980	110,860,067	40,064,602	43,484,374	83,548,976	265,895,179	
	6.2	A		0	71,526,845	146,785,096	90,633,410	79,044,602	122,161,289	510,151,241	123,154,682	118,009,763	113,994,558	355,158,983	109,913,485	106,516,696	216,430,181	294,744,776	
Base Contract	Contract Cost			5,494,000	310,787,683	452,648,115	415,001,865	440,925,030	528,012,575	2,145,375,269	574,881,778	756,089,166	694,417,543	2,025,388,484	616,854,165	565,468,270	1,182,322,435	5,886,560,188	
	Available Fee <sup>1</sup>			0	14,902,548	21,704,882	19,899,711	21,142,750	24,524,804	102,174,694	25,073,192	30,000,000	TBD	104,302,821	TBD	TBD	57,846,032	264,328,548	
CLIN 7 American Recovery and Reinvestment Act (ARRA)	Contract Price			5,494,000	325,690,231	474,352,998	434,901,576	462,067,780	550,537,379	2,247,549,963	599,954,968	786,089,166	TBD	2,129,691,306	TBD	TBD	1,240,168,467	5,622,888,738	
	7.1	A		0	18,542,771	82,686,778	87,820,906	0	0	189,060,455	0	0	0	0	0	0	0	189,060,455	
	7.2	A		0	2,444,642	15,043,442	17,382,721	0	0	34,870,804	0	0	0	0	0	0	0	34,870,804	
	7.3	A		0	3,599,231	20,067,000	26,950,992	0	0	50,637,222	0	0	0	0	0	0	0	50,637,222	
	7.4	A		0	0	0	0	0	0	0	0	0	0	0	0	0	0		
	7.5	A		0	820,051	2,960,284	4,272,691	0	0	8,053,026	0	0	0	0	0	0	0	8,053,026	
	7.6	A		0	0	8,620,572	10,278,267	0	0	18,898,839	0	0	0	0	0	0	0	18,898,839	
ARRA Sub-Totals	Contract Cost			0	25,406,695	129,408,075	146,705,577	0	0	301,520,347	0	0	0	0	0	0	0	301,520,347	
	Available Fee			0	2,953,000	11,180,000	8,308,000	0	0	22,342,000	0	0	0	0	0	0	0	22,342,000	
	Contract Price			0	28,259,695	140,588,075	155,014,577	0	0	323,862,347	0	0	0	0	0	0	0	323,862,347	
Contract Totals	Contract Cost			5,494,000	336,194,379	582,056,190	561,707,442	440,925,030	528,012,575	2,446,885,616	574,881,778	756,089,166	694,417,543	2,025,388,484	616,854,165	565,468,270	1,182,322,435	5,886,560,336	
	Available Fee <sup>1</sup>			0	17,755,548	32,884,882	28,206,711	21,142,750	24,524,804	124,816,694	25,073,192	30,000,000	TBD	104,302,821	TBD	TBD	57,846,032	286,965,548	
	Contract Price			5,494,000	353,949,928	614,941,072	589,916,153	462,067,780	550,537,379	2,571,412,310	599,954,968	786,089,166	TBD	2,129,691,306	TBD	TBD	1,240,168,467	6,046,786,083	