

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE _____ PAGE **1** OF **6** PAGES

2. AMENDMENT/MODIFICATION NO. **408** 3. EFFECTIVE DATE (M/D/Y) **See Block 16C** 4. REQUISITION/PURCHASE REQ. NO. _____ 5. PROJECT NO. (If applicable) _____

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

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

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

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

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**

CODE **396A5** FACILITY CODE **153392068**

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: Clause 1.82, FAR 52.243-2 Changes - Cost Reimbursement (AUG 1987) - Alternate III (APR 1984)

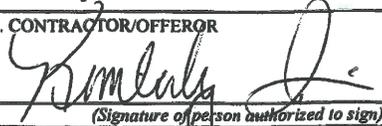
D. OTHER (Specify type of modification and authority)

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.)

See following page(s)
Period of Performance: 12/11/2000 to 12/31/2022

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) Margaret G. McCullough Project Director		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Katie A. Mair Contracting Officer	
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED 11/2/17	16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)	16C. DATE SIGNED 11/7/17

Purpose of Modification:

The purpose of this modification is to make the following changes:

1. Section B, Supplies or Services and Prices/Costs is revised as follows:
 - a. Section B.3 Obligation and Availability of Funds and Contract Value, Table B.1 – Total Estimated Contract Price is revised.
 - b. Section B-12 Attachments, Attachment B-2-D, Incentive Fee D – Award Fee, Section B-2-D-1 Project Management and Cost Incentive, Table B-2-D-1 Incentive Fee D – Maximum Available Award Fee is revised.
 - c. Section B.12 Attachments, Attachment B-1, “Incentive Fee Summary Table” is updated.
2. Section C, Statement of Work, C.6 – Standards, Standard 1: Management Products and Controls, (a) Baseline Description and Requirements, is revised.
3. Section G, Contract Administration Data, is revised as follows:
 - a. Section G.3 - Contracting Officer Representative is revised to remove Kevin Smith.
 - b. Section G.8 – Delivery Destination for Correspondence and Contract Deliverables is revised to change the Office of River Protection Manager from Kevin W. Smith to Benton J. Harp as Office of River Protection Acting Manager.
4. Section J, List of Attachments, is revised as follows:
 - a. Replace Attachment R – Performance Evaluation and Measurement Plan with Revision 2.

These changes are performed under the authority provided by Contract Clause I.82, FAR 52.243-2 *Changes – Cost Reimbursement (AUG 1987) – Alternate III (APR 1984)* at no additional cost to the Government.

Description of Modification:

1. Section B, Supplies or Services and Prices/Costs is revised as follows:
 - a. Section B.3 Obligation and Availability of Funds and Contract Value, Table B.1 – Total Estimated Contract Price is revised as follows:

Table B.1 – Total Estimated Contract Price

			Cost	
Total Estimated Contract Cost (TECC) through Mod No. 398				

Contract No. DE-AC27-01RV14136
Modification No. 408
SF-30 Continuation

		Cost			
					\$14,081,957,190
Total Estimated Contract Cost (398)		CLIN Estimated Cost	Increased by Mod No. 403	Total CLIN Estimated Cost	
B.1	CLIN 1.0: Design, Construct, and Commission LBL in the DFLAW Configuration	\$6,507,175,320	\$200,215	\$6,507,375,535	\$200,215
B.2	CLIN 2.0: WTP Facility Modifications Necessary to Support DFLAW				
	Sub-CLIN 2.1: DFLAW Design (Target Cost)	\$75,000,000	\$0	\$75,000,000	\$0
	Sub-CLINs 2.2 /2.3 DFLAW Procurement/ Construction	\$362,600,000 <small>(Previous NTE Values)</small>	\$0	\$362,600,000	\$0
B.3	CLIN 3.0 Reserved for HLW Facility	**	0		
B.4	CLIN 4.0: Reserved for PT Facility	**	0		
Revised Total Estimated Contract Cost (TECC) through Mod No. 403					\$14,082,157,405
Fee					
		Available		Earned	Total
Earned before Mod No. 384					
A1	Final Fee Determination – Pre-Mod No. A143			\$102,622,325	
A2	Final Fee Earned Mod No. A143 – Mod No. 384			\$131,573,553	
	Fixed Fee Payment (Attachment B-2-C)***	\$0		\$60,000,000	
	Pending Activity Milestones (Attachment B-2-B)	\$0		\$6,667,000	
	Maximum Available Award Fee (CY 2016–2022) (Attachment B-2-D)	\$47,235,620		\$7,242,000	
CLIN 1.0: Design, Construct, and Commission LBL in the DFLAW Configuration					
E1	LBL Construction Complete Performance Based Incentives (Attachment B-2-E)	\$55,575,000		\$12,825,000	
E2	Commission LBL in the DFLAW Configuration Performance Based Incentive (Attachment B-2-F)	\$159,600,000			
E3	Schedule Incentive Hot Commissioning (Attachment B-2-F)	+/- \$60,000,000 (Max)			
E4	Cost Share Incentive (Attachment B-2-G)	+/- \$50,000,000 (Max)			
	CLIN 2.1: Performance-Based Incentive for DFLAW Design Completion (Attachment B-2-H)	\$8,000,000		\$1,000,000	
	Total Maximum Available Fee****	\$270,410,620			
	Total Fee Earned			\$321,929,878	
	Total Estimated Contract Price (TECP) (Total Maximum Available Fee + Total Earned Fee + TECC) 408				\$14,674,497,903

** Estimated cost for interim work plans within the agreed funding profile for CLINs 3.0 and 4.0 is included in Total Estimated Contract Cost (TECC).

*** Payment is in satisfaction of all fee entitlement for work accomplished under the Contract from contract Modification No. A143 through the date of this modification (384) that is not included in A2 above.

**** Exclusive of Cost Share and Schedule Incentives.

- b. Section B-12 Attachments, Attachment B-2-D, Incentive Fee D – Award Fee, Section B-2-D-1 Project Management and Cost Incentive, Table B-2-D-1 Incentive Fee D – Maximum Available Award Fee is revised as follows:

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

Calendar Year	Award Fee Period	B.1 Award Fee – Project Management Incentive		B.2 Award Fee – Cost Incentive		Total Award Fee		
		Available	Earned	Available	Earned	Available	Earned	Unearnable
2016	2016	\$7,770,000	\$5,157,000	\$2,430,000	\$2,085,000	\$10,200,000	\$7,242,000	\$2,958,000
2017	2017	\$6,472,603		\$1,400,000		\$7,872,603		
2018						\$7,872,603		
2019						\$7,872,603		
2020						\$7,872,603		
2021						\$7,872,603		
2022						\$7,872,605		
Total			\$5,157,000		\$2,085,000	\$57,435,620	\$7,242,000	\$2,958,000

c. Section B.12 Attachments, Attachment B-1, “Incentive Fee Summary Table” is updated as follows:

Attachment B-1, Incentive Fee Summary Table

Incentive Element	Title	Fee type	Performance Measure	Amount of Fee Available	Amount Paid
B-2-A	Final Fee Determination for work prior to Mod No. A 143	Fixed	Determined by Contracting Officer		\$102,622,325
B-2-B	Earned Activity Milestone Completion Incentive Fees, REA Settlement Fees, Enhanced Incentive Fee, Earned Facility Milestone Completion Schedule Fee, and Award Fee earned before mod (384)	Fixed	Determined by Contracting Officer		* \$131,573,553
	Pending Activity Milestones	Fixed	Determined by Contracting Officer	\$0	\$6,667,000
B-2-C	Fixed Fee Payment	Fixed		\$0	\$60,000,000
			TOTAL B-2-C	\$0	\$300,862,878
B-2-D	Award Fee (From Mod (384) to December 2022).	Award Fee	To be established prior to each calendar year. Will be based upon DOE goals set for HLW and PT and Project Management.		
			CY 2016	\$0	\$7,242,000
			CY2017	\$7,872,603	
			CY 2018	\$7,872,603	
			CY2019	\$7,872,603	
			CY 2020	\$7,872,603	
			CY2021	\$7,872,603	
			CY 2022	\$7,872,605	
		Total B-2-D		\$47,235,620	\$7,242,000
B-2-E	LBL Construction Complete Performance Based Incentives	Interim Milestones			
		PBI	Install Caustic Scrubber Vessel Milestone	\$0	\$4,275,000
		PBI	Complete Final Assembly of Melter Lid #1 Milestone	\$0	\$4,275,000
		PBI	Complete Final Assembly of Melter Lid #2 Milestone	\$0	\$4,275,000
		PBI	Complete LAW Bulk Cable EL+ 4B Milestone	\$4,275,000	
		PBI	Final Milestone		
		TOTAL B-2-E		\$51,300,000	\$12,825,000
B-2-F	Commission LBL in the DFLAW Configuration Performance Based Incentive	Interim Milestones			
		PBI	Approval of LAW DSA	\$6,650,000	
		PBI	LAB Startup Testing Complete	\$6,650,000	
		PBI	LAW Startup Testing Complete	\$6,650,000	
		PBI	EMF Startup Testing Complete	\$6,650,000	
		PBI	LAB Readiness to Operate	\$6,650,000	
		PBI	LAW DOE HQ ORR Complete	\$6,650,000	
		PBI	Final Milestone		
				\$119,700,000	

			Commissioning		
	Commission LBL in the DFLAW Configuration Performance Based Schedule Incentive/disincentive		Based upon actual completion date of Successful Demonstration of Hot Commissioning	+/- \$60,000,000	
			TOTAL B-2-F	\$159,600,000	
B-2-G	CLIN 1.0 Cost Share Incentives	IF	Cost sharing incentive/disincentive based on final CLIN 1 cost above or below the Target cost of \$3,640,400,000	+/- \$50,000,000	
B-2-H	DFLAW design completion	PBI	Complete the constructability review milestone	\$0	\$500,000
		PBI	Prepare and issue DFLAW EMF safety basis change package	\$0	\$500,000
	Cost Share incentive for CLIN 2.1	IF	DOE and the contractor will share cost on CLIN 2.1 final total cost at above or below the Target Cost of \$75M in the ratio of 80% DOE and 20% Contractor. Subject to the maximum combined fee limitation of \$9,000,000.	\$8,000,000	
			TOTAL B-2-H	\$8,000,000	\$1,000,000
			TOTAL FEE AVAILABLE	\$270,410,620	
			TOTAL FEE EARNED		\$321,929,876

*This total will be adjusted to reflect pending milestones listed in Attachment B-2-B, Incentive Fee B that are currently under evaluation. (The total of the three milestones is \$6,667,000).

Note: TOTAL FEE AVAILABLE does not include cost share and schedule incentives. These incentives will be determined based up completion of CLINs 1.0 and 2.1 performance.

2. Section C, Statement of Work, C.6 – Standards, Standard 1: Management Products and Controls, (a) Baseline Description and Requirements, paragraph 3, bullet 1, is revised as follows:

- ~~BCPs generated to convert project variances to budget, effectively reconciling a variance to enable improved manageability.~~ Baseline changes that result in a point adjustment.

3. Section G, Contract Administration Data, is revised as follows:

a. The table in Section G.3 - Contracting Officer Representative is revised to remove Kevin Smith as follows:

COR Name	Type of COR	Area of Authority	Date of Designation	COR's DOE – ORP Position
Kevin Smith	Primary	Unlimited	08/20/13	Manager
William Hamel	Primary	Unlimited	08/23/13	Assistant Manager for WTP, Federal Project Director
Joanne Grindstaff	Alternate to William Hamel	Unlimited	2/20/15	Deputy Federal Project Director
Ben Harp	Alternate to William Hamel	Unlimited	09/24/13	Assistant Manager for WTP Startup, Commissioning and Integration
Bob Carosino	Claims and	Limited to Claims	02/04/10	Office of Chief

	Litigation Management	and Litigation Management		Counsel
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- b. Section G.8 – Delivery Destination for Correspondence and Contract Deliverables, (a) (ii) (4) is revised to change the Office of River Protection Manager from Kevin W. Smith to Benton J. Harp as Office of River Protection Acting Manager as follows:

(4) Office of River Protection Manager (OM)

Mr. ~~Kevin W. Smith~~ Benton J. Harp (M103) (M131) (M178) (220)
(274) (303) (408)
Acting Manager
U. S. Department of Energy
ORP
MS H6-60
P.O. Box 450 (for U.S. Mail delivery) Richland WA 99352 or
2440 Stevens Center Place (for hand delivery)
Richland, WA 99354 (M120)

4. Section J, List of Attachments, is revised as follows:
- a. Replace in its entirety Attachment R – Performance Evaluation and Measurement Plan with Revision 2. Section J is included as Attachment I.
5. All other terms and conditions remain unchanged.

(End of Modification)

Attachment 1: Section J, List of Attachments