

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 OF 3
2. AMENDMENT/MODIFICATION NO. 398	3. EFFECTIVE DATE (M/D/Y) See Block 16C	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)
6. ISSUED BY U.S. Department of Energy Office of River Protection P. O. Box 450, MS H6-60 Richland, WA 99352	CODE	7. ADMINISTERED BY (If other than Item 6) U.S. Department of Energy Office of River Protection P. O. Box 450, MS H6-60 Richland, WA 99352	CODE
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP code) Bechtel National, Inc. 2435 Stevens Center Place Richland, WA 99354		<input type="checkbox"/>	9A. AMENDMENT OF SOLICITATION NO.
CODE 396A5 FACILITY CODE 153392068		<input checked="" type="checkbox"/>	9B. DATED (SEE ITEM 11)
		<input checked="" type="checkbox"/>	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.
<input type="checkbox"/>	
<input checked="" 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 type="checkbox"/>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO THE AUTHORITY OF:
<input type="checkbox"/>	D. OTHER (Specify type of modification and authority)
	S

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.)

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) Ronald E. Cone Jr. Contracting Officer
15B. CONTRACTOR/OFFEROR	16B. UNITED STATES OF AMERICA
15C. DATE SIGNED	16C. DATE SIGNED 7-11-2017
(Signature of person authorized to sign)	BY (Signature of Contracting Officer)

Purpose of Modification:

The purpose of this modification is to make administrative changes for mistakes in modification 397. The following changes are needed to follow the \$1,000,000 Not To Exceed (NTE) value:

1. Corrections to modification 397 are needed to correct math errors. The Total Estimated contract value in item 2 from contract modification 397 is revised as follows:
 - The revised Total Estimated Contract Cost (TECC) is revised from \$14,080,057,190 to \$14,081,957,190.

2. Table B.1 in Section B will be revised to correctly list the \$1,000, 000 in value changes.

Modification Description

1. A Not-to-Exceed value of \$1,000,000 is hereby established. As a result, the table in Section B, *Supplies or Services and Prices/Costs*, Section B.3, *Obligation and Availability of Funds and Contract Value*, paragraph (c) is revised as follows:
 - The revised Total Estimated Contract Cost (TECC) is revised from \$14,081,057,190 to \$14,081,957,190.

2. The table in Section B, *Supplies or Services and Prices/Costs*, Contract Section B.3 *Obligation and Availability of Funds and Contract Value*, paragraph (a), is deleted in its entirety and replaced in full as follows:

Table B.1 – Total Estimated Contract Price

		Cost			
Total Estimated Contract Cost (TECC) through Mod No. 396					\$14,080,957,190
Total Estimated Contract Cost (398)		CLIN Estimated Cost	Increased by Mod No. 397	Total CLIN Estimated Cost	
B.1	CLIN 1.0: Design, Construct, and Commission LBL in the DFLAW Configuration	\$6,506,175,320	\$1,000,000	\$6,507,175,320	\$1,000,000
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 (Previous NTE Values)	\$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. 398					\$14,081,957,190
Fee					

		Cost		
		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)		\$57,435,620		
CLIN 1.0: Design, Construct, and Commission LBL in the DFLAW Configuration				
E1	LBL Construction Complete Performance Based Incentives (Attachment B-2-E)	\$64,125,000	\$4,275,000	
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****		\$289,160,620		
Total Fee Earned			\$306,137,878	
Total Estimated Contract Price (TECP) (Total Maximum Available Fee + Total Earned Fee + TECC) 397				\$14,677,255,688

3. All other terms and conditions remain unchanged.

(End of Modification)