

2. AMENDMENT/MODIFICATION NO. 138  
 3. EFFECTIVE DATE 05/26/2010  
 4. REQUISITION/PURCHASE REQ. NO.  
 5. PROJECT NO. (If applicable)

6. ISSUED BY CODE 00701  
 Idaho Operations  
 U.S. Department of Energy  
 Idaho Operations  
 1955 Fremont Avenue  
 Idaho Falls ID 83415  
 7. ADMINISTERED BY (If other than item 6) CODE 00701  
 Idaho Operations  
 U.S. Department of Energy  
 Idaho Operations  
 1955 Fremont Avenue  
 MS 1221  
 Idaho Falls ID 83415

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)  
 CH2M WG IDAHO LLC  
 Attn: Michael D. Ebben  
 151 NORTH RIDGE AVENUE  
 SUITE 150  
 IDAHO FALLS ID 834024039  
 9A. AMENDMENT OF SOLICITATION NO. (x)  
 9B. DATED (SEE ITEM 11)  
 10A. MODIFICATION OF CONTRACT/ORDER NO. DE-AC07-05ID14516 (x)  
 10B. DATED (SEE ITEM 13) 03/23/2005  
 CODE 166527569 FACILITY CODE

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)

13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED 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 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)  
 X American Recovery & Reinvestment Act of 2009, Pub. L. 111-5

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.)  
 Tax ID Number: 05-0607601  
 DUNS Number: 166527569  
 Definitization of ARRA B.5 Materials and Fuels Complex (MFC) Deactivation and Decommissioning (D&D) Scope. Refer to the attached continuation pages which are incorporated as part of this modification.  
 Delivery Location Code: 00701  
 Idaho Operations  
 U.S. Department of Energy  
 Idaho Operations  
 1955 Fremont Avenue  
 Idaho Falls ID 83415 US  
 Continued ...

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) Michael D. Ebben, Vice President  
 15B. CONTRACTOR/OFFEROR  
 15C. DATE SIGNED 5/26/10  
 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Maria M. Mitchell  
 16B. UNITED STATES OF AMERICA  
 16C. DATE SIGNED 05/26/2010  
 (Signature of person authorized to sign) (Signature of Contracting Officer)

The purpose of this modification is to definitize previously authorized work appropriated under the American Recovery and Reinvestment Act of 2009, Pub. L. 1115 (ARRA), by Modification No. 097. The ARRA scope of work shall be performed within the negotiated estimated cost and funding available under the contract. The ARRA work period of performance for both the base work and stretch goals is April 15, 2009, through September 30, 2011, with the exception of MFC-750a, 766, 767, and 793B which have a completion date of March 30, 2012. Except as modified by the terms of this modification, all other provisions and/or clauses in the contract remain unchanged.

**Section B.3 TOTAL CONTRACT TARGET COST, FEE, AND COMPLETION DATE** - is not changed as a result of this modification.

**Section B.2 CONTRACT FUNDING PROFILE** – is not changed as a result of this modification.

**Section B.9 OBLIGATION OF FUNDS** – is not changed as a result of this modification.

**Section B.5 ITEMS NOT INCLUDED IN TARGET COSTS** is modified to include the following ARRA work:

**ARRA MFC D&D**

The negotiated cost for the ARRA MFC D&D scope is \$62M (including fee), with a cost plus award fee structure. This ARRA scope includes D&D of the following facilities/structures:

MFC-757, 757A	EBR-II Cooling Tower System Building
MFC-766	EBR-II Sodium Boiler Building
MFC-793B	Alcohol Recovery Facility Annex
MFC-793F	SCMS Storage Building
MFC-767	EBR-II
MFC-750A	EBR-II Experimental Building
MFC-793A	Alcohol Recovery Facility Pad and Tanks
MFC-795	EBR-II Cover Gas Cleanup System
MFC-793E	SCMS Storage Building

**Fee Related to Scope Completed**

The Contractor may earn up to \$3,274,000 in base fee, subject to completion of the work identified below, and on a schedule that achieves the ARRA annual corporate performance metrics:

<b>Milestone</b>	<b>Base Fee \$</b>
Complete Mobilization Activities and D&D MFC-757, 757A, 793E, & 793F	\$1,350,000
D&D MFC-793A and MFC-795	\$ 200,000
MFC – 793B Demo Ready	\$ 90,000
MFC RCRA Closure Activities Complete	\$ 34,000
MFC-766 Demo Ready (includes Sodium Treatment)	\$ 800,000

MFC-767 Demo Ready (includes Sodium Treatment)	\$ 800,000
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Should CWI be able to save cost on this or other ARRA work scope, those cost savings may be used to complete the following items by March 30, 2012, and earn the additional fee noted. This fee can only be earned if all of the D&D work identified above is completed.

Milestone	Stretch Fee \$
Complete D&D of MFC-766 (EBR-II Sodium Boiler)	\$100,000
Complete D&D of MFC-767 (EBR II)	\$750,000
Complete D&D of MFC-750A (EBR-II Experimental Bldg.)	\$100,000
Complete D&D of MFC-793B (Alcohol Recovery Facility Annex)	\$ 50,000

**Corporate Metrics – Facilities (Square Feet)**

Facility Type	FY2009	FY2010	FY2011	FY2012	Grand Totals
Nuclear	2,563			37,405	39,968
Radiological			1,000	15,171	16,171
Industrial		2,300			2,300
Total Sq. Ft.	2,563	2,300	1,000	52,576	58,439

**Section B.5.1 ARRA B.5 ITEMS NOT INCLUDED IN TARGET COST** is incorporated as part of this modification and included in Attachment 1.

**CONTRACTOR’S STATEMENT OF RELEASE:** In consideration of the modification agreed to herein as a change settled in accordance with contract Section I.81 52.243-2 Changes—Cost Reimbursement, 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 proposal for adjustment. This modification is subject to adjustment upon the determination whether or not to include G&A costs in the B.5 Out of Target Work Scope fee calculation.

ARRA B.5 Negotiated Activity - FY09-11		Total	Fee Structure
(a) WAG 7/Subsurface Disposal Area (SDA) - Mod 111  (a.1) WAG 7/SDA Incentive Fee	Estimated Cost  Fixed Fee Total CPFF	\$59,912,881  <u>\$4,409,588</u> \$64,322,469 \$384,000	CPFF with \$384K CPAF Fee calculation on direct and indirect (excluding pension)  WAG 7/SDA Incentive Fee - Mod 111
(b) CPP-601/627/640 Post-Closure Resource Conservation and Recovery Act Requirements (RCRA) - Mod 117	Estimated Cost  Fixed Fee Total CPFF	\$1,791,208  <u>\$124,584</u> \$1,915,792	CPFF Fee calculation on direct and indirect (excluding pension)
(c) AMWTP Low Level/Low Level Mixed Waste Other Waste - Mod 117	Estimated Cost  Fixed Fee Total CPFF	\$2,718,229  <u>\$189,434</u> \$2,907,663	CPFF Fee calculation on direct and indirect (excluding pension)
(d) Program Management - Mod 117	Estimated Cost  Fixed Fee Total CPFF	\$4,975,811  <u>\$345,232</u> \$5,321,043	CPFF Fee calculation on direct and indirect (excluding pension)
(e) D&D Waste Management - Mod 129	Estimated Cost CPAF Total CPFF	\$19,188,233 <u>\$1,143,806</u> \$20,332,039	CPAF - Max fee available See Mod 129 for detailed metrics
(f) Actual Cost for Cancelled ARRA Scope - Mod 129	Estimated Cost Fixed Fee Total CPFF	\$2,133,870 <u>\$117,992</u> \$2,251,862	CPFF Fee calculated on direct cost only*
(g) INTEC D&D (Phases 1-3) - Mod 129  (g.1) ARRA D&D Incentive Fee	Estimated Cost Fixed Fee Total CPFF Incentive Fee	\$43,772,837 <u>\$2,460,693</u> \$46,233,530 \$750,000	CPAF - Max fee available See Mod 128 for detailed metrics ARRA D&D incentive fee - Mod 129
(h) RTC/PBF D&D (Phases 1 and 3) - Mod 129	Estimated Cost Fixed Fee Total CPFF	\$22,109,720 <u>\$1,204,521</u> \$23,314,241	CPAF - Max fee available See Mod 129 for detailed metrics
(i) RH TRU - Mod 136	Estimated Cost CPAF Total CPFF	\$80,238,000 <u>\$5,500,000</u> \$85,738,000	CPAF Fee calculated on direct cost only* See Mod 136 for fee metrics and add. incentive
(j) MFC D&D (Phases 1-3) - Mod 138  (j.1) ARRA MFC D&D Incentive Fee	Estimated Cost CPAF Total CPFF Incentive Fee	\$58,726,000 <u>\$3,274,000</u> \$62,000,000 \$1,000,000	Fee calculated on direct cost only* Refer to Mod 138 for fee metrics
Total	Estimated Cost Fee Total Incentive Fee	\$295,566,789 <u>\$18,769,850</u> \$314,336,639 \$2,134,000	