

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 2
2. AMENDMENT/MODIFICATION NO. 0254	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)
6. ISSUED BY Idaho Operations U.S. Department of Energy Idaho Operations 1955 Fremont Avenue Idaho Falls ID 83415	CODE 00701	7. ADMINISTERED BY (If other than Item 6) Idaho Operations U.S. Department of Energy Idaho Operations 1955 Fremont Avenue MS 1221 Idaho Falls ID 83415	CODE 00701
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) CH2M WG IDAHO LLC Attn: Jeffrey A. Kerridge 151 NORTH RIDGE AVENUE SUITE 150 IDAHO FALLS ID 834024039		(x) 9A. AMENDMENT OF SOLICITATION NO.	9B. DATED (SEE ITEM 11)
CODE 166527569	FACILITY CODE	x 10A. MODIFICATION OF CONTRACT/ORDER NO. DE-AC07-05ID14516	10B. DATED (SEE ITEM 13) 03/23/2005

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:
X	D. OTHER (Specify type of modification and authority) Clause I.01 52.243-2 Changes - Cost Reimbursement (AUG 1987) & Alt I (APR 1984)

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 soSolicitation/contract subject matter where feasible.)

Tax ID Number: 05-0607601

DUNS Number: 166527569

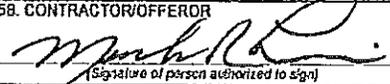
This modification includes a deductive change to the target cost and fee for CLIN C - Balance of ICP for a reduction in subsequent waste volume as a result of impacts related to the Integrated Waste Treatment Unit (IWTU) startup delay. This modification also provides a target cost and target fee increase for the directed change associated with Section C.8.4.5.1 Excavation of Buried Waste (ID-003B.02) for the exhumation of the remaining waste in the Accelerated Retrieval Project (ARP) III area.

This modification also includes other administrative changes that are detailed below.

Delivery Location Code: 00701

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) JEFFREY A. KERRIDGE VP ADMINISTRATION AND CFO	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Maria M. Mitchell-Williams
15B. CONTRACTOR/OFFEROR 	15C. DATE SIGNED 9/3/2013
15D. UNITED STATES OF AMERICA	16B. DATE SIGNED 09/03/2013
(Signature of person authorized to sign)	(Signature of Contracting Officer)

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
DE-AC07-05ID14516/0254

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NAME OF OFFEROR OR CONTRACTOR
CH2M WG IDAHO LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
00003	<p>Idaho Operations U.S. Department of Energy Idaho Operations 1955 Fremont Avenue Idaho Falls ID 83415 US</p> <p>FOB: Destination Period of Performance: 03/23/2005 to 09/30/2015</p> <p>Change Item 00003 to read as follows (amount shown is the total amount):</p> <p>Target Cost (CLINS A-C) Line item value is:: \$736,794,774.00 Incrementally Funded Amount: \$235,329,194.34</p> <p>ICP2 - Extention Target Cost (CLINS A-C): This modification increases the target cost by \$5,638,412 and target fee by \$414,987. The revised target value is \$736,794,774. This includes a target cost of \$584,500,006, a target fee of \$39,794,768, and pension funding of \$112,500,000.</p> <p>Refer to the continuaton pages for details.</p>				736,794,774.00

This modification includes a deductive change to the target cost and fee for CLIN C – Balance of ICP for a reduction in subsequent waste volume as a result of impacts related to the Integrated Waste Treatment Unit (IWTU) startup delay. This modification also provides a target cost and target fee increase for the directed change associated with Section C.8.4.5.1 Excavation of Buried Waste (ID-003B.02) for the exhumation of the remaining waste in the Accelerated Retrieval Project (ARP) III area.

This modification also includes other administrative changes that are detailed below.

1. B.14 EXTENSION - TOTAL CONTRACT TARGET COST, FEE, AND COMPLETION DATE paragraph (c) is modified as follows:

- (c) CLIN C – Balance of ICP: The total contract target cost and target fee are based on a period of performance from October 1, 2012, through September 30, 2015.

The target cost is increased by \$5,638,412 from \$484,100,298 to \$489,738,710.

The target fee is increased by \$414,987 from \$35,629,781 to \$36,044,768.

2. B.15 EXTENSION INCENTIVE FEE paragraph (c) is modified as follows:

- (c) CLIN C – For the balance of the ICP work scope, the following cost incentive structure is established for a period of performance from October 1, 2012 through September 30, 2015.

Cost Incentive

Target Cost: \$489,738,710

Target Fee: \$36,044,768 (7.36% of target cost)

Maximum Fee: \$73,460,807 (Maximum Fee must not exceed 15% of target cost)

Minimum Fee: \$0.00

Fee Calculation: The fee payable under this contract shall be the target fee increased by thirty (30) cents for every dollar that the total allowable cost is less than the target cost or decreased by thirty (30) cents for every dollar that the total allowable cost exceeds the target cost as specified in FAR 52.216-10 and subject to the maximum fee limitation above for work performed under Section C.8. If there is a fee reduction as a result of failure to meet identified milestones in CLIN A (Refer to B.15(a) above), it will be accomplished by fee reduction in this CLIN C.

3. C.8.4.5.1 EXCAVATION OF BURIED WASTE (ID-0030B.02) is replaced is in its

entirety as follows:

The Contractor shall complete exhumation of targeted waste of 0.51 acres. This includes the completion of exhumation in ARP III, ARP VII, with the balance being exhumed in ARP VIII.

This also includes the completion of D&D activities necessary to prepare the remaining ARP III footprint for exhumation as noted above. The Contractor shall support the activities in ARP III with blending material to package the waste in a WIPP shippable condition. The remaining 0.05 acres (part of the 0.51 acres) of buried waste in ARP III must be exhumed by December 31, 2013.

The Contractor shall complete the demolition or disposition of ARP I and VI and terminate the fire exemptions.

The Contractor shall maintain existing ARP structures.

The completion of the ARP III exhumation is critical to the DOE mission at RWMC. If this scope of work is completed by December 31, 2013, it will allow exhumation work to progress without a loss of continuity or down time for work crews. This will also allow DOE to achieve its goal of reducing the environmental footprint by having exhumed buried waste in ARPs I-VI by December 31, 2013. Therefore, DOE is offering CWI the following cost and schedule incentive that can be earned as follows:

Once all buried waste is exhumed from ARP III, ARP III must be backfilled to a safe configuration for Deactivation and Demolition by December 31, 2013, without exceeding the negotiated direct cost of \$7,857,661. This must be validated by DOE in order to earn an additional \$175,000 in incentive fee.

The final negotiation includes a target cost increase of \$7,857,661 and a target fee increase of \$578,324. This is direct costs only (including incremental G&A).

4. DEDUCTIVE CHANGE FOR CONTROL ACOCUNT E.05.01.02 WASTE DISPOSAL SERVICES

This modification reduces the target cost by \$2,219,249 and target fee by \$163,337 for CLIN C – Balance of ICP due to the reduced waste volume and associated costs for disposing LLW/MLLW and other wastes as a result of impacts related to the Integrated Waste Treatment Unit (IWTU) startup delay. This is direct costs only.

5. SECTION B.16 ITEMS NOT INCLUDED IN TARGET COST, is modified as follows:

Activity (a.2) – Disposition of 103 Naval Reactor Cans is revised as follows:

Provide the necessary program management activities supporting the development of acceptable knowledge (AK) documents on the 103 NR can inventory. This includes coordination with NNPP contractor personnel and Central Characterization Project personnel for document preparation and evaluation.

NEW Activity (c) - Fiscal Year 2013 Adapted Technology Development:

FY13 is a continuation of FY12 scope and includes travel to an international D&D conference in France that covers sodium cooled reactors.

NEW Activity (d) - Fiscal Year 2013 Spent Nuclear Fuel Technology and Development

The work scope continues development of advanced techniques to characterize material aging conditions and extend the life of several spent nuclear fuel (SNF) storage facilities. The DOE Complex has numerous SNF storage facilities that need to be characterized and their design lives extended for longer term SNF storage. This work continues the development and proof of application of remote visual and/or electromagnetic acoustic transmission (EMAT) technology to significantly enhance the corrosion monitoring capabilities of aging SNF storage equipment and structures and facilitate the safe and cost-effective life extension of SNF storage facilities.

6. SECTION G.3 CONTRACT ADMINISTRATION is revised as follows:

Name change from Maria M. Mitchell to Maria Mitchell-Williams.

No other changes to this section.

7. SECTION I.135 970.5228-1 INSURANCE-LITIGATION AND CLAIMS (MAR 2002) is replaced in its entirety with **DEAR 952.231-71 (JUL 2013)**.

The changes to the Department of Energy contractor regulations covering contractor legal management requirements at 10 CFR 719 and to the related contract terms and conditions that occurred in the Final Rule published in the Federal Register on May 3, 2013, will apply to costs incurred by the contractor from the date of this modification forward, that is, from this date forward the Final Rule's versions of 10 CFR 719, DEAR 931.205-19, DEAR 931.205-33, and DEAR 952.231-71 apply to this contract.

8. SECTION J, Attachment B, List of Applicable DOE Directives (List B), is modified as follows:

This modification incorporates:

- DOE O 410.2, Management of Nuclear Materials
- DOE Manual 470.4-6, Chg 1, Nuclear Material Control and Accountability

There is no cost impact for this action.

The remainder of List B remains unchanged.

9. CONTRACTOR'S STATEMENT OF RELEASE: In consideration of the modification agreed to herein as a complete equitable adjustment for the directed change to incorporate work scope under C.8.4.5.1 Excavation of Buried Waste (ID-0030B.02) and the directed change to reduce the waste volume identified in Control Account

E.2.05.01.02, Waste Disposal Services, and in accordance with contract Section I.81 52.243-2 Changes—Cost Reimbursement Alt I, 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. The total target price of the equitable adjustment is an increase of \$6,053,399.

LIST OF APPLICABLE DOE DIRECTIVES (LIST B)

The DOE directives listed in the table below contain requirements relevant to the scope of work under this contract. In most cases, the requirements applicable to the contractor are contained in a Contractor Requirements Document (CRD) attached to the DOE directive. The contractor is encouraged to continuously evaluate the work scope and contract requirements for opportunities to improve efficiency or creativity and propose alternative methods to those specified in the DOE directives.

Directive No.	Directive Title
DOE O 130.1	Budget Formulation Process
DOE M 140.1-1B	Interface with the Defense Nuclear Facilities Safety Board
DOE O 144.1 Admin Chg 1	Department of Energy American Indian Tribal Government Interactions and Policy
DOE O 150.1	Continuity Programs
DOE O 151.1C	<p>Comprehensive Emergency Management System</p> <p><i>Clarification for DOE O 151.1C</i> <i>Building evacuation exercises at the Idaho National Laboratory (INL) are defined as evacuation drills. The term exercise implies having specific objectives and full documentation (e.g., a scenario package that includes objectives, scope, timelines, injects, controller instructions, and evaluation criteria). Drills have specific objectives and documentation but are not formally evaluated using the demonstration criteria and points of review. Drills provide supervised, “hands-on” training and are documented informally.</i></p> <p><i>Since the INL site is comprised of multiple facilities, the facility-specific requirement for annual exercises will be implemented on a site-wide basis. One site-wide exercise will be conducted annually with a specific facility identified and rotated such that each facility will be the initiating facility once every six years. Operational circumstances will be used to determine the initiating facility.</i></p> <p><i>The facility-specific requirement that all facilities must prepare an Emergency Public Information Plan and that the same plan can cover multiple facilities will be interpreted as including a site-wide plan and implemented on that basis.</i></p>
DOE O 153.1	Departmental Radiological Emergency Response Assets
DOE O 200.1A	Information Technology Management
DOE O 205.1B	Department of Energy Cyber Security Management Program
DOE O 206.1	Department of Energy Privacy Program

Directive No.	Directive Title
DOE N 206.4	Personal Identity Verification
DOE O 210.2A	DOE Corporate Operating Experience Program
DOE O 221.1A	Reporting Fraud, Waste, and Abuse to the Office of Inspector General
DOE O 221.2A	Cooperation with the Office of Inspector General
DOE O 225.1B	Accident Investigations Cancelled by DOE O 225.1B
DOE O 226.1B	Implementation of Department of Energy Oversight Policy
DOE O 227.1	Independent Oversight Program
DOE O 231.1B	Environmental, Safety, and Health Reporting (New Order)
DOE O 232.2	<p>Occurrence Reporting and Processing of Operations Information</p> <p><i>DOE Delegation Order No. 10 CFR 72.512.1, dated October 31, 1996, and signed by the Secretary of Energy, delegated authority to the Manager, DOE Idaho Operations Office, to act on behalf of the Secretary of Energy for licenses issued by the Nuclear Regulatory Commission (NRC) for the Three Mile Island Interim Storage System (NRC Docket #72-20) and Fort St. Vrain Independent Spent Fuel Storage Installation (NRC Docket #72-9) under 10 CFR Part 72. DOE Delegation Order No. 10 CFR 72.512.1 states, “The Nuclear Regulatory Commission is recognized as the legal regulatory authority with respect to the possession and management of materials under the subject licenses. Therefore in instances where Department of Energy orders, requirements, and/or guidelines overlap or duplicate requirements of the Nuclear Regulatory Commission related to radiation protection, nuclear safety (including quality assurance), and safeguards and security of nuclear material(s), the Nuclear Regulatory Commission requirements will apply to the design, construction, operations, and decommissioning of these Nuclear Regulatory Commission licensed facilities and activities. Department of Energy orders, regulations, and/or guidelines will apply where the Nuclear Regulatory Commission defers to the Department of Energy or does not exercise regulatory authority.”</i></p> <p><i>NRC reporting criteria and requirements codified in 10 CFR 20 and 10 CFR 72, will be used in place of similar DOE O 232.2 criteria as applicable.</i></p>
DOE O 231.1B	Environment, Safety, and Health Reporting
DOE O 243.1A	Records Management Program
DOE O 243.2	Vital Records
DOE O 350.1 Chg 3	Contractor Human Resource Management Programs

Directive No.	Directive Title
DOE O 410.2	Management of Nuclear Materials
DOE O 413.1B	Management Control Program
DOE O 413.3B	Program and Project Management for the Acquisition of Capital Assets
DOE O 414.1D	Quality Assurance
DOE O 420.1B Chg 1	Facility Safety Clarification for DOE O 420.1B <i>DOE Order 420.1B, Facility Safety, requires compliance with ANSI standards that have been replaced by updated versions. CWI is released from compliance with the outdated versions of the required ANSI standards. It is agreed that compliance will be the most current version of the required ANSI standards cited.</i>
DOE O 422.1	Conduct of Operations
DOE O 425.1D	Verification of Readiness to Startup or Restart Nuclear Facilities
DOE O 426.2	Personnel Selection, Training, Qualification and Certification Requirements for DOE Nuclear Facilities (New)
DOE O 430.1B Chg 2	Real Property Asset Management
DOE O 433.1B	Maintenance Management Program for DOE Nuclear Facilities
DOE O 435.1 Chg 1	Radioactive Waste Management
DOE M 435.1-1 Chg 2	Radioactive Waste Management Manual <i>Exemption has been granted for requirements specific to the Calcined Solids Storage Facilities (CSSFs) located at the Idaho Nuclear Technology and Engineering Center (INTEC) including the requirements specific to Contingency Storage and Transfer Equipment.</i> <i>Exemption has been granted for CWI to use a non-DOE facility to treat and dispose of low-level waste (LLW) and mixed low-level waste (MLLW) in support of cleanup commitments specified in the Idaho Cleanup Project Contract DE-AC07-05ID14516, Section C.1.8.3 and C.8.2.2.3.</i>
DOE O 436.1	Departmental Sustainability
DOE M 440.1-1A	DOE Explosives Safety Manual
DOE O 440.2B Chg 1	Aviation Management and Safety
DOE M 441.1-1	Nuclear Material Packaging Manual
DOE O 442.1A	Department of Energy Employee Concerns Program
DOE O 452.8	Control of Nuclear Weapon Data

Directive No.	Directive Title
DOE O 458.1 Chg 2	Radiation Protection of the Public and the Environment
DOE O 460.1C	Packaging and Transportation Safety
DOE M 460.2-1A	Radioactive Material Transportation Practices Manual
DOE O 460.2A	Departmental Materials Transportation and Packaging Management
DOE O 470.3B	Graded Security Protection (GSP) Policy
DOE O 470.4B	Safeguards and Security Program
DOE M 470.4-6	Nuclear Material Control and Accountability
DOE O 471.3 Chg 1	Identifying and Protecting Official Use Only Information
DOE M 471.3-1 Chg 1	Manual for Identifying and Protecting Official Use Only Information
DOE O 471.6	Information Security
DOE O 472.2	Personnel Security
DOE O 473.3	Protection Program Operations
DOE O 475.1	Counterintelligence Program
DOE O 475.2A	Identifying Classified Information Cancelled by DOE O 475.2A
DOE O 522.1	Pricing of Departmental Materials and Services
DOE O 534.1B	Accounting
DOE O 551.1D	Official Foreign Travel cancelled by DOE O 551.1D
DOE M 552.1-1A	Department of Energy Travel Manual
DOE O 580.1A	Department of Energy Personal Property Management Program
DOE O 5670.1A	Management and Control of Foreign Intelligence

Activity		FY13	FY14	FY15	Notes
(a) Fuel receipts or transfers of non-EM owned Spent Nuclear Fuel (SNF), including:					Mod 236 - includes \$1,588,962 of MR. Fee was calculated w/escalated base, emergent work & G&A totaling \$20,686,032; excluded pension and MR.
1. Transfers of Navy SNF to Naval Reactors Facility (NRF)	Estimated Cost Fixed Fee Total CPFF	\$ 24,872,356 \$ 1,522,492 \$ 26,394,848			
2. Disposition of 103 Naval Reactor Cans	Estimated Cost Fixed Fee Total CPFF	\$ 4,735,495 \$ 301,437 \$ 5,036,932			Mod 250 - total estimated costs include MR. Fee calculated without MR and pension.
(b) Other Contractor Support to DOE:					Refer to Mod 236 for details.
1. Developer Support / Wireless Service (NE Funded)	Estimated Cost Fixed Fee Total CPFF	\$ 1,148,805 \$ 20,413 \$ 1,169,218	\$ 1,180,274 \$ 20,972 \$ 1,201,246	\$ 1,212,656 \$ 21,548 \$ 1,234,204	
2. Records Management Support	Estimated Cost Fixed Fee Total CPFF	\$ 283,036 \$ 5,029 \$ 288,065	\$ 291,020 \$ 5,171 \$ 296,191	\$ 299,004 \$ 5,313 \$ 304,317	
3. ID Copier Support	Estimated Cost Fixed Fee Total CPFF	\$ 79,906 \$ 1,420 \$ 81,326	\$ 82,159 \$ 1,460 \$ 83,619	\$ 84,415 \$ 1,500 \$ 85,915	
4. Dosimetry	Estimated Cost Fixed Fee Total CPFF	\$ 46,110 \$ 819 \$ 46,929	\$ 47,411 \$ 842 \$ 48,253	\$ 48,711 \$ 866 \$ 49,577	
5. Printing/Graphic Arts	Estimated Cost Fixed Fee Total CPFF	\$ 2,016 \$ 36 \$ 2,052	\$ 2,072 \$ 37 \$ 2,109	\$ 2,130 \$ 38 \$ 2,168	
6. DOE Office Moves	Estimated Cost Fixed Fee Total CPFF	\$ 238 \$ 4 \$ 242	\$ 245 \$ 4 \$ 249	\$ 252 \$ 4 \$ 256	
7. Portable Toilet - RESL (CFA Bldg 638)	Estimated Cost Fixed Fee Total CPFF	\$ 1,772 \$ 31 \$ 1,803	\$ 1,822 \$ 32 \$ 1,854	\$ 1,873 \$ 33 \$ 1,906	
8. DOE Training	Estimated Cost Fixed Fee Total CPFF	\$ 17,440 \$ 310 \$ 17,750	\$ 17,931 \$ 319 \$ 18,250	\$ 18,451 \$ 328 \$ 18,779	
(c) Adapted Technologies Project	Estimated Cost Fixed Fee Total CPFF	\$ 52,223 \$ - \$ 52,223	TBD \$ - TBD	TBD \$ - TBD	

FY 13 - 15 B.16 ACTIVITIES ARE SUBJECT TO AVAILABILITY OF FUNDS

Contract DE-AC07-05ID14516

Extension FY13-15

Mod 254

Activity		FY13	FY14	FY15	Notes
(d) Technology Development - SNF	Estimated Cost	\$ 516,309	TBD	TBD	Mod 254 Fee calc excludes pension
	Fixed Fee	\$ 33,691			
	Total CPFF	\$ 550,000	\$ -	\$ -	