

PART III – LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS

SECTION J – LIST OF ATTACHMENTS

ATTACHMENT J-7 **CONTRACTOR’S TEAMING ARRANGEMENT AND
CORPORATE GOVERNANCE PLAN** (*Executed teaming
agreements included as separate files*)

ATTACHMENT J-7 CONTRACTOR'S TEAMING ARRANGEMENT AND CORPORATE GOVERNANCE PLAN

This section provides the following information by company:

FLUOR IDAHO, LLC

- The **Fluor Idaho, LLC Corporate Governance Plan** detailing how Fluor Idaho will manage its teaming partners and integrate their expertise to ensure effective project execution

CH2M HILL, INC.

- The executed **CH2M HILL, Inc. Teaming Agreement** outlining the fee sharing arrangement and staff augmentation support process
- The executed Fluor Idaho, LLC/CH2M HILL, Inc. cost-reimbursable, no fee subcontract for staff augmentation and reachback support, effective upon DOE consent. This subcontract will be the model for the other teaming partner staff augmentation subcontracts
- The **Executed Representations and Certifications** for CH2M HILL, Inc.

NORTH WIND, INC.

- The executed **North Wind, Inc. Teaming Agreement** outlining the fee sharing arrangement and staff augmentation support that will be provided under a cost-reimbursable, no fee subcontract to be executed during transition
- The **Executed Representations and Certifications** for North Wind, Inc.

PORTAGE, INC.

- The executed **Portage, Inc. Teaming Agreement** outlining the cost-reimbursable, incentivized fee staff augmentation arrangement and the tasked-based support that Portage, Inc. will provide under labor hour or T&M fee-bearing subcontract(s), which will be executed during transition. Teaming partner Portage, Inc. does not share in the fee pool
- The **Executed Representations and Certifications** for Portage, Inc.

WASTE CONTROL SPECIALISTS LLC

- The executed **Waste Control Specialists LLC Teaming Agreement** outlining the fee sharing arrangement and staff augmentation support that will be provided under a cost-reimbursable, no fee subcontract to be executed during transition
- An exclusive, innovative business arrangement that Fluor Idaho has negotiated with Waste Control Specialists LLC for DOE's consideration regarding the interim, off-site storage of TRU waste to meet Idaho Settlement Agreement milestones if WIPP is unavailable.
 - ♦ This documentation includes the **Executed Representations and Certifications** for Waste Control Specialists LLC
- An explanation of the Waste Control Specialists LLC SAMs documentation

L.6(D) CORPORATE GOVERNANCE PLAN THE FLUOR CULTURE

Fluor has been named one of the World's Most Ethical Companies by the Ethisphere Institute for nine straight years. The World's Most Ethical Companies are those that outperform their peers when it comes to creating strong and consistent ethical cultures and behaviors, according to the Ethisphere Institute. Through our culture we are able to attract the top performing people in our industry and deliver their energy, intellect, experience, and capabilities to the projects and clients we serve.

Fluor's culture and leadership starts with Fluor's Chairman and CEO. Through his leadership example, he affirms that every employee and contractor shall conduct business with the highest and utmost ethical standards. This permeates throughout our global organization at on-boarding, orientations, leadership meetings, and as value creation topics of day-to-day meetings. Continuous messaging from the top, coupled with positive examples and management behavior throughout the organization, is a key part of our culture. This Fluor culture is the foundation that underpins the governance of Fluor Idaho, LLC (Fluor Idaho).

PURPOSE

The Corporate Governance Plan establishes the Governance framework for Fluor Idaho, through its Government Group executive leadership, to provide the Fluor Team oversight and guidance in their execution of the ICP Core performance of the work statement. The plan describes the roles, responsibilities, authority and accountability of the team members and how the Fluor Idaho, LLC Board of Directors will provide guidance and oversight.

FLUOR CORPORATE GOVERNANCE

Fluor's objective is to create value for each of its clients, stakeholders, employees, and the communities where Fluor Idaho employees live and work. Good corporate governance standards that promote the principles of safety, integrity, teamwork, and excellence will protect and enhance Fluor's stakeholder and client (DOE) value. Fluor believes good business practices, accountability, transparency in corporate financial reporting, and the highest levels of corporate governance are essential components of the company's success. These virtues and values are flowed down to Fluor Idaho.

FLUOR IDAHO, LLC

Fluor Idaho is a wholly owned single-purpose entity established specifically to perform the ICP Core contract and is guided by a Board of Directors led by Bruce Stanski, Fluor Government Group (FGG) President. Fluor Idaho's President and Program Manager, Fred Hughes, reports to the Fluor Idaho Board of Directors and is only one reporting step away from the Chairman and CEO of Fluor Corporation, David Seaton. **Figure L.6(d)-1** depicts the organization structure of the Fluor Team. It demonstrates how Fluor Idaho reports to Fluor Corporate Leadership and how DOE has direct access to Fluor Idaho's Board of Directors.

Message from Fluor Corporation Chairman and CEO



"The recognition comes our way from *Ethisphere*, a London-based NGO that has established itself over the past several years as the clear leader in monitoring corporate behavior on a range of ethical standards. For me, what makes this year's award particularly noteworthy is that since its inception nine years ago, Fluor is one of only 14 companies to receive this prestigious recognition in each of the nine years. By any count, that's an impressive record and something in which we should all take great pride."

– David Seaton, Fluor Chairman and CEO,
March 13, 2015

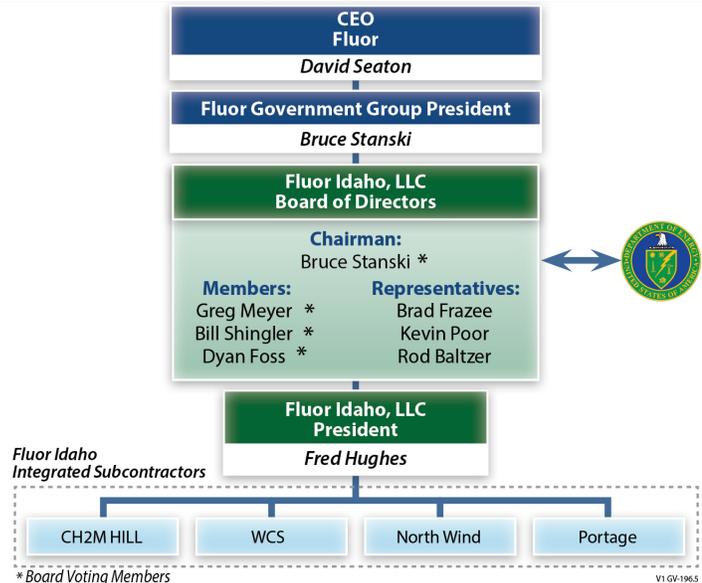




FLUOR IDAHO TEAM

The ICP Core contract will be executed by Fluor Idaho. Fluor Idaho is a wholly owned Fluor subsidiary and the Team includes four integrated subcontractors. The pre-selected subcontractors are Portage, a local Idaho Falls small business, and North Wind, an Alaska Native disadvantaged small business. The other two vital organizational participants are large businesses: CH2M HILL (CH2M) and Waste Control Specialists (WSC). **Figure L.6(d)-2** identifies the primary work focus areas for the team participants. Fluor has executed a Teaming Agreement with each subcontractor, which sets forth their business arrangement with Fluor Idaho relative to the ICP Core Project. The Teaming Agreements are provided in Volume I, Section L.6(c).

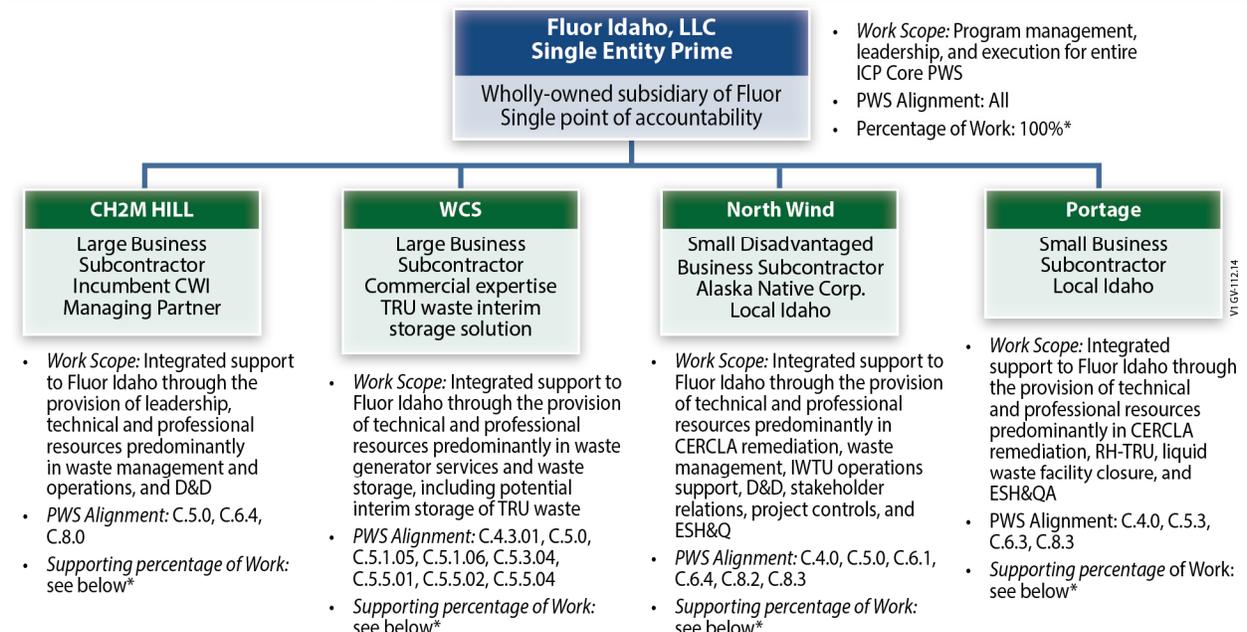
Figure L.6(d)-1. Fluor Team Organizational Reporting Structure



Fluor Idaho is a single purpose company with four integrated subcontractors led by Fluor executives.

Each Fluor Idaho Team subcontractor was selected because of its respective strengths for specific mission capabilities. They are integrated into Fluor Idaho providing expertise consistent with their experience and past performance in the relevant PWS focus area.

Figure L.6(d)-2. Fluor Idaho Team Structure



*Fluor Idaho is the single entity prime responsible for the performance of 100% of the work under the ICP Core Contract. Fluor has four integrated team member subcontractors providing personnel resources only. Our team member subcontractors do not own any discrete scope under our integrated team structure. Fluor employs 100% of the hourly workforce and all other costs for materials and subcontracts. Based on cost, the percentages of each team member is as follows: Fluor (~90%), CH2M (<1%), WCS (<1%), North Wind (<5%), and Portage (<3%).

Fluor Idaho is a wholly owned Fluor subsidiary and includes four fully integrated subcontractors.

Our team member subcontracting organizations agree to embrace the following operating tenets for Fluor Idaho:

- Maintain the highest ethical standards, including information transparency to the customer
- Serve as benchmark stewards of national assets, protecting safety and security, reducing risk, improving cost efficiency and performance effectiveness
- Bring focus and discipline to all operations and support tasks and innovations
- Operate as one-company one-team, while leveraging the strengths of our member corporations
- Earn recognition as valuable members of the communities and regions we serve

Figure L.6(d)-3 lists the current Fluor Idaho officers and their authority level and access to corporate resources. The Board of Directors will appoint additional officers as it deems necessary to provide appropriate oversight.

Figure L.6(d)-3. Fluor Idaho LLC Officers		
Officers	Authority	Access to Corporate Resources
President & Program Manager (PM) Fred Hughes	Fluor Executive Management Team Reports to the Board of Directors Named officer of LLC Authority over all PWS elements	<ul style="list-style-type: none"> • Direct access to Board of Directors • Through the Board, access to full team corporate resources • Ability to request and direct Fluor corporate resources • Access to full corporate resources of Fluor Federal Services (FFS)
Vice President and Business Director Peggy Davis	Fluor Executive Management Team Reports to PM Named officer of LLC Authority over PWS areas: <ul style="list-style-type: none"> • C.8.1.01 • C.8.1.02 • C.8.2.01 • C.8.2.04 • C.8.2.05 • C.8.3.16 • C.8.5 • C.8.6 	<ul style="list-style-type: none"> • Access to full corporate resources of FFS • Ability to go direct to the Board of Directors on business and financial-related matters • Through the PM, access to full team corporate resources
Vice President and Regulatory Planning & CERCLA Remediation Director Marc Jewett	Fluor Executive Management Team Reports to PM Named officer of LLC Authority over PWS areas: <ul style="list-style-type: none"> • C.4.0 • C.4.1 • C.4.2 • C.4.3.02 • C.4.3.03 • C.4.3.04 • C.4.3.05 • C.4.3.06 • C.4.3.07 • C.8.3.02 	<ul style="list-style-type: none"> • Access to full corporate resources of FFS • Through the PM access to full team corporate resources
Secretary Mark L. Sucher	Fluor Executive Management Team Assistant General Counsel Reports to PM Oversight for PWS area: <ul style="list-style-type: none"> • C.8.2.01 	<ul style="list-style-type: none"> • Access to full corporate resources of Fluor Corporate legal resources • Through the PM access to full team corporate resources
Assistant Secretary Brad H. Smith	Fluor Executive Management Team Assistant General Counsel Reports to PM Oversight for PWS area: <ul style="list-style-type: none"> • C.8.2.01 	<ul style="list-style-type: none"> • Access to full corporate resources of Fluor Corporate legal resources • Through the PM access to full team corporate resources

Fluor Idaho Officers have corporate and project authority and access to Fluor corporate resources through the Board.



GOVERNANCE – FLUOR IDAHO, LLC BOARD OF DIRECTORS

Our governance approach begins with our Board of Directors, comprised of executives (members and representatives) from each of the Team companies. The Board of Directors members were selected for their breadth of knowledge, leadership, experience, and authority within their respective parent organization, including their ability to ensure accessibility to corporate resources. The Board members are shown in the right column. They will guide, oversee, and support Fluor Idaho’s President and Program Manager, Mr. Fred Hughes.

Each of the Board members is charged with the responsibility of fiduciary and operational oversight and guidance. They will ensure the resources (money, people, services, and materials) are available and managed safely, efficiently, and effectively. They will ensure that required reachback capabilities are made available to the Program Manager to assist in meeting the ICP Core baseline objectives. The Fluor Idaho voting Board members are: Fluor’s Government Group President, Bruce Stanski (Chairman); Fluor Senior Vice President Greg Meyer; Fluor Vice President Bill Shingler; and CH2M Managing Director, Global Nuclear Sector, Dyan Foss. The non-voting Board representatives are Brad Frazee, Chief Operating Officer North Wind Group, Kevin Poor, Director Portage, Inc., and Rod Baltzer, President Waste Control Specialists LLC.

The Board will set performance expectations for the Program Manager in the execution of the ICP Core Contract and ensure resources are available to meet the performance expectations. The Board will provide safety, quality, financial, and performance oversight and ensure that the safety and ethical standards of Fluor and the team members are maintained.

Fluor Idaho, LLC. Board of Directors

Voting Members



Bruce Stanski – Chairman

Group president for Fluor Corporation where he leads the company’s Government Group (FGG). In this role, Stanski leads the delivery of value-added services to government agencies, including the DOE, DOD, DOS, and Homeland Security and the United Kingdom’s NDA.



Greg Meyer – Fluor Senior VP, Environmental/ Nuclear Operations

Oversees Fluor Government Group’s operations and work for DOE. Served as the president of the NNSA’s Pantex Plant in Texas. Experience at DOE sites includes Hanford, Rocky Flats, Portsmouth, Paducah, Strategic Petroleum Reserve, and SRS.



Bill Shingler – Fluor VP, Environmental/ Nuclear Operations

With more than 40 years of experience in nuclear project operations, oversees FGG’s operations and work for DOE contracts and provides project management support on project execution issues. He is directly responsible for FGG E&N’s small project execution, as well as D&D and Liquid Waste technology development.



Dyan Foss – Managing Director, CH2M HILL Global Nuclear Sector in the Environment & Nuclear Market

24+ years of program management experience in nuclear and hazardous waste cleanup; responsible for delivering service to their commercial and public sector nuclear customers, including NDA, DOE-RL, DOE-OR, DOE-EM.

Non-Voting Representatives



Brad Frazee – COO, North Wind Group

31 years of experience, including 27 years as program manager managing >200 staff on 40 D&D and 250 remediation projects across the DOE Complex at INL, LANL, LANS, and Hanford



Kevin Poor – Director of Operations, Portage, Inc.

30 years of experience in support of engineering, environmental, and waste management programs and projects for DOE, DOD, and NRC. Over 20 years of experience supporting DOE programs at INL, Hanford, LANL, WIPP, Paducah, Moab, Mound, and SPRU.



Rod Baltzer – President, Waste Control Specialists LLC

With 19 years of experience in treatment, storage and disposal services for low-level radioactive waste, mixed low-level radioactive waste, and hazardous waste.

At least quarterly, the Program Manager will provide the Board reports covering, at a minimum, ESH&QA, project operations and performance, internal audit, compliance, ethics, legal issues, employee concerns, and community commitment and other non-reimbursable costs.

When necessary, the Board also seeks and considers information directly from other areas, including:

- Periodic DOE-ID feedback for the lifecycle of the program. Where appropriate, DOE feedback will be obtained without the Program Manager’s presence, to ensure all matters can be discussed in confidence and corrective actions, if any, can be discussed and implemented freely
- Safety & Health with the ESH&QA director having direct access to the Board
- Internal audit with direct access to the board
- Ethics, compliance, and employee concerns
- General Counsel input regarding legal matters affecting the company

The Board establishes and oversees the project incentive program that covers the ICP Core Contract. The Board Chairman will provide feedback to the parent companies on the performance of assigned executive personnel, based on achievement of annually established and documented performance metrics.

PERFORMANCE MONITORING

The Board will monitor contract performance through metrics reported and distributed by the Program Manager on a periodic basis. The Board will meet on a quarterly basis and may increase the frequency as needed depending on program performance. Project Key Personnel and their support staff as requested will attend the Board meetings. They will report on progress made against set metrics, issues/challenges encountered in the previous quarter, planned accomplishments for the next quarter, and any barriers that may prevent them from making their immediate and long term plans for accomplishing the work safely on schedule and budget. As a minimum, the Board agenda will cover the following:

- ESH&QA metrics and trending
- Overall performance – CPI and SPI
- Client Relations
- Progress and metrics against TRU Waste Legacy (12/31/18)
- Progress and metrics against Sodium Bearing Waste treatment (IWTU) and RCRA Closure of Liquid Waste Facilities
- Progress and metrics against Spent Nuclear Fuel Project
- Progress and metrics against Waste Exhumation Project
- Progress and metrics against CERCLA Remediation Project
- Risk Management Plan
- Financial Performance

Key Metrics

- Safety and Health Indicators / Trends
- Quality Performance / Trends
- Milestone Progress
- Waste Processed
- Fuel Transfers
- Performance, Cost, and Schedule Variance Analysis
- Performance risks & mitigation implementation
- Staffing and funding projections
- Employee Concerns

Our ESH&QA Director and Business Director have authority to meet independently with the Board on matters related to ESH&QA and financial aspects respectively. In addition, Internal Audit and Compliance will have authority to meet independently with the Board to discuss any open issues.



TEAM SUBCONTRACT MANAGEMENT

Fluor Idaho and its integrated subcontractors are each incentivized and rewarded by sharing a portion of the fee pool (in the case CH2M, WCS, and North Wind) or through fee adjustment based on Fluor Idaho fee performance, (as is the case with Portage). In short, Fluor Idaho and all team subcontractors share in the upside and downside of the Team's financial performance in executing the ICP Core Contract.

Each of the Fluor Idaho team subcontractors has executed a Teaming Agreement with Fluor Federal Services, Inc., the parent of Fluor Idaho, LLC, that is included in this Volume I, L.6(c). Our subcontract with CH2M has been negotiated. A copy is included in Volume I, section L.6(c). This contract serves as a model for the remaining subcontractors. The Teaming Agreements set forth the relationship and define arrangements between the individual subcontractor and Fluor. The agreements also define how a subcontractor's fee for the project is earned.

Following contract award, Fluor Idaho will execute subcontracts with each of the other subcontractors. The subcontracts: (1) provide for performance of the assigned focus areas in alignment with the respective Teaming Agreement, and (2) flow down appropriate contractual terms and conditions from the Fluor Idaho prime contract and the Teaming Agreements. The subcontracts include fee provisions to assure that each subcontractor's goals are fully aligned with Fluor Idaho's goals, and they include provisions to resolve potential disputes and performance issues.

ISSUE RESOLUTION AND ESCALATION PROCESS

While it is anticipated that subcontract administration issues will normally be handled and resolved through project management processes, the structure of the Board of Directors provides a unique opportunity to resolve difficult issues without resorting to costly and disruptive legal proceedings. The Board of Directors includes representatives of all four subcontractor team members. Through normal Board meetings and operations, all representatives will share a comprehensive understanding of project performance status and issues.

If a team member fails to meet the performance requirements set out in its subcontract and project management is unable to resolve the issues, the Board of Directors provides a forum for discussion and resolution of such problems at an executive level. The Board Members have a shared incentive to assure successful Project completion, and will have the opportunity to discuss issues free of the typical impediments that affect those who are directly involved in a dispute. If the Program Manager believes a team member dispute is endangering contract performance, he will have the discretion to refer the issue to the Board, either at its next scheduled meeting or at a special meeting called for the purpose of considering the issue if appropriate. Alternatively, the Board may request the Project Manager to refer a team member performance issue to the Board for review and possible corrective action. Only in the unlikely event that the Board Members are not able to reach a satisfactory resolution of the issues would either party resort to external legal proceedings.