

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 2
2. AMENDMENT/MODIFICATION NO. 0157	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (if applicable)
6. ISSUED BY NNSA MO Cntrctng Ops Div NNSA Los Alamos Field OFC NA-LA 3748 West Jemez Road Los Alamos NM 87544	CODE 892332	7. ADMINISTERED BY (if other than Item 6) NNSA Production OFC NA-NPO P.O. Box 2050 Oak Ridge TN 37830	CODE 05047
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) CONSOLIDATED NUCLEAR SECURITY LLC Attn: MICHAEL VERMEULEN 301 BEAR CREEK RD OAK RIDGE TN 37831		(x) 9A. AMENDMENT OF SOLICITATION NO.	
CODE 078390708 FACILITY CODE		9B. DATED (SEE ITEM 11)	
		X 10A. MODIFICATION OF CONTRACT/ORDER NO. DE-NA0001942	
		10B. DATED (SEE ITEM 13) 01/08/2013	

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)

See Schedule

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 data, 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) Mutual agreement of the parties

E. IMPORTANT: Contractor is not. is required to sign this document and return 1 copies to the issuing office.


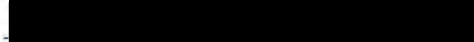
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

DUNS Number: 078390708

The purpose of this modification is to accomplish the actions in the attached. See Page 2.

Continued ...

Except as provided herein, all terms and conditions of the document referenced in Item 9 A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) Morgan N. Smith, President & Chief Executive Officer	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Belynda Gail Jam Thompson
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED 12/6/2018
16B. UNITED STATES OF AMERICA, <u>1</u>  (Signature of Contracting Officer)	16C. DATE SIGNED 12-10-18

CONTINUATION SHEETREFERENCE NO. OF DOCUMENT BEING CONTINUED
DE-NA0001942/0157

PAGE 2 OF 2

NAME OF OFFEROR OR CONTRACTOR
CONSOLIDATED NUCLEAR SECURITY LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	Payment: OR for Oak Ridge/OSTI U.S. Department of Energy Oak Ridge Office Oak Ridge Financial Service Center P.O. Box 6017 Oak Ridge TN 37831 Period of Performance: 07/01/2014 to 09/30/2021				

Purpose of Modification 0157

- Replace Clause B-1 CONTRACT TYPE AND VALUE as follows:

B-1 CONTRACT TYPE AND VALUE

This is a Performance Based Contract for the Management and Operation of DOE/NNSA facilities governed by FAR 17.6, DEAR 917.6 and DEAR Part 970. It is a Management and Operating (M&O) cost-reimbursement Contract with terms for a Fixed Fee, Performance Incentive Fee, and Cost Savings Incentive Fee for CLIN 0001 and terms for a Fixed Fee and Incentive Fee for CLIN 0002.

The total estimated cost, excluding fee and Strategic Partnership Projects/Other Reimbursable Work related to NNSA work:

Year	Total Estimated
1	\$1,775,166,000
2	\$1,814,749,907
3	\$2,021,030,633
4	\$2,244,534,807
5	\$2,631,698,436
OPTION I	
6	
7	
OPTION II	
8	
9	
OPTION III	
10	

[Table to be completed by the Government during the term of the Contract.]

- Replace Section J Appendix J, Key Personnel, with the attached.
- Amend Section J Appendix K to add the FY 2018 and FY 2019 Small Business Subcontracting Goals (Attached) to the Small Business Subcontracting Plan.
- Replace Section J Appendix R, Contracting Officer's Representatives, with the attached.

APPENDIX J.
KEY PERSONNEL

CLIN 0001

Morgan Smith	Chief Executive Officer
Michelle Reichert	Chief Operating Officer
Dave Beck	Program Integration Manager
Michael Beck	Mission Engineering Manager
Bill Tindal	Y-12 Site Manager
Todd Ailes	Pantex Site Manager
Linda Bauer	Mission Assurance Manager
Doug Freund	Operations Support Manager
Ed Rogers	Business Management and Transformation Manager
Teresa Nightengale	Chief Financial Officer
Diane Grooms	Human Resources Manager

CLIN 0002

John Howanitz	Project Director
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Department of Energy
National Nuclear Security Administration
Production Office



P.O. Box 2050
Oak Ridge, Tennessee 37831

P.O. Box 30030
Amarillo, Texas 79120

December 21, 2017

Ms. Cindy G. Morgan
Director, Procurement Operations & Business Management
Consolidated Nuclear Security, LLC
P.O. Box 2009
Oak Ridge, Tennessee 37831-6501

Dear Ms. Morgan:

**CONTRACT DE-NA0001942, APPROVAL OF FISCAL YEAR 2018 SMALL BUSINESS
SUBCONTRACTING GOALS**

Reference: Letter from Cindy Morgan to Frank G.E. Cruz, *Contract DE-NA-NA0001942, Fiscal
Year 2018 Small Business Subcontracting Goals*, dated 20 Nov 2017


The National Nuclear Security Administration (NNSA) reviewed the Consolidated Nuclear Security, LLC (CNS), Fiscal Year (FY) 2018 Small Business Goals, and concludes based on the information provided a lower FY18 small business goal is acceptable. Therefore, NNSA approves the CNS FY 2018 Small Business Subcontracting Goals based on the procurement base of \$873.5M as indicated below:

SB Program	FY 2018 Goals
Small Business	50%
Small Disadvantaged Business	12%
Woman-Owned Small Business	12%
HUBZone	3.5%
Veteran-Owned Small Business	6%
Service Disabled Veteran-Small Business	3.5%

CNS shall comply with the small business policy in accordance with FAR Part 52.219-8(b) & (c) to award subcontracts to the fullest extent consistent with efficient contract performance based on the approved FY 2018 Goals indicated above.

If you have any questions, please contact me at (806)-477-6699.

Sincerely,


Frank G.E. Cruz
Contracting Officer

See ccs 2nd page



**Department of Energy
National Nuclear Security Administration
Production Office**



P.O. Box 2050
Oak Ridge, Tennessee 37831

P.O. Box 30030
Amarillo, Texas 79120

October 30, 2018

Mr. B. (Skip) Skelton
Director, Supply Chain Management
Consolidated Nuclear Security, LLC
P.O. Box 2009
Oak Ridge, Tennessee 37831-8004

Dear Mr. Skelton:

**CONTRACT DE-NA0001942, APPROVAL OF FISCAL YEAR 2019 SMALL BUSINESS
SUBCONTRACTING GOALS**

Reference Letter from Cindy Morgan to Frank G.E. Cruz, subject, Contract DE-NA-NA0001942,
Fiscal Year 2019 Small Business Subcontracting Goals, dated September 12, 2018

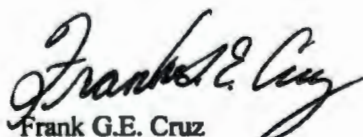
The National Nuclear Security Administration (NNSA) reviewed the Consolidated Nuclear Security, LLC (CNS), proposed Fiscal Year (FY) 2019 Small Business Subcontracting Goals and concludes the intent of this agreement is not to reduce small business goals when a company has consistently performed higher than the overall goal. Therefore, NNSA approves CNS FY 2019 Small Business Subcontracting Goals based on the procurement base of \$785M as indicated below:

SB Program	FY 2019 Goals
Small Business	62.5%
Small Disadvantaged Business	14%
Woman-Owned Small Business	14%
HUBZone	4%
Veteran-Owned Small Business	7.5%
Service Disabled Veteran-Small Business	3.5%

CNS shall comply with the small business policy in accordance with FAR Part 52.219-8(b) & (c) to award subcontracts to the fullest extent consistent with efficient contract performance based on the approved FY 2019 Goals indicated above.

If you have any questions, please contact me at (806)-573-6699.

Sincerely,


Frank G.E. Cruz
Contracting Officer

See ccs 2nd page

APPENDIX R

LIST OF CONTRACTING OFFICER'S REPRESENTATIVES (COR)

<u>Name</u>	<u>Title</u>	<u>Functional Area</u>
CLIN 0001		
Beausoleil, Geoffrey L.	Manager	All Assistant Manager's Functional Area(s): Senior Scientific and Technical Advisor; Operations Management; Business & Contract Management; Safeguards & Security; Nuclear Safety & Engineering; Environment, Safety, Health & Quality; Programs & Projects
Robbins, Teresa	Deputy Manager	All Assistant Manager's Functional Area(s): Senior Scientific and Technical Advisor; Operations Management; Business & Contract Management; Safeguards & Security; Nuclear Safety & Engineering; Environment, Safety, Health & Quality; Programs & Projects
Alvarado, Carlos	Associate Deputy Manager for Operations (PX)	All facility operations to include, but not limited to nuclear facility operations, site occurrences, conduct of operations program, activity-level work control, facility and site management and maintenance programs.
Brashears, Janice	Deputy Assistant Manager for Business & Contract Management	All Business and Contract Management functions to include, but not be limited to, contract administration; contractor human resources; procurement; supply chain management; directives; records management; labor standards; interagency work; budget formulation and execution; Performance Evaluation and Measurement Plan; interim and final reports and award fee process; information solutions and services; cyber security; internal and external reviews; employee concerns; and the cost savings program.
DeSerisy, Lloyd	Assistant Manager for Business & Contract Management	All Business and Contract Management functions to include, but not be limited to, contract administration; contractor human resources; procurement; supply chain management; directives; records management; labor standards; interagency work; budget formulation and execution; Performance Evaluation and Measurement Plan; interim and final reports and award fee process; information solutions and services; cyber security; internal and external reviews; employee concerns; and the cost savings program.
Franklin, John A.	Program Manager	CNS Cost Savings.
Gazda, Joseph J.	Acting Assistant Deputy Administration, NA-12	Provide technical direction, guidance and oversight for NNSA Directed Stockpile Work (DSW) programs for the subject contracts consistent with each M&O contracts' SOWs and annual executed Implementation Plans and Work Authorizations.
Hitson, Mary Helen	Deputy Assistant Manager for Environment, Safety, Health & Quality	All ESH&Q activities to include day-to-day oversight of health physics and radiological protection, industrial hygiene and occupational medicine, industrial safety, construction safety, firearm safety, aviation safety, explosive safety, pressure safety, electrical safety, transportation safety, chemical safety, fire protection program, Federal Employee Occupational Safety and Health, ES&H reporting, waste management,

<u>Name</u>	<u>Title</u>	<u>Functional Area</u>
		environmental programs, Environmental Management System, training (contractor and fed FTCP), Accident Investigation, National Environmental Policy Act, cultural resources, and implementation of ISMS. Implementation of the Lean Governance model, manages the NPO operational infrastructure, and champions the ISO 9001 registration and LOCAS efforts. The office provides day-to-day oversight of Contractor activities including: Directives Management (internal and external), records management, Nuclear Facility Quality Assurance (QA), Software QA, and Weapons QA (WQA), Enforcement, Performance Assurance, Issues Management, CAS, and the Lessons Learned Program. Delegation of Product Acceptance Authority, in accordance with NAP-24A. All programmatic and project activities for the functional areas of Safeguards and Security and Emergency Management.
Ivey, Ken	Senior Scientific Technical Advisor	All technical and scientific functions, including matters relating to the DNFSB and other high-level advisory organizations regarding NPO; weapon program design agencies; startup/restart and operational readiness review/readiness assessments.
McFall, Carroll	Associate Deputy Manager for Operations (Y-12)	All facility operations to include, but not limited to nuclear facility operations, site occurrences, conduct of operations program, activity-level work control, facility and site management and maintenance programs.
Morris, Susan	Assistant Manager for Environment, Safety, Health & Quality	All ESH&Q activities, which provides day-to-day oversight of health physics and radiological protection, industrial hygiene and occupational medicine, industrial safety, construction safety, firearm safety, aviation safety, explosive safety, pressure safety, electrical safety, traffic safety, chemical safety, fire protection program (including Fire Department), ES&H reporting, waste management, environmental programs, Environmental Management System, technical training, Accident Investigation, National Environmental Policy Act, cultural resources, implementation of ISMS, Governance, Performance Assurance, Contractor Assurance System, Enterprise Risk Management, Enforcement, Nuclear Facility Quality Assurance (QA), Software QA, and Weapons QA (WQA). Delegation of Product Acceptance Authority, in accordance with the NNSA Policy Letter NAP-24A, Weapon Quality Policy, Attachment 3, Section 1.2.2.a.
Padilla, Mark	Assistant Manager for Programs & Projects	All programmatic and project activities to include, but not limited to Directed Stockpile Work Readiness in Technical Basis and Facilities, Facilities and Infrastructure Recapitalization Program, Work for Others, Naval Reactors, Nuclear Nonproliferation, Campaigns, Packaging and Transportation, Nuclear Material Management, Plant Direct Research and Development and the preparation of strategic planning documents. Additional activities include infrastructure planning, energy sustainment, explosives program, start-up and restart activities, capital line items, expense projects and GPD/GPP.

<u>Name</u>	<u>Title</u>	<u>Functional Area</u>
Sandoval, Nick A.	Office of Field Financial Management	Providing program direction, initiating timely work authorizations, and performing oversight activities for the Secure Transportation Asset in the Office of Secure Transportations.
Slack, Terri L.	Site Counsel	Oversight of all legal matters, including the administration of 10 CFR 719, Contractor Legal Management Requirements.
Stenseth, William L.	Director, Office of Field Financial Management	All financial and allotment related services to include but not limited to accounting, administrative control of funds and distribution and related budget execution, financial oversight, and financial reporting.
Thompson, Michael	Assistant Deputy Administrator for Major Modernization Programs NA-19	All Major Modernization Programs to include but not limited to providing program direction on initiating timely work authorization, and performing oversight activities for Life Extension.
Walsh, Patricia A.	Deputy Assistant Manager for Safeguards & Security	All programmatic and project activities for the functional areas of Safeguards & Security and Emergency Management.
Warner, Larry D	Site Counsel	Oversight of all legal matters, including the administration of 10 CFR 719, Contractor Legal Management Requirements.

CLIN 0002		
Christenson, Dale E.	UPF Federal Project Director NA-APM-1	CLIN 0002 Uranium Processing Facility Project Management
Folden, Laurie E.	Deputy Director, UPF Project Office	CLIN 0002 Uranium Processing Facility functions to include design and construction activities performed by the Management and Operation (M&O) contractor.
LaForest, James	UPF Subproject Federal Project Director, NA-APM-1.3	CLIN 0002 Uranium Processing Facility Project Management

Federal Project Management		
Beard, Anna	Federal Project Director	Ongoing programmatic and project activities to include, but not be limited to, Nuclear Facility Risk Reduction Project, American Recovery and Reinvestment Act, Emergency Operations Center and Lithium Production Capability.
Thompson, Eric	Federal Project Director	Ongoing programmatic and project activities to include, but not be limited to, the Electrorefiner and Y-12 Fire Station Projects.