

2. AMENDMENT/MODIFICATION NO. M524	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)
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6. ISSUED BY U.S. Department of Energy National Nuclear Security Administration Sandia Field Office P.O. Box 5400, MS 0184 Albuquerque, NM 87185-5400	7. ADMINISTERED BY (If other than Item 6) CODE
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8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, state, ZIP Code) Sandia Corporation P. O. Box 5800 Albuquerque, NM 87185	9A. AMENDMENT OF SOLICITATION NO. 9B. DATED (SEE ITEM 11) 10A. MODIFICATION OF CONTRACT/ORDER NO. DE-AC04-94AL85000 10B. DATED (SEE ITEM 13) October 1, 1993
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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 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 ACKNOWLEDGMENT 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 APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS.
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.**

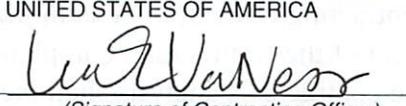
CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify authority): THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE-NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (Such as changes in paying office, appropriation date, etc.) 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): DOE Organization Act, 42 USC §7101 et seq.; NNSA Act, 50 USC § 2401 et seq.; Clause I-72, DEAR 970.5204-2 Laws, Regulations and DOE Directives (Dec 2000)(Deviation).

E. IMPORTANT: Contractor is not, is required to sign this document and return 2 copies to the issuing office.

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

The purpose of this modification is to replace Section H clause H-33, paragraph (e) in its entirety and Section J, Appendix G, List of Applicable Directives and NNSA Policy Letters (Attachment 1) hereto, in its entirety.

15A. NAME AND TITLE OF SIGNER (Type or print) Steven Bauck, Manager Corporate Contract Management, Sandia Corporation	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Lindsey E. VanNess, Contracting Officer Sandia Field Office, NNSA
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15B. CONTRACTOR/OFFEROR BY  (Signature of person authorized to sign)	15C. DATE SIGNED 12/14/13	16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)	16C. DATE SIGNED 12/18/13
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1. Section H clause H-33, paragraph (e), is being replaced in its entirety to clarify the Requirements Modernization and Integration (RMI) process. For example, once a change is approved, that change will be communicated by the Contracting Officer to Sandia Corporation instead of solely relying on the Requirements Modernization and Integration Explorer. Additionally, the requirement to notify the Contracting Officer of Sandia's acceptance of the change is no longer required.

From:

(e) For purposes of implementation of Paragraph (b) of Contract Clause entitled "Laws, Regulations, and DOE Directives," the parties agree to the following:

The NNSA Supplemental Directive NA SD M 452.3-1 *Defense Programs Business Requirements and Processes Manual* will incrementally and formally replace chapters and associated Technical Business Practices within the 56XB *Nuclear Weapon Development and Production Manual* using the Requirements Modernization and Integration (RMI) process. Once these changes are approved by NNSA HQ (NA-12) they will be released through the Requirements Modernization and Integration (RMI) Explorer, <http://rmippi.sandia.gov>. Before the release of any RMI derived requirements, the contractor will be notified by NNSA, or an authorized designee, and will have the opportunity to assess the effect of the contractor's compliance with the change on contract. The contractor's assessment shall include cost and funding, technical performance, and implementation schedule. The contractor shall also identify any potential inconsistencies between the change and other terms and conditions of the contract. Within 30 days of receipt of NNSA notification of a change, the contractor shall advise the Sandia Site Office (SSO) Contracting Officer (CO), with concurrent notice to the SSO Contracting Officer Representative (COR) cognizant for Direct Stockpile Work (DSW), in writing of the potential impact of the contractor's compliance with the change. The contractor and contracting officer will identify and, if appropriate, agree to any changes to other terms and conditions, including cost and schedule, associated with the change, and fee may be adjusted pursuant to the clause of this contract entitled, "Changes." If there is no impact resulting from a change, the contractor shall advise the SSO CO, with a concurrent notice to the SSO COR cognizant for Directed Stockpile Work (DSW), in writing within 30 days of notification of a change and include the contractor implementation date.

To:

(e) For purposes of implementation of Paragraph (b) of Contract Clause entitled "Laws, Regulations, and DOE Directives," the parties agree to the following:

The NNSA Supplemental Directive (NA SD) Manual 452.3-1, *Defense Programs Business Requirements and Processes Manual*, will incrementally replace chapters and associated Technical Business Practices within the 56XB *Nuclear Weapon Development and Production Manual* using the Requirements Modernization and Integration (RMI) process.

Before the release of any RMI derived requirements, the contractor will be notified by the Contracting Officer, or an authorized designee, and will have the opportunity to assess the effect of the contractor's compliance with the change on contract via a Site Impact Analysis. The contractor's analysis shall include cost and funding, technical performance, an implementation schedule, and shall also identify any potential inconsistencies between the change and other terms and conditions of the contract.

Within 30 days of receipt by the contractor from the Contracting Officer of notification of an approved change, the contractor shall advise the Contracting Officer (CO) in writing, if the change will result in an impact to the contractor. The contractor will outline the impact, to include cost and schedule, and may identify appropriate consideration pursuant to DEAR 970.5243-1, *Changes*.

2. Replace Section J, Appendix G, *List of Applicable Directives and NNSA Policy Letters*, in its entirety.

-- End of Modification --

Part III - Section J
Appendix G
List of Applicable Directives and NNSA Policy Letters

In addition to the list of applicable directives referenced below, the contractor shall also comply with supplementary directives (e.g., manuals), which are invoked by a Contractor Requirements Document (CRD) attached to a directive referenced below. This List excludes directives that have been granted an exemption from the CRD in whole or in part. For those Directives whereby the Contractor has been granted an exemption from the CRD, the Contractor shall comply only with the Operating Requirements identified in Appendix G-1. Directives identified in Appendix G-1 are for reference purposes only.

Bolded directives have been reviewed by the Joint Operating Requirements Review Board (JORRB).

DIRECTIVE NUMBER	DATE	DOE DIRECTIVE TITLE
APPH Chapter X Revision 10	9/08/98	Accounting Practices & Procedures Handbook Chapter X - Product Cost Accounting
DOE O 130.1	9/29/95	Budget Formulations Process
DOE M 140.1-1B	3/30/01	Interface with the Defense Nuclear Facilities Safety Board
DOE O 142.2A, Admin Chg 1 dated 6/27/13	12/15/06	Safeguards Agreement and Protocol with the International Atomic Energy Agency
DOE M 142.2-1, Admin Chg 1 dated 6/27/13	9/04/08	Manual for the Implementation of the Voluntary Offer Safeguards Agreement and Additional Protocol with the International Atomic Energy Agency
DOE O 142.3A	10/14/10	Unclassified Foreign Visits and Assignments Program
DOE O 144.1, Chg 1 dated 11/6/09	1/16/09	Department of Energy American Indian Tribal Government Interactions and Policy
DOE O 150.1	5/8/08	Continuity Programs
DOE O 151.1C	11/02/05	Comprehensive Emergency Management System
DOE O 153.1	6/27/07	Departmental Radiological Emergency Response Assets
DOE N 153.2	8/11/03	Connectivity to National Atmospheric Release Advisory Center (NARAC)
DOE M 200.1-1	2/15/00	Chapter 9 Public Key Cryptography and Key Management
DOE O 205.1B, Admin Chg 1 dated 12/7/12	5/16/11	Department of Energy Cyber Security Program
DOE M 205.1-3, Admin Chg 1 dated 12/20/12	4/17/06	Telecommunications Security Manual ¹
DOE O 206.1	1/16/09	Department of Energy Privacy Program
DOE O 206.2	2/19/13	Identify, Credential, and Access Management (ICAM)
DOE O 210.2A	4/08/11	DOE Corporate Operating Experience Program
DOE O 221.1A	4/19/08	Reporting Fraud, Waste, and Abuse to the Office of Inspector General
DOE O 221.2A	2/25/08	Cooperation With The Office of Inspector General
DOE O 225.1B	3/04/11	Accident Investigations
DOE O 226.1B	4/25/11	Implementation of Department of Energy Oversight Policy
DOE O 227.1	8/30/11	Independent Oversight Program
DOE O 231.1B, Admin Chg 1 dated 11/28/12	6/27/11	Environment, Safety and Health Reporting

¹ Refer to memorandum from NNSA/HQ/NA-IM-10, Subject: *Cable-confined Testing and Transmitter Review Forms (TRF)*, dated 4/25/12, for clarification to TRF completion requirements.

DIRECTIVE NUMBER	DATE	DOE DIRECTIVE TITLE
DOE O 232.2	8/30/11	Occurrence Reporting and Processing of Operations Information
DOE O 241.1B	12/13/10	Scientific and Technical Information Management ²
DOE O 243.1B, Admin Chg 1 dated 7/8/13	3/11/13	Records Management Program ³
DOE O 252.1A, Admin Chg 1, dated 3/12/13	2/23/11	Technical Standards Program
DOE O 313.1	11/19/09	Management and Funding of the Department's Overseas Presence
DOE O 350.1, Chg 3 dated 2/23/10	9/30/96	Contractor Human Resource Management Programs ⁴
NA SD 350.2	11/16/11	Use of Management and Operating Contractor Employees for Services to NNSA in the Washington, D.C., Area
DOE O 350.2B	05/31/11	Use of Management and Operating or Other Facility Management Contractor Employees for Services to DOE in the Washington, D.C., Area
DOE O 410.2	8/17/09	Management of Nuclear Materials
DOE O 412.1A	4/21/05	Work Authorization System
DOE O 413.1B	10/28/08	Internal Control Program
DOE O 413.2B, Admin Chg 1 dated 1/31/11	4/19/06	Laboratory Directed Research & Development
DOE O 413.3B	11/29/10	Program and Project Management for the Acquisition of Capital Assets ⁵
DOE O 414.1D, Admin Chg 1, dated 5/8/13	4/25/11	Quality Assurance
DOE O 415.1, Admin Chg 1 dated 1/16/13	12/3/12	Information Technology Project Management
DOE O 420.1B, Chg 1 dated 4/19/10	12/22/05	Facility Safety
DOE O 420.2C	7/21/11	Safety of Accelerator Facilities
DOE O 422.1, Admin Chg 1 dated 6/25/13	6/29/10	Conduct of Operations
DOE O 425.1D, Admin Chg 1, dated 4/2/13	4/16/10	Verification of Readiness to Start Up or Restart Nuclear Facilities
DOE O 426.2, Admin Chg 1, dated 7/29/13	4/21/10	Personnel Selection, Training, Qualification, and Certification Requirements for DOE Nuclear Facilities
DOE O 430.1B, Chg. 2 dated 04/25/11	9/24/03	Real Property and Asset Management
DOE O 433.1B, Admin Chg 1, dated 3/12/13	4/21/10	Maintenance Management Program for DOE Nuclear Facilities

² Implementation of the requirement(s) in paragraph 3. of the Contractor Requirements Document (CRD) will be achieved in accordance with an approved implementation plan: [name of subprogram].

³ Full implementation will occur in accordance with a Sandia Field Office (SFO) approved implementation plan.

⁴ (a) For purposes of Chapter VI-5, paragraph 1, Basic Requirements, subparagraph (d), effective January 22, 2013, the Contractor shall perform an annual limited scope-audit of the Contractor pension plan except that a full-scope audit shall be performed once every three years.

(b) Excludes Chapters VIII Contractor Workplace Substance Abuse Programs and IX Employee Assistance Programs due to exemption granted on December 9, 2010, by the NNSA Administrator.

⁵ The annual Value Engineering accomplishment progress report required by paragraph c.9. of the CRD shall be submitted to OEMC through the SFO.

DIRECTIVE NUMBER	DATE	DOE DIRECTIVE TITLE
DOE N 435.1	8/09/11	Contact-Handled and Remote-Handled Transuranic Waste Packaging
DOE O 435.1, Chg. 1 dated 8/28/01	7/09/99	Radioactive Waste Management
DOE O 440.2C, Chg. 1 dated 6/15/11	11/27/02	Aviation Management and Safety
DOE M 441.1-1	3/07/08	Nuclear Material Packaging Manual ⁶
DOE O 442.2	7/29/11	Differing Professional Opinions for Technical Issues Involving Environmental, Safety, and Health Technical Concerns
DOE O 443.1B	3/17/11	Protection of Human Research Subjects
DOE O 452.1D, Admin Chg 1 dated 7/10/13	4/14/09	Nuclear Explosive and Weapon Surety Program
DOE M 452.2-1A, Admin Chg 1 dated 7/10/13	4/14/09	Nuclear Explosive Safety Manual
DOE M 452.2-2, Admin Chg 1 dated 7/10/13	4/14/09	Nuclear Explosive Safety Evaluation Processes
DOE O 452.2D, Admin Chg 1 dated 7/10/13	4/14/09	Nuclear Explosive Safety
DOE O 452.3	6/08/05	Management of the Department of Energy Nuclear Weapons Complex
DOE O 452.4B	1/22/10	Security and Use Control of Nuclear Explosives and Nuclear Weapons
DOE O 452.6A	4/14/09	Nuclear Weapon Surety Interface with the Department of Defense
DOE O 452.7	5/14/10	Protection of Use Control Vulnerabilities and Designs
DOE O 452.8	7/21/11	Control of Nuclear Weapons Data
DOE O 456.1, Admin Chg 1 dated 2/14/13	5/31/11	The Safe Handling of Unbound Engineered Nanoparticles
DOE O 457.1A	8/26/13	Nuclear Counterterrorism
DOE O 458.1, Admin Chg 3 dated 1/15/13	2/11/11	Radiation Protection of the Public and the Environment
DOE O 460.1C	5/14/10	Packaging and Transportation Safety
DOE O 460.2A	12/22/04	Departmental Materials Transportation & Packaging Management
DOE M 460.2-1A	6/04/08	Radioactive Material Transportation Practices
DOE O 461.1B	12/16/10	Packaging and Transportation for Offsite Shipment of Materials of National Security Interest
DOE O 461.2	11/01/10	Onsite Packaging and Transfer of Materials of National Security Interest
DOE O 462.1, Admin Chg. 1 dated 7/10/13	11/10/08	Import and Export of Category 1 and 2 Radioactive Sources and Aggregated Quantities
DOE O 470.3B	8/12/08	Graded Security Protection (GSP) Policy
DOE O 470.4B, Admin Chg 1 dated 2/15/13	7/21/11	Safeguards and Security Program ⁷

- ⁶ (a) Sandia shall repackage all nuclear materials that fall under the requirements of DOE M 441.1-1 remaining on-site after FY 2015 that do not have an identified disposition path. These materials will need to be packaged before the end of FY 2014 or as soon as appropriate packaging is identified and approval is obtained through the SFO. Sandia will determine the appropriate packaging and SFO will concur/approve. Packaging designs will be approved by a Field Office and reviewed by the NNSA/Albuquerque Complex Packaging Certification Division prior to use.
- (b) New material that Sandia acquires from various programs and projects that are subject to DOE M 441.1-1 must have an approved container for storage, or Sandia must have a plan (approved by SFO) in place to develop a container to comply with the packaging and storage requirements, when it comes on site.

DIRECTIVE NUMBER	DATE	DOE DIRECTIVE TITLE
DOE M 470.4-3A	11/05/08	Contractor Protective Force
DOE M 470.4-4A	1/16/09	Information Security Manual ⁸
DOE O 471.1B	3/01/10	Identification and Protection of Unclassified Controlled Nuclear Information
DOE O 471.3, Admin Chg. 1 dated 1/13/11	4/09/03	Identifying and Protecting Official Use Only Information
DOE M 471.3-1, Admin Chg. 1 dated 1/13/11	4/09/03	Manual for Identifying and Protecting Official Use Only Information
DOE O 471.5	3/29/11	Special Access Program
DOE O 471.6, Admin Chg 1 dated 11/23/13	6/20/11	Information Security
DOE O 472.2, Admin Chg 1 dated 10/18/13	7/21/11	Personnel Security
DOE O 474.2, Admin Chg 2 dated 11/19/12	6/27/11	Nuclear Material Control and Accountability
DOE O 475.1	12/10/04	Counterintelligence Program
DOE O 475.2A	2/01/11	Identifying Classified Information
DOE O 534.1B	1/06/03	Accounting
DOE O 551.1D	4/02/12	Official Foreign Travel ⁹
DOE O 580.1, Chg 1 dated 5/08/08	12/07/05	Department of Energy Personal Property Management Program
DOE 5400.5 Chg. 2 dated 1/7/93	2/8/90	Radiation Protection of the Public & the Environment ¹⁰
DOE 5480.30, Chg. 1 dated 3/14/01	1/19/93	Nuclear Reactor Safety Design Criteria
56XB Rev. 2	5/10/04 (Release Date)	Nuclear Weapon Development and Production ¹¹
NAP 14.1-D	12/14/12	Baseline Cyber Security Program ¹²
NAP 14.3-B	5/02/08	Transmission of Restricted Data Over Secret Internet Protocol Router Network (SIPRNet)
NAP 70.2, Chg 1	7/20/11	Physical Protection
NNSA SD M 452.3-1	12/10/09	Defense Programs Business Requirements and Processes Manual ¹³

⁷ Sandia shall provide SFO with the required documentation (DD254 or DOE F 470.1) for *new* classified WFO activity and shall provide notification as required to update the form through the lifecycle of the activity. This does not include those WFO activities excluded by policy.

⁸ NAP 70.4, Chg 1, dated 07/2/2011, replaced DOE M 470.4-4A, except the classified *Technical Surveillance Countermeasures Annex*.

⁹ Full implementation will occur after the DOE reprogramming effort.

¹⁰ DOE O 458.1, dated 2/11/11, cancels DOE O 5400.5 Chg 2, dated 1-7-93, except for Chapter III, *Derived Concentration Guidelines*, and Figure IV-1, *Surface Contamination Guidelines*.

¹¹ Chapters within 56XB, *Nuclear Weapon Development and Production (D&P) Manual*, will stay in effect until specific *Nuclear Weapon D&P Manual* chapters and associated Technical Business Practices are replaced using the Requirements Modernization and Integration (RMI) process, as described in contract clause H-33(e) and NA SD M 452.3-1.

¹² Sandia Cyber Security Program Execution Guidance and Annual Operating Plan will be used in lieu of NAP 21 to define performance expectations for the cyber security program.

¹³ Changes to the NNSA Supplemental Directive NA SD M 452.3-1, *Defense Programs Business Requirements and Processes Manual*, and the RMI derived requirements, are processed as described in contract clause H-33(e).