

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT	1. CONTRACT ID CODE	PAGE 1 OF 2 PAGES
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2. AMENDMENT/MODIFICATION NO. M502	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 Site Office (MS 0184) P.O. Box 5400 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. <hr/>
	9B. DATED (SEE ITEM 11) <hr/>
	10A. MODIFICATION OF CONTRACT/ORDER NO. DE-AC04-94AL85000
	10B. DATED (SEE ITEM 13) October 1, 1993

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).
X	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Department of Energy Organization Act, 42 U.S.C. § 7101 et seq., National Nuclear Security Administration Act, 50 U.S.C. § 2401 et seq., and Clause I-72, DEAR 970.5204-2 Laws, Regulations and DOE Directives (Dec 2000)(Deviation).
	D. OTHER (Specify type of modification and authority):

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 Appendix H, *Contractor and Corporate Parent Commitments, Agreements, and Understandings* and Appendix G, *List of Applicable Directives and NNSA Policy Letters*. There are no changes to Appendix G-1 *Operating Requirements*.

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) JoAnn Wright, Contracting Officer Sandia Field Office, NNSA
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15B. CONTRACTOR/OFFEROR BY <u>Steven Bauck</u> (Signature of person authorized to sign)	15C. DATE SIGNED <u>5/23/13</u>	16B. UNITED STATES OF AMERICA BY <u>JoAnn Wright</u> (Signature of Contracting Officer)	16C. DATE SIGNED <u>5/29/2013</u>
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1. Section J, Appendix G, *List of Applicable Directives and NNSA Policy Letters*, is hereby revised and superseded in its entirety by Attachment 1.

2. Section J, Appendix H, *Contractor and Corporate Parent Commitments, Agreements, and Understandings*, is hereby revised and superseded in its entirety by Attachment 2 to clarify the roles between Sandia Corporation and Lockheed Martin Corporation and to make two corrections that were inadvertently removed from the Appendix as indicated below:
 - a. The last sentence of the first paragraph is corrected to read:

All associated expenditures will be paid from LMC Funds except for paragraph A below.

 - b. Paragraph A and B are corrected to read:
 - A. Maintain a Sandia Board of Directors with the President of the Sandia Corporation serving as the Vice-Chairman of the Board of Directors.

 - B. Maintain a reporting relationship where the President of the Sandia Corporation reports to the Chair of the Sandia Board of Directors, who will be an Executive Vice President of Lockheed Martin or higher official. Sandia Corporation is organized within Lockheed Martin's Space Systems business area.

- In addition, Appendix H adds an effective date of January 1, 2013, which is the date paragraph B was revised and became effective in Contract Modification M483.

3. All other terms and conditions remain unchanged.

----- *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 142.1	1/13/04	Classified Visits Involving Foreign Nationals
DOE O 142.2A	12/15/06	Safeguards Agreement and Protocol with the International Atomic Energy Agency
DOE M 142.2-1	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 205.1A	12/4/06	Department of Energy Cyber Security Management¹
DOE M 205.1-3, Admin Chg 1 dated 12/20/12	4/17/06	Telecommunications Security Manual ²
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

¹ Refer to the following memorandums from Wayne Jones: Subject: *Path Forward Pertaining to DOE Order 205.1B*, dated 10/26/11, and Subject: *Deviation Approval to Use Federal Cyber Security Standards and Guidance in lieu of NNSA Policy Letter 14.1-C & 14.2-C*, dated 5/24/10.

² 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 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
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 Management³
DOE O 243.1B	3/11/13	Records Management Program⁴
DOE O 252.1A	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 (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
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 Assets⁶
DOE O 414.1D	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	6/29/10	Conduct of Operations
DOE O 425.1D	4/16/10	Verification of Readiness to Start Up or Restart Nuclear Facilities
DOE O 426.2	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	4/21/10	Maintenance Management Program for DOE Nuclear Facilities
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

³ Sandia will implement the following requirement in paragraph 3. of the Contractor Requirements Document in accordance with an approved implementation plan: [name of subprogram].

⁴ Full implementation will occur in accordance with an SFO approved implementation plan.

⁵ 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.

⁶ The annual Value Engineering accomplishment progress report required by paragraph c.9. of the Contractor Requirements Document shall be submitted to OEMC through the Sandia Field Office (SFO).

DIRECTIVE NUMBER	DATE	DOE DIRECTIVE TITLE
DOE M 440.1-1A	1/09/06	DOE Explosives Safety Manual
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 ⁷
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	4/14/09	Nuclear Explosive and Weapon Surety Program
DOE M 452.2-1A	4/14/09	Nuclear Explosive Safety Manual
DOE M 452.2-2	4/14/09	Nuclear Explosive Safety Evaluation Processes
DOE O 452.2D	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 457.1	2/07/06	Nuclear Counter-terrorism
DOE M 457.1-1	8/10/06	Control of Improvised Nuclear Device Information
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	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 M 470.4-1, Chg. 2 dated 10/20/10	8/26/05	Safeguards and Security Program Planning and Management
DOE M 470.4-3A	11/05/08	Contractor Protective Force
DOE M 470.4-6, Chg. 1 dated 8/14/06	8/26/05	Nuclear Material Control and Accountability
DOE O 471.1B	3/01/10	Identification and Protection of Unclassified Controlled Nuclear Information

- ⁷ 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 SSO 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 is subject to DOE M 441.1-1, must have an approved container for storage, or Sandia must have a plan (approved by SSO) 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 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 472.2	7/21/11	Personnel Security
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 ⁸
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 ⁹
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 ¹⁰
NAP 14.1-C	5/02/08	NNSA Baseline Cyber Security Program
NAP 14.2-C	5/02/08	NNSA Certification and Accreditation (C&A) Process for Information Systems
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
NAP 70.4, Chg 1	7/20/11	Information Security ¹¹
NNSA SD M 452.3-1	12/10/09	Defense Programs Business Requirements and Processes Manual ¹²

⁸ Full implementation will occur after the DOE reprogramming effort.

⁹ 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*.

¹⁰ 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 incrementally and formally replaced using the Requirements Modernization and Integration (RMI) process, within the RMI Explorer, as described in contract clause H-33(e) and NA SD M 452.3-1.

¹¹ NAP 70.4, Chg 1, dated 07/2/2011, replaced DOE M 470.4-4A, except for the classified Technical Surveillance Countermeasures Annex in DOE M 470.4-4A.

¹² 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).

**Part III - Section J
APPENDIX H**

Contractor and Corporate Parent Commitments, Agreements, and Understandings

January 1, 2013

The Contractor, Sandia Corporation (hereinafter Sandia), and the Contractor's Parent Organization, Lockheed Martin Corporation (hereinafter LMC), shall in accordance with Part I, Section H, H-20, *CONTRACTOR COMMITMENTS*, and Part II, Section I, Clause I-83, DEAR 970.5226-3, *COMMUNITY COMMITMENT (DEC 2000)*, of this Contract, take the actions identified below. All associated expenditures will be paid from LMC Funds except for paragraph A below.

Sandia will:

- A. Maintain a Sandia Board of Directors with the President of Sandia serving as the Vice-Chairman of the Board of Directors.

LMC will:

- B. Maintain a reporting relationship where the President of the Sandia reports to the Chair of the Sandia Board of Directors, who will be an Executive Vice President of LMC or higher official. Sandia is organized within LMC's Space Systems business area.
- C. Continue support of a non-profit corporation entitled, *The Technology Ventures Corporation (TVC)*, a tax exempt, private foundation founded by LMC, which has as its purpose the attracting of venture and other capital sources to invest in New Mexico technologies and companies. This purpose will be achieved by:
 - 1. Working with Sandia National Laboratories and other institutions within New Mexico (e.g., Los Alamos National Laboratory, Phillips Site of the Air Force Research Laboratory, University of New Mexico, New Mexico State University, New Mexico Institute of Mining and Technology) to offer their technologies to the market.
 - 2. Providing a contribution of LMC funding of \$1.9 Million per year for five years to fund the TVC.
 - 3. Maintaining the LMC/TVC Technology Transfer & Commercialization Facility, which will be dedicated to technology transfer and commercialization efforts.
 - 4. Maintaining a Board of Directors of TVC to ensure its independence from LMC and Sandia.

- D. Continue to offer LMC scholarships, which will be awarded on an annual basis to the children of Sandia employees.
- E. Support community organizations and foundations such as the New Mexico Museum of Natural History, the National Atomic Museum Foundation, and the Sandia Science & Technology Park to the extent possible through contributions and leadership.
- F. Match employee donations to universities.