

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE PAGE OF PAGES
1 3

2. AMENDMENT/MODIFICATION NO. M509	3. EFFECTIVE DATE January 1, 2013	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)
6. ISSUED BY CODE U.S. Department of Energy Brookhaven Site Office 53 Bell Avenue, Building 464 Upton, NY 11973-5000	06005	7. ADMINISTERED BY (If other than Item 6) Code	06005

8. NAME AND ADDRESS OF CONTRACTOR (No. street, county, State and ZIP Code) Brookhaven Science Associates, LLC 40 Brookhaven Avenue Building 460 Upton, New York 11973-5000	(✓)	9. A. AMENDMENT OF SOLICITATION NO.
		9. B. DATED (SEE ITEM 11)
	X	10. A. MODIFICATION OF Contract/Order NO. DE-AC02-98CH10886
CODE N/A FACILITY CODE N/A		10. B. DATED (SEE ITEM 13) 01/05/1998

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.

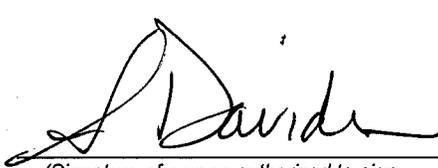
12. ACCOUNTING AND APPROPRIATION DATA (If required)
N/A

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

	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: Mutual agreement of the parties
	D. OTHER (Specify type of modification and authority)

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 heading, including solicitation/contract subject matter where feasible.)
This Modification is issued to update Part I, Section H – Special Contract Requirements, Clause H.32; Revise Part II, Section I – Contract Clauses, Table of Contents; Update clauses I.82 and I.151; Revise Clause I.139, Obligation of Funds; Revise Table of Contents Section J, Part III – List of Documents, Exhibits and Other Attachments; Replace Section J.5, Appendix E- Key Personnel; Add Section J.8, Appendix H– Small Business Subcontracting Plan FY 2013; Replace Section J.9, Appendix I – DOE Directives; Add Section J.12, Appendix L – Computation of Fee FY 2012.

15A. NAME AND TITLE OF SIGNER (Type or print) Suzanne M. Davidson Chief Financial Officer	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Evelyn Landini Contracting Officer
15B. CONTRACTOR/OFFEROR	16B. UNITED STATES OF AMERICA
15C. DATE SIGNED 12/20/12	16C. DATE SIGNED 12/21/12
 (Signature of person authorized to sign)	BY  (Signature of Contracting Officer)

Block 14 continued:

1. **Part I, Section H – Special Contract Requirements:** This section is revised to reflect an update to Clause H.32 (AL-2012-08) dated APR 23, 2012. The specific language is provided herein as an attachment.
2. **Part II, Section I – Contract Clauses, Table of Contents (TOC):** The online version is revised to reflect updates to Clauses I.82, and I.151.
3. **In Section I, Contract Clauses, the following clauses have been revised; replace the prior versions with the updated attachments provided herein.**
 - a) Clause I.82, FAR 52.251-1, Government Supply Sources (AUG 2010) (DEVIATION): This clause has been revised to reflect the date of the clause to read "(APR 2012) (DEVIATION)", and make administrative changes to the language.
 - b) Clause I.151, FAR 52.204-10, Reporting Executive Compensation and First-Tier Subcontract Awards (FEB 2012): This clause has been revised to reflect the date of the clause to read "(AUG 2012)", and make administrative changes to the language.
4. **Clause I.139, DEAR 970.5232-4, Obligation of Funds:** The first sentence of paragraph (a) is revised to read as follows: The amount presently obligated by the Government with respect to this Contract is \$8,049,216,362.97.

The revised total reflects an increase of \$244,725,889.21 as a result of modifications A499 through M509 from \$7,804,490,473.76 to \$8,049,216,362.97.
5. **Part III – List of Documents, Exhibits and Other Attachments, Table of Contents:** This section is revised to reflect the addition of the following; Appendix H – Fiscal Year 2013 Small Business Subcontracting Plan; replace Appendix E – Key Personnel and Appendix I – DOE Directives.
6. Section J.5, Appendix E – Key Personnel has been updated; replace the prior list with the updated list attached herein.
7. Section J.8, Appendix H – The Small Business Subcontracting Plan for fiscal year 2013 is added to Appendix H.
8. Section J.9, Appendix I – The DOE Directives list identified as Modification M476 has been revised; replace the prior version with the attached Appendix I, identified as Modification M509. The revisions are as follows:
 - a) Addition of Order 231.1B, Admin Change 1, Environment, Safety and Health Reporting, dated 11-28-12, cancels and removes DOE Order 231.1B, dated 6-27-11, including the removal of the Compliance Note.
 - b) Addition of Order 474.2, Admin Change 2, Nuclear Material Control and Accountability, dated 11-19-12, cancels and removes DOE Order 474.2 Admin Change 1, dated 8-3-11.
 - c) Addition of Order 580.1A, Admin Change 1, Department of Energy Personal Property Management Program, dated 10-22-12, cancels and removes DOE Order 580.1A, dated 3-30-12.

9. Section J.12, Appendix L – The Computation of Fee for fiscal year 2012 identified as Appendix L, Modification M422 has been revised to reflect the fee; replace the prior version with the attached Appendix L, identified as Modification M509. The updated version is attached herein and indicates a fee of \$5,437,705.00.

Attachments:

- Clause H.32
- Clause I.82
- Clause I.151
- Section J, Part III – List of Documents, Exhibits and Other Attachments, Table of Contents
- Section J.5, Appendix E – Key Personnel
- Section J.8, Appendix H – The Small Business Subcontracting Plan FY 2013
- Section J.9, Appendix I – DOE Directives
- Section J.12, Appendix L – Computation of Fee FY 2012

Clause H.32 - Lobbying Restriction (Consolidated Appropriations Act, 2012)

The contractor agrees that none of the funds obligated on this award shall be expended, directly or indirectly, to influence congressional action on any legislation or appropriation matters pending before Congress, other than to communicate to Members of Congress as described in 18 U.S.C. § 1913. This restriction is in addition to those prescribed elsewhere in statute and regulation.

(End of Clause)

Clause I.82 – FAR 52.251-1, Government Supply Sources (Apr 2012)(Deviation)

The Contracting Officer may issue the Contractor an authorization to use Government supply sources in the performance of this contract. Title to all property acquired by the Contractor under such an authorization shall vest in the Government unless otherwise specified in the contract. The provisions of the clause entitled "Property", apply to all property acquired under such authorization.

(End of Clause)

Clause I.151 – FAR 52-204-10, Reporting Executive Compensation and First-Tier Subcontract Awards (Aug 2012)

(a) *Definitions.* As used in this clause:

“Executive” means officers, managing partners, or any other employees in management positions.

“First-tier subcontract” means a subcontract awarded directly by the Contractor for the purpose of acquiring supplies or services (including construction) for performance of a prime contract. It does not include the Contractor’s supplier agreements with vendors, such as long-term arrangements for materials or supplies that would benefit multiple contracts and/or the costs of which are normally applied to a Contractor’s general and administrative expenses or indirect cost.

“Month of award” means the month in which a contract is signed by the Contracting Officer or the month in which a first-tier subcontract is signed by the Contractor.

“Total compensation” means the cash and noncash dollar value earned by the executive during the Contractor’s preceding fiscal year and includes the following (for more information see 17 CFR 229.402(c)(2)):

(1) Salary and bonus.

(2) Awards of stock, stock options, and stock appreciation rights. Use the dollar amount recognized for financial statement reporting purposes with respect to the fiscal year in accordance with the Financial Accounting Standards Board’s Accounting Standards Codification (FASB ASC) 718, Compensation-Stock Compensation.

(3) Earnings for services under non-equity incentive plans. This does not include group life, health, hospitalization or medical reimbursement plans that do not discriminate in favor of executives, and are available generally to all salaried employees.

(4) Change in pension value. This is the change in present value of defined benefit and actuarial pension plans.

(5) Above-market earnings on deferred compensation which is not tax-qualified.

(6) Other compensation, if the aggregate value of all such other compensation (e.g., severance, termination payments, value of life insurance paid on behalf of the employee, perquisites or property) for the executive exceeds \$10,000.

(b) Section 2(d)(2) of the Federal Funding Accountability and Transparency Act of 2006 (Pub. L. No. 109-282), as amended by section 6202 of the Government Funding

Transparency Act of 2008 (Pub. L. 110-252), requires the Contractor to report information on subcontract awards. The law requires all reported information be made public, therefore, the Contractor is responsible for notifying its subcontractors that the required information will be made public.

(c) Nothing in this clause required the disclosure of classified information.

(d) (1) Executive compensation of the prime contractor. As a part of its annual registration requirement in the Central Contractor Registration (CCR) database (FAR clause 52.204-7), the Contractor shall report the names and total compensation of each of the five most highly compensated executives for its preceding completed fiscal year, if—

(i) In the Contractor's preceding fiscal year, the Contractor received—

(A) 80 percent or more of its annual gross revenues from Federal contracts (and subcontracts), loans, grants (and subgrants), cooperative agreements, and other forms of Federal financial assistance; and

(B) \$25,000,000 or more in annual gross revenues from Federal contracts (and subcontracts), loans, grants (and subgrants), cooperative agreements, and other forms of Federal financial assistance; and

(ii) The public does not have access to information about the compensation of the executives through periodic reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a), 78o(d)) or section 6104 of the Internal Revenue Code of 1986. (To determine if the public has access to the compensation information, see the U.S. Security and Exchange Commission total compensation filings at <http://www.sec.gov/answers/execomp.htm> .)

(2) First-tier subcontract information. Unless otherwise directed by the contracting officer, or as provided in paragraph (g) of this clause, by the end of the month following the month of award of a first-tier subcontract with a value of \$25,000 or more, the Contractor shall report the following information at <http://www.fsr.gov> for that first tier subcontract. (The Contractor shall follow the instruction at <http://www.fsr.gov> to report the data.)

(i) Unique identifier (DUNS Number) for the subcontractor receiving the award and for the subcontractor's parent company, if the subcontractor has a parent company.

(ii) Name of the subcontractor.

(iii) Amount of the subcontract award.

(iv) Date of the subcontract award.

(v) A description of the products or services (including construction) being provided under the subcontract, including the overall purpose and expected outcomes or results of the subcontract.

(vi) Subcontract number (the subcontract number assigned by the Contractor).

(vii) Subcontractor's physical address including street address, city, state, and country. Also include the nine-digit zip code and congressional district.

(viii) Subcontractor's primary performance location including street address, city, state, and country. Also include the nine-digit zip code and congressional district.

(ix) The prime contract number, and order number if applicable.

(x) Awarding agency name and code.

(xi) Funding agency name and code.

(xii) Government contracting office code.

(xiii) Treasury account symbol (TAS) as reported in FPDS.

(xiv) The applicable North American Industry Classification System code (NAICS).

(3) Executive compensation of the first-tier subcontractor. Unless otherwise directed by the Contracting Officer, by the end of the month following the month of award of a first-tier subcontract with a value of \$25,000 or more, and annually thereafter (calculated from the prime contract award date), the Contractor shall report the names and total compensation of each of the five most highly compensated executives for that first-tier subcontractor for the first-tier subcontractor's preceding completed fiscal year at <https://www.fsrs.gov> , if—

(i) In the subcontractor's preceding fiscal year, the subcontractor received—

(A) 80 percent or more of its annual gross revenues from Federal contracts (and subcontracts), loans, grants (and subgrants),

cooperative agreements, and other forms of Federal financial assistance; and

(B) \$25,000,000 or more in annual gross revenues from Federal contracts (and subcontracts), loans, grants (and subgrants), cooperative agreements and other forms of Federal financial assistance; and

(ii) The public does not have access to information about the compensation of the executives through periodic reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a), 78o(d)) or section 6104 of the Internal Revenue Code of 1986. (To determine if the public has access to the compensation information, see the U.S. Security and Exchange Commission total compensation filings at <http://www.sec.gov/answers/execomp.htm> .)

(e) The Contractor shall not split or break down first-tier subcontract awards to a value less than \$25,000 to avoid the reporting requirements in paragraph (d).

(f) The Contractor is required to report information on a first-tier subcontract covered by paragraph (d) when the subcontract is awarded. Continued reporting on the same subcontract is not required unless one of the reported data elements changes during the performance of the subcontract. The Contractor is not required to make further reports after the first-tier subcontract expires.

(g) (1) If the Contractor in the previous tax year had gross income, from all sources, under \$300,000, the Contractor is exempt from the requirement to report subcontractor awards.

(2) If a subcontractor in the previous tax year had gross income from all sources under \$300,000, the Contractor does not need to report awards for that subcontractor

(h) The FSRS database at <http://www.fsrs.gov> will be prepopulated with some information from CCR and FPDS databases. If FPDS information is incorrect, the contractor should notify the contracting officer. If the CCR database information is incorrect, the contractor is responsible for correcting this information.

(End of clause)

SECTION/ CLAUSE NO.	FAR/DEAR REFERENCE	TITLE OF SECTION/CLAUSE
------------------------------------	-------------------------------	--------------------------------

PART III - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS

J.1		Appendix A - Advance Understandings on Human Resources
J.2		Appendix B - Performance Evaluation and Measurement Plan <ul style="list-style-type: none">• FY 2010 Mod M253• FY 2011 Mod M338• FY 2012 Mod M436• FY 2013 Mod M500
J.3		Appendix C - Special Financial Institution Account
J.4		Appendix D - Budget Program
J.5		Appendix E - Key Personnel
J.6		Appendix F - Reserved
J.7		Appendix G - Purchasing System Requirements
J.8		Appendix H - Small Business Subcontracting Plan <ul style="list-style-type: none">• FY 2010 Mod M253• FY 2011 Mod M338• FY 2012 Mod M436• FY 2013 Mod M509
J.9		Appendix I - DOE Directives/List B
J.10		Appendix J - Treaties and International Agreements/Waived Inventions
J.11		Appendix K - Reserved
J.12		Appendix L - Computation of Fee <ul style="list-style-type: none">• FY 2010 Mod M365• FY 2011 Mod M436• FY 2012 Mod M509• FY 2013 Mod M500
J.13		Appendix M - Contract Guidance for Preparation of Diversity Plan

U.S. Department of Energy
and
Brookhaven Science Associates, LLC

ATTACHMENT J.5

APPENDIX E

KEY PERSONNEL

**Applicable to the Operation of
The Brookhaven National Laboratory**

**Contract No. DE-AC02-98CH10886
Modification No. M509**

Appendix E Key Personnel

Pursuant to the clause entitled, "Key Personnel," the following positions are considered to be essential to work being performed.

<u>Name</u>	<u>Title</u>
Dr. Doon Gibbs	Interim Director
Mr. Michael Bebon	Deputy Director for Operations
Dr. Doon Gibbs	Deputy Director for Science & Technology
Mr. Lanny Bates	Assistant Laboratory Director, Facilities & Operations
Dr. William Bookless	Assistant Laboratory Director, Policy and Strategic Planning
Ms. Suzanne M. Davidson	Chief Financial Officer
Dr. Steven Dierker	Associate Laboratory Director, Photon Sciences
Ms. Anne Troutman	General Counsel
Mr. George Goode	Assistant Laboratory Director, ES&H
Ms. Margaret Lynch	Assistant Laboratory Director, Community, Education, Government & Public Affairs
Dr. Reinhold Mann	Associate Laboratory Director for Environment and Life Sciences
Dr. James Misewich	Associate Laboratory Director, Basic Energy Sciences
Dr. Gerald M. Stokes	Associate Laboratory Director, Global and Regional Solutions
Appointment Pending	Associate Laboratory Director, Nuclear and Particle Physics

U.S. Department of Energy

And

Brookhaven Science Associates, LLC

ATTACHMENT J.8

APPENDIX H

FY13 – SMALL BUSINESS SUBCONTRACTING PLAN

Applicable to the Operation of

The Brookhaven National Laboratory

**Contract No. DE-AC02-98CH10886
Modification No. M509**

FY2013 SMALL BUSINESS SUBCONTRACTING PLAN

October 24, 2012

Identification Data

Contractor: **BROOKHAVEN SCIENCE ASSOCIATES, LLC**

Address: **BROOKHAVEN NATIONAL LABORATORY**
Upton, New York 11973-5000

Solicitation or Contract Number: **DE-AC02-98CH10886**

Item/Service: **BASIC RESEARCH**

Total Amount of the Contract for the Performance Period: \$ 613,162,000.

Period of Contract Performance: Oct. 1, 2012 through Sept. 30, 2013

1. Type of Plan

Individual Contract Plan – An Individual Contract Plan covers the entire contract period (including option periods), applies to a specific contract, and has goals that are based on the offeror's planned subcontracting in support of the specific contract (except that indirect costs incurred for common or joint purposes may be allocated on a prorated basis to the contract).

This Individual Contract Plan is for FY2013. Brookhaven Science Associates, LLC (BSA) small business goals are set for each fiscal year of the Contract.

2. Goals

BSA has established separate dollar and percentage goals for small business (including ANCs and Indian Tribes), small disadvantaged business (including Alaska Native Corporations [ANCs] and Indian Tribes), women-owned, HUBZone small business, and service-disabled veteran-owned small business concerns (hereafter referred to as the five small business categories) as subcontractors, as specified in FAR 19.704.

Subcontracting goals for each of the five small business categories (including ANCs and Indian Tribes) are included in Appendix 1.

Below is an estimate of the principal types of supplies and services to be subcontracted under this Contract, and an indication of the types planned for subcontracting to the five categories of small business (including ANCs and Indian Tribes) and large business.

<u>Subcontracted Supplies/Services</u>	<u>SB</u>	<u>SDB</u>	<u>WOSB</u>	<u>HUB</u>	<u>SDVOB</u>	<u>LB</u>
A & E	X	---	---	---	---	X
Construction	X	X	X	---	X	X
R & D	X	X	---	---	---	X
Services	X	X	X	X	X	X
Materials/Supplies	X	X	X	X	X	X
Electrical	X	X	X	X	X	X
IT (Computer)	X	X	X	X	X	X
Equipment (Major)	X	---	---	---	---	X

Note: The NAICS codes have not been included as the breadth of work subcontracted would require an extensive listing. The Small Business Liaison Officer (SBLO) will work directly with the procurement staff to ensure solicitations of small businesses (including ANCs and Indian Tribes) to the maximum extent possible.

The five small business categories (including ANCs and Indian Tribes) goals are based on consultations with the DOE. Potential suppliers will be identified using BSA's current vendor base, and various directories including: System for Award Management (SAM), the DOE-OSDBU Small Business Contacts Database, Women's Chamber of Commerce, The Suffolk County Women's Business Enterprise Coalition (SCWBEC), The Procurement Technical Assistance Center's (PTAC) Database, the Small Business Administration-Small Business Development Center (SBA-SBDC) databases, and sharing the Small Business databases from the other National Labs, etc. The areas to be subcontracted to each target small business group have been determined by historic references and current needs. Capabilities to provide goods and services are determined on an individual basis.

BSA will ensure timely payment of amounts due pursuant to the terms of its subcontracts with small business (including ANCs and Indian Tribes), small disadvantaged (including ANCs and Indian Tribes), woman-owned small business, HUB-Zone small business, veteran-owned small business and service-disabled veteran-owned small business concerns.

BSA will use Small Business Set Asides to support the small business goals stated in Appendix 1.

A. Small Business Set-Asides Types:

Small Business (including ANCs and Indian Tribes) Set-Aside:

Each acquisition of supplies or services with an anticipated dollar value exceeding the Micro-Purchase (\$3,000) but not over the Simplified Acquisition Threshold (\$150,000) (FAR 2.101) will be reserved exclusively for small business concerns (including ANCs and Indian Tribes) and shall be set aside for small business (including ANCs and Indian Tribes) unless there is not a reasonable expectation of

obtaining offers from two or more responsible small business concerns that are competitive in terms of market prices, quality, and delivery.

Construction set-asides:

Acquisition of construction estimated to cost \$4 million or less, including new construction, and repair and alteration of structures, shall be a small business set-aside (including ANCs and Indian Tribes). For acquisition in excess of \$4 million, small business (including ANCs and Indian Tribes) will be considered on a case-by-case basis.

Sole Source Procurements:

BSA may award contracts on a sole-source basis to these types of small Businesses (including ANCs and Indian Tribes):

1. Small Business Administration (SBA) certified 8(a) small businesses (including ANCs and Indian Tribes)
2. SBA certified Historically Underutilized Small Businesses (HUB) small businesses
3. Service-Disabled Veteran-Owned Small Business (SDVOB) small businesses

Awards on a sole source basis can be made when the small business (including ANCs and Indian Tribes) is determined to be a responsible contractor with respect to the performance of the contract opportunity; and the award can be made at a fair market price; and the anticipated value of the contract is under \$3.5 million (\$4 million for construction and \$6 million in the case of manufacturing NAICS codes) unless the award is being made to an Alaska Native Corporation (ANC). There will be no limit on the anticipated value of contracts awarded on a sole-source basis to ANC.

Additionally, a Protégé of any DOE Prime Contractor can be awarded a contract on a noncompetitive basis, without the need for a sole source justification for any value.

Note: Indirect costs have not been included in the dollar and percentage subcontracting goals stated in Appendix 1. *(LR: why does this have to be here? This is so out of place)*

3. Program Administrator

The Contractor's subcontracting program administrator is:

Name: Jill Clough-Johnston
Title: Small Business Liaison Officer
Address: Brookhaven National Laboratory
Procurement & Property Management Division
44 Ramsey Road

Shirley, New York 11967-4704

Telephone: 631 344-3173

Email: clough@bnl.gov

Duties: General overall responsibility for Brookhaven Science Associates (BSA) subcontracting program, i.e., developing, preparing, and executing subcontracting plans and monitoring performance relative to the requirements of this particular plan. These duties include, but are not limited to, the following activities:

- A. Developing and promoting laboratory-wide policy initiatives that demonstrate BSA's support for awarding contracts and subcontracts to the five small business categories (including ANCs and Indian Tribes).
- B. Making arrangements for the utilization of various sources for the identification of the five small business categories (including ANCs and Indian Tribes) through some of the following resources: System for Award Management (SAM), the DOE-OSDBU Small Business Contacts Database, Women's Chamber of Commerce, the Procurement Technical Assistance Center's Database, the SBA-SBDC databases, sharing the Small Business databases from the other National Labs, and the National Minority Business Directory, etc. This effort will be focused on identification of reliable, competitive suppliers in the areas where achieving small business goals has been a challenge.
- C. Attending or arranging for the attendance of small business counselors at various small business (including ANCs and Indian Tribes) opportunity workshops; the five small business categories (including ANCs and Indian Tribes) seminars, trade fairs, procurement conferences, etc.
- D. Ensuring the five small business categories (including ANCs and Indian Tribes) are made aware of subcontracting opportunities and basic prerequisites for the preparation of a responsive bid.
- E. Conducting or arranging for the conduct of training for purchasing personnel regarding the intent and impact of Public Law 95-507 on purchasing procedures.
- F. Supporting the PPM Compliance and Policy Manager in randomly reviewing procurements to ensure the maximum possible participation of the five small business categories (including ANCs and Indian Tribes).
- G. Monitoring the over \$650,000 (\$1,500,000 for construction) Large Business subcontractors' performance and making suggestions for the utilization of small business, where applicable, so that any adjustments necessary to achieve the subcontracting plan goals can be made.
- H. Preparing, inputting and submitting timely subcontracting reporting through the eSRS.

- I. Coordinating BSA's activities during the conduct of compliance reviews by Federal agencies.
- J. Assuring the integrity of supplier information by reviewing the Representations and Certifications including ensuring that supplier NAICS codes and socioeconomic classifications are included in the descriptions of new suppliers.

4. Equitable Opportunity

BSA will ensure that all of the five small business categories (including ANCs and Indian Tribes) have an equitable opportunity to compete for subcontracts. The various efforts include, but are not limited to, the following activities:

- A. Outreach efforts to obtain sources:
 - (i) The SBLO works with the Hauppauge Industrial Association (HIA), the Suffolk County Women's Business Enterprise Coalition (SCWBEC) and many other trade associations.
 - (ii) The SBLO also works with the: BNL/Stony Brook University/ Farmingdale College Small Business Development Centers (SBDC), the LaGuardia College – Procurement Technical Assistance Program (PTAP); and Small Business Administration (SBA),
 - (iii) Potential sources will be obtained from the SAM (formally CCR) database and other electronic medium.
 - (iv) Utilization of the Internet to obtain new sources.
- B. Internal efforts to guide and encourage purchasing personnel:
 - (i) Presenting workshops, seminars, and/or training programs, including training in the use of the SAM.
 - (ii) Establishing, maintaining, and using the five small business categories (including ANCs and Indian Tribes) source lists, guides, and other data for soliciting subcontracts, and encouraging procurement staff to utilize this data.
 - (iii) Monitoring activities to evaluate compliance with the subcontracting plan.
- C. Outreach efforts to promote small business development (including ANCs and Indian Tribes), will include:
 - (i) Maintaining an annual list of outreach events and activities to attend and participate in.

- (ii) Attending DOE annual small business conference and other small business (including ANCs and Indian Tribes) seminars and trade shows where it is expected that attendance will assist the identification of potential sources required to assist with reaching the small business goals.
- (iii) Working closely with both the on & off site SBDC's and the local SBA office.
- (iv) Networking with other M&O contractor SBLO's.
- (v) Working closely with CEGPA and other BSA directorates on outreach efforts.
- (vi) Providing contact information for 8(a) (including ANCs and Indian Tribes) and HUB-Zone small businesses to assist in achieving SBA certification.
- (vii) Maintaining an internal Small Business Policy.
- (viii) Participating in DOE SBPM conference calls.

5. Flow-Down Clauses

BSA will continue to include the provisions under FAR 52.219-8, "Utilization of Small Business Concerns", in all subcontracts that offer further subcontracting opportunities. BSA will also require all subcontractors, except small business concerns, that receive subcontracts in excess of \$650,000 (\$1,500,000 for construction) to adopt a plan that complies with the requirements of the clause at FAR 52.219-9, "Small Business Subcontracting Plan."

These plans will be reviewed against the provisions of Public Law 95-507 to assure that all minimum requirements of an acceptable subcontracting plan have been satisfied. The acceptability of percentage goals will be determined on a case-by-case basis depending on the supplies/services involved, the availability of the potential five small business categories (including ANCs and Indian Tribes) and prior experience. Once approved and implemented, plans will be monitored through the submission of periodic reports, and/or, as time and availability of funds permit, periodic visits to subcontractors' facilities to review applicable records and subcontracting program progress.

6. Reporting and Cooperation

BSA will cooperate in any studies or surveys that may be required by the contracting agency or the Small Business Administration; submit any periodic reports such as utilization reports, which show compliance with the subcontracting plan; submit timely "Subcontracting Report for Individual Contracts," (ISR) and "Summary Subcontract Report," (SSR) in accordance with the instructions identified on the eSRS website

(www.esrs.gov); and ensure that large business subcontractors with subcontracting plans provide electronic input to the eSRS as required

7. Document Retention

Records will be maintained to demonstrate the procedures adopted to comply with the requirements and goals in the subcontracting plan. These records will include, but not be limited to, the following:

- A. A list of sources, guides and other data used to identify suppliers and vendors.
- B. Documents to support internal guidance and encouragement, provided to buyers through:
 - i. Workshops, seminars, training programs
 - ii. Monitoring of activities to evaluate compliance
- C. The procurement files for all subcontract solicitations over \$150,000 will contain AMS-Form-002 which indicates for each solicitation whether the five small business categories (including ANCs and Indian Tribes) were solicited, and if any of the solicited the small business concerns received a subcontract award, as well as a justification for not soliciting small businesses or failure to award a subcontract to a solicited small business.
- D. Representations and Certifications Information
 - 1. 8(a) certification approval through copies of their SBA certification letter (including ANCs and Indian Tribes).
 - 2. HUB-Zone certification approval through copies of their SBA certification letter.

8. Mentor-Protégé Program

BSA agrees to establish and implement an official DOE approved "Mentor-Protégé" in accordance with DOE DEARS Part 19. The Small Business Program Manager is the individual designated to administer this program.

9. Description of Good Faith Effort

BSA intends to use all reasonable and good faith efforts (as described in this Plan) to award the stated percentages of the final actual subcontract base amount with small business (including ANCs and Indian Tribes), veteran-owned small business, service-disabled veteran-owned small business, HUBZone small business, small disadvantaged business, (including ANCs and Indian Tribes) and women-owned small business concerns. The following steps will be taken:

- A. Issue and promulgate company-wide policy statements in support of the five small business categories (including ANCs and Indian Tribes) effort. Develop written procedures and work instructions, and assign specific responsibilities regarding requirements of the applicable Public Law.
- B. Review specific procurement actions for possible acquisition from the five eligible small business categories (including ANCs and Indian Tribes).
- C. Demonstrate continuing management interest and involvement in support of this effort through such actions as regular reviews of progress.
- D. Train and motivate the BSA personnel regarding the need for the support of the five small business categories (including ANCs and Indian Tribes).
- E. Assist the five small business categories (including ANCs and Indian Tribes) by arranging solicitations, allowing time for the preparation of bids, quantities, specifications, and delivery schedules so as to facilitate the participation by such concerns to enable these firms to compete fairly.
- F. Counsel and discuss subcontracting opportunities with the five small business categories (including ANCs and Indian Tribes).
- G. Execute Service Agreements, Teaming Agreements, and Basic Ordering Agreements with small business from the qualified five small business categories (including ANCs and Indian Tribes), as required, in an attempt to ensure availability and usage of subcontractor personnel to support BSA work efforts when required.
- H. Make available specifications, drawings, and other relevant data so that qualified, known small business, in the five small business categories (including ANCs and Indian Tribes), have an equal opportunity in preparing bids.
- I. Establish and maintain a categorized list of potential subcontractors with separate identification of the five small business categories (including ANCs and Indian Tribes).

FY2013 SMALL BUSINESS SUBCONTRACTING PLAN

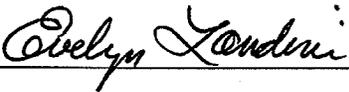
October 24, 2012

This subcontracting plan was submitted by:

Signature:  Date: 24 Oct 2012

Typed Name: Don Rawlings
Title: Manager Procurement and Property Management

Approval:

Signature:  Date: 30 November 2012

Typed Name: Evelyn Landini
Title: Contracting Officer

FY2013 Small Business Subcontracting Plan – Appendix 1
October 24, 2012

Contractor: BROOKHAVEN SCIENCE ASSOCIATES, LLC

Address: BROOKHAVEN NATIONAL LABORATORY
Upton, New York 11973-5000

1. Total estimated dollar value of all planned subcontracting, (to all types of business concerns) under this contract, is \$ 370,000,000.
2. The following percentage goals (expressed in terms of a percentage of total planned subcontracting dollars) and associated dollars are applicable to the contract cited above and will be pursued on a best efforts basis consistent with good commercial practices and best value assessments:
 - (i) **Small Business (SB)** (including ANCs and Indian Tribes)
52.0% or \$ 192,400,000 of total planned subcontracting dollars under this contract will go to subcontractors who are small business (% of "A").
 - (ii) **8(a)/Small Disadvantaged Business (SDB)** (including ANCs and Indian Tribes)
5.0% or \$ 18,500,000 of total planned subcontracting dollars under this contract will go to subcontractors who are 8(a)/small disadvantaged business (including ANCs and Indian Tribes) (% of "A"). This percentage is included in the percentage shown under 2(i) above as a subset.
 - (iii) **Woman-Owned Small Business (WOB)**
5.0% or \$ 18,500,000 of total planned subcontracting dollars under this contract will go to subcontractors who are woman-owned small business (% of "A"). This percentage is included in the percentage shown under 2(i) above as a subset.
 - (iv) **HUB-Zone Small Business (HUB)**
3.0% or \$ 11,100,000 of total planned subcontracting dollars under this contract will go to subcontractors who are woman-owned small business (% of "A"). This percentage is included in the percentage shown under 2(i) above as a subset.
 - (v) **Service-Disabled Veteran-Owned Small Business (SDVOB)**
3.0% or \$ 11,100,000 of total planned subcontracting dollars under this contract will go to subcontractors who are service-disabled veteran-owned small business (% of "A"). This percentage is included in the percentage shown under 2(i) above as a subset.

Note: The dollar and percentage numbers are not inclusive of indirect costs

U.S. Department of Energy

and

Brookhaven Science Associates, LLC

ATTACHMENT J.9

APPENDIX I

DOE DIRECTIVES/LIST B

**Applicable to the Operation of
The Brookhaven National Laboratory**

**Contract No. DE-AC02-98CH10886
Modification No. M509**

APPENDIX I

DOE DIRECTIVES

There is no List A to this Appendix.

List B to this Appendix contains two parts as follows:

Part I: "Directives List"

This section contains a list of Directives that are considered by DOE as applicable to the BNL contract.

Part II: "Partial Deletions of Directives"

This section contains a list of Directives that are applicable, but have subsequently been revised by DOE to remove certain sections.

Appendix I - Part I

DOE DIRECTIVES LIST

DOE Directives may be found at the following address: <http://www.directives.doe.gov>

DATE	TYPE	NUMBER	THROUGH CHANGE	SUBJECT TITLE Contractor Requirements Document (CRD) Includes Compliance Notes as Necessary
9/29/95	Order	130.1		CRD - Budget Formulation Process
5/2/01	Policy	141.1		Department of Energy Management of Cultural Resources
9/4/08	Manual	142.2-1		CRD – Manual for Implementation of the Voluntary Offer Safeguards Agreement and Additional Protocol with the International Atomic Energy Agency
12/15/06	Order	142.2A		CRD – Voluntary Offer Safeguards Agreement and Additional Protocol with the International Atomic Energy Agency
10/14/10	Order	142.3A		CRD – Unclassified Foreign Visits and Assignments Program
5/8/08	Order	150.1		CRD – Continuity Programs
11/2/05	Order	151.1C		CRD - Comprehensive Emergency Management System
6/27/07	Order	153.1		CRD - Departmental Radiological Emergency Response Assets
12/23/08	Order	200.1A		CRD – Information Technology Management
1/7/05	Order	203.1		Limited Personal Use of Government Office Equipment Including Information Technology
5/8/01	Policy	205.1		Departmental Cyber Security Management Policy
4/17/06	Manual	205.1-3		Telecommunications Security Manual
1/16/09	Order	206.1		CRD - Department of Energy Privacy Program
6/29/07	Notice	206.4		CRD - Personal Identity Verification
4/8/11	Order	210.2A		CRD – DOE Corporate Operating Experience Program
4/19/08	Order	221.1A		CRD - Reporting Fraud, Waste, and Abuse to the Office of Inspector General
2/25/08	Order	221.2A		CRD - Cooperation with the Office of Inspector General
3/4/11	Order	225.1B		CRD - Accident Investigations
8-30-11	Order	227.1		CRD – Independent Oversight Program
6-27-11	Order	231.1B	Admin Chg 1 11/28/12	CRD – Environment, Safety and Health Reporting
8/30/11	Order	232.2		CRD – Occurrence Reporting and Processing of Operations Information
12/13/10	Order	241.1B		CRD - Scientific and Technical Information Management
11/10/11	Order	243.1A		CRD – Records Management Program
2/2/06	Order	243.2		CRD - Vital Records
4/19/10	Notice	251.79		Extension of DOE N 456.1, The Safe Handling of Unbound Engineered Nanoparticles, Until 4-19-11.
6/23/10	Notice	251.86		Extension of DOE N 234.1, Reporting of Radioactive Sealed Sources, until 5-6-11
2/23/11	Order	252.1A		CRD - Technical Standards Program

DOE DIRECTIVES LIST

DOE Directives may be found at the following address: <http://www.directives.doe.gov>

DATE	TYPE	NUMBER	THROUGH CHANGE	SUBJECT TITLE Contractor Requirements Document (CRD) Includes Compliance Notes as Necessary
11/19/09	Order	313.1		CRD – Management and Funding of the Departments Overseas Presence
10/18/07	Order	341.1A Parts: 1.a., 1.b., 2.a., 2.a.(1), 2.a.(2), 2.a.(3), 2.a.(4)(a), 2.a.(4)(b), 2.a.(4)(d), 2.a.(4)(f), 2.a.(4)(g) and 2.a.(4)(h)		CRD - Federal Employee Health Services
2/23/10	Order	350.1	³ 2/23/10	CRD - Contractor Human Resource Management Programs
11/16/11	Order	NA 350.2		CRD – Assignments to the Washington, D.C., Area
5/31/11	Order	350.2B		CRD – Use of Management and Operating or Other Facility Management Contractor Employees for Services to DOE in the Washington D.C. Area
8/17/09	Order	410.2		CRD – Management of Nuclear Materials
4/21/05	Order	412.1A		Work Authorization System
10/28/08	Order	413.1B		CRD – Internal Control Program
4/19/06	Order	413.2B	Admin Chg 1 1/31/11	CRD - Laboratory Directed Research and Development
11/29/10	Order	413.3B		CRD – Program and Project Management for the Acquisition of Capital Assets
4/25/11	Order	414.1D		CRD – Quality Assurance
2/8/11	Policy	420.1		Department of Energy Nuclear Safety Policy Compliance Note: Only applicable to BNL facilities categorized as Hazardous Category 1, 2 or 3 nuclear facilities
2/22/05	Order	420.1B	¹ 4/19/10	CRD – Facility Safety Compliance Note: The Strategic Fire Safety Plan addresses a non-compliance to this Order, which was provided to and acknowledged by DOE. It is expected to take a number of years and additional staff effort to complete.
7/21/11	Order	420.2C		CRD – Safety of Accelerator Facilities
6/29/10	Order	422.1		CRD- Conduct of Operations Compliance Note: Applicable to Hazardous Category 1, 2, or 3 nuclear facilities and other facilities as defined by BSA in a Program Plan, to be approved by BHSO, for incorporating Conduct of Operations principles into BSA operations.

DOE DIRECTIVES LIST

DOE Directives may be found at the following address: <http://www.directives.doe.gov>

DATE	TYPE	NUMBER	THROUGH CHANGE	SUBJECT TITLE Contractor Requirements Document (CRD) Includes Compliance Notes as Necessary
4/16/10	Order	425.1D		CRD – Verification of Readiness to Start Up or Restart Nuclear Facilities Compliance Note: Only applicable to BNL facilities categorized as Hazardous Category 1, 2 or 3 nuclear facilities
4/21/10	Order	426.2		CRD - Personnel Selection, Training, Qualification, and Certification Requirements for DOE Nuclear Facilities
09/24/03	Order	430.1B	2 4/25/11	CRD – Real Property and Asset Management
4/21/10	Order	433.1B		CRD - Maintenance Management Program for DOE Nuclear Facilities Compliance Note: Only applicable to BNL facilities categorized as Hazardous Category 1, 2 or 3 nuclear facilities
6/5/09	Policy	434.1		Conduct and Approval of Select Agent and Toxin Work at Department of Energy Sites
7/9/99	Order	435.1	1 8/28/01	CRD - Radioactive Waste Management
7/9/99	Manual	435.1-1	1 6/19/01	Radioactive Waste Management Manual
5/2/11	Order	436.1		CRD – Departmental Sustainability
3/7/08	Manual	441.1-1		CRD - Nuclear Material Packaging Manual
6/6/01	Order	442.1A		CRD - Department of Energy Employee Concerns Program
7/29/11	Order	442.2		CRD – Differing Professional Opinions for Technical Issues Involving Environment, Safety and Health
3/17/11	Order	443.1B		CRD – Protection of Human Research Subjects
4-25-11	Policy	450.4A		Integrated Safety Management Policy
7/21/11	Order	452.8		CRD - Control of Nuclear Weapon Data
5/31/11	Order	456.1		CRD – The Safe Handling of Unbound Engineered Nanoparticles
9/15/05	Policy	456.1		Secretarial Policy Statement on Nanoscale Safety
2/11/11	Order	458.1	Admin Chg 2 6/6/11	CRD- Radiation Protection of the Public and the Environment Compliance Note: Environmental Safety and Health Directorate is currently developing an implementation/cost plan. by September 1, 2012.
5/14/10	Order	460.1C		CRD - Packaging and Transportation Safety
12/22/04	Order	460.2A		CRD - Departmental Materials Transportation and Packaging Management
6/4/08	Manual	460.2-1A		Radioactive Material Transportation Practices Manual

DOE DIRECTIVES LIST

DOE Directives may be found at the following address: <http://www.directives.doe.gov>

DATE	TYPE	NUMBER	THROUGH CHANGE	SUBJECT TITLE Contractor Requirements Document (CRD) Includes Compliance Notes as Necessary
12/20/10	Order	461.1B		CRD – Packaging and Transportation for Offsite Shipment of Materials of National Security Interest
12/29/10	Policy	470.1A		Safeguards and Security Program
8/12/08	Order	470.3B		Graded Security Protection (GPS) Policy
7/21/11	Order	470.4B		CRD – Safeguards and Security Program
1/16/09	Manual	470.4-4A*	1 10/12/10	CRD – Information Security Manual Compliance Note: This Directive is cancelled by Order 471.6, except for Section D. – Technical Surveillance Countermeasures, which will be retained in its entirety.
3/1/10	Order	471.1B		CRD - Identification and Protection of Unclassified Controlled Nuclear Information
4/9/03	Order	471.3	Admin Chg 1 1/13/11	CRD - Identifying and Protecting Official Use Only Information
4/9/03	Manual	471.3-1	Admin Chg 1 1/13/11	CRD - Manual for Identifying and Protecting Official Use Only Information
6/20/11	Order	471.6		CRD – Information Security Compliance Note: Partial deletion of Manual 470.4-4A;
7/27/11	Order	472.2		CRD – Personnel Security
6/27/11	Order	473.3		CRD - Protection Program Operations
6/27/11	Order	474.2	Admin Chg 2 11/19/12	CRD – Nuclear Material Control and Accountability
12/10/04	Order	475.1		Counterintelligence Program
2/1/11	Order	475.2A		CRD – Identifying Classified Information
1/03/01	Manual	481.1-1A	1 9/28/01	Reimbursable Work for Non-Federal Sponsored Process Manual
1/12/01	Order	483.1		CRD - DOE Cooperative Research and Development Agreements
1/12/01	Manual	483.1-1		DOE Cooperative Research and Development Agreements
8/17/06	Order	484.1	1 3/14/11	CRD - Reimbursable Work for the Department of Homeland Security
11/3/04	Order	522.1		CRD - Pricing of Departmental Materials and Services
1/6/03	Order	534.1B		CRD – Accounting
4-2-12	Order	551.1D		CRD – Official Foreign Travel
3-30-12	Order	580.1A	Admin Chg 1 10/22/12	CRD – Department of Energy Personal Property Management Program

Appendix I - Part II

PARTIAL DELETIONS OF DIRECTIVES

DATE	DOE DIRECTIVE NUMBER	SUBJECT TITLE	DELETION DIRECTIVE DATE	SECTIONS DELETED
10/12/10	M 470.4-4A	Information Security Manual	Order 471.6	All, except for Section D. – Technical Surveillance Countermeasures, which will be retained in its entirety

U.S. Department of Energy
and
Brookhaven Science Associates, LLC

ATTACHMENT J.12

APPENDIX L

COMPUTATION OF FEE
FY2012

Applicable to the Operation of
The Brookhaven National Laboratory

Contract No. DE-AC02-98CH10886
Modification No. M509

Modification No. M509 – Fee determined and annotated to Appendix L

Modification No. M422 – Fee calculation established

**APPENDIX L
 FY2012 FEE COMPUTATION
 FEE BASIS**

For FY2012, the performance measure model has one class of performance measures in Appendix B of the Prime Contract that is directly associated with fee (fee bearing). This reflects the approved FY2012 Performance Goals, Objectives, Measures and Targets for Science & Technology and Management and Operations. The FY2012 fee structure is in consonance with the following guidelines:

1. The maximum fee is to be in consonance with fees paid for the operation of similar FFRDC laboratories and will have a single tier structure;
2. While there are no current integrated subcontractor(s), the fees for integrated subcontractor(s), when and if they are again added to the BSA management structure, are included in the total fee set forth in Section B.3 for the second quarter FY12 through the fourth quarter of FY12;
3. The fee structure is to be based on individual Target outcomes and their associated weights as determined separately;
4. The Performance Goal of Science and Technology will act as a "gate," in that a final Grade of C (1.8) or above is required; there will be no fee if either Performance Goal outcome is D (1.0) or below.

Maximum Fee

The maximum fee that BSA can earn under this matrix for the period of October 1, 2011 through September 30, 2012 is established at \$7,400,000 if the performance goal for Science & Technology is scored 4.1 or above and Management and Operations is scored 3.1 or above. The scoring process is described in Appendix B.

Fee Matrix (Table 1)

Appendix B of the Prime Contract describes the scoring system for BSA's performance. The "Percent S&T Fee Earned" from Appendix B is multiplied by the "M&O Fee multiple" from Appendix B to arrive at the total earned fee percentage. That percentage is then multiplied by the total available fee to arrive at BSA's earned fee. See Fee Matrix below.

Table 1									
Overall Fee Determination									
Period	Percent S&T Fee Earned from Appendix B, Table C.		M&O Fee Multiplier from Appendix B, Table C.		Overall Earned Performance-Based Fee		Maximum Performance Fee		Earned Fee
10/1/11 – 9/30/12	91%	X	95%	=	86.45 %	X	\$7,400,000	=	\$6,397,300

Earned Fee		Conditional Payment of Fee Adjustment		Final Fee
\$6,397,300	-	\$959,595	=	\$5,437,705