

**AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT**

1. CONTRACT ID CODE

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2. AMENDMENT/MODIFICATION NO. <b>M245</b>		3. EFFECTIVE DATE <b>See block 16C</b>		4. REQUISITION/PURCHASE REQ. NO.		5. PROJECT NO. (If applicable)	
6. ISSUED BY CODE <b>U.S. Department of Energy Brookhaven Site Office 53 Bell Avenue, Building 464 Upton, NY 11974-5000</b>		7. ADMINISTERED BY (If other than Item 6) Code					
8. NAME AND ADDRESS OF CONTRACTOR (No. street, county, State and ZIP Code) <b>Brookhaven Science Associates, LLC 25 Brookhaven Avenue Building 460 Upton, New York 11973-5000</b>				(✓)	9.A. AMENDMENT OF SOLICITATION NO.		
				(x)	9.B. DATED (SEE ITEM 11)		
				(x)	10.A. MODIFICATION OF Contract/Order NO. <b>DE-AC02-98CH10886</b>		
				(x)	10.B. DATED (SEE ITEM 13) <b>01/05/1998</b>		
CODE N/A		FACILITY CODE N/A					

**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)

All required accounting and appropriations data are included in the attached financial worksheet and Section C.6 of the contract.

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

<input type="checkbox"/>	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.
<input type="checkbox"/>	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).
<input type="checkbox"/>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
<input checked="" type="checkbox"/>	D. OTHER (Specify type of modification and authority) <b>Mutual agreement of the parties</b>

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.)

The purpose of this Modification is to Revise Clause I.104, Obligations of Funds; Revise Part III List of Documents, Exhibits and Other Attachments, Table of Contents; Add Section J.8, Appendix H, Small Business Subcontracting Plan FY 2010 Mod M245; and Replace Section J.12, Appendix L, Computation of Fee FY 2009 Mod M196 with Mod M245 to reflect the fee determination for FY 2009.

15A. NAME AND TITLE OF SIGNER (Type or print) <b>Michael Goldman Secretary and General Counsel</b>		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) <b>Evelyn Landini Contracting Officer</b>	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED <b>12/15/09</b>	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED <b>12/16/09</b>
 (Signature of person authorized to sign)		BY  (Signature of Contracting Officer)	

Said contract, as modified previously, is hereby further modified as follows:

1. **Clause I.104 - 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 \$5,915,284,596.32."
2. **Part III, List of Documents, Exhibits and Other Attachments, Table of Contents:** The Table of Contents is revised to reflect the addition of J.8, Appendix H – Small Business Subcontracting Plan FY 2010 Mod M245.
3. **Section J.8, Appendix H – Small Business Subcontracting Plan:** FY 2010 Mod M245 has been added.
4. **Section J.12, Appendix L – Computation of Fee:** The Computation of Fee "FY 2009 Mod M196" is replaced with the current annotated version identified as "FY 2009 Mod M245."
5. The following is a history of the change in the obligated amount since the last Modification that updated Clause I.104.

PRIOR OBLIGATION A237	\$5,801,385,233.42
INCREASE IN MOD A238:	\$ 1,675,929.17
DECREASE IN MOD A239:	\$ (1,078.06)
INCREASE IN MOD A240:	\$ 3,378,290.00
DECREASE IN MOD A241:	\$ (2,973.68)
INCREASE IN MOD A242:	\$ 107,789,353.42
DECREASE IN MOD A243:	\$ (145.95)
INCREASE IN MOD A244:	\$ <u>1,059,988.00</u>

**CURRENT TOTAL OBLIGATION:** \$5,915,284,596.32

**Attachments:**

Part III Table of Contents – List of Documents, Exhibits and Other Attachments  
Section J.8, Appendix H – Small Business Subcontracting Plan FY 2010 Mod M245  
Section J.12, Appendix L – Computation of Fee FY 2009 Mod M245

## TABLE OF CONTENTS

<b>SECTION/ CLAUSE NO.</b>	<b>FAR/DEAR REFERENCE</b>	<b>TITLE OF SECTION/CLAUSE</b>
<b>PART III - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS</b>		
J.1		Appendix A - Advance Understandings on Human Resources
J.2		Appendix B - Performance Evaluation and Measurement Plan <ul style="list-style-type: none"><li>• FY 2006 Mod M138</li><li>• FY 2007 Mod M153</li><li>• FY 2008 Mod M175</li><li>• FY 2009 Mod M190</li><li>• FY 2010 Mod M237</li></ul>
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"><li>• FY 2006 Mod M144</li><li>• FY 2007 Mod M159</li><li>• FY 2008 Mod M175</li><li>• FY 2008 Mod M182 (updated)</li><li>• FY 2009 Mod M190</li><li>• FY 2010 Mod M245</li></ul>
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"><li>• FY 2006 Mod M178</li><li>• FY 2007 Mod M178</li><li>• FY 2008 Mod M196</li><li>• FY 2009 Mod M245</li><li>• FY 2010 Mod M237</li></ul>
J.13		Appendix M - Contract Guidance for Preparation of Diversity Plan

Appendix H  
Modification No. M245  
Supplemental Agreement to  
Contract No. DE-AC02-98CH10886

**U.S. Department of Energy**  
**And**  
**Brookhaven Science Associates, LLC**

**ATTACHMENT J.8**

**APPENDIX H**

**FY'10 – SMALL BUSINESS SUBCONTRACTING PLAN**

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

**Contract No. DE-AC02-98CH10886**  
**Modification No. M245**

**FY10 Small Business Subcontracting Plan**

**Identification Data**

**Contractor:** **BROOKHAVEN SCIENCE ASSOCIATES, LLC**

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

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

**Item/Service:** **BASIC RESEARCH**

**Total Amount of the Contract for the Performance Period: \$696,000,000.00**

**Period of Contract Performance: Oct. 1, 2009 through Sept. 30, 2010**

**1. Type of Plan**

**Individual Contract Plan** - Individual Contract Plan that 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 purpose may be allocated on a prorated basis to the contract.

This plan is for FY10 as the small business goals are set for each fiscal year of the ongoing contract.

**2. Goals**

State separate dollar and percentage goals for Small Business, Small Disadvantaged Business, Woman-Owned Small Business, HUB-Zone Small Business, Veteran-Owned Small Business, and Service-Disabled Veteran-Owned Small Business (hereafter referred to as the six small business categories), as subcontractors, for the basic and each option year, as specified in FAR 19.704

Individual goals are included in Appendix 1

Below is an estimate of the principle types of supplies and services to be subcontracted under this contract, and an indication of the types planned for subcontracting to the six categories of small business and large business.

**FY10 Small Business Subcontracting Plan**

Subcontracted Product/Service	SB	SDB	WOB	HUB	SDVOB	VOB	LB
<u>A&amp;E</u>	X	--	X	--	--	X	X
<u>CONSTRUCTION</u>	X	X	X	X	X	X	X
<u>R&amp;D</u>	X	X	X	--	--	--	X
<u>SERVICE</u>	X	X	X	X	X	X	X
<u>MAT'L/SUPPLIES</u>	X	X	X	X	X	X	X
<u>ELECTRICAL</u>	X	X	X	X	X	X	X
<u>IT (Computer)</u>	X	X	X	X	X	X	X
<u>EQUIPMENT (MAJOR)</u>	X	X	X	X	--	--	X

Note: The NAICS codes have not been included as the breadth of work subcontracted would require an extensive listing. The SBLO works directly with the procurement staff to ensure solicitations of small businesses to the maximum extent possible.

The six small business categories goals are based on consultations with the DOE and use BSA's current vendor base and directories including: DOD Central Contractor Registration (CCR), The DOE-OSDBU Small Business Contacts Database, Women's Chamber of Commerce, The Suffolk County Women's Business Enterprise Coalition, the Procurement Technical Assistance Center's Database, the SBA-SBDC's databases and sharing the Small Business databases from the other National Labs. The areas to be subcontracted to each target small business group are determined by historic references and current needs. Capabilities to provide goods and services are determined on an individual basis.

**3. Indirect Costs**

Indirect costs have *NOT* been included in the dollar and percentage subcontracting goals stated in Appendix 1.

**4. Program Administrator**

The contractor's subcontracting program administrator is:

Name: Jill Clough-Johnston  
 Title: Small Business Liaison Officer

## **FY10 Small Business Subcontracting Plan**

Address: Brookhaven National Laboratory  
Procurement & Property Management Division – Bldg. 355  
Upton, NY 11973-5000

Telephone: 631 344-3173 Email: [clough@bnl.gov](mailto:clough@bnl.gov) FAX: 631 344-4295

**Duties:** Has general overall responsibility for the contractor's 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 company-wide policy initiatives that demonstrate the company's support for awarding contracts and subcontracts to the six small business categories
- B. Making arrangements for the utilization of various sources for the identification of the six small business categories through some of the following resources: DOD Central Contractor Registration (CCR), The DOE-OSDBU Small Business Contacts Database, Women's Chamber of Commerce, the Procurement Technical Assistance Center's (PTAC) 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 we are lagging in our goals.
- C. Attending or arranging for the attendance of company counselors at various small business opportunity workshops; the six small business categories seminars, trade fairs, procurement conferences, etc.;
- D. Ensuring the six small business categories are made aware of subcontracting opportunities and how to prepare responsive bids to the laboratory;
- 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. The SBLO will support the PPM Compliance and Policy Manager in randomly reviewing solicitations, evaluations and procurements to ensure they permit the maximum possible participation of the six small business categories.
- G. Monitoring the over \$550,000 (\$1M for construction) subcontractors performance and making small business suggestions, where applicable, so

## **FY10 Small Business Subcontracting Plan**

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 of new suppliers. Ensuring that supplier NAICS codes and socioeconomic classifications are included in supplier descriptions.

### **5. Equitable Opportunity**

The contractor agrees to ensure that all of the six small business categories will 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 Long Island Development Corp – Procurement Technical Assistance Program (PTAP); and Small Business Administration (SBA).
  - (iii) Potential sources will be obtained from DOD Central Contractor Registration (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 CCR.
  - (ii) Establishing, maintaining, and using the six small business categories source lists, guides, and other data for soliciting subcontracts for giving leads to procurement staff.

## **FY10 Small Business Subcontracting Plan**

- (iii) Monitoring activities to evaluate compliance with the subcontracting plan.
- (iv) Maintaining a list of trip reports and other documentation on the outreach activities attended, including new sources, along with recommendations to buyers to include these sources in the next appropriate solicitation.

### **C. Outreach Events:**

- (i) Develop an annual list of outreach events and activities to attend and participate in.
- (ii) Obtain a list of outreach activities to attend from the DOE Small Business Program Manager.

### **D. Additional Efforts:**

- (i) Attend DOE annual small business conferences and other small business 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.
- (ii) Continue to work closely with both the on & off site SBDC's and our local SBA office.
- (iii) Continue to network with other M&O contractor SBLOs,
- (iv) Continue to work closely with BSA's CEGPA directorate on outreach efforts,
- (v) Continue to provide contacts for HUB-Zone small businesses to learn how to become SBA certified,
- (vi) Maintain an internal Small Business Policy.
- (vii) Continue to participate in DOE SBPM conference calls.

## **6. Flow-Down Clause**

The contractor agrees to include the provisions under FAR 52.219-8, "Utilization of Small Business Concerns," in all subcontracts that offer further subcontracting opportunities. All subcontractors, except small business concerns, that receive subcontracts in excess of \$550,000 (\$1,000,000 for construction) must adopt and comply with a plan similar to the plan required by FAR 52.219-9 "Small Business Subcontracting Plan." (FAR 19.704)(a)(4).

## **FY10 Small Business Subcontracting Plan**

Such plans will be reviewed by comparing them with the provisions of Public Law 95-507, and assuring that all minimum requirements of an acceptable subcontracting plan have been satisfied. The acceptability of percentage goals shall be determined on a case-by-case basis depending on the supplies/services involved, the availability of the six small business categories as subcontractors, 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.

### **7. Reporting and Cooperation**

The contractor gives assurance of (1) cooperation in any studies or surveys that may be required by the contracting agency or the Small Business Administration; (2) submission of periodic reports such as utilization reports, which show compliance with the subcontracting plan; (3) submission of small business subcontracting achievement data as reported on the Individual Subcontract Report (ISR) and/or the Summary Subcontract Report (SSR), to the eSRS and (4) ensuring that large business subcontractors with subcontracting plans agree to input to the eSRS.

### **8. Document Retention**

The following is a recitation of the types of documents the contractor will maintain to demonstrate the procedures adopted to comply with the requirements and goals in the subcontracting plan. These documents 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:
  1. workshops, seminars, training programs
  2. monitoring of activities to evaluate compliance
- C. The procurement file for all subcontract solicitations over \$100,000 will contain AMS-Form-002 which indicates for each solicitation whether the six small business categories were solicited, and if not, why not: and the reason for failure of solicited the small business concerns to receive the subcontract award.
- D. Representations and Certifications Information
  1. Representations and certification for all new suppliers to review their socio-economic status for reporting purposes, and as required, recertification of the socio-economic status of all suppliers.
  2. Maintenance of SBA certification approval of 8(a) suppliers.

## **FY10 Small Business Subcontracting Plan**

3. Maintenance of HUB-Zone certification approval through their SBA certification letter.

### **9. Mentor-Protégé Program**

The Contractor agrees to maintain an official DOE approved "Mentor-Protégé" in accordance with DOE DEARS Part 19. The Small Business Liaison Officer is the individual designated to administer this program.

### **10. Description of Good Faith Effort**

The Contractor 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 the six small business categories. The following steps shall be taken.

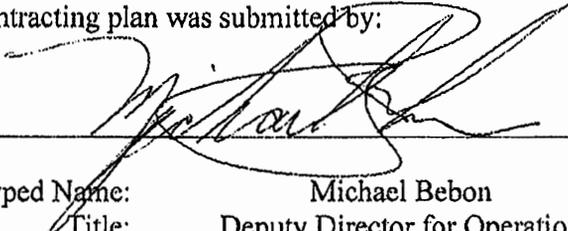
- A. Issue and promulgate company-wide policy statements in support of the six small business categories effort. Develop written procedures and work instructions, and assign specific responsibilities regarding requirements of the applicable Public Law.
- B. Review specific procurement actions for possible acquisition from the six eligible small business categories.
- C. Demonstrate continuing management interest and involvement in support of this effort through such actions as regular reviews of progress.
- D. Train and motivate BSA personnel regarding the need for the support of the six small business categories.
- E. Assist the six small business categories 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 six small business categories.
- G. Execute Service Agreements, Teaming Agreements, and Basic Ordering Agreements with small businesses from the qualified six small business categories, 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 businesses, in the six small business categories have an equal opportunity in preparing bids.

**FY10 Small Business Subcontracting Plan**

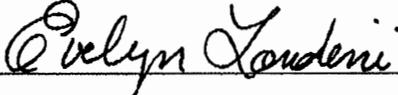
- I. Establish and maintain a categorized list of potential subcontractors with separate identification of the six small business categories.

Acquisition of construction estimated to cost \$3.5 million or less, including new construction, and repair and alteration of structures, shall be a small or small disadvantaged business 8(a) set-aside. For acquisition in excess of \$3.5 million, small business or small disadvantaged business 8(a) set-aside will be considered on a case-by-case basis.

This subcontracting plan was submitted by:

Signature:  Date: 10/23/09  
Typed Name: Michael Bebon  
Title: Deputy Director for Operations

**Approval:**

Signature:  Date: 12/07/09  
Typed Name: Evelyn Landini  
Title: Contracting Officer

## FY10 Subcontracting Plan – Appendix 1

**Contractor:** BROOKHAVEN SCIENCE ASSOCIATES, LLC

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

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

1. Total estimated dollar value of all planned subcontracting (to all types of business concerns) under this contract is \$365,109,000.00.
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) 50.20% or \$183,284,718.00 of total planned subcontracting dollars under this contract will go to subcontractors who are small business.
  - (ii) 8(a)/Small Disadvantaged Business (SB) 6.30% or \$23,001,867.00 of total planned subcontracting dollars under this contract will go to subcontractors who are 8(a)/small disadvantaged businesses. This percentage is included in the percentage shown under (2) (i) above as a subset.
  - (iii) Woman-Owned Small Business (WOB): 8.00% or \$29,208,720.00 of total planned subcontracting dollars under this contract will go to subcontractors who are small business concerns owned and controlled by a woman or women. This percentage is included in the percentage shown under (2) (i) above as a subset.
  - (iv) HUB Zone Small Businesses (HUB): 3.00% or \$10,953,270.00 of total planned subcontracting dollars under this contract will go to subcontractors who have received HUBZone certification through the Small Business Administration. This percentage is included in the percentage shown under (2) (i) above as a subset.
  - (v) Veteran-Owned Businesses (VOB): 3.00% or \$10,953,270.00 of total planned subcontracting dollars under this contract will go to subcontractors who are small business concerns owned and controlled by a veteran. This percentage is included in the percentage shown under (2) (i) above as a subset.
  - (vi) Service-Disabled Veteran-Owned Businesses (SDVOB): 3.00% or \$10,953,270.00 of total planned subcontracting dollars under this contract will go to subcontractors who are small business concerns owned and controlled by a service-disabled veteran. This percentage is included in the percentage shown under (2) (i) above as a subset.

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

***ATTACHMENT J.12***

**APPENDIX L**  
  
**COMPUTATION OF FEE**  
**FY2009**

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

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

**Modification No. M245 – Fee determined and annotated to Appendix L**

**Modification No. M196 – Fee calculation established**

**APPENDIX L  
 FY2009 FEE COMPUTATION  
 FEE BASIS**

For FY2009, 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 FY2009 Performance Goals, Objectives, Measures and Targets for Science & Technology and Management and Operations. The FY2009 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 FY04 through the first quarter of FY09;
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 FY 2009 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.

<b>Table 1</b>								
<b>Overall Fee Determination</b>								
<b>Percent S&amp;T Fee Earned from Appendix B, Table C.</b>		<b>M&amp;O Fee Multiplier from Appendix B, Table C.</b>		<b>Overall Earned Performance-Based Fee</b>		<b>Maximum Performance Fee</b>		<b>Earned Fee</b>
91%	X	100%	=	91%	X	\$7,400,000	=	\$ 6,734,000