

July 11, 2011

Mr. Steven L. Scott
Contracting Officer
U.S. Department of Energy
Golden Field Office
1617 Cole Blvd.
Golden, CO 80401-3393

Dear Mr. Scott:

SUBJECT: Contract No: DE-AC36-08GO28308 – Advance Agreement to Contract
Modification No. 352

Enclosed is the signed copy of administrative modification 352. Per discussion between Steve Scott and Steve Silbergleid, this modification is approved, subject to the following:

- The deletion of section (c)(4) from Clause 970.5215-1, Total Available Fee: Base Fee Amount and Performance Fee Amount (Dec 2000) does not affect how unavailable Fee is treated, i.e., available for use as approved by the Contracting Officer for allowable costs.
- The conformed copy of the modified contract will include clause 970.5215-1, Total Available Fee: Base Fee Amount and Performance Fee Amount (Dec 2000), unchanged, except for the deletion of section (c)(4).

Please contact Steve Silbergleid at 303-384-7416 with any questions.

Sincerely,



W.S. Glover
Deputy Laboratory Director and
Chief Operating Officer

Enclosure

cc Carol Battershell, GO
Jeff Baker, GO
Jean Sickerka, GO

Sylvia Motazedi
Steve Silbergleid
Karen Stiveson

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES	
			1	2
2. AMENDMENT/MODIFICATION NO. 352	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. 11EE005024	5. PROJECT NO. (if applicable)	
6. ISSUED BY Golden Field Office U.S. Department of Energy Golden Field Office 1617 Cole Blvd. Golden CO 80401-3393	CODE 03601	7. ADMINISTERED BY (if other than Item 6) Golden Field Office U.S. Department of Energy Golden Field Office 1617 Cole Blvd. Golden CO 80401-3393	CODE 03601	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) ALLIANCE FOR SUSTAINABLE ENERGY, LLC Attn: RONALD D. TOWNSEND 1617 COLE BLVD. MS 1715 GOLDEN CO 804013393		(x)	9A. AMENDMENT OF SOLICITATION NO.	
			9B. DATED (SEE ITEM 11)	
		X	10A. MODIFICATION OF CONTRACT/ORDER NO. DE-AC36-08G028308	
			10B. DATED (SEE ITEM 13) 07/29/2008	
CODE 805948051	FACILITY CODE	11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS		
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> 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 6 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)				
13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.				
CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A			
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).			
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:			
X	D. OTHER (Specify type of modification and authority) Clause I.149 970.5243-1 Changes (Dec. 2000)			
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.				
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) DUNS Number: 805948051 Modification 352 provides the following changes: Reason for Modification : Other Administrative Action Total Amount for this Modification: \$0.00 New Total Amount for this Version: \$0.00 New Total Amount for this Award: \$1,671,856,598.05				
Delivery: 07/01/2011 Delivery Location Code: 03601 Golden Field Office U.S. Department of Energy Continued ...				
Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.				
15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)		
		Jean M. Siekerka		
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED	
(Signature of person authorized to sign)		Signature on File	06/29/2011	
		(Signature of Contracting Officer)		

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
DE-AC36-08GO28308/352

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NAME OF OFFEROR OR CONTRACTOR
ALLIANCE FOR SUSTAINABLE ENERGY, LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
10010	Golden Field Office 1617 Cole Blvd. Golden CO 80401-3393 Mark For: Golden Field Office U.S. Department of Energy Golden Field Office 1617 Cole Blvd. Golden CO 80401-3393 FOB: Destination Period of Performance: 07/29/2008 to 09/30/2013 Add Item 10010 as follows: Admin. Mod. - Modifying Contract Clauses Obligated Amount: \$0.00				0.00

Contract # DE-AC36-08GO28308

Modification M352

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This Modification incorporates the following significant changes to contract DE-AC36-08GO28308:

I. Section I, Clause I.114, 970.5215-1, Total Available Fee: Base Fee Amount and Performance Fee Amount (Dec 2000) has been deleted and replaced removing section (c)(4) "At the sole discretion of the Government, unearned total available fee amounts may be carried over from one evaluation period to the next, so long as the periods are within the same award fee cycle." FAR 16.401 E-4 prohibits the use of rollover of unearned award fee.

II. Section I, Clause I.159, 52.222-54, Employment Eligibility Verification (Jan 2009) is added as follows:

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

"Commercially available off-the-shelf (COTS) item"—

(1) Means any item of supply that is—

(i) A commercial item (as defined in paragraph (1) of the definition at 2.101);

(ii) Sold in substantial quantities in the commercial marketplace; and

(iii) Offered to the Government, without modification, in the same form in which it is sold in the commercial marketplace; and

(2) Does not include bulk cargo, as defined in section 3 of the Shipping Act of 1984 (46 U.S.C. App. 1702), such as agricultural products and petroleum products. Per 46 CFR 525.1(c)(2), "bulk cargo" means cargo that is loaded and carried in bulk onboard ship without mark or count, in a loose unpackaged form, having homogenous characteristics. Bulk cargo loaded into intermodal equipment, except LASH or Seabee barges, is subject to mark and count and, therefore, ceases to be bulk cargo.

"Employee assigned to the contract" means an employee who was hired after November 6, 1986, who is directly performing work, in the United States, under a contract that is required to include the clause prescribed at 22.1803. An employee is not considered to be directly performing work under a contract if the employee—

(1) Normally performs support work, such as indirect or overhead functions; and

(2) Does not perform any substantial duties applicable to the contract.

"Subcontract" means any contract, as defined in 2.101, entered into by a subcontractor to furnish supplies or services for performance of a prime contract or a subcontract. It includes but is not limited to purchase orders, and changes and modifications to purchase orders.

"Subcontractor" means any supplier, distributor, vendor, or firm that furnishes supplies or services to or for a prime Contractor or another subcontractor.

"United States," as defined in 8 U.S.C. 1101(a)(38), means the 50 States, the District of Columbia, Puerto Rico, Guam, and the U.S. Virgin Islands.

(b) *Enrollment and verification requirements.*

(1) If the Contractor is not enrolled as a Federal Contractor in E-Verify at time of contract award, the Contractor shall—

(i) *Enroll.* Enroll as a Federal Contractor in the E-Verify program within 30 calendar days of contract award;

(ii) *Verify all new employees.* Within 90 calendar days of enrollment in the E-Verify program, begin to use E-Verify to initiate verification of employment eligibility of all new hires of the Contractor, who are working in the United States, whether or not assigned to the contract, within 3 business days after the date of hire (but see paragraph (b)(3) of this section); and

(iii) *Verify employees assigned to the contract.* For each employee assigned to the contract, initiate verification within 90 calendar days after date of enrollment or within 30 calendar days of the employee's assignment to the contract, whichever date is later (but see paragraph (b)(4) of this section).

(2) If the Contractor is enrolled as a Federal Contractor in E-Verify at time of contract award, the Contractor shall use E-Verify to initiate verification of employment eligibility of—

(i) *All new employees.*

(A) *Enrolled 90 calendar days or more.* The Contractor shall initiate verification of all new hires of the Contractor, who are working in the United States, whether or not assigned to the contract within 3 business days after the date of hire (but see paragraph (b)(3) of this section); or

(B) *Enrolled less than 90 calendar days.* Within 90 calendar days after enrollment as a Federal Contractor in E-Verify, the Contractor shall initiate verification of all new hires of the Contractor, who are working in the United States, whether or not assigned to the contract, within 3 business days after the date of hire (but see paragraph (b)(3) of this section); or

(ii) *Employees assigned to the contract.* For each employee assigned to the contract, the Contractor shall initiate verification within 90 calendar days after date of contract award or within 30 days after assignment to the contract, whichever date is later (but see paragraph (b)(4) of this section).

(3) If the Contractor is an institution of higher education (as defined at 20 U.S.C. 1001(a)); a State or local government or the government of a Federally recognized Indian tribe; or a surety performing under a takeover agreement entered into with a Federal agency pursuant to a performance bond, the Contractor may choose to verify only employees assigned to the contract, whether existing employees or new hires. The Contractor shall follow the applicable verification requirements at (b)(1) or (b)(2), respectively, except that any requirement for verification of new employees applies only to new employees assigned to the contract.

(4) *Option to verify employment eligibility of all employees.* The Contractor may elect to verify all existing employees hired after November 6, 1986, rather than just those employees assigned to the contract. The Contractor shall initiate verification for each existing employee working in the United States who was hired after November 6, 1986, within 180 calendar days of—

(i) Enrollment in the E-Verify program; or

(ii) Notification to E-Verify Operations of the Contractor's decision to exercise this option, using the contact information provided in the E-Verify program Memorandum of Understanding (MOU).

(5) The Contractor shall comply, for the period of performance of this contract, with the requirement of the E-Verify program MOU.

(i) The Department of Homeland Security (DHS) or the Social Security Administration (SSA) may terminate the Contractor's MOU and deny access to the E-Verify system in accordance with the terms of the MOU. In such case, the Contractor will be referred to a suspension or debarment official.

(ii) During the period between termination of the MOU and a decision by the suspension or debarment official whether to suspend or debar, the Contractor is excused from its obligations under paragraph (b) of this clause. If the suspension or debarment official determines not to suspend or debar the Contractor, then the Contractor must reenroll in E-Verify.

(c) *Web site.* Information on registration for and use of the E-Verify program can be obtained via the Internet at the Department of Homeland Security Web site: <http://www.dhs.gov/E-Verify>.

(d) *Individuals previously verified.* The Contractor is not required by this clause to perform additional employment verification using E-Verify for any employee—

(1) Whose employment eligibility was previously verified by the Contractor through the E-Verify program;

(2) Who has been granted and holds an active U.S. Government security clearance for access to confidential, secret, or top secret information in accordance with the National Industrial Security Program Operating Manual; or

(3) Who has undergone a completed background investigation and been issued credentials pursuant to Homeland Security Presidential Directive (HSPD) -12, Policy for a Common Identification Standard for Federal Employees and Contractors.

(e) *Subcontracts.* The contractor shall include the requirements of this clause, including this paragraph (e) (appropriately modified for identification of the parties), in each subcontract that—

(1) *Is for—*

(i) Commercial or noncommercial services (except for commercial services that are part of the purchase of a COTS item (or an item that would be a COTS item, but for minor modifications), performed by the COTS provider, and are normally provided for that COTS item); or

(ii) Construction;

(2) Has a value of more than \$3,000; and

(3) Includes work performed in the United States.

III. Section J, Attachment F OPERATING AND ADMINISTRATIVE REQUIREMENTS (LIST B) is deleted and replaced as follows to reflect deletions and additional DOE Directives:

SECTION J – LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS

OPERATING AND ADMINISTRATIVE REQUIREMENTS (LIST B)

Prime Contract No. DE-AC36-08GO28308

Prime Contract No. DE-AC36-08GO28308

The operating and administrative requirements, including the Contractor Requirements Documents of DOE directives listed below are applicable in whole or in part in accordance with clauses H-18 Application of DOE Contractor Requirements Documents and 970.5204-2, Laws, Regulations, and DOE Directives (DEC 2000). The concurrence analysis documenting applicability for each requirement below is maintained in the DOE Master File as well as any assurances as required by Clause H-18, are made a part of this Contract by reference and are managed through a formal change control process.

Operating and Administrative Requirements	Applicability
DOE O 110.3A CRD Conference Management Approved: 01/25/07	CRD applicable in whole
DOE O 130.1 CRD Budget Formulation Approved: 09/29/95	CRD applicable in whole
DOE O 142.3A CRD Unclassified Foreign Visits and Assignments Program Approved: 10/14/2010	CRD applicable in whole
DOE O 151.1C CRD Comprehensive Emergency Management System Approved: 11/02/05	CRD applicable in whole
DOE O 200.1A Information Technology Management Approved: 12/23/2008	CRD applicable in whole
DOE N 203.1 CRD Software Quality Assurance Approved: 10/02/00	CRD applicable in whole
DOE O205.1B CRD Department of Energy Cyber Security Program Approved: 05/16/11	CRD applicable in part
DOE M 205.1-6 CRD Media Sanitization Manual Approved: 12/23/08	CRD applicable in whole
DOE N 206.3 CRD Personal Identity Verification Approved: 11/22/05 (DOE N 251.67 extends DOE N 206.3 until 03/22/07)	CRD applicable in part
DOE N 206.5 CRD Response and Notification Procedures for Data Breaches Involving Personally Identifiable Information Approved: 10/09/07	CRD applicable in whole

Operating and Administrative Requirements	Applicability
DOE O 210.2A CRD DOE Corporate Operating Experience Program Approved: 04/08/11	CRD applicable in whole
DOE O 221.1A CRD Reporting Fraud, Waste, and Abuse to the Office of Inspector General Approved: 04/19/08	CRD applicable in whole
DOE O 221.2 CRD Cooperation with the Office of Inspector General Approved: 03/22/01	CRD applicable in whole
DOE O 225.1B CRD Accident Investigations Approved: 03/04/11	CRD applicable in whole
DOE O 226.1B CRD Implementation of Department of Energy Oversight Policy Approved 04/25/11	CRD applicable in whole
DOE M 231.1-1A CRD Change 2 Environment, Safety and Health Reporting Manual Approved: 03/19/04 Change 2: 06/12/07	CRD applicable in whole
DOE M 231.1-2 CRD Occurrence Reporting and Processing of Operations Information Approved: 08/19/03	CRD applicable in whole
DOE O 241.1A CRD Scientific and Technical Information Management Approved: 04/09/01	CRD applicable in whole
DOE O 243.1 CRD Records Management Program Approved: 02/03/06	CRD applicable in whole
DOE O 243.2 CRD Vital Records Approved: 02/02/06	CRD applicable in whole
DOE O 350.1 CRD(s) Change 1 Contractor Human Resource Management Programs Approved: 09/30/96 Change 1: 05/08/98	CRD applicable in whole
DOE O 350.2A CRD Use of Management and Operating or Other Facility Management Contractor Employees for Services to DOE in the Washington, D.C., Area Approved: 10/29/03	CRD applicable in whole
DOE O 412.1 CRD Work Authorization System Approved: 04/20/99	CRD applicable in whole
DOE O 413.1A CRD Management Control Program Approved: 04/18/02	CRD applicable in whole

Operating and Administrative Requirements	Applicability
DOE O 413.2B CRD Laboratory Directed Research and Development Approved: 04/19/06	CRD applicable in whole
DOE O 413.3B CRD Program and Project Management for the Acquisition of Capital Assets Approved: 11/29/2010	CRD applicable in whole
DOE O 414.1D CRD Quality Assurance Approved: 04/25/11	CRD applicable in part
DOE O 430.1B CRD Change 2 Real Property Asset Management Approved: 09/24/03	CRD applicable in whole
DOE O 430.2A CRD Departmental Energy and Utilities Management Approved: 04/15/02	CRD applicable in whole
DOE O 436.1 CRD Departmental Sustainability Approved: 05/02/11	CRD is applicable in whole
DOE O 442.1A CRD Department of Energy Employee Concerns Program Approved: 06/06/01	CRD applicable in whole
DOE O 450.1A CRD Environmental Protection Program Approved: 06/04/08	CRD applicable in whole
DOE M 450.4-1 CRD Integrated Safety Management System Manual Approved: 11/01/06	CRD applicable in whole
DOE N 456.1A CRD The Safe Handling of Unbound Engineered Nanoparticles Approved: 01/05/09	CRD applicable in part
DOE O 470.2B CRD Independent Oversight and Performance Assurance Program Approved: 10/31/02	CRD applicable in whole
DOE M 470.4-1 CRD Change 2 Safeguards and Security Program Planning and Management Approved: 08/26/05 Change 1: 10/20/10	CRD applicable in part
DOE M 470.4-2 CRD Change 1 Physical Protection Approved: 08/26/05 Change 1: 03/07/06	CRD applicable in part

Operating and Administrative Requirements	Applicability
DOE M 470.4-3 CRD Change 1 Protective Force Approved: 08/26/05 Change 1: 03/07/06	CRD applicable in part
DOE M 470.4-5 CRD Personnel Security Approved: 08/26/05	CRD applicable in part
DOE O 471.3 CRD Identifying and Protecting Official Use Only Information Approved: 04/09/03	CRD applicable in whole
DOE M 471.3-1 CRD Manual for Identifying and Protecting Official Use Only Information Approved: 04/09/03	CRD applicable in whole
DOE O 475.1 CRD Counterintelligence Program Approved: 12/10/04	CRD applicable in whole
DOE O 482.1 CRD DOE Facilities Technology Partnering Programs Approved: 01/12/01	CRD applicable in whole
DOE O 483.1 CRD DOE Cooperative Research and Development Agreements Approved: 01/12/01	CRD applicable in whole
DOE O 484.1 CRD Reimbursable Work for the Department of Homeland Security Approved: 08/17/06	CRD applicable in whole
DOE O 522.1 CRD Pricing of Departmental Materials and Services Approved: 11/03/04	CRD applicable in whole
DOE O 534.1B CRD Accounting Approved: 01/06/03	CRD applicable in whole
DOE O 551.1B CRD Official Foreign Travel Approved: 08/19/03	CRD applicable in whole
DOE O 580.1 CRD Department of Energy Personal Property Management Program Approved: 12/07/05	CRD applicable in whole

**Summary of Modifications to Attachment F
Operating and Administrative Requirements
Mod 352**

Deleted	DOE O 205.1A CRD Department of Energy Cyber Security Management Approved: 12/04/06	CRD applicable in whole
Added	DOE O 205.1B CRD	CRD applicable in part

	Department of Energy Cyber Security Program Approved: 05/16/11	
Deleted	DOE O 210.2 CRD Corporate Operating Experience Program Approved: 06/12/06	CRD applicable in whole
Added	DOE O 210.2A CRD DOE Corporate Operating Experience Program Approved: 04/08/11	CRD applicable in whole
Deleted	DOE O 225.1A CRD Accident Investigations Approved: 11/26/97	CRD applicable in whole
Added	DOE O 225.1B CRD Accident Investigations Approved: 03/04/11	CRD applicable in whole
Deleted	DOE O 226.1A CRD Implementation of Department of Energy Oversight Policy Approved: 07/31/07	CRD applicable in whole
Added	DOE O 226.1B CRD Implementation of Department of Energy Oversight Policy Approved 04/25/11	CRD applicable in whole
Deleted	DOE O 414.1C CRD Quality Assurance Approved: 06/17/05	CRD applicable in part
Added	DOE O 414.1D CRD Quality Assurance Approved: 04/25/11	CRD applicable in part
Deleted	DOE O 430.1B CRD Real Property Asset Management Approved: 09/24/03	CRD applicable in whole
Added	DOE O 430.1B CRD Change 2 Real Property Asset Management Approved: 09/24/03	CRD applicable in whole
Added	DOE O 436.1 CRD Departmental Sustainability Approved: 05/02/11	CRD applicable in whole

IV. All other terms and conditions of the contract remain the same.