

PART II – CONTRACT CLAUSES

SECTION I

CONTRACT CLAUSES

PART II – CONTRACT CLAUSES

Section I

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Note 1: The references cited herein are from the Federal Acquisition Regulation (FAR) (48 CFR Chapter 1), the U.S. Department of Energy Acquisition Regulation (DEAR) (48 CFR Chapter 9), and the U.S. Department of Energy Procurement Regulations (DOE-PR) (41 CFR Chapter 9).

Note 2: Consistent with DEAR 970.5202, DEAR clauses indicated as "(Modified)" means that a minor change(s) in wording of the clause has been made for the purpose of clarification only and not with the intent of altering the meaning, intent, substance, or the principles expressed in the clause.

subcontractor(s).

(d) *Recovery of excessive pass-through charges.* If the Contracting Officer determines that excessive pass-through charges exist;

- (1) For other than fixed-price contracts, the excessive pass-through charges are unallowable in accordance with the provisions in FAR subpart 31.2; and
- (2) For applicable DoD fixed-price contracts, as identified in 15.408(n)(2)(i)(B), the Government shall be entitled to a price reduction for the amount of excessive pass-through charges included in the contract price.

(e) *Access to records.*

- (1) The Contracting Officer, or authorized representative, shall have the right to examine and audit all the Contractor's records (as defined at FAR 52.215-2(a)) necessary to determine whether the Contractor proposed, billed, or claimed excessive pass-through charges.
- (2) For those subcontracts to which paragraph (f) of this clause applies, the Contracting Officer, or authorized representative, shall have the right to examine and audit all the subcontractor's records (as defined at FAR 52.215-2(a)) necessary to determine whether the subcontractor proposed, billed, or claimed excessive pass-through charges.

(f) *Flowdown.* The Contractor shall insert the substance of this clause, including this paragraph (f), in all cost-reimbursement subcontracts under this contract that exceed the simplified acquisition threshold, except if the contract is with DoD, then insert in all cost-reimbursement subcontracts and fixed-price subcontracts, except those identified in 15.408(n)(2)(i)(B)(2), that exceed the threshold for obtaining cost or pricing data in accordance with FAR 15.403-4.

I.31 FAR 52.217-8 OPTION TO EXTEND SERVICES (NOV 1999)

The Government may require continued performance of any services within the limits and at the rates specified in the contract. These rates may be adjusted only as a result of revisions to prevailing labor rates provided by the Secretary of Labor. The option provision may be exercised more than once, but the total extension of performance hereunder shall not exceed 6 months. The Contracting Officer may exercise the option by written notice to the Contractor within 60 days of the end of the contract period.

I.32 FAR 52.217-9 OPTION TO EXTEND THE TERM OF THE CONTRACT (MAR 2000)

- (a) The Government may extend the term of this contract by written notice to the Contractor within 30 days provided that the Government gives the Contractor a preliminary written notice of its intent to extend at least 60 days before the contract expires. The preliminary notice does not commit the Government to an extension.
- (b) If the Government exercises this option, the extended contract shall be considered to include this option clause.
- (c) The total duration of this contract, including the exercise of any options under this clause, shall not exceed 10 years.

I.33 FAR 52.219-8 UTILIZATION OF SMALL BUSINESS CONCERNS (JAN 2011)

I.34 FAR 52.219-9 SMALL BUSINESS SUBCONTRACTING PLAN (JAN 2011)

I.35 FAR 52.219-16 LIQUIDATED DAMAGES--SUBCONTRACTING PLAN (JAN 1999)

- (d) "Failure to make a good faith effort to comply with the subcontracting plan," as used in this clause, means a willful or intentional failure to perform in accordance with the requirements of the

(2) The Contractor and its subcontractors shall allow authorized representatives of the Contracting Officer or the Department of Labor to inspect, copy, or transcribe records maintained under paragraph (d)(1) of this clause. The Contractor or subcontractor also shall allow authorized representatives of the Contracting Officer or Department of Labor to interview employees in the workplace during working hours.

(e) Subcontracts. The Contractor shall insert the provisions set forth in paragraphs (a) through (d) of this clause in subcontracts exceeding \$100,000 and require subcontractors to include these provisions in any lower-tier subcontracts. The Contractor shall be responsible for compliance by any subcontractor or lower-tier subcontractor with the provisions set forth in paragraphs (a) through (d) of this clause.

I.41 FAR 52.222-21 PROHIBITION OF SEGREGATED FACILITIES (FEB 1999)

I.42 FAR 52.222-26 EQUAL OPPORTUNITY (MAR 2007)

I.43 FAR 52.222-29 NOTIFICATION OF VISA DENIAL (JUN 2003)

I.44 FAR 52.222-35 EQUAL OPPORTUNITY FOR VETERANS (SEPT 2010)

I.45 FAR 52.222-36 AFFIRMATIVE ACTION FOR WORKERS WITH DISABILITIES (OCT 2010)

I.46 FAR 52.222-37 EMPLOYMENT REPORTS ON SPECIAL DISABLED VETERANS AND VETERANS OF THE VIETNAM ERA, AND OTHER ELIGIBLE VETERANS (SEPT 2010)

I.47 FAR 52.222-40 NOTIFICATION OF EMPLOYEE RIGHTS UNDER THE NATIONAL LABOR RELATIONS ACT (DEC 2010)

I.48 RESERVED

I.49 FAR 52.222-50 COMBATING TRAFFICKING IN PERSONS (FEB 2009)

I.50 FAR 52.222-54 EMPLOYMENT ELIGIBILITY VERIFICATION (JAN 2009)

I.51 FAR 52.223-3 HAZARDOUS MATERIAL IDENTIFICATION AND MATERIAL SAFETY DATA (JAN 1997)

(a) "Hazardous material," as used in this clause, includes any material defined as hazardous under the latest version of Federal Standard No. 313 (including revisions adopted during the term of the contract).

(b) The Offeror must list any hazardous material, as defined in paragraph (a) of this clause, to be delivered under this contract. The hazardous material shall be properly identified and include any applicable identification number, such as National Stock Number or Special Item Number. This information shall also be included on the Material Safety Data Sheet submitted under this contract.

Material
(If none, insert "None") Identification No.

I.112 DEAR 952.204-77 COMPUTER SECURITY (AGU 2006)

- (a) Definitions.
 - (1) Computer means desktop computers, portable computers, computer networks (including the DOE Network and local area networks at or controlled by DOE organizations), network devices, automated information systems, and or other related computer equipment owned by, leased, or operated on behalf of the DOE.
 - (2) Individual means a DOE Contractor or subcontractor employee, or any other person who has been granted access to a DOE computer or to information on a DOE computer, and does not include a member of the public who sends an e-mail message to a DOE computer or who obtains information available to the public on DOE Web sites.
- (b) Access to DOE computers. A Contractor shall not allow an individual to have access to information on a DOE computer unless—
 - (1) The individual has acknowledged in writing that the individual has no expectation of privacy in the use of a DOE computer; and
 - (2) The individual has consented in writing to permit access by an authorized investigative agency to any DOE computer used during the period of that individual's access to information on a DOE computer, and for a period of three years thereafter.
- (c) No expectation of privacy. Notwithstanding any other provision of law (including any provision of law enacted by the Electronic Communications Privacy Act of 1986), no individual using a DOE computer shall have any expectation of privacy in the use of that computer.
- (d) Written records. The Contractor is responsible for maintaining written records for itself and subcontractors demonstrating compliance with the provisions of paragraph (b) of this section. The Contractor agrees to provide access to these records to the DOE, or its authorized agents, upon request.
- (e) Subcontracts. The Contractor shall insert this clause, including this paragraph (e), in subcontracts under this contract that may provide access to computers owned, leased or operated on behalf of the DOE.

I.113 DEAR 952.208-7 TAGGING OF LEASED VEHICLES (APR 1984)

- (a) DOE intends to use U.S. Government license tags.
- (b) While it is the intention that vehicles leased hereunder shall operate on Federal tags, the DOE reserves the right to utilize State tags if necessary to accomplish its mission. Should State tags be required, the Contractor shall furnish the DOE the documentation required by the State to acquire such tags.

I.114 RESERVED

I.115 DEAR 952.209-72 ORGANIZATIONAL CONFLICTS OF INTEREST ALTERNATE I (AUG 2009)

- (a) *Purpose.* The purpose of this clause is to ensure that the contractor
 - (1) is not biased because of its financial, contractual, organizational, or other interests which relate to the work under this contract, and

PART III – LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS

SECTION J

LIST OF ATTACHMENTS

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DOE O 450.2	Integrated Safety Management
DOE O 451.1B Change 1	National Environmental Policy Act Compliance Program
DOE O 458.1, CRD	Radiation Protection of the Public and the Environment
DOE O 460.1C	Packaging and Transportation Safety
DOE O 460.2A	Departmental Materials Transportation and Packaging Management
DOE O 461.2, CRD	Onsite Packaging and Transfer of Materials of National Security Interest
DOE O 461.1B	Packaging and Offsite Transportation of Materials of National Security Interest
DOE O 470.2B	Independent Oversight and Performance Assurance Program
DOE O 470.3B	Graded Security Protection (GSP) Policy
DOE O 470.4A	Safeguards and Security Program
DOE O 471.1B	Identification and Protection of Unclassified Controlled Nuclear Information
DOE O 471.3, Change 1	Identifying and Protecting Official Use Only Information
DOE O 475.2A, CRD	Identifying Classified Information
DOE O 482.1	DOE Facilities Technology Partnering Programs
DOE O 483.1	DOE Cooperative Research and Developments Agreements
DOE O 522.1	Pricing of Departmental Materials and Services
DOE O 534.1B	Accounting
DOE O 544.1	Priorities and Allocations Program
DOE O 551.1C	Official Foreign Travel
DOE O 580.1 Chg 1	Department of Energy Personal Property Management Program
DOE O 1220.1A Chg 1	Congressional and Intergovernmental Affairs
DOE O 1340.1B	Management of Public Communications Publications and Scientific, Technical, and Engineering Publications
DOE O 5400.5 Change 2	Radiation Protection of the Public and the Environment
DOE O 5670.1A	Management and Control of Foreign Intelligence

DOE Manual	Title
DOE M 231.1-1A Change 2	Environment, Safety and Health Reporting Manual
DOE M 231.1-2	Occurrence Reporting and Processing of Operations Information
DOE M 435.1-1 Change 1	Radioactive Waste Management Manual
DOE M 140.1-1B	Interface with the Defense Nuclear Facilities Safety Board
DOE M 205.1-3	Telecommunications Security Manual
DOE M 205.1-4	National Security System Manual
DOE M 205.1-5 Adm Chg 2	Cyber Security Process Requirements Manual
DOE M 205.1-6 Adm Chg 2	Media Sanitization Manual
DOE M 205.1-7 Adm Chg 2	Security Controls for Unclassified Information Systems Manual
DOE M 205.1-8 Adm Chg 2	Cyber Security Incident Management Manual
DOE M 442.1-1	Differing Professional Opinions Manual for Technical Issues Involving Environment, Safety and Health
DOE M 450.4-1	Integrated Safety Management System Manual
DOE M 460.2-1A	Radioactive Material Transportation Practices

DOE M 461.1-1 Change 1	Packaging and Transfer of Materials of National Security Interest Manual
DOE M 470.4-1 Change 1	Safeguards and Security Program Planning and Management
DOE M 470.4-2A	Physical Protection
DOE M 470.4-3A	Contractor Protective Force
DOE M 470.4-4A	Information Security
DOE M 470.4-5	Personnel Security
DOE M 470.4-6 Change 1	Nuclear Material Control and Accountability
DOE M 470.4-7	Safeguards and Security Program References
DOE M 471.1-1 Change 1	Identification and Protection of Unclassified Controlled Nuclear Information Manual
DOE M 471.3-1, Change 1	Manual for Identifying and Protecting Official Use Only Information

DOE Notice	Title
DOE N 206.5	Response and Notification Procedures for Data Breaches Involving Personally Identifiable Information
DOE N 234.1	Reporting of Radioactive Sealed Sources

DOE Guide	Title
DOE G 413.3 -x	Associated Guides to DOE O 413.3B
DOE G 420.1-2	Industry Safety
DOE G 420.1-3	Fire Protection
DOE G 440.1-8	Guide to Compliance for 10 CFR851

PART III – LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS

SECTION J

**ATTACHMENT C: DRAFT PERFORMANCE EVALUATION AND MEASUREMENT
PLAN (PEMP)**

Draft PERFORMANCE EVALUATION AND MEASUREMENT PLAN (PEMP)

OCTOBER 1 (2012) through SEPTEMBER 30, (2013)

Contract No. DE- TBD

SECTION J

ATTACHMENT C

I. INTRODUCTION

This Performance Evaluation and Measurement Plan (PEMP) provides a standard process for development, administration, and coordination of all phases of the fee determination process consistent with Section B.2 of the subject contract.

Fee determinations are not subject to the Disputes Clause of the contract.

II. ORGANIZATIONAL STRUCTURE AND DUTIES

The following organizational structure is established for administering the fee provisions of the contract.

A. Roles and Responsibilities

1. Fee Determination Official (FDO) – Head of Contracting Activity (HCA) or designee. The FDO determines the final performance fee amount based upon all the information furnished and assigns a final percent of performance fee amount earned for the evaluation period. The FDO will notify the CO in writing or via electronic correspondence of his/her final determination of performance fee amount.
2. Carlsbad Field Office Manager
The Carlsbad Field Office Manager or COR will be the point of organizational authority within CBFO for: development and coordination of the PEMP; approval of minor changes to the PEMP; obtaining HCA approval of major changes, if required; performance monitoring; performance validation; performance reporting; and payment of fees related to PBIs. Primary responsibilities are:
 - a. Develops and establishes the evaluation criteria and incorporates them into the PEMP.
 - b. Assures appropriate coordination of performance expectations and the evaluation criteria with HQ program and policy organizations.

SUMMARY OF CONTRACT DELIVERABLES

	Deliverable Reference	Deliverable	DOE Action	Deliverable Due Date¹
1.	C.3.1.5	Ten Year Site Plan	Approval	Within 6 months of <u>written notice to proceed</u> , updated annually
2.	C.3.1.5	Maintenance Plan (including Nuclear Maintenance Management Plan)	Approval	Within 6 months of <u>written notice to proceed</u> , updated annually
3.	C.3.1.6	Activity Based Cost Documents	Approval	Start of each fiscal year, after receipt of new fiscal year funding from EM
4.	C.3.1.7	Work Authorization Package and status of changes	Information	Monthly
5.	C.3.4.1	Quality Assurance Project Plan	Approval	Within 30 days of <u>written notice to proceed</u>
6.	C.4.3.1	Research and Development Initiatives	Approval	Prior to funding and implementation of such initiatives.
7.	H.5	Contractor Employee Compensation Plan	Approval	No later than 30 days before the end of transition
8.	H.5	Annual Contractor Salary-Wage Increase Expenditure Report	Information	Annually
9.	H.5	Top five most highly compensated executives	Information	At the time of award and at the time of any subsequent change to their total cash compensation.
10.	H.5	Annual Report of Contractor Expenditures for Employee Supplemental Compensation	Information	March 1 of every year
11.	H.5	A performance self-assessment of the Total Compensation System implementation and results	Information	As required.
12.	H.5	Employee Benefits Value Study (BEN-VAL)	Approval	Every two years.
13.	H.5	Employee Benefits Cost Study Comparison	Approval	Annually.

¹ All days refer to calendar days.

	Deliverable Reference	Deliverable	DOE Action	Deliverable Due Date¹
14.	H.5	Cash Compensation Reports	Approval	As required.
15.	H.5	Pension Management Plan (PMP)	Approval	Annual, 45 days after the last day of the Plan year along with its draft actuarial valuation
16.	H.5	Actuarial Valuation Reports, Forms 5500, Forms 5300	Approval	By the due date for filling IRS Form 5500.
17.	H.5	Changes to Pension Plans	Approval	At least sixty (60) days prior to the adoption of any changes.
18.	H.5	Terminating Pension Plans	Approval	At least sixty (60) days prior to the scheduled date of plan termination.
19.	H.6	Workforce Transition Plan (WF Transition Plan) and associated activities.	Approval	Draft Plan: Within 15 days after <u>written notice to proceed</u> . Final Plan: Within 30 days after <u>written notice to proceed</u> . Associated Activities: See Section H.6(a)
20.	H.6	Benefits Transition Plan and associated activities.	Approval	Draft Plan: Within 20 after <u>written notice to proceed</u> . Final Plan Within 30 days after <u>written notice to proceed</u> . Associated Activities: See Section H.6(b).
21.	H.8	<u>Contract Transition Plan</u>	<u>Approval</u>	<u>Within 5 days of written notice to proceed.</u>
22.	H.11	Annual Small Business Subcontracting Plan	Approval	Prior to the beginning of each fiscal year.
23.	H.22	Periodic Plans and Reports	Information	As specified by the Contracting Officer or representative.
24.	H.22	General Management Reports	Information	As specified by the Contracting Officer
25.	H.23	Work Authorization Report	Approval	Prior to the start of each fiscal year
26.	H.26	Implementation Plan for Employee Concerns	Approval	Within 90 days of <u>written notice to proceed</u>

	Deliverable Reference	Deliverable	DOE Action	Deliverable Due Date¹
		Program (ECP)		
27.	H.27	Updated Integrated Safety Management System (ISMS) Description Document	Approval	Within 60 days of <u>written notice to proceed</u> and annually on September 1st
28.	H.40	Management of Litigation Procedure(s)	Approval	Within 60 days after effective date of contract, updated as required
29.	H.41	Cyber Security Program (Standards for Security Categorization of Federal Information and Information Systems; Computer Security Threat and Vulnerabilities Statement; and Computer Security Risk Assessment and Mitigation; System Security Plan); and other subsequent deliverables	Approval	Within 90 days of <u>written notice to proceed</u> ; TBD for subsequent deliverables
30.	H.44	1) Records Management Plan 2) <u>File Plan</u> 3) Records Disposition Plan	Approval (CBFO RMFO review)	1) Within 60 days of <u>written notice to proceed</u> 2) <u>Within 60 days of written notice to proceed</u> 3) <u>Prior to any disposition activities or within 6 month of written notice to proceed.</u>
31.	H.44	1. Records File Plan Update 2. Vital Records Update	Approval (CBFO RMFO review)	Annually
32.	H.44	Privacy Act Systems of Records	Approval (Also DOE Privacy Act Officer)	Within 90 days of <u>written notice to proceed</u> ; and updated annually
33.	H.44	Records Disposition Plan Update	Approval (CBFO RMFO review)	Prior to implementation
34.	H.47	Contractor Community Commitment Plan	<u>Information</u>	Annually and Semi-annual progress report
35.	K.15	Written Workplace Substance Abuse Program	Approval	Within 30 days of contract award
36.	I.10	Code Of Business Ethics And Conduct	Information	Within 30 days after <u>written notice to proceed</u>
37.	I.10	Business Ethics Awareness And Compliance Program	Information	Within 90 days after <u>written notice to proceed</u>
38.	I.10	Internal Control System	Information	Within 90 days after

	Deliverable Reference	Deliverable	DOE Action	Deliverable Due Date¹
38.	I.10	Internal Control System	Information	Within 90 days after written notice to proceed
39.	I.33	1) Subcontracting Plan 2) Individual Subcontract Report using Electronic Subcontract Report system	1) Approve 2) Acknowledge receipt or reject 3) Acknowledge receipt or reject	1) At Contract award and major modifications 2) Semi-annually within 30 days of periods closing on March 31 and Sept. 30 3) Annually within 30 days of period closing on Sept. 30
40.	I.35	Small Disadvantaged Business Participation Targets	Information	At contract completion if required
41.	I.46	Federal Contractor Veterans Employment Report (VETS Form 100)	Information	Annually no later than Sept 30 of each year.
42.	I.51	Material Safety Data Sheet	Information	Prior to award and update as required.
43.	I.57	Toxic Chemical Release Form (From R)	Information	Annually prior to July 1 for prior calendar year
44.	I.76	Contractor Electronic Funds Transfer Information contained in CCR Database	Information	Updates as required
45.	I.80	1) EVMS Reports 2) Changes to EVMS System	1) Information 2) Approval	1) As required 2) As required
46.	I.91	Property management plans, systems, and procedures	Approval	Within 30 days after the Contractor assumes full responsibility of the contract
47.	I.91	1) Report of periodic physical inventory results 2) Reports of property inventory data into the database system (PIDS)	Approval	Annually NLT Sep 30
48.	I.91	1) GSA report of property furnished to non federal activities 2) GSA report of sales and exchange transactions	Approval	Annually NLT Oct 31
49.	I.91	1) Balanced scorecard self-assessment report for the current FY 2) Motor vehicle fleet reports (FAST)	Approval	Annually NLT Dec 15

	Deliverable Reference	Deliverable	DOE Action	Deliverable Due Date¹
50.	I.91	Balanced scorecard self-assessment plan for the new FY	Approval	Annually NLT Oct 15
51.	I.91	1) Reports of loss, damage, destruction or theft of property 2) Special reports for motor vehicles	Approval	1) When it becomes known 2) as required
52.	I.91	Final physical completion or termination inventory	Approval	45 days prior to contract completion or upon termination
53.	I.118	Lesson Learned Evaluation	Information	At the end of contract
54.	I.126	1) System of Management Controls and Changes 2) Status of Recommendations Resulting from Management Audits	1) Approval 2) Approval	1) As required for Changes 2) As required
55.	I.128	1) Organization Chart 2) Standards and Procedures in accordance with 48 CFR 970.0371	1) Approval 2) Approval	1) and 2) Within 30 days after the Contractor assumes full responsibility of the contract and as changes required
56.	I.134	Contractor Self Assessment	Information	Annually
57.	I.136	Cost Reduction Proposals (CRPs)	Approval	As required
58.	I.138	Work For Others Program	Approval	As required
59.	I.141	1) Documented Safety Management System (DSMS) 2) Safety Performance Objectives, Performance Measures, and Commitments	1) Approval 2) Approval	1) As specified by the Contracting Officer, and updated on an annual basis. 2) Annually
60.	I.144	Diversity Plan	Approval	Within 90 days after effective date of contract, <u>updates annually</u>
61.	I.152	Greater Rights Requests, Invention Disclosure Procedures, Notification of publication or sale or public use of invention, Transfer of Contractor License, Request for Foreign Patent Rights,	Approval	As required or as requested.

PART III – LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS

SECTION J

ATTACHMENT H: RESERVED

September 30, 2013). Section L, Attachment B, "Instructions for Small Business Subcontracting Plan", provides a model Subcontracting Plan outline and instructions for preparing the Subcontracting Plan. This Plan will become a part of the contract as an Attachment to Section J. Annual plans for future fiscal years shall be incorporated into the contract by a separate supplemental agreement contract modification.

The Offeror, in developing its proposed plan, shall establish specific goals for each small business category as follows:

- small businesses (includes small business, HUBZone small business, small disadvantaged, woman-owned small business; veteran-owned small business; and service disabled veteran-owned small business);
- service disabled veteran-owned small business;
- HUBZone small business;
- small disadvantaged business; and
- woman-owned small business.

The Offeror's plan shall address the eleven elements identified in FAR 52.219-9(d). The Offeror shall establish goals that afford small businesses with the maximum practicable opportunity to participate in contract performance consistent with efficient performance.

For information purposes, DOE has established the following Small Business Subcontracting Plan goals for FY13:

Small Business (SB)	50.2 percent
Small Disadvantaged Business (SDB)	5.0 percent
Women-Owned Small Business (WOSB)	5.0 percent
HUBZone Small Business	3.0 percent
Service-Disabled Veteran-Owned	3.0 percent

Each Offeror is strongly encouraged to consider this information in establishing goals under its proposed Small Business Subcontracting Plan. DEAR 970.1907-4 Subcontracting Plan Requirements is applicable to the performance of the contract. The Plan shall also contain the terms in DEAR 970.1907-4, including the annual negotiation of the goals when revised funding levels are determined

- (i) Offerors are cautioned that they must complete certain sections of the uniform contract since discussions are not anticipated.
- (j) Equal Opportunity Compliance. The Offeror shall provide all of the information required to perform a pre-award on-site equal opportunity compliance evaluation in accordance with FAR 52.222-24. This information shall include, but not be limited to, the company name, address, phone number and the point of contact for EEOC. This information shall be provided for the Offeror any and all performing entities. This information shall be provided for subcontracts of \$10M or more.
- (k) Offerors may not take any exceptions or deviations to the RFP. Any exceptions taken must contain sufficient Implication and justification to permit evaluation.

The benefit, if any, to the Government shall be explained for each exception/deviation taken. The Offeror's attention is directed to paragraph (c) in Section M-1 related to award without discussions and the taking of exceptions.

L.34 PROPOSAL PREPARATION INSTRUCTIONS – VOLUME II, TECHNICAL PROPOSAL

The Offeror shall provide the following information for the Technical portion of the proposal.

(a) Key Personnel and Organizational Structure

(1) Key Personnel Written Information:

Key Personnel: The proposed Key Personnel positions shall be the Project Manager, Operations Manager, Central Characterization Program (CCP) Manager, and Chief Financial Officer (CFO).

The Offeror shall describe proposed Key Personnel's demonstrated leadership; relevant experience and qualifications in performing work similar in size, scope, and complexity to the PWS; and qualifications (e.g. education, certifications, licenses) as presented in the resumes.

Resumes: The Offeror shall provide written resumes in the format shown in Attachment D in Section L for the proposed Key Personnel. The resumes shall describe demonstrated leadership, experience in performing work similar in size, scope, and complexity to the PWS, and qualification (e.g., education, licenses, certifications). Resumes shall describe how work experience relates to contract scope and the individual's capability to function effectively in the proposed position. Do not provide resumes of non-key personnel. Only one resume may be submitted per key person, and only one person may be proposed for each proposed Key Personnel position. Each resume shall not exceed 5 pages in length not including a letter of commitment as described below. Additional pages will not be evaluated. The proposed Key Personnel will be identified in Section H, "Key Personnel" of the contract.

References: The Offeror shall provide three references for each of the proposed Key Personnel. The DOE has no obligation to contact the references submitted; however, Offerors and Key Personnel are advised that DOE may contact references and previous employers to verify the accuracy of resume information. Information found to be inaccurate may result in a lower rating.

Letter of Commitment: The Offeror shall provide a signed Letter of Commitment in the format shown in Attachment E in Section L from each proposed key person. The Letter of Commitment must reflect the individual's unconditional agreement to accept the position for a minimum of two (2) years from the date contract performance begins if the Offeror is awarded the contract. Resumes with letters of commitment are to be submitted in Volume II. However, this information is excluded from the Volume II page limitations. Failure to submit resumes and Letters of Commitment in the format shown may result in a lower rating.

- (3) For proposal preparation purposes, a full time equivalent (FTE) is defined as 1,880 hours per year.
- (4) Provide the basis of estimate and supporting documentation used to determine the proposed key personnel direct labor costs.

(e) Transition Cost Proposal

For the contract's Transition Term (July 1, 2012 through September 30, 2012), the Offeror shall provide a transition cost estimate for proposed transition costs and Basis of Estimate thoroughly documenting the transition cost estimate to perform the phase-in transition activities. The Basis of Estimate shall include how the proposed costs by cost element were derived. Offers should be sufficiently detailed to demonstrate their reasonableness and realism. These costs are to be proposed by major cost element in the format provided in Section L, Attachment G, "Summary of Key Personnel and Transition Cost Worksheet." Each cost element identified in subparagraphs (1) through (3) below shall be supported by a separate detailed exhibit or schedule that includes the following cost information, as applicable. Fee should not be proposed and is not allowable for transition activities.

- (1) Labor: Identify proposed transition labor hours and unburdened labor rates by labor category and or/specific individual [including Key Personnel proposed under Section L-34, paragraph (a)]. Explain the basis for the Offeror's labor hour and labor rate estimates.
- (2) Indirect Costs: Identify any indirect expenses proposed to be allocated to the transition period. Indirect rate applications should be clearly identified showing allocation bases, rates, and results of the application. Identify if the proposed rates are Government approved rates and if so, provide evidence of the approval. If the rates are not Government approved rates, indicate how you have computed and applied the indirect costs, including cost breakdowns. Show trends and budgetary data to provide a basis for evaluating the reasonableness of proposed rates.

NOTE: Home Office costs incurred during the transition period are allowable subject to Corporate Policy and Procedures, and FAR 31. These costs shall be billed as direct costs. It is recognized that some transition-related costs may be incurred after the initial transition period. These costs are also subject to Corporate Policy and Procedures, and FAR 31.

It should be noted that Home Office costs after transition are unallowable unless in accordance with Corporate Policy and Procedures, FAR 31 and approved by the CO in accordance with DEAR, DOE Policy, and the H Clause entitled "Home Office Expenses." These costs shall be billed as direct costs. M&O contracts are not to be included in the CAS 403 Allocation of Home Office costs.

- (3) Non-Labor Costs:

mitigate such conflict. An Offeror with no OCI or OCI which can be appropriately avoided, mitigated, or neutralized, will be considered for award.

- (e) Federal Law prohibits the award of a contract under a national security program to a company owned by an entity controlled by a foreign government unless the Secretary of Energy grants a waiver. In making this determination, the Government will consider the Offeror's certification required by the Section K provision entitled "DEAR 952.204-73 FACILITY CLEARANCE (MAY 2002)" for the use of Certificate Pertaining to Foreign Interest", Standard Form 328.

M.2 OVERALL RELATIVE IMPORTANCE OF EVALUATION CRITERIA

The proposals will be adjectivally rated using information submitted by the Offerors on the four technical evaluation criteria below.

(a) Technical Evaluation Criteria

- (1) Key Personnel and Organizational Structure
- (2) Past Performance
- (3) Management Approach
- (4) Relevant Experience

Key Personnel and Organizational Structure and Past Performance are equal in importance, and when combined are significantly more important than the combined Management Approach and Relevant Experience. Management Approach and Relevant Experience criteria are equal in importance. Areas within an evaluation criterion are not sub-criteria and will not be individually rated but will be considered in the overall evaluation for that particular evaluation criterion.

(b) Price

In determining best value to the Government, the adjectival ratings for the technical evaluation criteria, when combined, will be considered significantly more important than price.

M.3 EVALUATION CRITERIA

Each Offeror's proposal will be evaluated against the following technical evaluation criteria.

The proposed fee, key personnel cost, and transition costs will not be individually rated or scored, but will be evaluated with respect to cost reasonableness, realism, and completeness.

(a) Key Personnel and Organizational Structure

Written Information:

DOE will evaluate the Key Personnel proposed by the Offeror for the successful accomplishment of the work to be performed under the contract. The proposed Key Personnel will be evaluated for demonstrated leadership; relevant experience and qualifications in performing work similar in size, scope, and complexity to the PWS; and qualifications (e.g. education, certifications, licenses) as presented in the resumes. Failure to submit resumes, with accurate information, and Letters of Commitment in the format shown may result in a lower rating.

Offerors and Key Personnel are advised that DOE may contact references and previous employers to verify the accuracy of resume information. Information found to be inaccurate may result in a lower rating.

Oral Presentation:

DOE will utilize individual key personnel interviews and a sample problem provided to the entire Key Personnel Team to evaluate the proposed Key Personnel on:

- Quality and effectiveness of the responses
- Understanding and performance in their respective positions and as members of the Offeror's management team
- Understanding of the management challenges posed by the operation of the WIPP and CCP
- Interaction and participation as an integrated management team

Organizational Structure:

DOE will evaluate the Offeror's rationale for the proposed organizational structure for its providing an effective and efficient structure for the successful accomplishment of the work to be performed under the contract. DOE will evaluate the: the organizational chart; rationale for organizational structure; roles and responsibilities and lines of authority; corporate officials and board of directors; teaming agreements; major subcontractors; features and benefits of the proposed organization; and organizational responsibilities. DOE will evaluate how the proposed organizational structure and approach attains the proper balance between achieving mission and operational effectiveness while promoting organizational efficiencies.

(b) Past Performance

The Offeror's and its teaming partners, as well as major subcontractors' past performance will be evaluated on the basis of information furnished by the references identified in Section L and any other available sources. The Government will evaluate the quality of performance relative to the scope, size, and complexity to the work

DOE will evaluate the Offeror's targets and approach to achieving the Small Disadvantaged Business (SDB) Participation Program Targets.

(d) Relevant Experience

DOE will evaluate the Offeror's relevant experience as follows (including each entity as defined in Section L.16):

Relevant Experience. DOE will evaluate each Offeror (including each entity as defined in Section L.16) for its relevant experience in performing work similar in size, scope and complexity to that described in the PWS. Size, scope and complexity are defined as follows: Size - dollar value and contract duration; scope - type of work; and complexity - performance challenges and risk. For each of the contracts, DOE will evaluate the relevant experience information on Relevant Experience and Past Performance Reference Information Form submitted by the Offeror.

DOE will also evaluate the relevant experience of each of the Offeror's proposed major subcontractors as defined in Section L.16(c) in performing work similar in size, scope, and complexity to the work that the proposed major subcontractors are proposed to perform under the Offeror's approach to the PWS.

If the Offeror is a newly formed entity, DOE will evaluate the experience of the individual entity or entities that comprise the newly formed entity. If the Offeror is a joint venture, LLC, or other similar entity, DOE will evaluate the experience of the entities comprised of joint venture, LLC, or other similar entity.

M.4 COST AND FEE EVALUATION

Cost proposals will be evaluated for cost reasonableness, realism, and completeness in accordance with FAR 15.404-1(d). The evaluation will include analysis of the Offeror's proposed fee, key personnel costs and transition activities costs to determine whether the proposed cost elements are realistic for the work to be performed, reflect a clear understanding of the requirements, and are consistent with the proposed key personnel costs and the methods of performance and materials described in the Offeror's approach to transition activities. The Government will determine the most probable cost for the Offeror's proposed key personnel costs and transition costs. The most probable cost will not be point scored or adjectively rated.

For purposes of determining the best value to the Government, the evaluated price is the most probable cost for proposed key personnel and transition activities plus the proposed total available award fee for the base and option periods. The evaluated price will be considered in accordance with M.5, Basis for Award.

An Offeror that proposes a fee amount that exceeds the maximum prescribed total available award fee of 8.0% may be considered unacceptable for award.

M.5 BASIS FOR AWARD

The Government anticipates the award of a single contract as a result of this solicitation to the responsible Offeror whose proposal is responsive to the solicitation and is

determined to be the best value and most advantageous to the Government. Selection of the best value is determined through the process of evaluating strengths and weaknesses of each Offeror's Technical Proposal in accordance with the evaluation criteria stated in Section M.

In determining the best value to the Government, the Technical Evaluation Criteria, combined, are significantly more important than evaluated price. Evaluated price is the Government-determined most probable cost for proposed key personnel and transition activities plus the proposed total available award fee for the base and option periods. The Government is more concerned with obtaining a superior technical proposal than making an award at the lowest evaluated price. Thus, the closer or more similar in merit that the Offerors' technical proposals are evaluated to be, the more likely the evaluated price may be the determining factor in selection for award. However, the Government will not make an award at a price premium it considers disproportionate to the benefits associated with the evaluated superiority of one technical proposal over another. Evaluated price will not be point scored. The Government will assess whether the strengths and weaknesses between or among competing technical proposals indicate superiority from the standpoint of what the difference might mean in terms of anticipated performance and what the evaluated price to the Government would be to take advantage of the difference.

M.6 FAR 52.217-5 EVALUATION OF OPTIONS (JUL 1990)

Except when it is determined in accordance with FAR 17.206(b) not to be in the Government's best interests, the Government will evaluate offers for award purposes by adding the total price for all options to the total price for the basic requirement. Evaluation of options will not obligate the Government to exercise the option(s).