This document consists of 3 pages
excluding this cover page.

MODIFICATION NO. M010
SUPPLEMENTAL AGREEMENT TO
CONTRACT NO. DE-AC02-98CH10886

MODIFICATION NO. M010

CONTRACTOR AND ADDRESS:	Brookhaven Science Associates, LLC Brookhaven National Laboratory Upton, NY 11973
MODIFICATION FOR:	Recognition of previous obligation increases, change of end date in Article 12, addition of senior executive compensation limit to Article 32, addition of Article 87 for occupational radiation exposure records, revision of Appendix B, Performance Criteria and Measures in Section III - Communications & Trust, replacement of Appendix H, Small Business, Small Disadvantaged Business, and Women Owned Small Business Subcontracting Plan, and replacement of Appendix I - DOE Directives.
PRIOR OBLIGATION:	$ -0-
INCREASE IN MODS. A001 THROUGH A009	$ 333,189,323.65
INCREASE IN THIS MODIFICATION	-0-
CURRENT TOTAL OBLIGATION:	$ 333,189,323.65

THIS MODIFICATION, effective the 27TH day of July 1998, by and between the UNITED STATES OF AMERICA (hereinafter referred to as the "Government"), as represented by the UNITED STATES DEPARTMENT OF ENERGY (hereinafter referred to as "DOE"), and BROOKHAVEN SCIENCE ASSOCIATES, LLC (hereinafter referred to as the "Contractor"),

WITNESSETH THAT:

WHEREAS, the Government and the Contractor entered into Contract No. DE-AC02-98CH10886) on the 5th day of January 1998, for the operation of the Brookhaven National Laboratory; and

WHEREAS, said contract has been modified previously, and the parties desire to modify said contract further, as hereinafter provided; and

WHEREAS, this modification is authorized by law, including 41 U.S.C. 252(c)(15), P.L. 95-91 and other applicable law;

NOW, THEREFORE, said contract, as modified previously, is hereby further modified as follows:

1. The first sentence of paragraph (a) of Article 31, OBLIGATION OF FUNDS, is revised to read as follows: "The amount presently obligated by the Government with respect to this contract is $333,189,323.65."
2. The first line of paragraph (a) of Article 12, TERMINATION, is revised to read as follows: "This contract shall be continued until January 4, 2003..."

3. Article 32 ALLOWABLE COSTS AND FIXED FEE is modified by adding the following to subparagraph (e) (4) (iii):

"For costs incurred after January 1, 1998, compensation of a senior executive in excess of $340,650 are unallowable. This amount, known as the "benchmark compensation amount" is subject to annual adjustments as established by the Administrator, Office of Federal Procurement Policy. Allowable costs of executive compensation shall be determined pursuant to Federal Acquisition Regulation 31.205-6(p)."

4. The following Article is added as Article 87:

"ARTICLE 87 - PRESERVATION OF INDIVIDUAL OCCUPATIONAL RADIATION EXPOSURE RECORDS (APR 1984)

Individual occupational radiation exposure records generated in the performance of the work under this contract shall be subject to inspection by DOE and shall be preserved by the contractor until disposal is authorized by DOE or at the option of the contractor delivered to DOE upon completion or termination of the contract. If the contractor exercises the foregoing option, title to such records shall vest in DOE upon delivery."

5. Attachment 1A to Appendix B, PERFORMANCE CRITERIA AND MEASURES pages 15 and 16 are replaced by the attached pages identified as Modification M010.

6. Appendix H, SMALL BUSINESS, SMALL DISADVANTAGED BUSINESS, AND WOMEN-OWNED SMALL BUSINESS SUBCONTRACTING PLAN attached hereto and incorporated in and made part of this contract, hereby supersedes the previous Appendix H. The

contractor agrees to comply in good faith with the FY 1998 Small and Small Disadvantaged Business Subcontracting Plan embodied in the said attachment Appendix H.

7. Appendix I - DOE DIRECTIVES, is deleted in its entirety and the attached Appendix I - DOE DIRECTIVES identified as Modification 010 is substituted.

IN WITNESS WHEREOF, the parties have executed this document.

UNITED STATES OF AMERICA
DEPARTMENT OF ENERGY

BY: _____

Contracting Officer

DATE: 7-27-98

BROOKHAVEN SCIENCE ASSOCIATES, LLC

BY: _____

Henry C. Grahn
Chief Financial Officer
(Title)

DATE: 7/24/98

III. Communications and Trust

The metrics for the Communications and Trust performance measures are set forth below. Performance goals will be revised to reflect DOE-wide and BNL-specific community involvement benchmarking and baselining initiatives, and Contractor performance.

GOAL 1, Indicator 1, Achievement of significant goals and/or milestones as identified in the DOE-approved communications and community involvement plan for the performance period.

Approach:

The number of missed or late FY milestones will be subtracted from the total number of FY planned milestones. The difference will be divided by the total number of FY milestones and multiplied by 100 to determined the percentage of milestones achieved.

Assumptions:

1. DOE will approve the communications and community involvement plans developed. DOE approval of the plan will include a list of significant milestones.
2. DOE-directed work scope and/or schedule changes will require a reevaluation of milestones.
3. Plans will be written or revised annually to reflect changing priorities and initiatives and prior year performance.
4. Communication and community involvement plans shall be developed to document goals, strategies, and act that will be undertaken each year.

FY 98 Performance Rating Levels:

Rating Levels	Performance - % Milestones Achieved
Outstanding	95 to 100%
Excellent	90 to 95%
Good	80 to 90%
Marginal	70 to 80%
Unsatisfactory	less than 70%

Modification M010

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Part I

CRD=Contract Requirements Document

DIRECTIVES LIST		
DATE	DOE DIRECTIVE NUMBER	SUBJECT TITLE
7/15/97	N 440.1	CRD - INTERIM CHRONIC BERYLLIUM DISEASE PREVENTION PROGRAM
9/30/95	N 441.1	RADIOLOGICAL PROTECTION FOR DOE ACTIVITIES (using ORNL/TM-11497 in lieu of Attachment 1)
9/19/96	N 441.2	EXTENSION OF DOE N 441.1, RADIOLOGICAL PROTECTION FOR DOE ACTIVITIES
9/17/97	N 441.3	EXTENSION OF DOE N 441.1, RADIOLOGICAL PROTECTION FOR DOE ACTIVITIES
9/29/95	O 130.1	CRD - BUDGET FORMULATION PROCESS
9/25/95 10/26/95 8/21/96	O 151.1 Change 1 Change 2	CRD - COMPREHENSIVE EMERGENCY MANAGEMENT SYSTEM
9/30/96	O 200.1	CRD - INFORMATION MANAGEMENT SYSTEM
9/27/95 10/26/95 5/1/95	O 210.1 Change 1 Change 2	CRD - PERFORMANCE INDICATORS AND ANALYSIS OF OPERATIONS INFORMATION
11/26/97	O 225.1A	CRD - TYPE A AND B ACCIDENT INVESTIGATIONS
9/30/95 10/26/95 11/7/96	O 231.1 Change 1 Change 2	CRD - ENVIRONMENT, SAFETY & HEALTH REPORTING
8/1/97	O 232.1A	CRD - OCCURRENCE REPORTING AND PROCESSING OF OPERATIONS INFORMATION (As modified by letter Grahn/Gordon, dated 4/10/98, effective 5/5/98)
7/21/97	M 232.1-1A	CRD - OCCURRENCE REPORTING AND PROCESSING OF OPERATIONS INFORMATION (As modified by letter Grahn/Gordon, dated 4/10/98, effective 5/5/98)
1/30/98	O 251.1A	CRD - DIRECTIVES SYSTEM
12/30/96	O 311.1A	CRD - EQUAL OPPORTUNITY AND DIVERSITY PROGRAM
9/30/96	O 350.1	CRD - CONTRACTOR HUMAN RESOURCE MANAGEMENT PROGRAMS
12/6/95	O 413.1	CRD - MANAGEMENT CONTROL PROGRAM
3/5/97	O 413.2	CRD - LABORATORY DIRECTED RESEARCH AND DEVELOPMENT

DIRECTIVES LIST		
DATE	DOE DIRECTIVE NUMBER	SUBJECT TITLE
10/13/95 11/16/95 10/24/96	O 420.1 Change 1 Change 2	CRD - FACILITY SAFETY
9/29/95 10/26/95	O 425.1 Change 1	CRD - STARTUP AND RESTART OF NUCLEAR FACILITIES
8/24/95 10/26/95	O 430.1 Change 1	LIFE CYCLE ASSET MANAGEMENT
3/27/98	O 440.1A	CRD - WORKER PROTECTION MANAGEMENT FOR DOE CONTRACTOR EMPLOYEES
9/25/95 10/13/95 10/26/95	O 440.2 Change 1 Change 2	CRD - AVIATION
10/2/96	O 460.1A	CRD - PACKAGING AND TRANSPORTATION SAFETY
9/27/95 10/26/95	O 460.2 Change 1	CRD - DEPARTMENTAL MATERIALS TRANSPORTATION AND PACKAGING MANAGEMENT
9/28/95 6/21/95	O 470.1 Change 1	CRD - CONTRACTOR SAFEGUARDS AND SECURITY PROGRAM REQUIREMENTS
9/25/95	O 471.1	CRD - IDENTIFICATION AND PROTECTION OF UNCLASSIFIED CONTROLLED NUCLEAR INFORMATION
3/27/97	O 471.2A	CRD - INFORMATION SECURITY PROGRAM
1/9/98	M 471.2-1A	CRD - PROTECTION AND CONTROL OF CLASSIFIED MATTER
3/24/97	O 472.1B	CRD - PERSONNEL SECURITY ACTIVITIES
9/30/96	O 481.1	CRD - WORK FOR OTHERS (NON DOE FUNDED WORK)
9/29/95	O 534.1	CRD - ACCOUNTING
8/21/92 9/3/92	1240.2B Change 1	UNCLASSIFIED VISITS AND ASSIGNMENTS BY FOREIGN NATIONALS
6/23/92	1270.2B	SAFEGUARDS AGREEMENT WITH THE INTERNATIONAL ATOMIC ENERGY AGENCY
5/19/92	1300.2A	DEPARTMENT OF ENERGY TECHNICAL STANDARDS PROGRAM
8/23/90	1300.3	POLICY ON THE PROTECTION OF HUMAN SUBJECTS
6/30/94	1430.1D	SCIENTIFIC AND TECHNICAL INFORMATION MANAGEMENT

*See Part II, Partial Deletions

DIRECTIVES LIST		
DATE	DOE DIRECTIVE NUMBER	SUBJECT TITLE
11/10/86 2/5/87 6/17/87 12/22/87 3/30/89 5/18/90 2/28/92 7/6/94	1500.3 Change 1 Change 2 Change 3 Change 4 Change 5 Change 6 Change 7	FOREIGN TRAVEL AUTHORIZATION
5/18/92	2030.4B	REPORTING FRAUD, WASTE, AND ABUSE TO THE OFFICE OF INSPECTOR GENERAL
1/27/93	2100.8A	COST ACCOUNTING, COST RECOVERY, & INTERAGENCY SHARING OF INFORMATION TECHNOLOGY FACILITIES
7/14/88 10/5/88 5/18/92	2110.1A Change 1 Change 2	PRICING OF DEPARTMENTAL MATERIALS AND SERVICES
6/8/92	2300.1B	AUDIT RESOLUTION AND FOLLOWUP
5/18/92	2320.1C	COOPERATION WITH THE OFFICE OF INSPECTOR GENERAL
5/14/92	3220.1A	MANAGEMENT OF CONTRACTOR PERSONNEL POLICIES AND PROGRAMS
1/7/93	3220.4A	CONTRACTOR PERSONNEL AND INDUSTRIAL RELATIONS REPORTS
5/14/92	3220.6A	FEDERAL LABOR STANDARDS
8/23/82	3830.1	POLICIES AND PROCEDURES FOR PENSION PROGRAM UNDER OPERATING AND ONSITE SERVICE CONTRACTS
6/12/92	3890.1A	CONTRACTOR INSURANCE AND OTHER HEALTH BENEFIT PROGRAMS
5/18/92	4330.2D	IN-HOUSE ENERGY MANAGEMENT
2/10/94	4330.4B	MAINTENANCE MANAGEMENT PROGRAM (Nuclear Facilities Portion Only)
11/9/88 6/29/90	5400.1* Change 1	GENERAL ENVIRONMENTAL PROTECTION PROGRAM
2/8/90 6/5/90 1/7/93	5400.5* Change 1 Change 2	RADIATION PROTECTION OF THE PUBLIC AND THE ENVIRONMENT

*See Part II, Partial Deletions

DIRECTIVES LIST		
DATE	DOE DIRECTIVE NUMBER	SUBJECT TITLE
5/15/84 5/16/88 5/16/89 9/20/91	5480.4* Change 1 Change 2 Change 3	ENVIRONMENTAL PROTECTION, SAFETY, AND HEALTH PROTECTION STANDARDS
7/9/90 5/18/92	5480.19 Change 1	CONDUCT OF OPERATIONS REQUIREMENTS FOR DOE FACILITIES
11/15/94	5480.20A	PERSONNEL SELECTION, QUALIFICATION AND TRAINING REQUIREMENTS FOR DOE NUCLEAR FACILITIES
12/24/91	5480.21	UNREVIEWED SAFETY QUESTIONS
2/25/92 9/15/92 1/23/96	5480.22 Change 1 Change 2	TECHNICAL SAFETY REQUIREMENTS
4/10/92 3/10/94	5480.23 Change 1	NUCLEAR SAFETY ANALYSIS REPORTS
11/3/92	5480.25	SAFETY OF ACCELERATOR FACILITIES
1/15/93	5480.29	EMPLOYEE CONCERNS MANAGEMENT SYSTEM
1/19/93	5480.30	NUCLEAR REACTOR SAFETY DESIGN CRITERIA
9/23/86 11/18/91	5482.1B Change 1	ENVIRONMENT, SAFETY, AND HEALTH APPRAISAL PROGRAM
9/20/91	5530.1A	ACCIDENT RESPONSE GROUP
1/14/92 4/10/92	5530.3 Change 1	RADIOLOGICAL ASSISTANCE PROGRAM
5/8/85	5560.1A	PRIORITIES AND ALLOCATIONS PROGRAM
8/1/80	5610.2	CONTROL OF WEAPON DATA
6/23/92	5630.12A*	SAFEGUARDS AND SECURITY INSPECTION AND ASSESSMENT PROGRAM
9/15/92 6/7/93 2/17/94	5631.2C* Change 1 Change 2	PERSONNEL SECURITY PROGRAM
7/15/94	5632.1C*	PROTECTION AND CONTROL OF SAFEGUARDS AND SECURITY INTERESTS
4/13/94	5632.7A	PROTECTIVE FORCE PROGRAM
9/7/94	5633.3B	CONTROL AND ACCOUNTABILITY OF NUCLEAR MATERIALS
5/26/94	5660.1B	MANAGEMENT OF NUCLEAR MATERIALS
9/4/92	5670.3	COUNTERINTELLIGENCE PROGRAM

***See Part II, Partial Deletions**

DIRECTIVES LIST		
DATE	DOE DIRECTIVE NUMBER	SUBJECT TITLE
8/21/91 5/10/96	5700.6C Change 1	QUALITY ASSURANCE
5/18/92	5700.7C	WORK AUTHORIZATION SYSTEM
9/26/88	5820.2A	RADIOACTIVE WASTE MANAGEMENT
ACCOUNTING PRACTICES AND PROCEDURES HANDBOOK		
5/2/83	Chapter V	INVENTORIES
6/30/80	Chapter X	PRODUCT COST ACCOUNTING

*See Part II, Partial Deletions

Part II

PARTIAL DELETIONS OF DIRECTIVES				
DATE	DOE DIRECTIVE NUMBER	SUBJECT TITLE	DELETION DIRECTIVE DATE	SECTIONS DELETED
11/9/88 6/29/90	5400.1 Change 1	GENERAL ENVIRONMENTAL PROTECTION PROGRAM	O 231.1 9/30/95 Change 1 10/26/95 Change 2 11/7/96	Paras. 2d, 2b, 4b & 4c of Chap II; Paras 2d & 3b of Chap III; Para 10(c) of Chap IV
2/8/90 6/5/90 1/7/93	5400.5 Change 1 Change 2	RADIATION PROTECTION OF THE PUBLIC AND THE ENVIRONMENT	O 231.1 9/30/95 Change 1 10/26/95	Chapter II: Para 1a(3) (a)
5/15/84 5/16/88 5/16/89 9/20/91	5480.4 Change 1 Change 2 Change 3	ENVIRONMENTAL PROTECTION, SAFETY, AND HEALTH PROTECTION STANDARDS	O 440.1 9/30/95 Change 1 10/26/95	Attachment 2: Paras 2c, 2d(2) - (3), 2e(1) - (8); and Attachment 3: Paras 2c, 2d(2) - (3), 2e(1) - (7)
6/23/92	5630.12A	SAFEGUARDS AND SECURITY INSPECTION AND ASSESSMENT PROGRAM	O 231.1 9/30/95 Change 1 10/26/95	Paras 7c(6), 7c(7) (a), 7c(8) (a), 7g(8) (f)
9/15/92 6/7/93 2/17/94	5631.2C Change 1 Change 2	PERSONNEL SECURITY PROGRAM	O 472.1 9/25/95	Entire Order EXCEPT Chapters I-IX
7/15/94	M5632.1C-1	MANUAL FOR PROTECTION AND CONTROL OF SAFEGUARDS AND SECURITY INTERESTS	O 470.1 9/28/95 O 471.2A 3/27/97	Chapter XI Chapter III, Paras 1, 2, 4-9

*See Part II, Partial Deletions

CONTRACT MODIFICATION M010
BROOKHAVEN SCIENCE ASSOCIATES, LLC
CONTRACT NO. DE-AC02-98CH10886

MOD NO.	INCREASED AMOUNT	REMARKS
A00	$0.00	Initial
A001	$3,763,000.00	
A002	$162,877,637.16	
M003	$0.00	Language
A004	$14,660,021.62	
A005	$113,389,872.12	
A006	$6,588,463.11	
A007	$4,678,202.42	
A008	$18,237,601.07	
A009	$8,994,526.15	
TOTAL	**$333,189,323.65**	

CONTRACT MODIFICATION M010
BROOKHAVEN SCIENCE ASSOCIATES, LLC
CONTRACT NO. DE-AC02-98CH10886

Initial BSA Contract Amount	**$0.00**
Increased amount (Modification A001 thru A009)	**$333,189,323.65**
New Contract Total	**$333,189,323.65**