

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 6
2. AMENDMENT/MODIFICATION NO. M0001	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. See Schedule	5. PROJECT NO. (If applicable)
6. ISSUED BY US NRC - HQ ACQUISITION MANAGEMENT DIVISION MAIL STOP TWFN-5E03 WASHINGTON DC 20555-0001	CODE NRCHQ	7. ADMINISTERED BY (If other than Item 6)	CODE
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) PROVEN MANAGEMENT LLC 6404 IVY LANE STE 807 GREENBELT MD 20770-1408		(x) 9A. AMENDMENT OF SOLICITATION NO.	9B. DATED (SEE ITEM 11)
CODE 827429635	FACILITY CODE	x 10A. MODIFICATION OF CONTRACT/ORDER NO. NRC-HQ-40-16-C-0006	10B. DATED (SEE ITEM 13) 04/06/2016

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) Net Increase: \$151,420.04
See Schedule

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) FAR 43.102 (a) Bilateral Contract Modification

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 headings, including solicitation/contract subject matter where feasible.)
The purpose of this modification is to incorporate several changes into the contract. A detailed listing of all the changes can be found on the following pages. This cover page will summarize the change in the funding amount and the ceiling amount.

Total Obligated Amount: \$ 625,520.43
Base and Exercised Option: \$ 639,346.85
Base and All Options: \$3,232,587.46

NEW ACCOUNTING CODE ADDED:
Account code:
2016-X0200-FEEBASED-40-40D001-51-F-127-1110-252A
Continued ...

Except as provided herein, all terms and conditions of the document referenced in Item 9 A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) <i>Denita R. Conway</i>	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) MATTHEW BUCHER
15B. CONTRACTOR/OFFEROR denit a r conway president and ceo <small>(Signature of person authorized to sign)</small>	15C. DATE SIGNED 09-01-16
16B. UNITED STATES OF AMERICA <i>[Signature]</i> <small>(Signature of Contracting Officer)</small>	16C. DATE SIGNED 9-6-2016

NSN 7540-01-152-8070
Previous edition unusable

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
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NAME OF OFFEROR OR CONTRACTOR
PROVEN MANAGEMENT LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	BBFY 2016 EBFY Fund X0200 Funds Source FEEBASED YBA Office 40 Division 40D001 Branch 40B102 Cost Ctr (Job Code) 1110 Major prog/business 51 Product Line F Product 127 BOC 252A REIM Agreement Num REIM Agmt Line Num FAIMIS Template Name 51-F-127-1110 Quantity: 0 Amount: \$26,400.00 Percent: 5.27472 Subject To Funding: N Payment Address: NEW ACCOUNTING CODE ADDED: Account code: 2016-X0200-FEEBASED-40-40D001-51-F-127-1110-252A BBFY 2016 EBFY Fund X0200 Funds Source FEEBASED YBA Office 40 Division 40D001 Branch 40B102 Cost Ctr (Job Code) 1110 Major prog/business 51 Product Line F Product 127 BOC 252A REIM Agreement Num REIM Agmt Line Num FAIMIS Template Name 51-F-127-1110 Quantity: 0 Amount: \$26,400.00 Percent: 5.61224 Subject To Funding: N Payment Address: NEW ACCOUNTING CODE ADDED: Account code: Continued ...				

CONTINUATION SHEET

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NAME OF OFFEROR OR CONTRACTOR
 PROVEN MANAGEMENT LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	2016-X0200-FEEBASED-40-40D001-51-F-127-L0149-252A BBFY 2016 EBFY Fund X0200 Funds Source FEEBASED YBA Office 40 Division 40D001 Branch Cost Ctr (Job Code) L0149 Major prog/business 51 Product Line F Product 127 BOC 252A REIM Agreement Num REIM Agmt Line Num FAIMIS Template Name 40-L0149 Quantity: 0 Amount: \$80,000.00 Percent: 58.63108 Subject To Funding: N Payment Address: NEW ACCOUNTING CODE ADDED: Account code: 2016-X0200-FEEBASED-40-40D001-51-F-127-L0149-252A BBFY 2016 EBFY Fund X0200 Funds Source FEEBASED YBA Office 40 Division 40D001 Branch Cost Ctr (Job Code) L0149 Major prog/business 51 Product Line F Product 127 BOC 252A REIM Agreement Num REIM Agmt Line Num FAIMIS Template Name 40-L0149 Quantity: 0 Amount: \$45,000.00 Percent: 32.97998 Subject To Funding: N Payment Address: Continued ...				

CONTINUATION SHEET

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NAME OF OFFEROR OR CONTRACTOR
PROVEN MANAGEMENT LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	<p>NEW ACCOUNTING CODE ADDED: Account code: 2016-X0200-FEEBASED-40-40D001-51-F-127-1110-252A BBFY 2016 EBFY Fund X0200 Funds Source FEEBASED YBA Office 40 Division 40D001 Branch 40B102 Cost Ctr (Job Code) 1110 Major prog/business 51 Product Line F Product 127 BOC 252A REIM Agreement Num REIM Agmt Line Num FAIMIS Template Name 51-F-127-1110 Quantity: 0 Amount: \$26,400.00 Percent: 19.34826 Subject To Funding: N Payment Address:</p> <p>Except as specified herein, all other terms, conditions and pricing remain unchanged and in full force and effect. Delivery Location Code: NRCWH US NUCLEAR REGULATORY COMMISSION- WAREHOUSE 4934 BOILING BROOK PARKWAY ROCKVILLE MD 20852 USA</p>				

The purpose of this contract modification is to:

- 1) Revise section C Description/Specifications Statement of Work to change the requisites for the Truck Driver thereby changing the required labor category from Truck Driver to Truck Driver Heavy. Consequently, increasing the labor hour rate associated from \$36.61/hour to \$40.03/hour;
- 2) revise section B.4 PRICE/COST SCHEDULE the price schedule to:
 - a. eliminate labor category entitled Truck Driver and its corresponding rates;
 - b. incorporate labor category Truck Driver Heavy and its corresponding rates;
 - c. revise the labor hour rate for the Project Manager labor category from \$44.90 to \$54.68.
- 3) increase the estimated ceiling of the contract by \$140,624.77 from \$3,091,962.69 to \$3,232,587.46 as a result of the changes explained in item 1 and 2 above;
- 4) obligate funds in the amount of \$151,400, thereby increasing the total obligated amount from \$474,100.39 to \$625,500.39; and
- 5) revise section D.15 2052.215-70 KEY PERSONNEL to incorporate the names of the designated key personnel.

Accordingly the following changes are hereby made:

- 1) Section C Description/Specifications Statement of Work is deleted in its entirety and substituted with the revised Section C Description/Specifications Statement of Work included as Attachment 1 to this modification.
- 2) Section **B.2 NRCB080 CONSIDERATION AND OBLIGATION-FIRM-FIXED-PRICE** is deleted in its entirety and replaced with the following:

“The total amount of the Firm-Fixed-Price portion of this contract is **\$500,480.35**. The amount presently obligated with respect to the firm-fixed price portion is \$500,480.35 The amount presently obligated is expected to cover performance through February 29, 2017. This is an incrementally funded line and FAR 52.222-22 Limitation of Funds apply.”

- 3) Section **B.3 NRCB060 CONSIDERATION AND OBLIGATION-DELIVERY ORDERS**, paragraphs (a) and (c) are deleted in its entirety and replaced with the following:

“(a) The total amount estimated for the time and materials portion of this contract (ceiling) for the products/services ordered, delivered, and accepted under this contract is **\$138,865.70**.

(c) The amount presently obligated with respect to this contract for the time and material line items is \$125,020.04 The obligated amount shall, at no time, exceed the ceiling as specified in paragraph (a) above. When and if the amount(s) paid and payable to the Contractor hereunder shall equal the obligated amount, the Contractor shall not be obligated to continue performance of the work unless and until the Contracting Officer shall increase the amount obligated with respect to this order, in accordance with FAR Part 43 - Contract Modifications. Any work undertaken by the Contractor in

excess of the obligated amount specified above is done so at the Contractor's sole risk and may not be reimbursed by the Government.

- 4) Section D.15 2052.215-70 KEY PERSONNEL, paragraph (a) is deleted in its entirety and replaced with the following:

(a) The following individuals are considered to be essential to the successful performance of the work hereunder:

Name	Title
Derrick Coleman	Project Manager
Marcus Vines	Working Foreman
Dale Gladhill	Truck Driver
Gregory Olden	Warehouse Specialist
Donnell Williams	Warehouse Specialist
Geeta Byron	Administrative Support Assistance

*The contractor agrees that personnel may not be removed from the contract work or replaced without compliance with paragraphs (b) and (c) of this section.

All other terms and conditions under this order remain unchanged.

Base Period (13 months)					
FIXED PRICE CONTRACT LINE ITEMS (CLINs)					
CLIN	DESCRIPTION	QUANTITY	UNIT	RATE	TOTAL
0001a	Phase In/Phase Out Services – April 1-30, 2016 (Refer to C.14)		Month	\$	\$
0001b	Warehouse Services - May 1, 2016, April 30, 2017 (Refer to C.5.1)		Month	\$	\$
CLIN 0001 Total Price					\$ 500,480.35
TIME AND MATERIAL CONTRACT LINE ITEMS (AS NEEDED BASIS)					
CLIN	DESCRIPTION	EST. QUANTITY	UNIT	UNIT RATE	TOTAL
0002a	Material Handler Laborer- Regular Time		Hour	\$	
0002b	Truck Driver (Heavy) - Regular Time		Hour	\$	
0002c	Tractor Trailer Driver/ Truck driver Heavy – Regular Time		Hour	\$	
0002d	Library File Packer – Regular Time		Hour	\$	
0002e	Administrative Support Assistant – Regular Time		Hour	\$	
CLIN 0002 Total Estimated Price					\$ 81,165.20
0003a	Project Manager – Overtime		Hour	\$	
0003b	Working Foreman – Overtime		Hour	\$	
0003c	Warehouse Specialist - Overtime		Hour	\$	
0003d	Truck Driver (Heavy) - Overtime		Hour	\$	
0003e	Material Handler Laborer - Overtime		Hour	\$	
0003f	Library File Packer - Overtime		Hour	\$	
0003g	Administrative Support Assistant – Overtime		Hour	\$	
CLIN 0003 Total Estimated Price					\$ 40,560.50
0004a	Box Truck w/ Lift Gate - Hourly Rental		Hour	\$	
0004b	Tractor Trailer Truck – Hourly Rental		Hour	\$	
0004c	Trailer (Empty) – Daily Rental		Day	\$	
0004d	Trailer (Empty) – Monthly Rental		Month	\$	
0004e	Box Truck w/ Lift Gate - Daily Rental	0	Day	\$	
0004f	Box Truck w/ Lift Gate - Weekly Rental	0	Week	\$	
CLIN 0004 Total Estimated Price					\$
TOTAL BASE YEAR CEILING					\$639,346.85

M0001

OPTION PERIOD ONE (12 months)					
FIXED PRICE CONTRACT LINE ITEMS (CLINs)					
CLIN	DESCRIPTION	QUANTITY	UNIT	RATE	TOTAL
1001	Warehouse Services (Refer to C.5.1)		Month	\$	\$ 496,779.96
CLIN 1001 Total Price					\$ 496,779.96
TIME AND MATERIAL CONTRACT LINE ITEMS (AS NEEDED BASIS)					
CLIN	DESCRIPTION	EST. QUANTITY	UNIT	UNIT RATE	TOTAL
1002a	Material Handler Laborer- Regular Time		Hour	\$	
1002b	Truck Driver (Heavy) - Regular Time		Hour	\$	
1002c	Tractor Trailer Driver/Truck Driver Heavy - Regular Time		Hour	\$	
1002d	Library File Packer - Regular Time		Hour	\$	
1002e	Administrative Support Assistant - Regular Time		Hour	\$	
CLIN 1002 Total Estimated Price					\$ 112,065.20
1003a	Project Manager - Overtime		Hour	\$	
1003b	Working Foreman - Overtime		Hour	\$	
1003c	Warehouse Specialist - Overtime		Hour	\$	
1003d	Truck Driver (Heavy) - Overtime		Hour	\$	
1003e	Material Handler Laborer - Overtime		Hour	\$	
1003f	Library File Packer - Overtime		Hour	\$	
1003g	Administrative Support Assistant - Overtime		Hour	\$	
CLIN 1003 Total Estimated Price					\$ 40,560.50
1004a	Box Truck w/ Lift Gate - Hourly Rental		Hour	\$	
1004b	Tractor Trailer Truck - Hourly Rental		Hour	\$	
1004c	Trailer (Empty) - Daily Rental		Day	\$	
1004d	Trailer (Empty) - Monthly Rental		Month	\$	
1004e	Box Truck w/ Lift Gate - Daily Rental	0	Day	\$	
1004f	Box Truck w/ Lift Gate - Weekly Rental	0	Weekly	\$	
CLIN 1004 Total Estimated Price					\$
TOTAL OPTION YEAR ONE CEILING					\$ 666,546.46

OPTION PERIOD TWO (12 months)					
FIXED PRICE CONTRACT LINE ITEMS (CLINs)					
CLIN	DESCRIPTION	QUANTITY	UNIT	RATE	TOTAL
2001	Warehouse Services (Refer to C.5.1)		Month	\$	
CLIN 2001 Total Price					\$ 496,779.96
TIME AND MATERIAL CONTRACT LINE ITEMS (AS NEEDED BASIS)					
CLIN	DESCRIPTION	EST. QUANTITY	UNIT	UNIT RATE	TOTAL
2002a	Material Handler Laborer - Regular Time		Hour	\$	
2002b	Truck Driver (Heavy) - Regular Time		Hour	\$	
2002c	Tractor Trailer Driver/Truck Driver Heavy - Regular Time		Hour	\$	
2002d	Library File Packer - Regular Time		Hour	\$	
2002e	Administrative Support Assistant - Regular Time		Hour	\$	
CLIN 2002 Total Estimated Price					\$ 106,783.50
2003a	Project Manager - Overtime		Hour	\$	
2003b	Working Foreman - Overtime		Hour	\$	
2003c	Warehouse Specialist - Overtime		Hour	\$	
2003d	Truck Driver (Heavy) - Overtime		Hour	\$	
2003e	Material Handler Laborer - Overtime		Hour	\$	
2003f	Library File Packer - Overtime		Hour	\$	
2003g	Administrative Support Assistant - Overtime		Hour	\$	
CLIN 2003 Total Estimated Price					\$ 35,736.00
2004a	Box Truck w/ Lift Gate - Hourly Rental		Hour	\$	
2004b	Tractor Trailer Truck - Hourly Rental		Hour	\$	
2004c	Trailer (Empty) - Daily Rental		Day	\$	
2004d	Trailer (Empty) - Monthly Rental		Month	\$	
2004e	Box Truck w/ Lift Gate - Daily Rental	0	Day	\$	
2004f	Box Truck w/ Lift Gate - Weekly Rental	0	Week	\$	
CLIN 2004 Total Estimated Price					\$
TOTAL OPTION YEAR TWO CEILING					\$ 654,270.26

OPTION PERIOD THREE (12 months)					
FIXED PRICE CONTRACT LINE ITEMS (CLINs)					
CLIN	DESCRIPTION	QUANTITY	UNIT	RATE	TOTAL
3001	Warehouse Services (Refer to C.5.1)		Month	\$	\$
CLIN 3001 Total Price					\$ 496,779.96
TIME AND MATERIAL CONTRACT LINE ITEMS (AS NEEDED BASIS)					
CLIN	DESCRIPTION	EST. QUANTITY	UNIT	UNIT RATE	TOTAL
3002a	Material Handler Laborer- Regular Time		Hour	\$	
3002b	Truck Driver (Heavy) - Regular Time		Hour	\$	
3002c	Tractor Trailer Driver/Truck Driver Heavy - Regular Time		Hour	\$	
3002d	Library File Packer - Regular Time		Hour	\$	
3002e	Administrative Support Assistant - Regular Time		Hour	\$	
CLIN 3002 Total Estimated Price					\$ 106,783.50
3003a	Project Manager - Overtime		Hour	\$	
3003b	Working Foreman - Overtime		Hour	\$	
3003c	Warehouse Specialist - Overtime		Hour	\$	
3003d	Truck Driver (Heavy) - Overtime		Hour	\$	
3003e	Material Handler Laborer - Overtime		Hour	\$	
3003f	Library File Packer - Overtime		Hour	\$	
3003g	Administrative Support Assistant - Overtime		Hour	\$	
CLIN 3003 Total Estimated Price					\$ 35,736.00
3004a	Box Truck w/ Lift Gate - Hourly Rental		Hour	\$	
3004b	Tractor Trailer Truck - Hourly Rental		Hour	\$	
3004c	Trailer (Empty) - Daily Rental		Day	\$	
3004d	Trailer (Empty) - Monthly Rental		Month	\$	
3004e	Box Truck w/ Lift Gate - Daily Rental	0	Day	\$	
3004f	Box Truck w/ Lift Gate - Week Rental	0	Week	\$	
CLIN 3004 Total Estimated Price					\$
TOTAL OPTION YEAR THREE CEILING					\$ 654,270.26

OPTION PERIOD FOUR (11 months)					
FIXED PRICE CONTRACT LINE ITEMS (CLINs)					
CLIN	DESCRIPTION	QUANTITY	UNIT	RATE	TOTAL
4001	Warehouse Services (Refer to C.5.1)	[REDACTED]	Month	\$ [REDACTED]	\$ 455,381.63
CLIN 4001 Total Price					\$ 455,381.63
TIME AND MATERIAL CONTRACT LINE ITEMS (AS NEEDED BASIS)					
CLIN	DESCRIPTION	EST. QUANTITY	UNIT	UNIT RATE	TOTAL
4002a	Material Handler Laborer- Regular Time	[REDACTED]	Hour	\$ [REDACTED]	
4002b	Truck Driver (Heavy) - Regular Time	[REDACTED]	Hour	\$ [REDACTED]	
4002c	Tractor Trailer Driver/Truck Driver Heavy - Regular Time	[REDACTED]	Hour	\$ [REDACTED]	
4002d	Library File Packer - Regular Time	[REDACTED]	Hour	\$ [REDACTED]	
4002e	Administrative Support Assistant - Regular Time	[REDACTED]	Hour	\$ [REDACTED]	
CLIN 4002 Total Estimated Price					\$ 112,065.20
4003a	Project Manager - Overtime	[REDACTED]	Hour	\$ [REDACTED]	
4003b	Working Foreman - Overtime	[REDACTED]	Hour	\$ [REDACTED]	
4003c	Warehouse Specialist - Overtime	[REDACTED]	Hour	\$ [REDACTED]	
4003d	Truck Driver (Heavy) - Overtime	[REDACTED]	Hour	\$ [REDACTED]	
4003e	Material Handler Laborer - Overtime	[REDACTED]	Hour	\$ [REDACTED]	
4003f	Library File Packer - Overtime	[REDACTED]	Hour	\$ [REDACTED]	
4003g	Administrative Support Assistant - Overtime	[REDACTED]	Hour	\$ [REDACTED]	
CLIN 4003 Total Estimated Price					\$ 35,736.00
4004a	Box Truck w/ Lift Gate - Hourly Rental	[REDACTED]	Hour	\$ [REDACTED]	
4004b	Tractor Trailer Truck - Hourly Rental	[REDACTED]	Hour	\$ [REDACTED]	
4004c	Trailer (Empty) - Daily Rental	[REDACTED]	Day	\$ [REDACTED]	
4004d	Trailer (Empty) - Monthly Rental	[REDACTED]	Month	\$ [REDACTED]	
4004e	Box Truck w/ Lift Gate - Daily Rental	0	Day	\$ [REDACTED]	
4004f	Box Truck w/ Lift Gate - Weekly Rental	0	Week	\$ [REDACTED]	
CLIN 4004 Total Estimated Price					\$ [REDACTED]
TOTAL OPTION YEAR FOUR CEILING					\$ 618,153.63

TOTAL CONTRACT CEILING \$3,232,587.46