

EXCEPTION TO SF 30, APPROVED BY NARS 5/79			
AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE
2. AMENDMENT/MODIFICATION NO. 164		3. EFFECTIVE DATE July 15, 2010	4. REQUISITION/PURCHASE REQ. NO. NA27344
5. PROJECT NO. (If applicable)		6. ISSUED BY CODE	
U.S. Department of Energy/NNSA SC M&O Contract Support Division P.O. Box 5400 Albuquerque, NM 87185-5400		7. ADMINISTERED BY (If other than Item 6) U.S. Department of Energy/NNSA Livermore Site Office M/S L-293 7000 East Avenue Livermore, CA 94550	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, country, State, and ZIP Code)			9A. AMENDMENT OF SOLICITATION NO.
Lawrence Livermore National Security, LLC Lawrence Livermore National Laboratory M/S L-294 7000 East Avenue Livermore, CA 94550			
			9B. DATED (SEE ITEM 11)
			X 10A. MODIFICATION OF CONTRACT/ ORDER NO. DE-AC52-07NA27344
			10B. DATED (SEE ITEM 13) May 8, 2007
CODE	FACILITY CODE		
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS			
<p>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 25, 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.</p>			
12. ACCOUNTING AND APPROPRIATION DATA (If required) see attached			
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.			
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN 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 data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103 (b).			
X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Clause H-19 Modification Authority, Clause I-120 changes, and Mutual Agreement			
D. OTHER (Specify type of modification and authority)			
E. IMPORTANT: Contractor _ is not, X is required to sign this document and return 2 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 the FY 11 Parent Oversight Plan into Appx J, add the FY 11 cost estimate and FY 09 actual costs incurred to clause H-6 Parent Oversight Plan, and the FY 11 cost estimate, and revise the actual costs incurred in FY 08 and FY 09 to clause H-8 Utilization of Parent Expert Support. All other terms and conditions remain unchanged. 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) Paul Rosenkoetter, Director, Prime Contract Management		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Ronna Promani, Contracting Officer U.S. Department of Energy/NNSA	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED 7/29/10	16B. UNITED STATES OF AMERICA By	16C. DATE SIGNED 7/29/2010
(Signature of person authorized to sign)		(Signature of Contracting Officer)	

Inzerilla, Darlene M.

To: Miller, George H.; Diaz De La Rubia, Tomas; Goodwin, Bruce T.; Boyd, Donald M.; Albright, Parney; Ferderber, Larry; Tulk, Jan; Rakow, Linda M.; Johnson, Stephen A.; Neves, Ken; Hurd, Merna M.; Schafer, Paul T.; Pearson, Cheryl; Crawford, Dona; Bono, James A.; Rosenkoetter, Paul E.; Bruner, William W.; Peterson, Barbara L.; Wuthrich, Steven J.; Ehlenbach, Paul J.; Lewis, John E.; Cumberland, Larry E.; Williams, Shelia R.; Cochran, Ron; Bills, Robert C.; Soderstrom, Lynn; TFGIOCON@BECHTEL.COM
Cc: Logan, Diane M.; Ernst, Kinnon C.; Talley, Patrece A.; Denise Steele; Hermes, Kathy A.; PCMO; LLNS Office
Subject: Delegation of Authority

Message from Paul Rosenkoetter . . .

I will be out of the office on Monday, July 26 through Friday, July 30.

During my absence, I am delegating all responsibility and authority for the PCMO office to Trey Johnston, and for the LLNS office to Zelda Laskowsky.

Paul Rosenkoetter

Darlene M. Inzerilla

Offices of:

Paul E. Rosenkoetter, Prime Contract Management Office
Bruce Tarter, Director Emeritus
Lawrence Livermore National Laboratory
7000 East Avenue, L-001
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H-6 PARENT OVERSIGHT PLAN (M-107, 164)

- (a) On an annual basis, the Contractor shall provide a Parent Oversight Plan that details the Parent Organization's planned activities to monitor the Contractor's performance of statement of work activities including ISM and ISSM performance, and to assist the Contractor in meeting Laboratory mission and operational requirements. Elements of the Plan may be incorporated into the Laboratory's Performance Evaluation Plan. The Parent Oversight Plan for the FY 2008 is set forth as an appendix to the Contract's Section J. The Parent Oversight Plan shall identify the official(s) responsible for administration of the plan.
- (b) The annual Parent Oversight Plan update shall be submitted to the Contracting Officer six months prior to the forthcoming fiscal year for Contracting Officer review and approval.
- (c) The annual estimated cost for the Parent Oversight Plan is detailed below by contract period. Costs associated with subsequent annual Plan updates for the remainder of the Contract term will be incorporated into this clause via supplemental agreement modification. Costs shall only include: the actual direct labor costs of the persons performing such services; a percentage factor of direct labor costs to cover fringe benefits and payroll taxes; travel; and other direct costs. Any fee or other indirect costs such as allocation for overhead, G&A, and Cost of Money will not be reimbursed. The Contractor shall charge to the account of the Government using the special financial institution account as provided in the Contract's Section I Clause entitled "Payments and Advances," or as otherwise directed by the Contracting Officer.

Contract Period	Cost Estimate	Mod #
10/01/2007-09/30/2008	\$4,177,243	M-003
10/01/2008-09/30/2009	\$3,712,955	M-053
10/01/2009-09/30/2010	\$2,344,137	M-107
10/01/2010-09/30/2011	\$2,285,990	164
10/01/2011-09/30/2012		
10/01/2012-09/30/2013		
10/01/2013-09/30/2014		
10/01/2014-09/30/2015		

- (d) The Contractor shall provide periodic reports of Parent Oversight activities and costs incurred as required by the Contracting Officer.

Contract Period	Actual Costs	Mod #
10/01/2007-09/30/2008	\$2,063,575	164
10/01/2008-09/30/2009	\$1,926,908	164
10/01/2009-09/30/2010		
10/01/2010-09/30/2011		
10/01/2011-09/30/2012		

10/01/2012-09/30/2013		
10/01/2013-09/30/2014		
10/01/2014-09/30/2015		

- (e) Cost limitations set forth in paragraph (c) above shall not be exceeded without prior Contracting Officer approval. The Parties agree that the costs may be reviewed further for appropriateness and scope. In addition, the Parties agree that a tracking process, acceptable to the Contracting Officer, providing sufficient detail for reasonable accountability, shall be implemented. The Parties agree to negotiate in good faith any adjustments to these amounts as a result of empirical information from any such tracking system or reviews.

H-8 UTILIZATION OF PARENT ORGANIZATION SUPPORT (M-107, 164)

(a) Parent Organization Systems

- (1) The Parties agree that applying the Contractor's Parent Organization systems to site operations for the purpose of streamlining the Laboratory's operational, administrative and business systems, and Parent Organization services provided for that purpose, are allowable costs. The use of the Contractor's Parent Organization systems is encouraged provided that such systems are more efficient and represent an overall cost savings to the Government versus existing site systems, and data is readily transferable to a successor contractor. The Contracting Officer must approve the Contractor's proposed plan to use its Parent Organization systems. Such system and related support services are not considered a "Subcontract" as contemplated by the Contract's Section I Clause entitled "DEAR 970.5244-1 Contractor Purchasing System.(Deviation)"
- (2) If the Contractor's proposed plan is approved by the Contracting Officer, the Contractor may incur amounts for the approved systems and related support services and shall charge to the account of the Government using the special financial institution account as provided in the Contract's Section I Clause entitled "Payments and Advances," or as otherwise directed by the Contracting Officer. Costs shall only include: the actual direct labor costs of the persons performing such services; materials; subcontracts; travel; other direct costs; and applicable indirect costs applied in accordance with the Contractor's Parent Organization's disclosed accounting practices, or, if applicable, Cost Accounting Standards Disclosure Statement. A separate fee for use of such systems and associated services is unallowable.
- (3) The Contractor shall provide periodic reports of activities and costs incurred as required by the Contracting Officer.

- (4) Rights in software and systems. The Contractor agrees to and does hereby grant to the Government an irrevocable, nonexclusive, paid-up license by or for the Government, in any Contractor-owned software and systems brought in and used under this Clause. Said license shall be limited to the continued operations of the Lawrence Livermore National Laboratory by successor contractors.

(b) Parent Organization Experts

- (1) The utilization of Parent Organization experts, which are defined herein as employees of Parent Organizations, for the purpose of achieving improvement in management and performance either to resolve deficiencies identified through Parent Organization oversight or in accordance with the Section H clause entitled "Contractor Multi-Year Strategy For Performance Improvement" are allowable costs subject to the conditions contained herein. Such Parent Organization experts' services are not considered a "Subcontract" as contemplated by the Contract's Section I Clause entitled "DEAR 970.5244-1 Contractor Purchasing System." The total estimated cost for Parent Organization experts' services is to be determined by the Contracting Officer during the Transition Period, and annually thereafter, and added via supplemental agreement contract modification.

Contract Period	Estimated Cost	Actual Cost	Mod #
10/01/2007-09/30/2008	\$925,000	\$724,863.00	M-107
10/01/2008-09/30/2009	\$1,250,000	\$675,459.78	164
10/01/2009-09/30/2010	\$4,000,000		M-107
10/01/2010-09/30/2011	\$1,250,000		164
10/01/2011-09/30/2012			
10/01/2012-09/30/2013			
10/01/2013-09/30/2014			
10/01/2014-09/30/2015			

- (2) The Contractor may incur costs for its Parent Organization experts and shall charge to the account of the Government using the special financial institution account as provided in the Contract's Section I Clause entitled "Payments and Advances," or as otherwise directed by the Contracting Officer. Costs shall only include: the actual direct labor costs of the persons performing such services; a percentage factor of direct labor costs to cover fringe benefits and payroll taxes; travel; and other direct costs. Any fee or other indirect costs such as allocation for overhead, G&A, and Cost of Money will not be reimbursed.
- (3) The Contractor shall provide periodic reports of activities and costs incurred as required by the Contracting Officer.

Modification No. 164
Contract No. DE-AC52-07NA27344

No other changes are made as a result of this modification. All other terms and conditions remain unchanged.

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Modification No.: 164
Supplemental Agreement to
Contract No.: DE-AC52-07NA27344

Part III, Section J, List of Appendices – Table of Contents

**Appendix O Transfer of Assets and Liabilities
Agreement (M020, M022, M028)**

Part III, Section J, Appendix J – Parent Oversight Plan

PARENT OVERSIGHT PLAN

Refer to section H Clause entitled “Parent Oversight Plan.” The Parent Oversight Plan submitted and approved for the current fiscal year is attached.



Fiscal Year 2011 Parent Oversight Plan Lawrence Livermore National Security, LLC

I. Introduction

This Parent Oversight Plan (POP) presents for approval detailed Fiscal Year 2011 (FY11) Parent Oversight activities as required by Contract No. DE-AC52-07NA27344.

The execution of the Plan by Lawrence Livermore National Security, LLC (LLNS, LLC) and its parent companies continues the self-governance model established to monitor and continuously improve the performance of Lawrence Livermore National Laboratory (LLNL). With this plan, the parent companies of Bechtel, University of California (UC), Babcock and Wilcox Technical Services Group (B&W), URS, and Battelle will ensure the corporate support and sponsorship of the Laboratory as it endeavors to meet its mission and operational requirements. This plan is for the period from October 1, 2010 through September 30, 2011, and includes activity descriptions, cost estimates, the proposed schedule for planned activities, and reporting.

To improve integration between LLNL and Los Alamos National Laboratory (LANL), the parent organizations made the decision to operate with a common Board of Governors and Committees. The Board and Committee structure allows a sharing of costs between LLNS, LLC and Los Alamos National Security, LLC (LANS, LLC) for the expenses of the Independent Governors and for Committee costs. Only the LLNS costs are reflected in this plan.

The Plan details three oversight areas, provides a cost estimate for the planned activities, and describes how these activities are reported.

II. Parent Oversight Elements

The Plan details three oversight areas:

1. Board of Governors and Committees
2. Parent Organization Functional Management Reviews
3. LLNS, LLC Corporate Office

1. Board of Governors and Committees

The Board is composed of up to sixteen members, including five Independent Governors. The Board is supported by seven committees.

Board of Governors

The Board can include up to sixteen members, including the six-member Executive Committee, four Advisory Governors, a Battelle Governor, and five Independent Governors.



The Executive Committee of the Board is the decision-making body for LLNS, LLC and is responsible for the oversight of Laboratory operations. The Executive Committee members are as follows:

- Norman Pattiz – Chairman (UC)
- Scott Ogilvie – Vice Chairman (Bechtel)
- Bruce Darling (UC)
- William Frazer (UC)
- David Pethick (URS)
- Craig Weaver (Bechtel)

Four Advisory Member Governors are appointed by the Executive Committee. They are as follows:

- Steven Beckwith(UC)
- Tom Gioconda (Bechtel)
- Bruce Varner (UC)
- David Walker (Bechtel)

Jeffrey Wadsworth serves as the Battelle Governor.

The costs associated with these senior parent organization executives, including the Battelle Governor, will not be charged to the contract. The five Independent Governors were selected based on their experience in the most significant areas of the Laboratory. The Independent Governors will remain:

- Sid Drell
- John Gordon
- Richard Mies
- Nick Moore
- William Perry

Proposed Cost for the Independent Governors: \$231,000 (Attachment 1)

Executive Committee meetings have been held since the contract award and full Board meetings began in September 2007. Quarterly Board meetings will be held throughout FY11. Executive Committee meetings will be held, at a minimum, on a quarterly basis and more frequently if deemed necessary.

Board Committees

There are seven Board committees. These are advisory committees to the Board and each is chaired by a Board member. The cost of committee meetings is shared with LANS, LLC and the committees meet jointly. With the exception of Nominations and Compensation, which meets on an as-needed basis, the committees meet quarterly. The members of the committees appear in Attachment 2

The strategic focus of the committees was reviewed as part of a self-assessment initiated by the Board in FY 2009. Each Committee Chair was tasked with reevaluating committee membership and scope, and working with the Laboratory Director (1) to help



outline the scientific and national security vision for the Laboratory and (2) to reduce excessively burdensome administrative requirements without diminishing the effectiveness and productivity of scientific, technical, and other Laboratory employees. The results, which were reported to the full Board, have had the effect of sharpening the strategic focus of the committees.

The committees and their chairs are as follows:

Business and Operations - David Walker. This committee reviews the quality and efficacy of business and operations and identifies where best practices (commercial or throughout the DOE Complex) can improve Laboratory functions.

Ethics and Audit - Nick Moore. The committee reviews the integrity of the Laboratory's financial systems, ethics program, and other aspects of Laboratory operations, including internal controls, whistle-blower issues, and procurement.

Mission - William Perry. This committee advises on the Laboratory's capabilities and performance related to national defense and its ability to meet current and future mission needs.

Nominations and Compensation - Bruce Darling. This committee reviews and advises on selection, performance, and compensation for key and other designated personnel; benefits and compensation issues; and review of Laboratory succession planning.

Nuclear Weapons Complex Integration - Richard Miles. This committee advises on matters directly related to integrating the NNSA weapons complex, with the goal of enhancing agility, flexibility, and efficiency.

Safeguards and Security - Tom Gloconda. This committee reviews the institutionalization and implementation of appropriate and effective safeguards and security policies and procedures based on current issues and future trends.

Science and Technology - William Frazer. This committee reviews the Laboratory's scientific quality, positioning for the future national needs, and ability to attract and retain scientific staff in critical technical areas.

Proposed Cost: \$452,186 (Attachment 1)

2. Parent Organization Functional Management Reviews

Parent Organization Functional Management Reviews (FMRs) are formal, integrated reviews conducted (1) to guarantee that the Laboratory management systems are based upon the parent organizations' best practices and industry standards, and (2) to promote continuous improvement through oversight of LLNS management and systems for adequacy and effectiveness. The review teams are composed of parent organization experts from corporate staff; experts from other DOE and NNSA sites managed by Bechtel, B&W, Battelle, URS, or UC; and other subject matter experts as required. Responsibilities of corporate reach-back include verifying discipline-specific procedures and methods; providing qualified and trained resources; assessing the effectiveness of on-project implementation, guidance, and procedures; mentoring



personnel; and performing periodic peer review. Reviews in the areas of Mission and Science will evaluate the quality, responsiveness, and future positioning of programmatic and scientific work at the Laboratory.

Based on the Board's self-assessment and LLNS experience to date, sixteen Parent Organization FMRs are planned for FY 2011, as shown in Attachment 3. The areas for these reviews were selected on the basis of risk, opportunity for significant improvement, or as peer reviews of scientific and technical work. Of the sixteen reviews, nine fall under the categories of Mission or Science and Technology (S&T). They will be conducted by specifically selected review committees, assembled for that particular review and will be drawn from the following categories:

- Program reviews organized around one of the Principal Program Directorates (emphasizing the S&T underpinnings of the programmatic work)
- Discipline reviews organized around one or more discipline directorates in the S&T Principal Directorate (emphasizing the programmatic relevance of the S&T work)
- Strategic portfolio reviews on topics of central interest to the overall mission of the laboratory.

The remaining seven FMRs will be in the Operations area. The specific topics will be identified by LLNS management, the Board of Governors and/or Committee requests, or as customer focus areas, identified trends, follow-up from previous reviews, special requests, or emergent issues. In an effort to provide lessons learned, results of similar LLNS, LLC FMRs will be shared with LLNS management and the FMR teams as background information on best practices and potentially similar opportunities for improvement.

A LLNS Board of Governors Committee member will serve as the point of contact for each FMR, and many of the FMRs will be observed by a committee member to enhance the knowledge base of the committees. Reviews in the areas of Mission and Science will evaluate the quality, responsiveness, and future positioning of programmatic and scientific work at the Laboratory.

A detailed schedule will be developed, integrated, and maintained by LLNS Corporate Office staff on behalf of the Board and the parent organizations. The schedule will be based on emerging areas requiring assistance and availability of external parent team members.

Proposed Cost: \$561,250 (Attachment 1)

3. LLNS, LLC Corporate Office

The LLNS Office is responsible for ensuring that the Board of Governors' oversight activities in the Plan are implemented and that the needs of the Laboratory for corporate reach-back and external expertise are met. The LLNS Executive Office Director will be responsible for providing support to the Board and its Committees and the implementation of the Plan on behalf of the parent organizations.



The LLNS, LLC Corporate Office will be staffed with 4.33 full-time equivalent employees during FY11. The personnel in the office provide coordination and support of the Plan, as well as technical oversight in the continuous improvement of the Laboratory.

Proposed Cost: \$1,072,295 (Attachment 1)

III. Total Cost Estimate for Planned Activities

The cost estimate summary based on the planned activities is provided in Attachment 1. The cost estimates for each of the oversight areas will be maintained and tracked by the corporate office staff. The estimate summarizes the total cost for FY2011.

Total budget estimate: \$2,316,731 (Attachment 1)

IV. Periodic Reports

The schedule of the Parent Organization FMRs will be sent to the Livermore Site Office (LSO) and to the Laboratory management on a regular basis. This schedule will detail completed and planned reviews for FY11 as they are developed and completed. In addition, a formal notice of the kick-off and exit briefings for each review, including date, time, and place, will be sent to the central point of contact for LSO. Final reports are also provided to LSO, Laboratory management, and Board Committees. The issues identified in these reports are entered and tracked via the Parent Oversight Plan Recommendations Reporting System.



Attachment 1

FY11 LLNS, LLC Parent Oversight Cost Estimate Reimbursable Costs

FY11 (October 1, 2010 - September 30, 2011)						
Overnight Area	Number of Members	Job Hours	Mechanism	Labor	Travel Costs	FY11 Total Costs
Board of Governors (BOG)						
Executive Committee	6					
Advisory Governors	4					
Battelle Governor	1					
Independent Governors	5		Per Letter Agreements	\$ 210,000	\$ 21,000	\$ 231,000

FY11 (October 1, 2010 - September 30, 2011)						
Overnight Area	Number of Members	Job Hours	Labor	Fringe	Travel Costs	FY11 Total Costs
Business and Operations	11	504	\$ 74,284	Included in labor	\$ 23,250	\$ 97,534
Ethics and Audit	6	208	\$ 34,883	Included in labor	\$ 12,000	\$ 46,883
Mission	13	288	\$ 47,231	Included in labor	\$ 21,000	\$ 68,231
Nomination and Compensation	7	40	\$ 4,273	Included in labor	\$ -	\$ 4,273
Nuclear Weapons Complex Integration	9	112	\$ 20,593	Included in labor	\$ 15,000	\$ 35,593
Safeguards and Security	11	310	\$ 61,857	Included in labor	\$ 20,250	\$ 82,107
Science and Technology	15	618	\$ 93,264	Included in labor	\$ 34,500	\$ 127,764
Committees Total	72	2,078	\$ 326,188		\$ 128,000	\$ 454,188

FY11 (October 1, 2010 - September 30, 2011)							
Overnight Area (details)	Number of Members	Job hours	Labor	Fringe	Travel Costs	Number of Reviews	FY11 Total Costs
Functional Management Reviews (FMRs)							
Mission and Science	27	1,080	\$ 204,000	Included in labor	\$ 47,250	9	\$ 251,250
Operations	28	1,280	\$ 224,000	Included in labor	\$ 56,000	7	\$ 280,000
FMR Total	55	2,360	\$ 428,000		\$ 103,250	16	\$ 531,250

FY11 (October 1, 2010 - September 30, 2011)							
Overnight Area	Job hours	FY11 Rates w/o Fringe	Labor w/o Fringe	Labor & Fringe	Travel Costs	Other Direct Costs	FY11 Total Costs
Executive Director	532	\$ 115.43	\$ 61,409	\$ 95,798	\$ 5,000	\$ 220,882	\$ 321,780
Office Manager	1,774	\$ 78.93	\$ 140,019	\$ 218,430	\$ 5,000		\$ 223,430
Corporate Representative	1,774	\$ 99.74	\$ 176,935	\$ 276,019	\$ 5,000		\$ 281,019
Corporate Representative	1,774	\$ 58.71	\$ 104,149	\$ 162,473	\$ 5,000		\$ 167,473
Administrative	1,774	\$ 28.40	\$ 50,381	\$ 78,594			\$ 78,594
LLNS, LLC Corporate Office Total	7,928		\$ 532,893	\$ 831,313	\$ 20,000	\$ 220,882	\$1,072,295
LLNS LLC FY11 Reimbursable Cost: \$2,318,731							



**Attachment 2
Board of Governors Committees**

Business and Operations Committee

Last Name	First Name	Title	Affiliation	Term Ends
Walker	David	President, Bechtel National Inc.	Bechtel National, Inc.	Governor
Weaver	Craig	Executive Vice President	Bechtel National, Inc.	Governor
Allen	Patricia	Director, Environmental, Safety, Health, and Quality Assurance	URS	7/31/2010
Angelos	Jimmy	Senior Vice President, Consulting Solutions	URS Safety Management Solutions	7/31/2010
Georgi	Karl	Manager, Information Systems & Technology	Bechtel National, Inc.	7/31/2010
Hoovler	Gary	Director, Technical Services	Babcock and Wilcox	7/31/2010
Hyman	Vern	Chief Financial Officer	URS	7/31/2010
Kelsey	Andy	Business Development Representative	Bechtel National, Inc.	7/31/2010
Koonce	Buck	Deputy Associate Vice President	University of California, Office of the President	7/31/2010
Mendez	Maureen	Chief Financial Officer and Business Services Manager	Bechtel Systems & Infrastructure, Inc.	7/31/2010
Moreton	Mary	Senior Vice President	Bechtel National, Inc.	7/31/2010

Ethics and Audit Committee

Last Name	First Name	Title	Affiliation	Term Ends
Moore	Nicholas	Chairman (retired)	Price Waterhouse Coopers	Governor
Broome	Anne	Vice President, Finance	University of California, Office of the President	7/31/2010
Colling	Beth	Managing Attorney	B&W, Nuclear Operations Group	7/31/2010
Vacca	Sheryl	UC Senior VP & Chief Compliance & Audit Off	University of California, Office of the President	7/31/2010
Sanford	Paula	Manager of Internal Audit – Compliance Manager	Bechtel Systems and Infrastructure, Inc.	7/31/2010
Sparks	Anette	BGI Controller	Bechtel Group, Inc.	7/31/2010



Nomination and Compensation Committee

Last Name	First Name	Title	Affiliation	Term Ends
Darling	Bruce	Executive Vice President	University of California, Office of the President	Governor
Drell	Sidney	Professor at the Stanford Linear Accelerator Center, Emeritus and Senior Fellow, by courtesy, at the Hoover Institution	SLAC	Governor
Hampton	Donna	Human Resource Division Manager	Babcock and Wilcox	7/31/2010
James	Joan	Manager, Human Resources	Bechtel Systems & Infrastructure, Inc.	7/31/2010
Larsen	Dennis	Associate Vice President, Human Resources and Benefits	University of California, Office of the President	7/31/2010
Snowberger	Tom	Vice President	Battelle Memorial Institute	7/31/2010
Weaver	Craig	Executive Vice President	Bechtel National, Inc.	Governor

Nuclear Weapons Complex Integration Committee

Last Name	First Name	Title	Affiliation	Term Ends
Mies	Richard	Admiral USN (retired)	Mies Group	Governor
Gioconda	Thomas	Vice President & Manager of Government Programs	Bechtel National, Inc.	Governor
Beckner	Everet	Vice President (retired)	Consultant	7/31/2010
Mara	Glenn	Consultant	University of California	7/31/2010
Browne	John	Laboratory Director (Retired)	Consultant	7/31/2010
Cochran	Robert	President	B&W Technical Services Group	LANS Governor
Gordon-Hagerty	Lisa	President & CEO of LEG, Inc.	LEG, Inc.	7/31/2010
Kuckuck	Robert	Laboratory Director (Retired)	Consultant	7/31/2010
Landers	James	Director, Business Development	URS	7/31/2010



Mission Committee

Last Name	First Name	Title	Affiliation	Term Ends
Perry	William	Michael & Barbara Berberian Professor	Stanford University	Governor
Drell	Sidney	Professor at the Stanford Linear Accelerator Center, Emeritus and Senior Fellow, by courtesy, at the Hoover Institution	SLAC, Stanford University	Governor
Carnesale	Albert	Chancellor Emeritus and Professor	University of California Los Angeles	7/31/2012
Eardley	Douglas	Professor of Physics	University of California Santa Barbara	7/31/2010
Evans	Eric	Director	MIT Lincoln Lab	7/31/2010
Frazer	William	UC Provost Emeritus	University of California, Berkeley	Governor
Gordon	John	General (USAF, retired)	Consultant	LLNS Governor
Hemley	Russell	Director, Geophysical Laboratory	Carnegie Institution of Washington	7/31/2012
O'Sullivan	Stephanie	Deputy Director for Science and Technology	CIA	7/31/2011
Schneider, Jr.	William	Chair, Defense Science Board	Consultant	7/31/2010
Smith	Harold	Former Assistant to the Secretary of Defense for Atomic Energy	Consultant	7/31/2012
Wadsworth	Jeffrey	President and CEO	Battelle Memorial Institute	LLNS Governor
Welch	Larry	General (USAF, retired)	Institute for Defense Analyses	7/31/2011



Safeguards and Security Committee

Last Name	First Name	Title	Affiliation	Term Ends
Cochran	Robert	President	B&W Technical Services Group	Governor
Gioconda	Thomas	Vice-President and Manager of Government Programs	Bechtel National, Inc.	Governor
Baxter	Wilson	Information Security Manager	Bechtel Systems & Infrastructure Inc.	7/31/2010
Clements	Willis	Vice President, Safeguards & Security	B&W Technical Services Y-12, LLC	7/31/2010
Dailey	George	Chief Information Officer	B&W Technical Services Y-12, LLC	7/31/2010
Johnson	Owen	Consultant	Retired	7/31/2010
Nichols	Donna	Director, Security and Ethics	URS	7/31/2010
Sullivan	Francis	Consultant	Retired	7/31/2010
Thomas	Richard	Global Corporate Security Manager	Bechtel Corporation	7/31/2010
Trent	Larrie	Consultant, Safety & Security	Retired (BWXT)	7/31/2010
Wolf	Daniel	President	Cyber Pack Ventures	7/31/2010

Science and Technology Committee

Last Name	First Name	Title	Affiliation	Term Ends
Frazer	William	UC Provost Emeritus	University of California Berkeley	Governor
Beckwith	Steven	Vice President for Research and Graduate Studies	University of California, Office of the President	Governor
Benz	August	Fellow	Bechtel National, Inc.	7/31/2011
Bercaw	John	Professor of Chemistry	Cal Tech	7/31/2011
Colvin	Michael	Professor of Natural Sciences	University of California Merced	7/31/2011
Falcone	Roger	Director, Advanced Light Source	Lawrence Berkeley National Laboratory	7/31/2012
Jeanloz	Raymond	Professor of Physics	University of California Berkeley	7/31/2012
Karin	Sidney	Professor Emeritus of Computer Science & Engineering (UCSD)	Sidney Karin Consulting	7/31/2012
Long	Darrell	Professor of Computer Science	University of California, Santa Cruz	7/31/2010
Navrotsky	Alexandra	Interdisciplinary Professor of Chemical Engineering and Materials Science	University of California, Davis	7/31/2010



Peddicord	K. Lee	Professor of Nuclear Engineering	Texas A&M University	7/31/2012
Rosner	Robert	William E. Wrather Distinguished Service Professor	University of Chicago	7/31/2012
Segalman	Rachel	Associate Professor of Chemical Engineering	University of California, Berkeley	7/31/2010
Vogt	Rochus	Professor of Physics Emeritus	Cal Tech	7/31/2011
Vujic	Jasmina	Professor of Nuclear Engineering	University of California, Berkeley	7/31/2010



Attachment 3: Tentative Listing of FY11 LLNS Parent Organization Functional Management Reviews

Functional Management Reviews				
Focus Area	Responsible Party	Expected	LLNS/LSO Representative	Number of Reviews
OPERATIONS				
ES&H	Wuthrich	2nd Quarter	Offringa/Nakahara	1
Document Management	Robinson	1st Quarter	Laskowsky/Promani	1
OMB Circular A-123 Implementation	Rakow	3rd Quarter	Offringa/Promani	1
Security	Lewis	3 rd Quarter	Laskowsky/Promani	1
CAS	Johnson	TBD	Offringa/Promani	1
Two Selected reviews TBD	TBD	TBD	Laskowsky/Promani	2
MISSION and SCIENCE & TECHNOLOGY				
Computation Discipline Review	Crawford	3rd - 4th Quarter	Dixon/Brinker	1
Engineering Discipline Review	Lane	3rd - 4th Quarter	Dixon/Brinker	1
Physical & Life Sciences Discipline Review	Goldstein	3rd - 4th Quarter	Dixon/Brinker	1
Global Security Program Review	Albright	3rd - 4th Quarter	Dixon/Brinker	1
Weapons and Complex Integration Program Review	Goodwin	3rd - 4th Quarter	Dixon/Brinker	1
NIF & Photon Science Program Review	Moses	3 rd Quarter	Dixon/Brinker	1
One Portfolio Review	Díaz de la Rubia	3rd - 4th Quarter	Dixon/Brinker	1
Two Selected Reviews TBD	TBD	TBD	Dixon/Brinker	2
Total				16