ORDER FOR SUPPLIES OR SERVICES

IMPORTANT: Mark all packages and papers with contract and/or order numbers.

1. DATE OF ORDER: 06/16/2011

2. CONTRACT NO. (If any): EP-W-11-011

3. ORDER NO.: 0001

4. REQUISITION/REFERENCE NO.: PR-OA-11-00112

5. ISSUING OFFICE (Address correspondence to):
HPOD
US Environmental Protection Agency
Headquarters Procurement Operations
Ariel Rios Building
1200 Pennsylvania Avenue, NW
Washington DC 20460

6. SHIP TO:
a. NAME OF CONSIGNEE: Cheryl R. Brown
b. STREET ADDRESS: 1200 Pennsylvania Avenue, NW
brown.cherylr@epa.gov
c. CITY: Washington
d. STATE: DC
e. ZIP CODE: 20460
f. SHIP VIA

7. TO: NA
a. NAME OF CONTRACTOR: CH2M HILL INC.
b. COMPANY NAME
c. STREET ADDRESS: 9191 S JAMAICA STREET
d. CITY: Englewood
e. STATE: CO
f. ZIP CODE: 80112

8. TYPE OF ORDER
☐ a. PURCHASE
REFERENCE YOUR:
Please furnish the following on the terms and conditions specified on both sides of this order and on the attached sheet, if any, including delivery as indicated.
☒ b. DELIVERY
Except for billing instructions on the reverse, this delivery order is subject to instructions contained on this side only of this form and is issued subject to the terms and conditions of the above-numbered contract.

9. ACCOUNTING AND APPROPRIATION DATA: See Schedule

10. REQUISITIONING OFFICE: Reconstruct Originating Office

11. BUSINESS CLASSIFICATION (Check appropriate box(es))
☐ a. SMALL ☒ b. OTHER THAN SMALL ☐ c. DISADVANTAGED ☐ g. SERVICE-DISABLED VETERAN-OWNED
☐ d. WOMEN-OWNED ☐ e. HUBZone ☐ f. EMERGING SMALL BUSINESS

12. F.O.B. POINT: Destination

13. PLACE OF
a. INSPECTION: Destination
b. ACCEPTANCE: Destination

14. GOVERNMENT B/L NO.

15. DELIVER TO F.O.B. POINT ON OR BEFORE (Date)

16. DISCOUNT TERMS

17. SCHEDULE (See reverse for Rejections)

ITEM NO. (a)	SUPPLIES OR SERVICES (b)	QUANTITY ORDERED (c)	UNIT (d)	UNIT PRICE (e)	AMOUNT (f)	QUANTITY ACCEPTED (g)
	DUNS Number: (b)(4) TO 0001: Smart Growth Implementation Assistance / Infrastructure Financing TOPO: Lee Sobel Max Expire Date: 01/26/2012 Continued ...					

18. SHIPPING POINT

19. GROSS SHIPPING WEIGHT

20. INVOICE NO.

17(h) TOTAL (Cont. pages): $0.00

21. MAIL INVOICE TO:
a. NAME: RTP Finance Center
b. STREET ADDRESS (or P.O. Box): US Environmental Protection Agency
RTP-Finance Center
Mail Drop D143-02
109 TW Alexander Drive
c. CITY: Durham
d. STATE: NC
e. ZIP CODE: 27711

SEE BILLING INSTRUCTIONS ON REVERSE

17(i) GRAND TOTAL: $89,334.10

22. UNITED STATES OF AMERICA BY (Signature)

23. NAME (Typed): Jami Rodgers
TITLE: CONTRACTING/ORDERING OFFICER

IMPORTANT: Mark all packages and papers with contract and/or order numbers.

DATE OF ORDER	CONTRACT NO.	ORDER NO.
06/16/2011	EP-W-11-011	0001

ITEM NO. (a)	SUPPLIES/SERVICES (b)	QUANTITY ORDERED (c)	UNIT (d)	UNIT PRICE (e)	AMOUNT (f)	QUANTITY ACCEPTED (g)
	Admin Office: HPOD US Environmental Protection Agency Headquarters Procurement Operations Ariel Rios Building 1200 Pennsylvania Avenue, NW Washington DC 20460 Period of Performance: 06/16/2011 to 01/26/2012					
0001	Smart Growth Implementation Assistance / Infrastructure Financing Support in accordance with the attached Statement of Work and the Contractor's proposal and latests revisions dated June 13, 2011. The Contractor is not authorized to exceed the current funded amount of $65,000.00 Additional funding will be provided via Task Order modification as it becomes available. The Contractor shall also provide deliverables in accordance with the OSC Style Guide, also incorporated by reference. Accounting Info: 11-12-B-11WC-502MA4B-2505-1111W1C049-0 01 BFY: 11 EFY: 12 Fund: B Budget Org: 11WC Program (PRC): 502MA4B Budget (BOC): 2505 DCN - Line ID: 1111W1C049-001 Funding Flag: Complete Funded: $65,000.00 The obligated amount of award: $65,000.00. The total for this award is shown in box 17(i).					

TOTAL CARRIED FORWARD TO 1ST PAGE (ITEM 17(H)) $0.00

Statement of Work

I. TITLE: Smart Growth Implementation Assistance; Infrastructure Financing Strategies for Transit-Oriented Development

II. PERIOD OF PERFORMANCE

From: Date of award
To: Approximately 9 months after date of award

III. BACKGROUND

EPA's Office of Sustainable Communities initiated a Smart Growth Implementation Assistance (SGIA) Program in 2005. The SGIA program is an annual, competitive solicitation open to state, local, regional, and tribal governments (and non-profits that have partnered with a governmental entity) that want to incorporate smart growth techniques into their future development. Once selected, communities receive direct technical assistance from a contracted team of national experts in policy analysis or public participatory processes. The assistance is tailored to the community's unique situation and priorities. The multi-disciplinary teams provide information to help the community achieve its goal of encouraging growth that fosters economic progress and environmental protection.

The SGIA program's goals include (1) supporting communities interested in implementing smart growth policies; (2) creating regional examples of smart growth that can catalyze similar projects in the area; and (3) identifying common barriers and opportunities for smart growth development and creating new tools that other communities can use.

This statement of work is to provide technical assistance to four communities through the SGIA program to address the issue of infrastructure financing as it relates to transit-oriented development (TOD). Concentrating dense development around transit stops to create nodes of mixed-use, walkable neighborhoods requires a different scale of infrastructure and infrastructure placement than that provided for typical suburban automobile-oriented development. For example, a well-connected street grid with public utilities is needed to attract investment from the private sector in TOD, but communities often struggle to afford these upfront costs. Developers and communities often have difficulty financing TOD, in part because of the additional costs associated with providing structured parking, roads with on-street parking, sidewalks, bicycle amenities, open space, utilities for dense development, and other critical, non-revenue generating infrastructure components of TOD. Vertical, mixed-use development presents construction challenges and complexity that increase costs and therefore risk for any lender. Longer development timelines and delayed return on investment further increase the difficulty in finding financing.

The four recipients of the technical assistance provided through this statement of work each have a unique situation, but they all are struggling to piece together a financing

model that will lay the infrastructure foundation to attract private investment in TOD. The four recipients are:

- **The South Suburban Mayors and Managers Association (SSMMA)**, a council of 42 governments in the southern suburbs of Chicago. SSMMA's jurisdiction includes two existing METRA commuter lines with 32 stations, intermodal facilities, and a freight line that has received federal approval to be converted into another METRA line adding 9 more stations in as many municipalities. SSMMA is looking at how to reposition local land near transit to serve an expanding industrial base while providing area housing near new and existing stations.

  The communities served by SSMMA has many traditional impediments to redevelopment including high poverty, minimal investment capabilities, and limited development staff capacity in municipal governments. The infill sites available for TOD often require public sector intervention to consolidate land ownership, assess and remediate brownfield conditions, and replace antiquated infrastructure. Most types of public financing for these activities are only available to property owners, yet SSMMA's municipal members typically lack the resources to acquire and control development sites. SSMMA believes that creation of a local infrastructure bank is the most important step needed to catalyze TOD in their community.

- **The Utah Transit Authority (UTA), Salt Lake City, and Sandy City, Utah**. UTA is a multi-modal transportation agency that operates the TRAX light-rail line through the Wasatch Front. UTA controls land or has partners who are interested in developing two TOD sites at the TRAX hub stations in Salt Lake City and Sandy City.

  The Salt Lake metropolitan area has experienced a proliferation of sprawling, automobile-oriented development. Their major impediment to mixed-use TOD has been finding funding for the difference in infrastructure costs between their traditional pattern of development and TOD.

- **The City of Wheat Ridge, Colorado,** a municipality within the Denver metropolitan region. Wheat Ridge has been selected to become the end-of-the-line station for the FasTracks Gold Line Corridor and has adopted a subarea plan for the area surrounding the future station that implements TOD.

  Wheat Ridge has not been able to identify a viable public-private funding source to pay for needed infrastructure improvements in the area. The current "park and ride" design, which will be built unless additional funding is identified, will likely create awkward development parcels and devote significant amounts of land near the station to stormwater facilities and surface parking. While adjacent property owners are generally supportive of the long-term vision for the area, there is little organization or understanding of how resources could be pooled and used to lay the framework for TOD. Property owners and potential developers may not be interested in redevelopment opportunities until the commuter rail line is in operation. However, if the public infrastructure associated with the station is built in a low-density suburban

pattern at the outset, before private dollars are leveraged, the opportunity to realized a higher-density, mixed-use development may never be realized.

- **The Cumberland Community Improvement District (CCID)** located in Cobb County in the suburban metro Atlanta area. CCID is a voluntary commercial tax district that is looking to secure a fixed rail line and station to Cobb County's Cumberland suburban center to act as a catalyst for an extensive suburban retrofit vision. CCID needs a strategy for financing cost premiums associated with planning, programming, and designing infrastructure associated with TOD.

The four recipients of the SGIA program technical assistance have a clear understanding of how public transportation and land use development can work together to strengthen a community's economic and environmental goals and outcomes. TOD requires an infrastructure investment that will not only accommodate the public transportation system but will also activate additional private and joint development around the station areas. All of the technical assistance recipients have experience utilizing an extensive toolkit of public and private funding as well as other incentives and investment opportunities to implement planning and infrastructure implementation. The success of their efforts continues to breed growth opportunities. Yet, each of these communities faces challenges in financing infrastructure components that are the critical foundation for future TOD. Without adequate upfront investment, these communities are likely to have development around their transit stations that perpetuates automobile-oriented development and makes future investment in TOD less likely. These challenges combined with current market economics and constraints of public funding require innovative strategies for financing this TOD infrastructure.

IV. PURPOSE AND OBJECTIVE

This contract is for a multi-community SGIA project to describe and develop financing strategies for TOD infrastructure investments. These strategies should identify likely sources of capital and the combination of existing and new funding mechanisms that would enable communities to build the infrastructure needed to attract private investment in TOD. The outputs from this project should be useful not only for the four technical assistance recipients but also for communities across the country dealing with similar challenges in financing TOD infrastructure.

V. QUALITY ASSURANCE (QA) REQUIREMENTS

Check [ ] Yes if the following is required or [x] NO if the following is not required. The Contractor shall submit with their technical proposal a written Quality Assurance Project Plan for any project that is developing environmental measurements or a Quality Assurance Supplement to the Quality Management Plan for any project which generates environmental data using models.

VI. TASKS AND DELIVERABLES

The TOPO shall review all deliverables in draft form and provide revisions and/or comments to the contractor. The contractor shall incorporate the TOPO's comments 14 days after receipt. Final deliverable shall be in MS Word format.

The order of task completion may change under technical direction to facilitate coordination with related activities occurring in the SGIA communities.[1]

Contractor personnel shall at all times identify themselves as Contractor employees and shall not present themselves as EPA employees. Furthermore, they shall not represent the views of the U.S. Government, EPA, or its employees. In addition, the Contractor shall not engage in inherently governmental activities, including but not limited to actual determination of EPA policy and preparation of documents on EPA letterhead.

Task 1: TOD Financing Models. [Page 1-9 of 27: II.A.1.a. and b.: Qualitative Research, Quantitative Analysis, Modeling, and Database Management]

The contractor shall prepare a report suitable for distribution that discusses TOD financing mechanisms and models and includes tasks 1(a)-(c) as sections/chapters. A report suitable for publication shall be defined as one that is delivered to EPA in MS Office Word 2007, or higher version, single-space, 12 point font, with all graphs, images, photos, renderings, and illustrations, identified and cited, all informational attributions, and shall confirm to the Office of Sustainable Communities' (OSC) Style Guide (see attached). The report shall be a minimum of 101 pages and a maximum of 136 pages. The contractor shall submit drafts of each chapter for review to EPA as each is completed. The contractor shall revise each draft according to EPA's comments 14 days after receipt.

The contractor shall organize 2-3 conference calls with various experts during the work undertaken for task 1 to scope issues, confirm topics of research and methodological approaches, and ensure that tasks and the overall project are on track and focused on relevant topics and issues. These calls may include real estate, finance, and capital markets experts; legal professionals; foundation and other philanthropic interests; regional transit authorities; U.S. Department of Transportation (Federal Transit Administration New Starts and Small Starts) staff; and other experts as needed. NGOs such as the Council of Development Finance Agencies should also be considered.

Task 1(a): Infrastructure Finance Mechanisms. Under this task the contractor shall compile a comprehensive list of existing and emerging mechanisms for financing TOD infrastructure. For each mechanism, the contractor shall provide a general description and indicate key factors, including but not limited to issues such as the structure of the financing, the specific type of infrastructure the financing is targeted to, the source of

[1] SSSMA was recently awarded a own HUD Sustainable Communities Challenge Grant, and Salt Lake County (inclusive of UTA) was recently awarded a Sustainable Communities Regional Planning Grant, both related to infrastructure finance and TOD. The task completion schedule may be changed to align with their grant requirements and utilize opportunities to leverage these resources.

capital, debt, equity, or other values and collateral, the repayment structure (including credits, reimbursements, or other consideration), the timing involved in the repayment life cycle, the entity structure that enters into this finance mechanism, the types of institutions involved in the financial arrangement, and whether state or local approvals are needed for such financing and why. The contractor shall identify the limitations of each financing mechanism (statutory, geographic, loan-to-value, etc.) and when applied, the circumstances under which it is most likely to be successful. The discussion for each item should be detailed enough for a community to determine if they are eligible to use the mechanism, what it can be used for, and the basics of how it would be used. This chapter of the report shall be a minimum of 35 pages and a maximum of 40 pages, and a complete draft shall be delivered to EPA 60 calendar days from the award of the task order. The contractor shall get EPA approval to proceed at interim milestones: after compiling a draft list of mechanisms to cover and after completing full descriptions for three of the mechanisms. The list of mechanisms

:

Existing Mechanisms

- Patient equity (http://www.gatewayplanning.com/PDFS/PatientEquity2007.pdf);
- Property acquisition funds (http://greatcommunities.org/intranet/library/sites-tools/Bay_Area_TOD_Fund_DrftRprt_SE11310.pdf);
- Value capture (http://www.reconnectingamerica.org/public/show/ctodvalcapture110508v2);
- Industrial development authorities and industrial loan banks;
- Energy service corporations;
- Land banking; and
- Industrial land banking (http://www.city.cleveland.oh.us/portal/page/portal/CityofCleveland/Home/Government/CityAgencies/EconomicDevelopment/Brownfield/Industrial-Commercial-Landbank and http://urban.csuohio.edu/glefc/publications/land_bank_strategy_2005.pdf).

-

Emerging Mechanisms

- infrastructure bank http://sustainablesandiego.org/documents/ReinvestinginAmericaJuly2010.pdf;
- A regional infrastructure transportation fund;
- Commercial land banking (see SSMMA);
- Location efficient financing (building off location efficient mortgages);
- Redfields to greenfields (http://rftgf.org/joomla/);
- GreenFunds (seeCCID's http://www.cumberlandcid.org/files/media/documents/2010-09-21-cumberland-cid-framework-for-green-tod-final.pdf);
- Transit-oriented (Land) Real Estate Investment Trusts;
- Equity finance modeling for municipalities (concept developed by Robert Colangelo, National Brownfields Association, and Norman Kurland, Center for Economic and

Social Justice; http://www.cesj.org/homestead/strategies/community/clc-linkprocess.pdf and http://www.cesj.org/homestead/creditvehicles/cha-cic.htm); and Public facility finance (concept developed by Professor Arthur C. "Chris" Nelson at the University of Utah)

•

Task 1(b): Infrastructure Finance Models. Under this task the contractor shall compile a list of 10 to12 existing and/or planned models for combining sources of capital and financing mechanisms to finance TOD-related infrastructure. The contractor shall also develop four new, innovative models that capital markets and communities can use to finance infrastructure around TOD. The contractor may apply the findings of Task 1(a) to create these new models. For each existing and new model, the contractor shall provide a general description including key factors of operation; finance mechanisms to be applied; sources of capital, credit, or other leverage; repayment structure; lifecycle of the model; replenishment of funds; and an explanation of operations and maintenance (for both infrastructure and the model). Contractor shall provide a discussion of the general applicability of the existing and new models as well as a discussion of the advantages and disadvantages of each. The description of new models shall identify what entities (public, private, and/or public-private) are best suited to operate the model, note any potential conflicts with federal-funding criteria, and address whether it would require state legislation and or enabling legislation. The list of models shall include but not be limited to the following:

Existing/Planned Models

- Traditional financing of streetcars by developers and electric companies;
- The Cotton Belt Innovative Funding Initiative (http://www.dart.org/about/expansion/nctcogcottonbelt23jul10.pdf);
- White Flint Sector Plan funding (http://blog.friendsofwhiteflint.org/2010/12/03/council-press-release-on-white-flint-financing/);
- The Cherokee Partners (North Carolina) model;
- Denver TOF Fund (http://www.denverpost.com/business/ci_11795831);
- The Bay Area TOD Fund (http://greatcommunities.org/intranet/library/sites-tools/Bay_Area_TOD_Fund_DrftRprt_SE11310.pdf); and
- Portland MAX Airport Connector (http://www.transportation-finance.org/pdf/funding_financing/funding/local_funding/Airport_Max_Case_Study.pdf)

Four New, Innovative Models

Each model shall cover one of the following scenarios:

- TOD at a single, existing station;
- TOD at a single, planned station;
- TOD along an existing, multiple-station transit line (a regional finance model); and
- TOD along a planned, multiple-station transit line (a regional finance model).

This chapter of the report shall be a minimum of 40 pages and a maximum of 50 pages, and a complete draft shall be delivered to EPA 120 calendar days from award of the task order. The contractor shall get EPA approval to proceed at interim milestones: after compiling a draft list of models to cover, after completing a full description for one of the existing models, and after completing a full description for one of the new models.

Task 1(c): Local Infrastructure Fund Establishment. Given the particular interest of one of the SGIA recipients (SSMMA) in a local, revolving fund as a mechanism to finance TOD infrastructure, under this task the contractor shall describe the basics of establishing such a fund. Issues discussed shall include what entity can/should control such a fund; how big a fund should be (a question of capital, mission, size, scale, etc.); how the fund could generate capital; how the fund could provide a return on investment; how it could replenish itself; whether such a fund should expire and if so, how and when; who would be eligible to borrow from such a fund and for what purpose; and whether there are strategic benefits to creating just one fund or to creating multiple funds for various infrastructure components. Direct consultation with SSMMA will be required. This chapter of the report shall be a minimum of 10 pages and a maximum of 15 pages, and a complete draft shall be delivered to EPA. This section of the report shall be delivered to EPA 150 days from the date of contract award.

Task 2: Application of the work product to the four SGIA recipients [Page 1-12 of 27: II.A.2. at a. – e., and g.: Development and Analysis of Policy Options]

The four SGIA recipients represent different types of entities within their respective communities (local government, a council of governments, a transit authority, and a community improvement district). They are in different geographic areas and locations within their metropolitan regions, have different market conditions, and have different rail station opportunities. The contractor shall prepare four memoranda suitable for distribution, one for each SGIA recipient. The memoranda shall be included as appendices in the final report. The contractor shall take the findings from Task 1 and apply the best strategies and options each community may consider for the infrastructure financing of their respective TOD projects. The four memoranda shall be completed using the same template so that readers of the final report may use the template as a means to consider strategies and options available to their community. Each memorandum shall be a minimum of 4 pages and a maximum of 6 pages, and a complete draft shall be delivered to EPA 180 calendar days from the award of the task order. The contractor shall get EPA approval to proceed at interim milestones: after compiling one draft memorandum for one community and responding to EPA comments.

shall

Task 3: Finance Forum [Page 1-18 of 27: II.C. Communication and Outreach - Events]

Under this task the contractor shall participate in a finance forum to be organized by the Utah Transit Agency (as required by UTA's HUD grant). It will bring together developers, financial lenders, and other private interests to develop a common dialogue, overcome barriers, and create workable portfolios for successful TOD development. The financial forum will bring in experts from the bond financing, tax accounting, pension funds, investment banks, commercial banks, as well as parking deck design experts, civil engineers and architects to identify innovative financial products that could help to finance large, non-revenue generating infrastructure.

The ultimate success of this SGIA project is whether the capital markets will recognize the validity of the funding tools and strategies recommended for the four SGIA communities and would participate in opportunities to provide infrastructure investment for TOD. The Finance Forum will provide an opportunity to evaluate the contract deliverables against this metric and incorporate suggestions from the broader financing community. The contractor shall bring up to 3 persons to the finance forum to make presentations of ongoing research and gather additional information that can be included in the final deliverable. The forum will be held fall of 2011 .

Task 4: Final Report. [Page 1-18 of 27: II.C. Communication and Outreach - Reports]

The contractor shall combine the completed Tasks 1, 2, and 3, and assemble everything into a final report, suitable for distribution. This report shall be a minimum of 101 pages and a maximum of 136 pages, and a complete draft shall be delivered to EPA for review 210 calendar days from the award of the task order. EPA will review the document and the contractor shall make revisions and submit a final report to EPA 270 calendar days from the award of the task order.

VII. SCHEDULE FOR DELIVERABLES

The contractor shall provide the following specific deliverables to the EPA TOPO:

TASK	DELIVERABLE	DATE DUE (calendar days after EPA and contractor execute contract)	EST. HRS
1(a)	Report Part I, chapter 1	60	50
1(b)	Report Part I, chapter 2	120	200
1(c)	Report Part I, chapter 3	150	40
2	Report appendices	180	30
3	Finance Forum	TBD[2]	55
4	Final Report	270	20

[2] The Finance Forum will be scheduled by UTA for some time in late summer or fall or 2011, in the western US.

VIII. MISCELLANEOUS

Software Application files, delivered to the Government, shall conform to the requirements relating to accessibility as detailed to the 1998 amendments to the Rehabilitation Act, particularly, but not limited to, § 1194.21 Software applications and operating systems and § 1194.22 Web-based intranet and internet information and applications. See: http://www.section508.gov/

Preferred text format: MS Word, Office 2007
Preferred presentation format: Power Point, Office 2007
Preferred portable format: Adobe Acrobat

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE

PAGE 1 OF PAGES 2

2. AMENDMENT/MODIFICATION NO. 001

3. EFFECTIVE DATE 09/07/2011

4. REQUISITION/PURCHASE REQ. NO. PR-OA-11-00298

5. PROJECT NO. *(If applicable)*

6. ISSUED BY CODE HPOD

HPOD
US Environmental Protection Agency
Headquarters Procurement Operations
Ariel Rios Building
1200 Pennsylvania Avenue, NW
Washington DC 20460

7. ADMINISTERED BY *(If other than Item 6)* CODE HPOD

HPOD
US Environmental Protection Agency
Headquarters Procurement Operations
Ariel Rios Building
1200 Pennsylvania Avenue, NW
Washington DC 20460

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and ZIP Code)*

CH2M HILL INC.
Attn: NA
9191 S JAMAICA STREET
Englewood CO 80112

CODE (b)(4) FACILITY CODE

(x) 9A. AMENDMENT OF SOLICITATION NO.

9B. DATED *(SEE ITEM 11)*

x 10A. MODIFICATION OF CONTRACT/ORDER NO. EP-W-11-011 0001

10B. DATED *(SEE ITEM 13)* 06/16/2011

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: $19,334.10
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.
X	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:
	D. OTHER *(Specify type of modification and authority)*

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION *(Organized by UCF section headings, including solicitation/contract subject matter where feasible.)*

DUNS Number: (b)(4)
TO 0001: Smart Growth Implementation Assistance / Infrastructure Financing
TOPO: Lee Sobel Max Expire Date: 01/26/2012
The purpose of this modification to Task Order #0001 under Contract EP-W-11-011 is to provide funding as specified below to fully fund this Task Order as follows:

1. Allocate $5,000.00 from said contract to this Task Order under DCN W1C028; and
2. Obligate $19,334.10 under DCN W1C049.

As a result, the total funded amount of this Task Order is hereby increased $24,334.10 from $60,000.00 to $84,334.10.
Continued ...

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

15A. NAME AND TITLE OF SIGNER *(Type or print)*

16A. NAME AND TITLE OF CONTRACTING OFFICER *(Type or print)*
Jami Rodgers

15B. CONTRACTOR/OFFEROR
(Signature of person authorized to sign)

15C. DATE SIGNED

16B. UNITED STATES OF AMERICA
(Signature of Contracting Officer)

16C. DATE SIGNED 09/07/2011

NAME OF OFFEROR OR CONTRACTOR
CH2M HILL INC.

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	LIST OF CHANGES: Reason for Modification: Funding Only Action Obligated Amount for this Modification: $24,334.10 New Total Obligated Amount for this Award: $89,334.10 Incremental Funded Amount changed: from $65,000.00 to $89,334.10 Incremental Funded Amount changed from $65,000.00 to $89,334.10 NEW ACCOUNTING CODE ADDED: Account code: 11-12-B-11WC-502MA4B-2505-1111W1C028-001 Beginning Fiscal Year 11 Ending Fiscal Year 12 Fund (Appropriation) B Budget Organization 11WC Amount: $5,000.00 NEW ACCOUNTING CODE ADDED: Account code: 11-12-B-11WC-502MA4B-2505-1111W1C087-001 Beginning Fiscal Year 11 Ending Fiscal Year 12 Fund (Appropriation) B Budget Organization 11WC Amount: $19,334.10 Except as provided herein, all other terms and conditions remain unchanged and in full force and effect. Payment: RTP Finance Center US Environmental Protection Agency RTP-Finance Center Mail Drop D143-02 109 TW Alexander Drive Durham NC 27711 FOB: Destination Period of Performance: 06/16/2011 to 01/26/2012				

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE

PAGE 1 OF PAGES 2

2. AMENDMENT/MODIFICATION NO. 002

3. EFFECTIVE DATE 09/12/2011

4. REQUISITION/PURCHASE REQ. NO. See Schedule

5. PROJECT NO. *(If applicable)*

6. ISSUED BY CODE HPOD

HPOD
US Environmental Protection Agency
Headquarters Procurement Operations
Ariel Rios Building
1200 Pennsylvania Avenue, NW
Washington DC 20460

7. ADMINISTERED BY *(If other than Item 6)* CODE HPOD

HPOD
US Environmental Protection Agency
Headquarters Procurement Operations
Ariel Rios Building
1200 Pennsylvania Avenue, NW
Washington DC 20460

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and ZIP Code)*

CH2M HILL INC.
Attn: NA
9191 S JAMAICA STREET
Englewood CO 80112

CODE (b)(4) FACILITY CODE

(x) 9A. AMENDMENT OF SOLICITATION NO.

9B. DATED *(SEE ITEM 11)*

x 10A. MODIFICATION OF CONTRACT/ORDER NO. EP-W-11-011 0001

10B. DATED *(SEE ITEM 13)* 06/16/2011

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: $8,700.77
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.
X	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:
	D. OTHER *(Specify type of modification and authority)*

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION *(Organized by UCF section headings, including solicitation/contract subject matter where feasible.)*

DUNS Number: (b)(4)
TO 0001: Smart Growth Implementation Assistance / Infrastructure Financing
TOPO: Lee Sobel Max Expire Date: 01/26/2012

The purpose of this modification to Task Order #1 under Contract EP-W-11-011 is to approve the Contractor's revised quote for support of additional level of effort for case study work under Task 1(a). As a result, the total funded amount of this order is hereby increased $8,700.77 from $89,334.10 to $98,034.87.

LIST OF CHANGES:
Continued ...

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

15A. NAME AND TITLE OF SIGNER *(Type or print)*

16A. NAME AND TITLE OF CONTRACTING OFFICER *(Type or print)*
Jami Rodgers

15B. CONTRACTOR/OFFEROR
(Signature of person authorized to sign)

15C. DATE SIGNED

16B. UNITED STATES OF AMERICA
(Signature of Contracting Officer)

16C. DATE SIGNED 09/12/2011

NAME OF OFFEROR OR CONTRACTOR
CH2M HILL INC.

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	Total Amount for this Modification: $8,700.77 New Total Amount for this Award: $98,034.87 Obligated Amount for this Modification: $8,700.77 New Total Obligated Amount for this Award: $93,034.87 CHANGES FOR LINE ITEM NUMBER: 1 Total Amount changed from $89,334.10 to $98,034.87 Obligated Amount for this modification: $8,700.77 NEW ACCOUNTING CODE ADDED: Account code: 11-12-B-11WC-502MA4B-2505-1111W1C066-002 Beginning Fiscal Year 11 Ending Fiscal Year 12 Fund (Appropriation) B Budget Organization 11WC Amount: $8,700.77 Payment: RTP Finance Center US Environmental Protection Agency RTP-Finance Center (D143-02) 109 TW Alexander Drive Durham NC 27711 FOB: Destination Period of Performance: 06/16/2011 to 01/26/2012				

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE

PAGE 1 OF PAGES 2

2. AMENDMENT/MODIFICATION NO.: 003

3. EFFECTIVE DATE: See Block 16C

4. REQUISITION/PURCHASE REQ. NO.:

5. PROJECT NO. *(If applicable)*:

6. ISSUED BY CODE HPOD

HPOD
US Environmental Protection Agency
Headquarters Procurement Operations
Ariel Rios Building
1200 Pennsylvania Avenue, NW
Washington DC 20460

7. ADMINISTERED BY *(If other than Item 6)* CODE HPOD

HPOD
US Environmental Protection Agency
Headquarters Procurement Operations
Ariel Rios Building
1200 Pennsylvania Avenue, NW
Washington DC 20460

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and ZIP Code)*

CH2M HILL INC.
Attn: NA
9191 S JAMAICA STREET
Englewood CO 80112

CODE (b)(4)

FACILITY CODE

(x) 9A. AMENDMENT OF SOLICITATION NO.

9B. DATED *(SEE ITEM 11)*

x 10A. MODIFICATION OF CONTRACT/ORDER NO. EP-W-11-011 0001

10B. DATED *(SEE ITEM 13)* 06/16/2011

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)*

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.
X	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:
	D. OTHER *(Specify type of modification and authority)*

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION *(Organized by UCF section headings, including solicitation/contract subject matter where feasible.)*

DUNS Number: (b)(4)
TO 0001: Smart Growth Implementation Assistance / Infrastructure Financing
TOPO: Lee Sobel Max Expire Date: 01/26/2012

The purpose of this administrative modification to Task Order #0001 under Contract EP-W-11-011 is to clarify the break down of cost and fixed fee for EPA's Finance Office as follows:

Continued ...

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

15A. NAME AND TITLE OF SIGNER *(Type or print)*

16A. NAME AND TITLE OF CONTRACTING OFFICER *(Type or print)*: Jami Rodgers

15B. CONTRACTOR/OFFEROR *(Signature of person authorized to sign)*

15C. DATE SIGNED

16B. UNITED STATES OF AMERICA *(Signature of Contracting Officer)*

16C. DATE SIGNED

NAME OF OFFEROR OR CONTRACTOR
CH2M HILL INC.

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	ESTIMATED CEILINGS: Cost: (b)(4) Fee: (b)(4) CPFF: $98,034.87 FUNDED AMOUNTS: Cost: (b)(4) Fee: (b)(4) CPFF: $98,034.87 Payment: RTP Finance Center US Environmental Protection Agency RTP-Finance Center Mail Drop D143-02 109 TW Alexander Drive Durham NC 27711 Period of Performance: 06/16/2011 to 01/26/2012				

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE

PAGE 1 OF PAGES 2

2. AMENDMENT/MODIFICATION NO. 004

3. EFFECTIVE DATE 03/14/2012

4. REQUISITION/PURCHASE REQ. NO.

5. PROJECT NO. *(If applicable)*

6. ISSUED BY CODE HPOD

HPOD
US Environmental Protection Agency
Headquarters Procurement Operations
Ariel Rios Building
1200 Pennsylvania Avenue, NW
Washington DC 20460

7. ADMINISTERED BY *(If other than Item 6)* CODE HPOD

HPOD
US Environmental Protection Agency
Headquarters Procurement Operations
Ariel Rios Building
1200 Pennsylvania Avenue, NW
Washington DC 20460

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and ZIP Code)*

CH2M HILL INC.
Attn: NA
9191 S JAMAICA STREET
Englewood CO 80112

CODE (b)(4)

FACILITY CODE

(x) 9A. AMENDMENT OF SOLICITATION NO.

9B. DATED *(SEE ITEM 11)*

x 10A. MODIFICATION OF CONTRACT/ORDER NO. EP-W-11-011 0001

10B. DATED *(SEE ITEM 13)* 06/16/2011

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)*
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)* mutual agreement of parties

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION *(Organized by UCF section headings, including solicitation/contract subject matter where feasible.)*

DUNS Number: (b)(4)
TO 0001: Smart Growth Implementation Assistance / Infrastructure Financing
TOPO: Lee Sobel Max Expire Date: 01/26/2012
LIST OF CHANGES:

This modification changes the Task Order Period Of Performance end date from 26-JAN-12 to 15-MAY-12. This modification further changes Statement of Work Task 1(c) as attached.
Period of Performance: 06/16/2011 to 05/15/2012

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

15A. NAME AND TITLE OF SIGNER *(Type or print)*

16A. NAME AND TITLE OF CONTRACTING OFFICER *(Type or print)*
Jami Rodgers

15B. CONTRACTOR/OFFEROR
(Signature of person authorized to sign)

15C. DATE SIGNED

16B. UNITED STATES OF AMERICA
(Signature of Contracting Officer)

16C. DATE SIGNED 03/14/2012

Task 1(c): Local Infrastructure Fund Establishment. Given the particular interest of one of the SGIA recipients (SSMMA) in a ~~local, revolving~~ structured fund as a mechanism to finance TOD infrastructure, under this task the contractor shall describe the basics of establishing such a fund. Issues discussed shall include what entity can/should control such a fund; how big a fund should be (a question of capital, mission, size, scale, etc.); how the fund could generate capital, how the fund could provide a return on investment; how it could replenish itself; whether such a fund should expire and if so, how and when; who would be eligible to borrow from such a fund and for what purpose; and whether there are strategic benefits to creating just one fund or to creating multiple funds for various infrastructure components. Direct consultation with SSMMA will be required. This chapter of the report shall be a minimum of 10 pages and a maximum of 15 pages, and a complete draft shall be delivered to EPA. This section of the report shall be delivered to EPA 150 days from the date of contract award.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE

PAGE 1 OF PAGES 2

2. AMENDMENT/MODIFICATION NO. 005

3. EFFECTIVE DATE 04/04/2012

4. REQUISITION/PURCHASE REQ. NO.

5. PROJECT NO. *(If applicable)*

6. ISSUED BY CODE HPOD

HPOD
US Environmental Protection Agency
Headquarters Procurement Operations
Ariel Rios Building
1200 Pennsylvania Avenue, NW
Washington DC 20460

7. ADMINISTERED BY *(If other than Item 6)* CODE HPOD

HPOD
US Environmental Protection Agency
Headquarters Procurement Operations
Ariel Rios Building
1200 Pennsylvania Avenue, NW
Washington DC 20460

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and ZIP Code)*

CH2M HILL INC.
Attn: NA
9191 S JAMAICA STREET
Englewood CO 80112

CODE (b)(4)

FACILITY CODE

(x) 9A. AMENDMENT OF SOLICITATION NO.

9B. DATED *(SEE ITEM 11)*

x 10A. MODIFICATION OF CONTRACT/ORDER NO. EP-W-11-011 0001

10B. DATED *(SEE ITEM 13)* 06/16/2011

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)*
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.
X	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:
	D. OTHER *(Specify type of modification and authority)*

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION *(Organized by UCF section headings, including solicitation/contract subject matter where feasible.)*

DUNS Number: (b)(4)
TO 0001: Smart Growth Implementation Assistance / Infrastructure Financing
TOPO: Lee Sobel Max Expire Date: 01/26/2012

The purpose of this modification to Task Order #0001 under Contract EP-W-11-011 is to shift funds in the amount of (b)(4) from the fixed fee pool to the cost pool to allow for payment of pending invoices. This action does not increase the overall value of said Task Order.

Ceilings:
Continued ...

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

15A. NAME AND TITLE OF SIGNER *(Type or print)*		16A. NAME AND TITLE OF CONTRACTING OFFICER *(Type or print)* Jami Rodgers	
15B. CONTRACTOR/OFFEROR *(Signature of person authorized to sign)*	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA *(Signature of Contracting Officer)*	16C. DATE SIGNED

NAME OF OFFEROR OR CONTRACTOR
CH2M HILL INC.

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	Estimated Cost: (b)(4) + (b)(4) This Action = (b)(4) Fixed Fee: (b)(4) - (b)(4) This Action = (b)(4) CPFF: $98,034.87 Funded Amounts: Estimated Cost: (b)(4) + (b)(4) This Action = (b)(4) Fixed Fee: (b)(4) - (b)(4) This Action = (b)(4) CPFF: $98,034.87 Period of Performance: 06/16/2011 to 05/15/2012				

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE

PAGE 1 OF PAGES 2

2. AMENDMENT/MODIFICATION NO. 006

3. EFFECTIVE DATE 04/30/2012

4. REQUISITION/PURCHASE REQ. NO.

5. PROJECT NO. *(If applicable)*

6. ISSUED BY CODE HPOD

HPOD
US Environmental Protection Agency
Headquarters Procurement Operations
Ariel Rios Building
1200 Pennsylvania Avenue, NW
Washington DC 20460

7. ADMINISTERED BY *(If other than Item 6)* CODE HPOD

HPOD
US Environmental Protection Agency
Headquarters Procurement Operations
Ariel Rios Building
1200 Pennsylvania Avenue, NW
Washington DC 20460

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and ZIP Code)*

CH2M HILL INC.
Attn: NA
9191 S JAMAICA STREET
Englewood CO 80112

CODE (b)(4) FACILITY CODE

(x) 9A. AMENDMENT OF SOLICITATION NO.

9B. DATED *(SEE ITEM 11)*

x 10A. MODIFICATION OF CONTRACT/ORDER NO. EP-W-11-011 0001

10B. DATED *(SEE ITEM 13)* 06/16/2011

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)*
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.
X	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:
	D. OTHER *(Specify type of modification and authority)*

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION *(Organized by UCF section headings, including solicitation/contract subject matter where feasible.)*

DUNS Number: (b)(4)
TO 0001: Smart Growth Implementation Assistance / Infrastructure Financing
TOPO: Lee Sobel Max Expire Date: 01/26/2012
The purpose of this modification to Task Order #0001 under Contract EP-W-11-011 is to shift funds in the amount of (b)(4) from the fixed fee pool to the cost pool to allow for payment of pending invoices. This action does not increase the overall value of said Task Order.

Ceilings:
Estimated Cost: (b)(4) + (b)(4) This Action = (b)(4)
Fixed Fee: (b)(4) - (b)(4) This Action = (b)(4)
Continued ...

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

15A. NAME AND TITLE OF SIGNER *(Type or print)*

16A. NAME AND TITLE OF CONTRACTING OFFICER *(Type or print)*
Jami Rodgers

15B. CONTRACTOR/OFFEROR
(Signature of person authorized to sign)

15C. DATE SIGNED

16B. UNITED STATES OF AMERICA
(Signature of Contracting Officer)

16C. DATE SIGNED

NAME OF OFFEROR OR CONTRACTOR
CH2M HILL INC.

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	CPFF: $98,034.87 Funded Amounts: Estimated Cost: (b)(4) + (b)(4) This Action = (b)(4) Fixed Fee: (b)(4) - (b)(4) This Action = (b)(4) CPFF: $98,034.87 LIST OF CHANGES: Reason for Modification : Other Administrative Action Period of Performance: 06/16/2011 to 05/15/2012				

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE

PAGE 1 OF PAGES 2

2. AMENDMENT/MODIFICATION NO. 007

3. EFFECTIVE DATE 12/04/2012

4. REQUISITION/PURCHASE REQ. NO.

5. PROJECT NO. *(If applicable)*

6. ISSUED BY CODE HPOD

HPOD
US Environmental Protection Agency
Headquarters Procurement Operations
Ariel Rios Building
1200 Pennsylvania Avenue, NW
Washington DC 20460

7. ADMINISTERED BY *(If other than Item 6)* CODE HPOD

HPOD
US Environmental Protection Agency
Headquarters Procurement Operations
Ariel Rios Building
1200 Pennsylvania Avenue, NW
Washington DC 20460

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and ZIP Code)*

CH2M HILL INC.
Attn: NA
9191 S JAMAICA STREET
Englewood CO 80112

CODE (b)(4)

FACILITY CODE

(x) 9A. AMENDMENT OF SOLICITATION NO.

9B. DATED *(SEE ITEM 11)*

x 10A. MODIFICATION OF CONTRACT/ORDER NO. EP-W-11-011 0001

10B. DATED *(SEE ITEM 13)* 06/16/2011

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)*
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.
X	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:
	D. OTHER *(Specify type of modification and authority)*

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION *(Organized by UCF section headings, including solicitation/contract subject matter where feasible.)*

DUNS Number: (b)(4)
TO 0001: Smart Growth Implementation Assistance / Infrastructure Financing
TOPO: Lee Sobel Max Expire Date: 01/26/2012
The purpose of this modification to Task Order #0001 under Contract EP-W-11-011 is to shift funds in the amount of (b)(4) from the fixed fee pool to the cost pool to allow for payment of pending invoices. This action does not increase the overall value of said Task Order.

Ceilings:
Estimated Cost: (b)(4) + (b)(4) (this action) = (b)(4)
Fixed Fee: (b)(4) - (b)(4) (this action) = (b)(4)
Continued ...

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

15A. NAME AND TITLE OF SIGNER *(Type or print)*

16A. NAME AND TITLE OF CONTRACTING OFFICER *(Type or print)*
Jody Gosnell

15B. CONTRACTOR/OFFEROR
(Signature of person authorized to sign)

15C. DATE SIGNED

16B. UNITED STATES OF AMERICA
(Signature of Contracting Officer)

16C. DATE SIGNED

NAME OF OFFEROR OR CONTRACTOR
CH2M HILL INC.

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	Funded Amounts: Estimated Cost: (b)(4) + (b)(4) (this action) = (b)(4) Fixed Fee: (b)(4) - (b)(4) (this action) = (b)(4) CPFF: $98,034.87 LIST OF CHANGES: Reason for Modification : Other Administrative Action Buyer changed from Jami Rodgers to Tricia Lynn Contracting Officer changed from Jami Rodgers to Jody Gosnell Period of Performance: 06/16/2011 to 05/15/2012				

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE

PAGE 1 OF PAGES 2

2. AMENDMENT/MODIFICATION NO. 008

3. EFFECTIVE DATE See Block 16C

4. REQUISITION/PURCHASE REQ. NO.

5. PROJECT NO. *(If applicable)*

6. ISSUED BY CODE HPOD

HPOD
US Environmental Protection Agency
Headquarters Procurement Operations
Ariel Rios Building
1200 Pennsylvania Avenue, NW
Washington DC 20460

7. ADMINISTERED BY *(If other than Item 6)* CODE

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and ZIP Code)*

CH2M HILL INC.
Attn: NA
9191 S JAMAICA STREET
Englewood CO 80112

CODE (b)(4) FACILITY CODE

(x) 9A. AMENDMENT OF SOLICITATION NO.

9B. DATED *(SEE ITEM 11)*

x 10A. MODIFICATION OF CONTRACT/ORDER NO. EP-W-11-011 0001

10B. DATED *(SEE ITEM 13)* 06/16/2011

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)*
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)* Allocation of funds under the authority of FAR 16.306 - Cost-Plus-Fixed-Fee Contracts

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION *(Organized by UCF section headings, including solicitation/contract subject matter where feasible.)*

DUNS Number: (b)(4)
TO 0001: Smart Growth Implementation Assistance / Infrastructure Financing
TOPO: Lee Sobel Max Expire Date: 01/26/2012
The purpose of this modification to Task Order #0001 under Contract EP-W-11-011 is to shift funds in the amount of (b)(4) from the fixed fee pool to the cost pool to allow for payment of pending invoices. This action does not increase the overall value of said Task Order.

Ceilings:
Estimated Cost: (b)(4) + (b)(4) (this action) = (b)(4)
Fixed Fee: (b)(4) - (b)(4) (this action) = (b)(4)

Continued ...

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

15A. NAME AND TITLE OF SIGNER *(Type or print)*		16A. NAME AND TITLE OF CONTRACTING OFFICER *(Type or print)* Kathryn Barton	
15B. CONTRACTOR/OFFEROR *(Signature of person authorized to sign)*	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA *(Signature of Contracting Officer)*	16C. DATE SIGNED

CONTINUATION SHEET	REFERENCE NO. OF DOCUMENT BEING CONTINUED	PAGE	OF
	EP-W-11-011/0001/008	2	2

NAME OF OFFEROR OR CONTRACTOR
CH2M HILL INC.

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	Funded Amounts: Estimated Cost: (b)(4) + (b)(4) (this action) = (b)(4) Fixed Fee: (b)(4) - (b)(4) (this action) = (b)(4) CPFF: $98,034.87 Period of Performance: 06/16/2011 to 05/15/2012				

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE

PAGE 1 OF PAGES 2

2. AMENDMENT/MODIFICATION NO. 009

3. EFFECTIVE DATE See Block 16C

4. REQUISITION/PURCHASE REQ. NO.

5. PROJECT NO. *(If applicable)*

6. ISSUED BY CODE HPOD

HPOD
US Environmental Protection Agency
Headquarters Procurement Operations
Ariel Rios Building
1200 Pennsylvania Avenue, NW
Washington DC 20460

7. ADMINISTERED BY *(If other than Item 6)* CODE

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and ZIP Code)*

CH2M HILL INC.
Attn: NA
9191 S JAMAICA STREET
Englewood CO 80112

CODE (b)(4)

FACILITY CODE

(x) 9A. AMENDMENT OF SOLICITATION NO.

9B. DATED *(SEE ITEM 11)*

x 10A. MODIFICATION OF CONTRACT/ORDER NO. EP-W-11-011 0001

10B. DATED *(SEE ITEM 13)* 06/16/2011

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)*
See Schedule

Net Decrease: -$84.41

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)* Deobligation of excess funds under the authority of FAR 43.103(a).

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION *(Organized by UCF section headings, including solicitation/contract subject matter where feasible.)*

DUNS Number: (b)(4)
TO 0001: Smart Growth Implementation Assistance / Infrastructure Financing
TOPO: Lee Sobel Max Expire Date: 01/26/2012
The purpose of this modification is to deobligate excess funds in the amount of (b)(4) (DCN W1C049) from cost, as seen in the breakdown below:

Estimated Cost: (b)(4) - (b)(4) (this action) = (b)(4)
Fixed Fee: (b)(4)
CPFF: (b)(4)

Continued ...

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

15A. NAME AND TITLE OF SIGNER *(Type or print)*		16A. NAME AND TITLE OF CONTRACTING OFFICER *(Type or print)* Jody Gosnell	
15B. CONTRACTOR/OFFEROR *(Signature of person authorized to sign)*	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA *(Signature of Contracting Officer)*	16C. DATE SIGNED

NAME OF OFFEROR OR CONTRACTOR
CH2M HILL INC.

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	LIST OF CHANGES: Reason for Modification : Funding Only Action Total Amount for this Modification: $0.00 New Total Amount for this Version: $98,034.87 New Total Amount for this Award: $98,034.87 Obligated Amount for this Modification: (b)(4) New Total Obligated Amount for this Award: (b)(4) Incremental Funded Amount changed: from $98,034.87 to (b)(4) CHANGES FOR LINE ITEM NUMBER: 1 Obligated Amount for this modification: (b)(4) Incremental Funded Amount changed from $98,034.87 to (b)(4) CHANGES FOR ACCOUNTING CODE: 11-12-B-11WC-502MA4B-2505---1111W1C049-001 Amount changed from $65,000.00 to (b)(4) FOB: Destination Period of Performance: 06/16/2011 to 05/15/2012				