

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES 1 2
2. AMENDMENT/MODIFICATION NO. P00008	3. EFF. DATE 12/18/2008	4. REQUISITION/PURCHASE REQ. NO. 0020034599	5. PROJECT NO. (If applicable)	
6. ISSUED BY Department of Homeland Security Customs and Border Protection 1300 Pennsylvania Ave NW Room 7.2A-B Washington DC 20229	CODE 7014	7. ADMINISTERED BY (If other than Item 6) Dept of Homeland Security Customs and Border Protection SBI Acquisition Office, Room 7.2C 1300 Pennsylvania Ave., NW Washington DC 20229		
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and Zip Code) THE BOEING COMPANY DBA/ BOEING 1215 SOUTH CLARK ST STE 600 ARLINGTON VA 22202-3259			9A. AMENDMENT OF SOLICITATION NO.	
CODE 807414318 FACILITY CODE			9B. DATED (SEE ITEM 11)	
			10A. MODIFICATION OF CONTRACT/ORDER NO. / HSBP1208J19363	
			10B. DATED (SEE ITEM 13) 12/07/2007	

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 Attached

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

<input type="checkbox"/>	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.
<input type="checkbox"/>	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).
<input checked="" type="checkbox"/>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Mutual agreement of the parties
<input type="checkbox"/>	D. OTHER (Specify type of modification and authority)
E. IMPORTANT: Contractor <input type="checkbox"/> is not <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to issuing office.	

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)
See page 2.

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.

(b) (6)

16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)
Jonathan Todd

(b) (6)

6C. DATE SIGNED
12/19/08
10-83)

PREVIOUS EDITION UNUSABLE

Prescribed by GSA FAR (48 CFR) 53.243

C3I COP / HSBP1208J19363
Modification P00008

The purpose of this modification is to increase funding to cover the contractors overrun on CLIN 0001. This modification increases CLIN 0001 funding by \$1,572,801 per the contractor's letters, dated November 18, 2008 (SS-SBIDC-PAL-08-0656), December 11, 2008 (SS-SBIDC-PAL-08-0717) and December 17, 2008 (SS-SBIDC-PAL-08-0731). This modification also realigns the estimated costs to restore contract value by CLIN and visibility of the CLIN 0001/0003 cost overruns.

A. Realign funds as follows:

- i. Transfer \$1,572,801 from CLIN 0004A to CLIN 0001.
- ii. Change CLIN 0001's total funding from \$20,627,199 to \$22,200,000.
- iii. Change CLIN 0004A's funding from \$8,771,008 to \$7,198,207.

B. Estimated costs and base fees are as follows:

	Estimated Cost	Base Fee
CLIN 0001 Service Pack NTE	(b)	(4)
CLIN 0001A	(b)	(4)
CLIN 0001B	(b)	(4)
CLIN 0001C	(b)	(4)
CLIN 0002 NOC/SOC NTE	(b)	(4)
CLIN 0003	(b)	(4)
CLIN 0004	(b)	(4)
CLIN 0004A	(b)	(4)
CLIN 0005	(b)	(4)
CLIN 0006	(b)	(4)

C. Estimated costs and base fees are funded as follows:

	Funded Estimated Cost	Funded Base Fee
CLIN 0001 Service Pack NTE	(b)	(4)
CLIN 0001A	(b)	(4)

(CONTINUED)

	<u>Funded Estimated Cost</u>	<u>Funded Base Fee</u>
CLIN 0001B	A large black rectangular redaction box covers the data for CLIN 0001B through CLIN 0006. Inside the box, the text "(b)" is visible in the first column and "(4)" is visible in the second column, both in red font.	A large black rectangular redaction box covers the data for CLIN 0001B through CLIN 0006. Inside the box, the text "(b)" is visible in the first column and "(4)" is visible in the second column, both in red font.
CLIN 0001C		
CLIN 0002 NOC/SOC NTE		
CLIN 0003		
CLIN 0004		
CLIN 0004A		
CLIN 0005		
CLIN 0006		

- D. Total estimated task order value is \$82,991,570.
- E. This task order is incrementally funded and the total funded amount allotted to this task order remains at \$66,629,778.
- F. CLIN 0001 includes funding beyond Release 0.5's baseline and Service Pack (per Modification P00001). Base fee shall be subject to adjustment per the definitization of the Service Pack effort.
- G. All other terms and conditions remain unchanged.

The Boeing Company
1215 South Clark Street Suite 600
Arlington, VA 22202-3259

December 17, 2008
SS-SBIDC-PAL-08-0731

Mr. Jonathan Todd
Department of Homeland Security
Customs and Border Protection
1300 Pennsylvania Ave. NW
Suite 7.2C Room: 1530 NP
Washington DC 20229



Subject: Contract No. HSBP1006D01353, SBI*net*, Task Order HSBP1208J19363 C3I
COP CLIN 0001 Funding Increases

Reference (a): Meeting With Capt Stegman and Jonathan Todd On December 17, 2008
Regarding C3I COP CLIN 0001 Funding Increases

(b): Boeing Letter SS-SBIDC-PAL-08-05717, C3I Contract Line Item Number
(CLIN) Funding Information, Dated December 11, 2008

Dear Mr. Todd,

The Boeing Company hereby provides the enclosed charts presented at the referenced meeting as a supplement to the reference (b) request for an increase to CLIN 0001 Release 0.5 Development funding.

Should you have questions or require additional information, please contact the undersigned at (b) (6) or (b) (6) @boeing.com.

Sincerely,

(b) (4)

SBI*net* Contracts Management
Security Solutions
Intelligence & Security Systems

Enclosure

cc: (b) (6)

Judy Simpson
(b) (6)



- All CLIN 1 activities and charges were scheduled to conclude in July 2008 with completion of R0.5 TRR/FQT; actual completion of all 2 part TRR/FQT activities on 11/25/2008 (5 month delay)
- Major cause of delay attributed to DVR provider issues, changes of video encoders, bug fixes including HMI stability (BDO memory growth), and SOSOE stability. Also, a major re-structure of the SRS where the number of requirements at Requirements Review versus the number of requirements when the SRS was formally approved went from 82 to 172.
- Another issue: Release 0.5 contracted as a prototype (archetype) versus being a more formal delivery.
- Delays in correcting the DVR and Severity 1 bugs necessitating additional
 - Unplanned software drops
 - Continuation of Task Order Management team past scheduled completion
 - Continuation of HB Test team past scheduled completion
 - More travel than scheduled
 - Conducting Two part TRR and FQT

The period of performance from ATP to R0.5 release increased by 5 months and the total cost increase from ~\$10M to ~\$21M



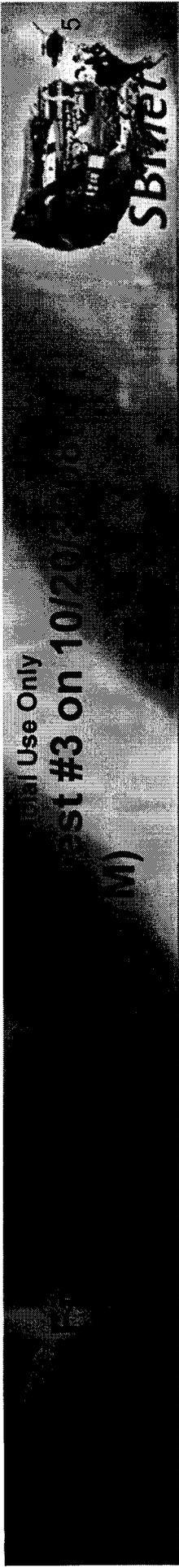
- **Additional software development to accommodate functionality required for Block 1 system changes not originally contemplated in the baseline**
 - Documented in 4/1/2008 DDM
- **Drop 0.5.3.1.1 added to plan to address bugs from Drop 0.5.3.1 SIT**
- **DVR slip**
- **Late acceptance and approval of SRS**
- **Support Software System Integration - Integration with ARSS**
- **Modifications supporting Radar de-cluttering and resulting design decisions for (Fusion & Clutter analysis resulting from NAR activity)**
- **Developing Laser Rangefinder**
- **Slew to point mode – Continuous slew to a point mode**
- **Incorporation new Health & Safety messages**
 - Including security messages identifying that tower equipment boxes are open/closed
 - Tower protection alerts (UGS sensor alerts)
 - Develop & implement rules and work flow in which entities will not be auto-cleared from the user –
- **Comm Layer Software Integration**



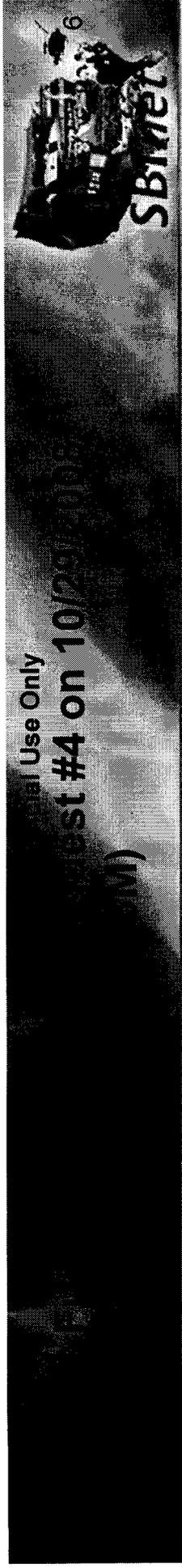
Official Use Only
Test #2 on 8/28/2008
(08M)



- Address error corrections identified by R0.5 Software CCB
- DVR solution uncertainties continued (moved from American Dynamics to CISCO product for Security)
- Added Drop 0.5.3.2 (on 9/15/08) to fix bugs identified during system I&T (SIT)
- Verification of R 0.5.1 and R 0.5.2 PCRs by HB test team



- **Extension of the design and development of the C3I COP, Release 0.5**
 - Address additional software PCRs but not incorporated into 0.5.3.3 drop
- **LOE support by the Software Architecture team for evolving design**



- **Added Report Generation modifications to support one year's worth of reporting (added to Drop 0.5.3.3)**
- **Resumed Service Pack 1 design changes that were stopped with SP1**
- **DVR functionality delayed from Drop 0.5.3.2 to Drop 0.5.3.3**
- **Included Video encoder/DVR issues, secure OS, camera zoom extender, COP stability, and SRS updates to C&A, RMA, NOC/SOC required new software drop**
- **Included Drop 0.5.3.3 impact to HB Productization and Test team**
 - Bug Fixes

Official Use Only
List #5 on 11/18/2006



- Added Part 2 of two part TRR/FQT due to late completion of DVR, Report Generation, Hitachi integration, Performance tests, and selected Bug Fixes as recommended by SCCB



- **Close out CLIN 1 technical tasks and programmatic activities**

- **Technical activities**
 - Complete CDRls F083 Software Description and F092 FQT Test Report
 - Security compliance actions
 - DOORS updates (FQT redlines into DOORS)
 - Place HB ROBBERS SIM into Clearcase
 - Clean up of PCRs for transition to CLIN 1A, O&M

- **Programmatic activities**
 - Process lag in supplier invoices and their outstanding costs
 - Processing lag for outstanding travel
 - Complete CPR CDRL F052
 - Complete CLIN 1 funding analyses
 - Complete CAM activities (IMS updates, variance reports, etc)

December 11, 2008
SS-SBIDC-PAL-08-0717

Mr. Jonathan Todd
Department of Homeland Security
Customs and Border Protection
1300 Pennsylvania Ave. NW
Suite 7.2C Room: 1530 NP
Washington DC 20229



Subject: Contract No. HSBP1006D01353, SBI*net*, Task Order HSBP1208J19363 C3I,
Contract Line Item Number (CLIN) Funding Information

Reference (a): Boeing Letter SS-SBIDC-PAL-08-0598, Limitation of Funds Notification,
Dated October 29, 2008

(b): Boeing Letter SS-SBIDC-PAL-08-0656, C3I COP, Contract Line
Item Number (CLIN) Funding Information, Dated November 18,
2008

(c): Boeing Public Voucher No. 0017 Issued Under
HSBP1006D001353/HSBP1208J19363, Dated December 10, 2008

(d): CBP Letter, Acceptance of SBI*net* Command and Control Software
Release 0.5, Dated December 8, 2008

Dear Mr. Todd,

The Boeing Company provided the required funding through December 31, 2008,
pursuant to the Limitation of Funds clause (FAR 52.232-22) in the reference (a)
letter. In addition, funding information was provided by Contract Line Item Number
(CLIN) in the reference (b) letter.

Pursuant to reference (c) Public Voucher, Boeing has incurred an additional \$0.7M
beyond the funding requested in the reference (b) letter. Additional funding beyond
the \$21.5M is therefore requested to complete the following effort under CLIN 0001:

- 1) Complete preparation and submittal of CDRLs F083 Release 0.5 Spiral
Software Deliverable/Version Description Document and F092 Release 0.5
Software Test Report.
- 2) Complete CDRL F052 Contract Performance Report updates.
- 3) Process outstanding travel
- 4) Maintain oversight and process lagging supplier invoices
- 5) Conduct close-out activities associated with CLIN 0001.

Mr. Jonathan Todd
SS-SBIDC-PAL-08-0717
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C3I COP CLIN	Dollars in Millions		
	Funding Requested 11/18/2008 (reference b)	Requested Funding Change	Updated Funding Required Through January 2009
0001 – Baseline	\$19.9	\$0.8	\$20.7
0001 – Service Pack	\$1.6	-\$0.1	\$1.5
Total CLIN 0001	\$21.5	\$0.7	\$22.2



A total of \$22.2M is identified to support overall CLIN 0001 effort. While funding at the task order level provides for performance through December 2008, Boeing requests a task order modification to adjust funding between CLINs to cover the remaining effort. .

Should you have questions or require additional information, please contact the undersigned at (b) (6) or (b) (6)@boeing.com.

Sincerely,

(b) (6)
Security Solutions
Intelligence & Security Systems

cc: (b) (6)
Judy Simpson
(b) (6)

November 18, 2008
SS-SBIDC-PAL-08-0656

Mr. Jonathan Todd
Department of Homeland Security
Customs and Border Protection
1300 Pennsylvania Ave. NW
Suite 7.2C Room: 1530 NP
Washington DC 20229



Subject: Contract No. HSBP1006D01353, *SBI*net, Task Order HSBP1208J19363 C3I,
Contract Line Item Number (CLIN) Funding Information

Reference (a): Boeing Letter SS-SBIDC-PAL-08-0598, Limitation of Funds Notification,
Dated October 29, 2008

(b): Boeing Letter SS-SBIDC-PAL-08-0599, C3I COP, Contract Line
Item Number (CLIN) Funding Information, Dated October 29, 2008

(c): C3I COP Task Order Modification P0006, Dated October 30, 2008

Dear Mr. Todd,

The Boeing Company previously provided the required funding through December 31, 2008, pursuant to the Limitation of Funds clause (FAR 52.232-22) in the reference (a) letter. In addition funding information was provided by Contract Line Item Number (CLIN) in the reference (b) letter. In the reference (b) letter funding information for CLIN 0001 was identified for baseline effort and Service Pack effort.

C3I COP CLIN	Dollars in Millions		
	Current Funding P00006	Requested Funding Change	Updated Funding Required Through December 2008
0001 – Baseline	\$14.8	\$5.1	\$19.9
0001 – Service Pack	\$5.8	-\$4.2	\$1.6
Total CLIN 0001	\$20.6	\$0.9	\$21.5

A total of \$21.5 is identified to support overall CLIN 0001 effort. The reference (c) Task Order Modification P0006 provided funding in the amount of \$20.6M, which was \$0.7M less than the total amount required for CLIN 0001. An additional \$0.2M is requested at this time to cover the two week TRR Part 2 extension.

While funding at the task order level provides for performance through December 2008, Boeing requests a task order modification to adjust funding between CLINs such that an additional \$0.9M is available for CLIN 0001 performance.

Mr. Jonathan Todd
SS-SBIDC-PAL-08-0656
Page 2

Should you have questions or require additional information, please contact the undersigned at (b) (6) or (b) (6)@boeing.com.

Sincerely,

(b) (6)



Security Solutions
Intelligence & Security Systems

cc:

(b) (6)

Judy Simpson

(b) (6)