

SOLICITATION/CONTRACT/ORDER FOR COMMERCIAL ITEMS OFFEROR TO COMPLETE BLOCKS 12, 17, 23, 24, AND 30				1 REQUISITION NUMBER DNAR00134		PAGE 1 OF 19	
2 CONTRACT NO HQ0013-09-C-0007		3 AWARD/EFFECTIVE DATE 30-Sep-2009		4 ORDER NUMBER		5 SOLICITATION NUMBER HQ0013-09-R-0009	
7 FOR SOLICITATION INFORMATION CALL		a NAME (b)(6)		b TELEPHONE NUMBER (No Collect Calls) (b)(6)		8 SOLICITATION ISSUE DATE 09-Jul-2009	
9 ISSUED BY DEFENSE SECURITY COOPERATION AGENCY-CON (b)(6) 201 12TH STREET, SOUTH SUITE 203 ARLINGTON VA 22202 TEL FAX		CODE HQ0013		10 THIS ACQUISITION IS <input type="checkbox"/> UNRESTRICTED <input checked="" type="checkbox"/> SET ASIDE 100 % FOR <input checked="" type="checkbox"/> SB <input type="checkbox"/> HUBZONE SB <input type="checkbox"/> 8(A) <input type="checkbox"/> SVC-DISABLED VET-OWNED SB <input type="checkbox"/> EMERGING SB SIZE STD 6.5 NAICS 541990		11 DELIVERY FOR FOB DESTINATION UNLESS BLOCK IS MARKED <input type="checkbox"/> SEE SCHEDULE 13a THIS CONTRACT IS A RATED ORDER UNDER DPAS (15 CFR 700) <input type="checkbox"/> 13b RATING 14 METHOD OF SOLICITATION <input type="checkbox"/> RFO <input type="checkbox"/> IFB <input checked="" type="checkbox"/> RFP	
15 DELIVER TO SEE SCHEDULE		CODE		18 ADMINISTERED BY SEE ITEM 9		CODE	
17a CONTRACTOR/OFFEROR PROOFPOINT SYSTEMS, INC MIKE BROOKS 1383 OAK AVE LOS ALTOS CA 94024-5788 TEL 760-604-0434		CODE 3YVWL9		18a PAYMENT WILL BE MADE BY DEAS-JAXBG/N (b)(6) COLUMN 113E, CUBE 64 8899 EAST 56TH ST INDIANAPOLIS IN 46249		CODE HQ0013	
FACILITY CODE		18b. SUBMIT INVOICES TO ADDRESS SHOWN IN BLOCK 18a UNLESS BLOCK BELOW IS CHECKED <input type="checkbox"/> SEE ADDENDUM					
<input type="checkbox"/> 17b CHECK IF REMITTANCE IS DIFFERENT AND PUT SUCH ADDRESS IN OFFER							
19 ITEM NO	20 SCHEDULE OF SUPPLIES/SERVICES	21 QUANTITY	22 UNIT	23 UNIT PRICE	24 AMOUNT		
SEE SCHEDULE							
25 ACCOUNTING AND APPROPRIATION DATA See Schedule						26 TOTAL AWARD AMOUNT (For Govt Use Only) \$1,443,740.21 EST	
27a SOLICITATION INCORPORATES BY REFERENCE FAR 52 212-1 52 212-4 FAR 52 212-3 52 212-5 ARE ATTACHED ADDENDA <input type="checkbox"/> ARE <input type="checkbox"/> ARE NOT ATTACHED							
27b CONTRACT/PURCHASE ORDER INCORPORATES BY REFERENCE FAR 52 212-4 FAR 52 212-5 IS ATTACHED ADDENDA <input type="checkbox"/> ARE <input type="checkbox"/> ARE NOT ATTACHED							
28 CONTRACTOR IS REQUIRED TO SIGN THIS DOCUMENT AND RETURN 2 COPIES <input checked="" type="checkbox"/> TO ISSUING OFFICE CONTRACTOR AGREES TO FURNISH AND DELIVER ALL ITEMS SET FORTH OR OTHERWISE IDENTIFIED ABOVE AND ON ANY ADDITIONAL SHEETS SUBJECT TO THE TERMS AND CONDITIONS SPECIFIED HEREIN				29 AWARD OF CONTRACT REFERENCE <input type="checkbox"/> OFFER DATED YOUR OFFER ON SOLICITATION (BLOCK 6), INCLUDING ANY ADDITIONS OR CHANGES WHICH ARE SET FORTH HEREIN, IS ACCEPTED AS TO ITEMS			
30a SIGNATURE OF OFFEROR/CONTRACTOR				31a UNITED STATES OF AMERICA (SIGNATURE OF CONTRACTING OFFICER) (b)(6)		31c DATE SIGNED 29-Sep-2009	
30b NAME AND TITLE OF SIGNER (TYPE OR PRINT)		30c DATE SIGNED		31d NAME OF CONTRACTING OFFICER (TYPE OR PRINT) (b)(6) / Contracting Officer TEL (b)(6) EMAIL (b)(6)			

SOLICITATION/CONTRACT/ORDER FOR COMMERCIAL ITEMS (CONTINUED)				PAGE 2 OF 19	
19 ITEM NO.	20 SCHEDULE OF SUPPLIES/SERVICES	21 QUANTITY	22 UNIT	23 UNIT PRICE	24 AMOUNT
	SEE SCHEDULE				

32a QUANTITY IN COLUMN 21 HAS BEEN
☐ RECEIVED ☐ INSPECTED ☐ ACCEPTED, AND CONFORMS TO THE CONTRACT, EXCEPT AS NOTED

32b SIGNATURE OF AUTHORIZED GOVERNMENT REPRESENTATIVE	32c DATE	32d PRINTED NAME AND TITLE OF AUTHORIZED GOVERNMENT REPRESENTATIVE
32e MAILING ADDRESS OF AUTHORIZED GOVERNMENT REPRESENTATIVE		32f TELEPHONE NUMBER OF AUTHORIZED GOVERNMENT REPRESENTATIVE
		32g E-MAIL OF AUTHORIZED GOVERNMENT REPRESENTATIVE

33 SHIP NUMBER	34 VOUCHER NUMBER	35 AMOUNT VERIFIED CORRECT FOR	36 PAYMENT <input type="checkbox"/> COMPLETE <input type="checkbox"/> PARTIAL <input type="checkbox"/> FINAL	37 CHECK NUMBER
<input type="checkbox"/> PARTIAL <input type="checkbox"/> FINAL				

38 S/R ACCOUNT NUMBER	39 S/R VOUCHER NUMBER	40 PAID BY

41a I CERTIFY THIS ACCOUNT IS CORRECT AND PROPER FOR PAYMENT	42a RECEIVED BY (Print)	
41b SIGNATURE AND TITLE OF CERTIFYING OFFICER	42b RECEIVED AT (Location)	
	42c DATE REC'D (YY/MM/DD)	42d TOTAL CONTAINERS

Section SF 1449 - CONTINUATION SHEET

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0001		7	Months	\$130,266.69	\$911,866.83

SCO Review (FMS)

FFP

Contractor shall provide all labor and material necessary to perform task 3.1 thru 3.6, 3.8 thru 3.9 and 3.11 thru 3.12 in accordance with paragraph 3.0 of the Performance Work Statement (PWS) entitled, "DSCA Global Security Cooperation Organization (SCO) Review".

FOB: Destination

PURCHASE REQUEST NUMBER: DNAR90134

NET AMT	\$911,866.83
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ACRN AA

\$911,866.83

CIN: 00000000000000000000000000000000

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0002		7	Months	\$26,053.34	\$182,373.38

SCO Review (DoD)

FFP

Contractor shall provide all labor and material necessary to perform task 3.7 and 3.10 in accordance with paragraph 3.0 of the Performance Work Statement (PWS) entitled, "DSCA Global Security Cooperation Organization (SCO) Review".

FOB: Destination

NET AMT	\$182,373.38
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ACRN AB

\$182,373.38

CIN: 00000000000000000000000000000000

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
1001		6	Months	\$130,266.69	\$781,600.14
OPTION	SCO Review (FMS) FFP Option Year 1 (Six Months) - Contractor shall provide all labor and material necessary to perform task 3.1 thru 3.6, 3.8 thru 3.9 and 3.11 thru 3.12 in accordance with paragraph 3.0 of the Performance Work Statement (PWS) entitled, "DSCA Global Security Cooperation Organization (SCO) Review". FOB: Destination				

NET AMT	\$781,600.14
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ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
1002		6	Months	\$26,053.34	\$156,320.04
OPTION	SCO Review (DoD) FFP Option Period 1 (Six Months) - Contractor shall provide all labor and material necessary to perform task 3.7 and 3.10 in accordance with paragraph 3.0 of the Performance Work Statement (PWS) entitled, "DSCA Global Security Cooperation Organization (SCO) Review". FOB: Destination				

NET AMT	\$156,320.04
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ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
1003			Lot		\$174,933.00
OPTION	Other Direct Cost (ODC)/Travel COST Option Period 1 (Six Months) FOB: Destination				

ESTIMATED COST	\$174,933.00 (EST.)
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ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
1004		1	Lot	\$153,000.00	\$153,000.00
OPTION	Other Direct Cost FFP COTS Analysis & Measurement System - \$150,000.00; Administrative Costs (Overseas Telecom & WebEx Expenses) - \$3,000.00 FOB: Destination				
NET AMT					\$153,000.00

PERFORMANCE WORK STATEMENT

**Performance Work Statement (PWS)
DSCA Global Security Cooperation Organization (SCO) Review**

1.0 Relevant Background

The Defense Security Cooperation Agency (DSCA) is the principal DoD Agency responsible for directing, administering, executing, and supervising the security assistance (SA) program. DSCA is a separate agency of the DoD under the direction, authority, and control of the Deputy Undersecretary of Defense for Policy Integration and Chief of Staff, DUSD (PI&CoS). The objectives and policies of the SA program are set forth in the Foreign Assistance Act of 1961, as amended, the Arms Export Control Act, as amended, related statutory authorities, Executive Orders, Directives, and Manuals. The SA program enables friendly and allied nations to acquire US defense articles, military training, and other defense-related services in furtherance of national policies and objectives.

SA is a subset of Security Cooperation (SC). SC encompasses all DoD interactions with foreign defense establishments to build defense relationships that promote specific US security interests, develop allied and friendly military capabilities for self-defense and multinational operations, and provide US forces with peacetime and contingency access to a host nation. The generic term for DoD elements located in a foreign country with assigned responsibilities for carrying out SC/SA management functions is Security Cooperation Organization (SCO). Personnel assigned to SCOs belong to the respective Combatant Commands (COCOM) and are staffed in accordance with the COCOM Joint Tables of Distribution (JTD) and Joint Manning Documents (JMD). DSCA and the COCOMs, working in concert with the Joint Chiefs of Staff J1 and Military Services, are responsible for proper staffing of the SCOs. One SCO, The Technical Section, American Institute in Taiwan (AIT), is managed outside of the COCOM construct.

SCOs, and the assigned billets engaged primarily in security assistance tasks, are funded by Title-22 security assistance funds. Additionally, many SCOs also receive Department of Defense appropriated funds to resource billets and operations covering a broad variety of DoD SC programs including, but are not limited to: DoD/COCOM representation duties; military-to-military liaison; GWOT; multilateral/bilateral exercise planning, coordination, and support; humanitarian assistance; coalition support activities; counter terrorism/force protection; and counter-drug activities. Staffing of SCOs can consist of U.S. military, U.S. DoD civilians, local national civilians (typically in high-skill, programmatic positions, such as budget or training management), and local national contractors (personal services agreement (PSA)). There are no standard staffing models for SCOs because they are organized and tailored to meet the unique SC objectives for the country in which they are assigned. Currently, there are 138 SCO organizations located worldwide with 1,207 personnel assigned (738 in Title-22 funded positions, 469 in DoD appropriation funded positions).

While SCO staffing levels and assigned missions are continually reviewed at both DSCA and the COCOMs, the establishment of the African Command (AFRICOM) in 2008, the dramatic growth in foreign military sales (up more than threefold from FY05 to FY08), and the expansion in size, scope, and number of security cooperation and partnership building activities and programs have in combination highlighted staffing challenges faced by SCOs, and collectively urge for a comprehensive review of existing staffing assigned worldwide in support of security cooperation missions.

2.0 Objective

The objective of this review is to determine the optimal staffing requirements for each SCO assigned to the six COCOMs (and AIT), based upon the key functions or mission essential tasks each SCO is required to perform and the measured level of activity required to satisfactorily accomplish each of those tasks. The review will propose reallocation of existing staffing to meet current requirements for all SCOs, identify the number of additional positions required for SCOs determined to be currently understaffed, and where possible, propose alternative staffing strategies to more effectively and efficiently manage existing core tasks or available staffing (such as regionalization or theater surge capabilities). The review will be conducted in recognition of the various funding sources that provide for the assigned billets in SCOs. Any recommendations for reassignment or addition of billets needs to include not only the appropriate funding source for the position, but also the unique characteristics required in any new or transferred positions (military with rank & service, civilian, local national, required training or proficiencies, etc).

3.0 Scope of Work

3.1 Develop action plan that identifies anticipated completion and delivery dates of required deliverables. The action should also identify desired dates for COCOM staff

discussions and SCO orientation visits. Refinements of the action plan after submitted will be coordinated with the contracting officer and contracting officer's representative.

3.2 The contractor will submit a bi-weekly status report that summarizes activity for the preceding two week period. The form of the report is at the discretion of the contractor and can be submitted electronically.

3.3 Develop one consolidated baseline Mission Essential Task List (METL) depicting principal tasks performed by the SCO. This task list needs to differentiate between SA and DoD SC functions. METL input needs to be solicited from all COCOMs, and SCOs may be asked to provide input to the METL, or to review the proposed METL once completed. Coordination with COCOM staffs will be essential in standardizing METL terminology for the global SCO community. COCOMs will be given the opportunity to review and provide comment to the final SCO METL. The DSCA COR must approve the final METL list before work progresses to SCO workload analysis.

3.4 Solicit all SCOs electronically for workload data that measures the level of effort required to accomplish each task on the SCO METL. This analysis must include an avenue for SCO identification of any METL items not accomplished because of staffing shortfalls (ability to report tasks insufficiently completed rather than simply reporting time spent on various tasks). Furthermore, data solicitation must be conducted in a format and manner that allows factual presentation of requirements uninfluenced by overstatement or inflation, or allowances for unsubstantiated projected workload requirements. Identification and enumeration of COCOM and SCO comments with regard to staffing and workload challenges is desired; however, the foundation of this review needs to be based upon substantiated metrics and supporting analysis, rather than subjective analytics that will not weather pointed scrutiny. During the data collection phase, SCOs, and potentially COCOMs, should identify tasks that could be managed regionally to allow consideration of alternative staffing strategies such as, but not limited to, potential regionalization of selected tasks. Consideration of alternative staffing approaches is a desired outcome of this review.

3.5 Audit workload data to identify and assess data discrepancies. As necessary, the contractor will engage SCOs to validate reported workload and add fidelity to workload measurements. COCOM participation in this step is essential. COCOMs may highlight METL items that appear understaffed or overstaffed, or SCO offices that warrant a higher level of analysis of workload data based on rapidly evolving missions. As discussed in section 10.0, actual travel to SCO locations is to be extremely limited, but may be essential in extreme cases to validate disputed workload data.

3.6 Using METL and audited workload data, develop an unconstrained optimal staffing structure for Title-22 security assistance funded billets for each SCO. The unconstrained staffing solution should first identify existing positions recommended for realignment to other SCOs before recommending net position additions. For both realigned and new positions, the solution should identify the desired source of billets, such as military with rank and service,

Coast Guard with rank, civilian with grade, locally hired Foreign Service National (FSN) civilian, or personal services agreement (PSA) contract. Furthermore, the staffing model should identify all essential skills required for each position. Skills could include language training, pilot training, force protection training, resource management experience, etc. Recommend SCO organizational structure changes that if implemented could yield staffing efficiencies. Identify and recommend management options for tasks or workload that does not command a full work-year wherever observed.

3.7 Using METL and audited workload data, recommend unconstrained optimal staffing structure for DoD appropriation funded billets for each SCO. The unconstrained staffing solution should first identify existing positions recommended for realignment to other SCOs before recommending net position additions. For both realigned and new positions, the solution should identify the desired source of billets, such as military with rank and service, Coast Guard with rank, civilian with grade, locally hired Foreign Service National (FSN) civilian, or personal services agreement (PSA) contract. Furthermore, the staffing model should identify all essential skills required for each position. Skills could include language training, pilot training, force protection training, resource management experience, etc. Recommend SCO organizational structure changes that if implemented could yield staffing efficiencies. Identify and recommend management options for tasks or workload that does not command a full work-year wherever observed.

3.8 Tasks 3.6 and 3.7 are to be integrated into a consolidated unconstrained staffing template that includes both Title-22 security assistance funded billets and DoD appropriation funded billets for all SCOs. Tasks 3.6 and 3.7 are delineated along funding lines in the performance work statement to ensure that project costs associated with the respective funding sources are clearly identified.

3.9 Using METL and audited workload data, recommend optimal constrained (zero-growth) staffing levels for Title-22 security assistance funded billets. Constrained solution needs to clearly identify existing positions recommended for realignment to other SCOs. Recommend SCO organizational structure changes that if implemented could yield staffing efficiencies. Identify and recommend management options for tasks or workload that does not command a full work-year wherever observed.

3.10 Using METL and audited workload data, recommend optimal constrained (zero-growth) staffing levels for DoD appropriation funded billets. Constrained solution needs to clearly identify existing positions recommended for realignment to other SCOs. Recommend SCO organizational structure changes that if implemented could yield staffing efficiencies. Identify and recommend management options for tasks or workload that does not command a full work-year wherever observed.

3.11 Tasks 3.9 and 3.10 are to be integrated into a consolidated constrained staffing template that includes both Title-22 security assistance funded billets and DoD appropriation funded billets for all SCOs. Tasks 3.9 and 3.10 are delineated along funding lines in the

performance work statement to ensure that project costs associated with the respective funding sources are clearly identified.

3.12 Produce a project summary document and executive level presentation that summarizes the METL development methodology, workload measurement process and auditing, comparison of actual and proposed staffing structures, suggested realignment of resources (constrained), ideal staffing solution (unconstrained) for worldwide SCO structure, and consideration of alternative staffing solutions. The project summary should be a stand-alone document, preferably in Word format, that includes all necessary back-up documentation. The executive level presentation should be a PowerPoint based product. Contractor support and participation in selected briefings will be required (local Washington D.C. area). In the summary products, the presentation and discussion of growth trends (global, regional, or country level) in both security assistance and security cooperation programs is strongly desired in order to illustrate staffing challenges where present.

4.0 Problem Areas & Conflicts

The Government and Contractor shall bring any potential problems or issues affecting contractor performance to the attention of the Contracting Officer immediately. The Contracting Officer enters all performance issues and problems into the Past Performance Information Management System (PPIMS).

5.0 Description and Use of Government Furnished Information (GFI) and Government Furnished Equipment (GFE)

GFI will be made available to the Contractor by all DoD elements party to this effort. Standing operating procedures will be available to the contractor at the place of performance, where applicable.

6.0 Contract Management

The Contracting Officers Representative (COR) will provide oversight for the task outlined in the PWS.

7.0 Deliverables

Item	Deliverable	When	Reference
1	Action plan identifying anticipated completion and delivery of all required deliverables & desired travel	30 Days from award	Scope Item 3.1

	schedule		
2	Status report	Bi-weekly	Scope Item 3.2
3	Consolidated SCO METL portrayed by SCO by COCOM	Upon Completion (per action plan)	Scope Item 3.3
4	SCO Workload Analysis Survey instruments and results	Upon Completion (per action plan)	Scope Item 3.4
5	Report of workload survey audit and analysis	Upon Completion (per action plan)	Scope Item 3.5
6	Report of <u>unconstrained</u> staffing recommendation for Title-22/Security Assistance funded billets	Upon Completion (per action plan)	Scope Item 3.6
7	Report of <u>unconstrained</u> staffing recommendation for DoD appropriation funded billets	Upon Completion (per action plan)	Scope Item 3.7
8	Integrated <u>unconstrained</u> staffing template that consolidates Title-22/SA and DoD appropriation funded positions	Upon Completion (per action plan)	Scope Item 3.8
9	Report of <u>constrained</u> staffing recommendation for Title-22/Security Assistance funded billets	Upon Completion (per action plan)	Scope Item 3.9
10	Report of <u>constrained</u> staffing recommendation for DoD appropriation funded billets	Upon Completion (per action plan)	Scope Item 3.10
11	Integrated <u>constrained</u> staffing template that consolidates Title-22/SA and DoD appropriation funded positions	Upon Completion (per action plan)	Scope Item 3.11
12	Written project summary and executive briefing on review methodology, analysis, findings, and recommendations	Upon Completion (per action)	Scope Item 3.12

		plan)	
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8.0 Performance Measurement

A detailed Quality Assurance Surveillance Plan will assure the highest quality of performance and deliverables. This plan also prescribes procedures to correct and prevent any occurrence of quality discrepancy. Summarized below are Performance Objectives, corresponding quality standards, and method of monitoring. Performance Objectives are synchronized with the schedule of deliverables.

Performance Objectives (Deliverable)	Acceptable Quality Level	Monitoring Method
Prepare and Deliver Action Plan (Deliverable 1)	Plan contains all proposed dates for presentation of deliverables #3 - #12	100% inspection
	Plan contains proposed dates for orientation visits to COCOMs and 6-10 SCOs	100% inspection
	Plan is grammatically correct, functionally organized, and presents the proposed schedule in a clear and logical fashion	100% inspection
Submit Bi-weekly Status Reports (Deliverable 2)	Status reports are submitted every 2 weeks and synopses significant events, reports of travel executed, key upcoming events, and potential problem areas	100% inspection
	Status reports are grammatically correct, functionally organized, and present relevant updates in logical manner	100% inspection
	No more than 10% of reports can be in excess of 3 (working) days late	100% inspection
Prepare and Submit SCO METL (Deliverable 3)	100% of COCOMs are provided the opportunity to provide comments and direction to METL development during on-site meetings (at COCOM Headquarters if not approved otherwise by the COCOM and COR)	Feedback from COCOMs
	Proposed SCO METL is presented to all 100% of COCOMs after contractor development to solicit COCOM comments and proposed adjustments	Feedback from COCOMs
	METL presentation form is logically organized to clearly portray SCO METL tasks	100% inspection

	METL clearly delineates all tasks along lines of funding source (security assistance and DoD appropriation)	100% inspection
	METL includes 100% of SCOs	100% inspection
	METL is presented on or before date prescribed in action plan (unless specifically coordinated otherwise by COR)	100% inspection
Workload Analysis Survey and Results (Deliverable 4)	Workload analysis survey tool is provided to 100% of SCOs with clear usage instructions and contact information for questions or system maintenance	Feedback from SCOs and COCOMs
	SCOs are provided no less than 2 weeks to prepare and submit survey data	Feedback from SCOs and COCOMs
	Workload survey tool support is responsive (reply to SCO questions within 1 workday/24 hours of submission)	Feedback from SCOs and COCOMs
Report of Workload Survey and Analysis (Deliverable 5)	Workload summary data presented to DSCA and the COCOMs is complete, organized by COCOM, logically structured, and shows clear evidence of data analysis by the contractor	100% inspection
	Requests for on-site audit of workload data are submitted to the DSCA COR no less than 1 week prior to desired audit date	Feedback from SCOs
	Reports are submitted detailing the reasons and investigation results of any on-site audits conducted - audit report is submitted with or before submission of Workload Survey and Analysis	100% inspection
	Workload survey is presented on or before date prescribed in action plan (unless specifically coordinated otherwise by COR)	100% inspection
Report of Unconstrained Staffing Recommendations (Deliverable 6, 7, & 8)	Recommendations are submitted in recognition of position funding requirements as outlined in the PWS	100% inspection
	Recommendations for position changes, additions, or relocations include all required position characteristics as prescribed in the PWS	100% inspection
	Recommendations are presented in written format and are grammatically correct, functionally organized, and present the recommendations in a clear, logical fashion	100% inspection

	Recommendations are presented with ample justification and supporting data	100% inspection
	Alternative staffing strategies are presented with analysis of recognized advantages and disadvantages	100% inspection
	Unconstrained staffing recommendations are presented on or before date prescribed in action plan (unless specifically coordinated otherwise by COR)	100% inspection

Report of Constrained Staffing Recommendations (Deliverable 9, 10, & 11)	Constrained staffing recommendation report includes no net position growth	100% inspection
	Recommendations are submitted in recognition of position funding requirements as outlined in the PWS	100% inspection
	Recommendations for position changes or relocations include all required position characteristics as prescribed in the PWS	100% inspection
	Recommendations are presented in written format and are grammatically correct, functionally organized, and present the recommendations in a clear, logical fashion	100% inspection
	Recommendations are presented with ample justification and supporting data	100% inspection
	Alternative staffing strategies are presented with analysis of recognized advantages and disadvantages	100% inspection
	Constrained staffing recommendations are presented on or before date prescribed in action plan (unless specifically coordinated otherwise by COR)	100% inspection

Submit Project Summary and Executive Level Briefing (Deliverable 12)	Project summary report includes METL development methodology, workload measurement process, audits of workload data, comparison of actual and proposed staffing, suggested realignment of positions, optimal staffing solution, and considerations of alternative staffing approaches	100% inspection
	Project summary and briefing are grammatically correct, functionally organized, and presents information in a logical manner	100% inspection
	Executive level briefing is presented by/attended by project manager - technical support provided contractor during formal briefings to DSCA	100% inspection
	Project summary and executive level briefing are stand-alone items and are provided in full to COR	100% inspection

	Project summary and executive level briefing are presented on or before date prescribed in action plan (unless specifically coordinated otherwise by COR)	100% inspection
Summary Items, Contractor Conduct, Cost Control	Contractor provides COR copies of 100% of materials, written products, and briefings at conclusion of review	100% inspection
	Contractor staff/project manager is responsive to email and/or telephonic communications from the COR and CO (or alternates) - replies are received within 2 work days for 95% of contacts	100% inspection
	Contractor staff are professional in appearance and conduct during 100% of meetings, discussions, and site visits	Feedback from COCOMs & SCOs
	Contractor staff are organized and prepared for meetings and site visits 100 % of the time in order to capitalize on limited direct contact time and opportunities	Feedback from COCOMs & SCOs
	Contractor takes steps to control costs 100% of the time	Random inspection and feedback

9.0 Period of Performance

The period of performance begins the day of contract award and ends 7 months after date of contract award.

10.0 Travel

10.1 All travel must be approved in advance by DSCA, with COCOM coordination in advance for scheduling and necessary country clearances.

10.2 If the selected contractor is not located in the Washington D.C. area, then the contractor will be expected to travel to DSCA headquarters in Arlington, Virginia, at no less than three points during the review: beginning, in-progress, and conclusion.

10.3 COCOM participation in all aspects of the review will be essential to success. The contractor will be expected to travel to each COCOM headquarters to brief the staffing review process; review items required from each SCO to include the timing and sequencing of deliverables (from SCO to contractor); gain understanding of the COCOM headquarters perspective of SCO missions, staffing levels, and theater unique trends; and establish coordination and communication processes between the contractor and COCOM headquarters necessary to facilitate the review. In addition to traveling to each COCOM at the beginning of

the review, the contractor will be expected to travel to each COCOM in the final phases of the staffing analysis to deliver COCOM unique observations and recommendations to the COCOM staff.

10.4 A number of site visits (approximately 6-10) to selected SCOs will be authorized by DSCA to provide an understanding of typical SCO operations, missions, and challenges. Sites will be selected to give the contractor a representative sampling of various SCOs by size, mission, and complexity. Any subsequent SCO visits will be limited to minimize both contract cost and disruptions to the COCOM and SCO. It is not the desire of the contracting agency to see site visits to a significant percentage of SCOs. If a requirement emerges to conduct a follow-up visit to a SCO, then the respective COCOM will be given an opportunity to coordinate on duration and timing the requested travel (in addition to DSCA approving the requested visit).

10.5 Travel cost reimbursement will be in accordance with the guidelines set forth in FAR 31.205.46.

11.0 Proprietary Information

The Government retains the rights to all intellectual property produced and generated in the course of this project.

12.0 Payment Schedule

Monthly invoices will be allowed and will be paid within 30 days of receipt. Invoices will be submitted to the COR for approval and certification prior to submission to DFAS. The COR is responsible for submitting a DD 250 certifying each invoice. Invoices should be addressed to:

Defense Security Cooperation Agency (DSCA)

Business Operations/Comptroller

ATTN: (b)(6)

201 12th Street South, Suite 203

Arlington VA 22202-5408

Telephone: (b)(6)

Fax: (b)(6)

Email: (b)(6)

The invoice document shall include as a minimum, the following information in order to ensure proper payment:

Name and address of contractor (legal and doing business as)

Cage Code number

Invoice number and date

Contract number and/or Task Order Number

Contract line item number(s) and service rendered

Period of performance covered by invoice

Name, title, and telephone number of person to be notified in the case of defective invoices.

INSTRUCTION FOR PAYMENT OFFICE:

Do not prorate payments on this contract. Invoices are to be paid per specific contract line item number (CLIN) and accounting classification reference number (ACRN) in order of allocation as cited by the Contractor. A copy of the final paid invoice should be forwarded to the Contracting Officer and COR as designated in the PWS or the contract.

COR NAME AND ADDRESS:

Defense Security Cooperation Agency (DSCA)

Business Operations/Comptroller

ATTN: (b)(6)

201 12th Street South, Suite 203

Arlington VA 22202-5408

Telephone: (b)(6)

Fax: (b)(6)

Email: (b)(6)

13.0 Contract Type

The contract will be a firm fixed price contract.

14.0 Security

All individuals performing work on this contract must be U.S. citizens and will possess and be prepared to provide evidence of a SECRET clearance prior to contract award.

INSPECTION AND ACCEPTANCE TERMS

Supplies/services will be inspected/accepted at:

CLIN	INSPECT AT	INSPECT BY	ACCEPT AT	ACCEPT BY
0001	N/A	N/A	N/A	Government
0002	N/A	N/A	N/A	Government

CLAUSES INCORPORATED BY REFERENCE

52.204-4	Printed or Copied Double-Sided on Recycled Paper	AUG 2000
52.204-7	Central Contractor Registration	APR 2008
52.212-4	Contract Terms and Conditions--Commercial Items	MAR 2009
52.212-5	Contract Terms and Conditions Required to Implement Statutes or Executive Orders--Commercial Items	APR 2009
52.217-9	Option To Extend The Term Of The Contract	MAR 2000
52.252-2	Clauses Incorporated By Reference	FEB 1998
252.201-7000	Contracting Officer's Representative	DEC 1991
252.212-7001	Contract Terms and Conditions Required to Implement Statutes or Executive Orders Applicable to Defense Acquisitions of Commercial Items	JUL 2009
252.243-7001	Pricing Of Contract Modifications	DEC 1991

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1 CONTRACT ID CODE J	PAGE OF PAGES 1 2
2 AMENDMENT/MODIFICATION NO P00001		3 EFFECTIVE DATE 30-Sep-2009		4 REQUISITION/PURCHASE REQ NO ONAR00134	
5 PROJECT NO (If applicable)					
6 ISSUED BY DEFENSE SECURITY COOPERATION AGENCY-COM (b)(6) 201 12TH STREET SOUTH SUITE 200 ARLINGTON VA 22202		CODE HQ0013		7 ADMINISTERED BY (If other than item 6) See Item 6	
8 NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) PROOFPOINT SYSTEMS INC MIKE BROOKS 1393 OAK AVE LOS ALTOS CA 94024-5788		9A AMENDMENT OF SOLICITATION NO			
		9B DATED (SEE ITEM 11)			
		X 10A MOD OF CONTRACT/ORDER NO HQ0013-09-C-0007			
		X 10B DATED (SEE ITEM 13) 30-Sep-2009			
CODE 3YWL9		FACILITY CODE			
11 THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS					
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer 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 ACKNOWLEDGMENT 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)					
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 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 Contract or <input checked="" type="checkbox"/> is not, <input type="checkbox"/> is required to sign this document and return _____ copies to the issuing office					
14 DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible) Modification Control Number cjohnson1091 1 The purpose of this modification is to incorporate the Department of Defense Contract Security Classification Specification, DD Form 254 2 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 hereinafter changed, remain 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) (b)(6) TEL (b)(6) EMAIL (b)(6)			
15B CONTRACTOR/OFFEROR (Signature of person authorized to sign)		15C DATE SIGNED		16B UNITED STATES OF AMERICA (b)(6) BY (Signature of Contracting Officer)	
				16C DATE SIGNED 15-Dec-2009	

EXCEPTION TO SF 30
APPROVED BY OIRM 11-84

30-105-04

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

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

SUMMARY OF CHANGES

SECTION SF 30 - BLOCK 14 CONTINUATION PAGE

The following have been added by full text:

SECURITY CLASSIFICATION

1. The attached DD Form 254 is hereby incorporated.
2. As the requirement of a Secret Clearance was stated in the solicitation and subsequent contract award, the contractor is not required to sign this document.

(End of Summary of Changes)

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1 CONTRACT ID CODE J	PAGE OF PAGES 1 5
2 AMENDMENT/MODIFICATION NO P00002	3 EFFECTIVE DATE 14-Apr-2010	4 REQUISITION/PURCHASE REQ NO DNAR00134	5 PROJECT NO (If applicable)		
6 ISSUED BY DEFENSE SECURITY COOPERATION AGENCY-CON (b)(6) 201 12TH STREET SOUTH SUITE 203 ARLINGTON VA 22202	CODE HQ0013	7 ADMINISTERED BY (If other than item 6) DEFENSE SECURITY COOPERATION AGENCY-CON (b)(6) 201 12TH STREET SOUTH SUITE 203 ARLINGTON VA 22202		CODE HQ0013	
8 NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) PROOFPOINT SYSTEMS, INC MIKE BROOKS 1303 OAK AVE LOS ANGELES CA 90024-5768			9A AMENDMENT OF SOLICITATION NO		
			9B DATED (SEE ITEM 11)		
			X 10A MOD OF CONTRACT/ORDER NO HQ0013-09-C-0007		
			X 10B DATED (SEE ITEM 13) 30-Sep-2009		
CODE 3YWL9			FACILITY CODE		
11 THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS					
<input type="checkbox"/> The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer 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 ACKNOWLEDGMENT 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 APPLIES ONLY TO MODIFICATIONS OF CONTRACT 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 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).					
X C THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF FAR Part 52.212-4(c).					
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 1 copies to the issuing office					
14 DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible) Modification Control Number tdavis10191 a The purpose of this modification is to integrate tasks from CLIN 1002 into CLIN 1001 and to exercise the option for CLIN 1001, 1003, 1004					
Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remain 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) (b)(6) CONTRACTING OFFICER		
			TEL (b)(6) EMAIL (b)(6)		
15B CONTRACTOR/OFFEROR (Signature of person authorized to sign)	15C DATE SIGNED	16B UNITED STATES OF AMERICA (b)(6) BY (Signature of Contracting Officer)		16C DATE SIGNED 22-Apr-2010	

EXCEPTION TO SF 30
APPROVED BY OIRM 11-84

30-105-04

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

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

SUMMARY OF CHANGES

SECTION SF 1449 - CONTINUATION SHEET

SOLICITATION/CONTRACT FORM

The total cost of this contract was increased by \$632,926.59 from \$1,443,740.21 (EST) to \$2,076,666.80 (EST).

The vendor signature required has changed from required to not required.
The number of award copies required 2 has been deleted.

SUPPLIES OR SERVICES AND PRICES

CLIN 1001

The CLIN type priced has been deleted.
The pricing detail quantity 6.00 has been deleted.
The unit price amount has decreased by \$130,266.69 from \$130,266.69 to \$0.00.
The option status has changed from Option to No Status.
The total cost of this line item has decreased by \$781,600.14 from \$781,600.14 to UNDEFINED.

CLIN 1002

The pricing detail quantity has decreased by 6.00 from 6.00 to 0.00.
The option status has changed from Option to No Status.
The total cost of this line item has decreased by \$156,320.04 from \$156,320.04 to \$0.00.

CLIN 1003

The estimated/max cost has decreased by \$87,466.50 from \$174,933.00 to \$87,466.50.
The option status has changed from Option to Option Exercised.
The total cost of this line item has decreased by \$87,466.50 from \$174,933.00 (EST) to \$87,466.50 (EST).

CLIN 1004

The unit price amount has decreased by \$76,500.00 from \$153,000.00 to \$76,500.00.
The option status has changed from Option to Option Exercised.
The total cost of this line item has decreased by \$76,500.00 from \$153,000.00 to \$76,500.00.

SUBCLIN 1001AA is added as follows:

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
1001AA		3		\$130,266.69	\$390,800.07

Integrating Tasks

FFP

Tasks 3.7 (DoD) is integrated into task 3.8 (FMS) which is a worldwide unconstrained staffing proposal and 3.10 (DoD) is integrated into 3.11 (FMS) which is a worldwide constrained staffing proposal.

FOB. Destination

NET AMT	\$390,800.07
---------	--------------

ACRN AC

\$390,800.07

CIN: 00000000000000000000000000000000

SUBCLIN 1001AB is added as follows:

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
1001AB		3		\$26,053.34	\$78,160.02

FFP

FOB: Destination

NET AMT	\$78,160.02
---------	-------------

ACRN AC

\$78,160.02

CIN. 00000000000000000000000000000000

ACCOUNTING AND APPROPRIATION

Summary for the Payment Office

As a result of this modification, the total funded amount for this document was increased by \$632,926.59 from \$1,443,740.21 to \$2,076,666.80

SUBCLIN 1001AA:

Funding on SUBCLIN 1001AA is initiated as follows:

ACRN: AC

CIN: 00000000000000000000000000000000

Acctng Data: 9711X824268094G06809ADMOOP109T1016712500DNAR10101380100

Increase: \$390,800.07

Total: \$390,800.07

SUBCLIN 1001AB:

Funding on SUBCLIN 1001AB is initiated as follows:

ACRN: AC

CIN: 00000000000000000000000000000000

Acctg Data: 9711X824268094G06809ADMOOP109T1016712500DNAR10101380100

Increase: \$78,160.02

Total: \$78,160.02

CLIN 1003:

AC: 9711X824268094G06809ADMOOP109T1016712500DNAR10101380100 (CIN 00000000000000000000000000000000) was increased by \$87,466.50 from \$0.00 to \$87,466.50
The contract ACRN AC has been added.
The CIN 00000000000000000000000000000000 has been added.

CLIN 1004:

AC: 9711X824268094G06809ADMOOP109T1016712500DNAR10101380100 (CIN 00000000000000000000000000000000) was increased by \$76,500.00 from \$0.00 to \$76,500.00
The contract ACRN AC has been added.
The CIN 00000000000000000000000000000000 has been added.

DELIVERIES AND PERFORMANCE

The following Delivery Schedule item for CLIN 1001 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
POP 01-MAY-2010 TO 01-NOV-2010	N/A	N/A FOB: Destination	

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
POP 01-MAY-2010 TO 01-NOV-2010	N/A	N/A FOB: Destination	

The following Delivery Schedule item for CLIN 1002 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
POP 01-MAY-2010 TO 01-NOV-2010	N/A	N/A FOB: Destination	

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
POP 01-MAY-2010 TO 01-NOV-2010	N/A	N/A FOB: Destination	

INSPECTION AND ACCEPTANCE

The following Acceptance/Inspection Schedule was added for SUBCLIN 1001AA:

INSPECT AT	INSPECT BY	ACCEPT AT	ACCEPT BY
N/A	N/A	N/A	Government

The following Acceptance/Inspection Schedule was added for SUBCLIN 1001AB:

INSPECT AT	INSPECT BY	ACCEPT AT	ACCEPT BY
N/A	N/A	N/A	Government

(End of Summary of Changes)

The following items are applicable to this modification:

SECTION SF 1449 - CONTINUATION SHEET

DESCRIPTION

1. Task 3.6 (FMS) and 3.7 (DoD) are integrated into task 3.8 (FMS) which is a worldwide unconstrained staffing proposal. Task 3.9 (FMS) and 3.10 (DoD) are to be integrated into task 3.11 (FMS) which is a worldwide constrained staffing model. Therefore, the tasks under Option CLIN 1002 is removed to be performed under Option CLIN 1001.
2. Contract amount is increase by \$632,926.59.
3. Total contact amount is changed from: \$1,443,740.21 to: \$2,076,666.80

End of continuation sheet

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1 CONTRACT ID CODE J		PAGE OF PAGES 1 3	
2 AMENDMENT/MODIFICATION NO P00003		3 EFFECTIVE DATE 27-Apr-2010		4 REQUISITION/PURCHASE RHQ NO ONAR00134		5 PROJECT NO (If applicable)	
6 ISSUED BY DEFENSE SECURITY COOPERATION AGENCY CON (b)(6) 201 27TH STREET SOUTH SUITE 203 ARLINGTON VA 22202		CODE HQ0013		7 ADMINISTERED BY (If other than item 6) DEFENSE SECURITY COOPERATION AGENCY CON (b)(6) 201 27TH STREET SOUTH SUITE 203 ARLINGTON VA 22202		CODE HQ0013	
8 NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) PROOFPOINT SYSTEMS INC MIKE BROOKS 1303 OAK AVE LOS ALTOS CA 94024-5708				9A AMENDMENT OF SOLICITATION NO			
				9B DATED (SEE ITEM 11)			
				X 10A MOD OF CONTRACT/ORDER NO HQ0013-09-C-0007			
				X 10B DATED (SEE ITEM 13) 30-Sep-2009			
CODE 3YWL9		FACILITY CODE					
11 THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS							
<input type="checkbox"/> The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offer <input type="checkbox"/> is extended. <input type="checkbox"/> is not extended. Offer 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 ACKNOWLEDGMENT 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)							
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 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 <input checked="" type="checkbox"/> is not, <input type="checkbox"/> is required to sign this document and return _____ copies to the issuing office.							
14 DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible) Modification Control Number tdavis10196 a The purpose of the modification is hereby issued to correct the period of performance for option year one. b All other terms and conditions remain the same.							
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) (b)(6) CONTRACTING OFFICER TEL (b)(6) EMAIL (b)(6)			
15B CONTRACTOR/OFFICER (Signature of person authorized to sign)		15C DATE SIGNED		16B UNITED STATES OF AMERICA (b)(6) BY (Signature of Contracting Officer)		16C DATE SIGNED 28-Apr-2010	

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

SUMMARY OF CHANGES

SECTION SF 1449 - CONTINUATION SHEET

DELIVERIES AND PERFORMANCE

The following Delivery Schedule item for CLIN 1001 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
POP 01-MAY-2010 TO 01-NOV-2010	N/A	N/A FOB: Destination	

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
POP 01-MAY-2010 TO 30-JUL-2010	N/A	N/A FOB: Destination	

The following Delivery Schedule item for CLIN 1002 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
POP 01-MAY-2010 TO 01-NOV-2010	N/A	N/A FOB: Destination	

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
POP 01-MAY-2010 TO 30-JUL-2010	N/A	N/A FOB: Destination	

The following Delivery Schedule item for CLIN 1003 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
POP 01-MAY-2010 TO 01-NOV-2010	N/A	N/A FOB: Destination	

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
POP 01-MAY-2010 TO 30-JUN-2010	N/A	N/A FOB: Destination	

The following Delivery Schedule item for CLIN 1004 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
POP 01-MAY-2010 TO 01-NOV-2010	N/A	N/A FOB: Destination	

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
POP 01-MAY-2010 TO 30-JUL-2010	N/A	N/A FOB: Destination	

(End of Summary of Changes)

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				CONTRACT ID CODE J	PAGE OF PAGES 1 2
2 AMENDMENT/MODIFICATION NO P00004		3 EFFECTIVE DATE 29-Apr-2013		4 REQUISITION/PURCHASE REQ NO DNAR00134	
5 PROJECT NO (if applicable)					
6 ISSUED BY DEFENSE SECURITY COOPERATION AGENCY-CON (b)(6) 201 12TH STREET SOUTH SUITE 402 ARLINGTON VA 22202		CODE HQ0013		7 ADMINISTERED BY (if other than item 6) DEFENSE SECURITY COOPERATION AGENCY-CON (b)(6) 201 12TH STREET SOUTH SUITE 402 ARLINGTON VA 22202	
CODE		FACILITY CODE			
8 NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) PROOFPOINT SYSTEMS INC MIKE BROOKS 1380 OAK AVE LOS ALTOS CA 94024-5768				9A AMENDMENT OF SOLICITATION NO	
				9B DATED (SEE ITEM 11)	
				X 10A MOD OF CONTRACT/ORDER NO HQ0013-09-C-0007	
				X 10B DATED (SEE ITEM 13) 30-Sep-2009	
11 THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS					
<input type="checkbox"/> The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer 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 ACKNOWLEDGMENT 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 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 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 <input checked="" type="checkbox"/> is not, <input type="checkbox"/> is required to sign this document and return _____ copies to the issuing office					
14 DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible) Modification Control Number petra13169 1 The purpose of this modification is to de-obligate funds from the contract for the purpose of removing excess funds from CLINs 0004 & 1004 funded with FY09 and FY10 FWS funds 2 The contractor has received final payment for service rendered during the period of performance 1 October 2009 - 1 November 2010. Therefore, the total cost of CLIN 0004 is decreased by \$45,567.02 and CLIN 1004 is decreased by \$63,768.63. See letter dated 3 April 2013, signed by Michael Brooks, V P Operations 3 As a result of this modification, the total cost of this contract was decreased by \$109,335.65 from \$2,076,866.80 to \$1,967,531.15 4 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)			16A NAME AND TITLE OF CONTRACTING OFFICER (Type or print) (b)(6) CONTRACTING OFFICER TEL (b)(6) EMAIL (b)(6)@dca.mil		
15B CONTRACTOR/OFFEROR (Signature of person authorized to sign)		15C DATE SIGNED		16B UNITED STATES OF AMERICA (b)(6) BY (Signature of Contracting Officer)	
				16C DATE SIGNED 29-Apr-2013	

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

SUMMARY OF CHANGES

SECTION SF 1449 - CONTINUATION SHEET

ACCOUNTING AND APPROPRIATION

Summary for the Payment Office

As a result of this modification, the total funded amount for this document was decreased by \$109,335.65 from \$2,076,666.80 to \$1,967,331.15.

CLIN 0004:

AA: 97-11X8242.6809 4G9 6809 ADMOO P9T10 1620 2500 DNAR90134 380100 (CIN 00000000000000000000000000000000) was decreased by \$45,567.02 from \$178,500.00 to \$132,932.98

CLIN 1004:

AC: 9711X824268094G06809ADMOOP109T1016712500DNAR10101380100 (CIN 00000000000000000000000000000000) was decreased by \$63,768.63 from \$76,500.00 to \$12,731.37

(End of Summary of Changes)