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DLA TROOP SUPPORT DIRECTORATE OF SUBSISTENCE 700 ROBBINS AVENUE PHILADELPHIA PA 19111-5096 USA Local Admin: Jiliian Blaney DJB0214 Tel Emali: Jiliian Blaney@dla.mil	: 2157377109		SMALL BUS HUBZONE S BUSINESS SERVICE- VETERAN SMALL BU	SMALL DISABLED	l (WOSB	BUSINESS PROGF SB NAI	THE WOMEN-OWNED
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CONTINUATION SHEET REFERENCE NO. OF DOCUMENT BEING CONTINUED: PAGE 3 OF 7 PAGES SPE300-24-D-P422

Form

Standard Element has no Title

I. SOLICITATION/CONTRACT FORM

The terms and conditions set forth in solicitation SPE300-22-R-0002 and Amendment 0001, dated April 13, 2023, are incorporated into subject contract:

The following documents are incorporated by reference into the subject contract: your final offer dated December 19, 2023, which is being accepted by the Government to form this contract.

II. PERFORMANCE PERIOD:

A. Effective Period of the Contract:

- Tier 1 April 2, 2024 through April 1, 2026
- Tier 2 April 2, 2026 through October 1, 2027
- Tier 3 October 2, 2027 through April 2, 2029

Ordering commences on April 14, 2024 with first deliveries beginning April 16, 2024 for Troop customers and April 18, 2023 for School and Tribal Reservation customers.

B. ESTIMATED DOLLAR VALUE/GUARANTEED MINIMUM/MAXIMUM

All Groups have been awarded together, and therefore, the total 10% Guaranteed Minimum contract dollar value is \$1,212,500.00 and the 300% Maximum contract dollar value is \$181,875,000.00. The guaranteed minimum and maximum, although based on estimates, are fixed firm dollar amounts, which are calculated as a percentage of 12 months of the Tier 1 and 5-year estimated dollar values, respectively. The guaranteed minimum covers the entire contract term (inclusive of all tiers) and, once this obligation is met, there is no further ordering obligation on the part of the Agency regardless of what tier period said obligation is met within. If multiple groups are awarded under the contract, the aggregate guaranteed minimum and contract maximum dollar values for those groups apply to the entire contract, and not on a per group basis.

The 24 Month (1st Tier) Estimate is \$24,250,000.00 and the 5 Year (All Tiers) Estimate is \$60,625,000.00. The term "5 Year Estimate" refers to the Government's good faith estimate of the requirement for all Tier periods.

III. START-UP PERIOD

The Contractor's startup period will take place prior to the first order and is included in the 24-month Tier 1 period. The Contractor shall submit a proposed implementation schedule to the Contracting Officer within fifteen (15) days after award highlighting the steps that will be taken to implement a fully functional distribution account, including all EDI transactions for all customers covered by this solicitation. An additional sixty (60) days will be granted for actual implementation. No more than ninety (90) days after award will be permitted for the contractor to have fully functional distribution accounts in place for all customers.

Foster-Caviness is required to submit the following:

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	SPE300-24-D-P422	

Form (CONTINUED)

- A. Submit Local Purchase Procurement plan by May 13, 2024 which includes the following elements:
 - 1. A list of specific items that the contractor currently purchases locally;
 - 2. A list of local growers from which the contractor sources product;
 - 3. Plans to expand the purchase of local items; and
 - 4. A list of resources that might assist in efforts to source more local products.
- B. Submit a Food Defense Plan (NOTE: download a copy of the DLA Troop Support Food Defense Checklist go to (https://www.dla.mil/Portals/104/Documents/TroopSupport/Subsistence/FoodSafety/FoodQuality/food_defense_check.pdf) by May 13, 2024.
- C. Submit a Quality Control Management Plan by May 13, 2024.

IV. ORDERING CATALOGS

The following are part of Foster-Caviness' offer and are hereby incorporated as part of subject contract:

Offered delivered price to be utilized for first week of ordering. See Attachment 1 for the Pricing Proposal spreadsheet submitted on December 19, 2023.

Distribution prices for the Contract Period are as follows:

Distribution Price	Tier 1	Tier 2	Tier 3
Group 1 (North Carolina Troops)			
Group 2 (North Carolina Schools)			
Group 3 (North Carolina Tribal Reservations)			

SUPPLIES OF SERVICES AND PRICES

ITEMS: Full-Line Fresh Fruit and Vegetables

CUSTOMERS: DoD Troop and Non-DoD School and Tribal Reservation Customers in the North Carolina Zone listed in Attachment 2 of this document.

FOB TERMS: FOB Destination for all items.

NOTE: Paragraph (D) of the Economic Price Adjustment provision contained in the Solicitation enforces an upward ceiling on any economic price adjustments applicable to the instant Contract. Specifically, the aggregate of contract Delivered Price increases for each line item on the catalog subject to this provision shall not exceed 120 percent (%) for Department of Defense (DoD) Troop and 100 percent (%) for USDA School and Tribal Reservation customers above that line item's initial Delivered Price on the awarded catalog. The respective percent (%) ceiling for each line item is in effect throughout the entire length of the contract period. To further illustrate this point, Attachment 1 (Final Pricing) includes a separate column that identifies the percentage EPA ceiling for the individual Delivered Prices of each line item on the catalog. This price represents the maximum increase in Delivered Price allowable for the entire 5-year length of the Contract. For additional information, see the EPA provision as specified in the Solicitation. That said, please be aware that just because an awardee furnishes a price revision on a biweekly basis that falls within the EPA clause's 120 percent (%) for DoD Troops or 100 percent (%) for USDA School and Tribal Reservation customers ceiling, does not automatically deem that price "fair and reasonable" and thus acceptable. The EPA provision is merely one separate factor that is

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Form (CONTINUED)

considered by the Contracting Officer in arriving at his/her final "fair and reasonable" price determinations. Therefore, it is important to note that all other provisions of the Solicitation/Contract must be adhered to in conjunction with the aforementioned EPA provision.

CATALOG #: North Carolina DoD Troop customers will order under SPE300-24-D-P422, North Carolina Non-DoD School Direct Deliveries customers will order under SPE300-24-D-S422, and North Carolina Non-DoD Tribal Reservation customers will order under SPE300-24-D-R422. Foster-Caviness will invoice in accordance with the customer's orders.

All catalog pricing is valid from Sunday thru the following Saturday. Catalog updates must be received no later than 12:00 P.M. EST the preceding Wednesday.

Troop customers shall place their orders to accommodate at a minimum a 2-day lead time, i.e "skip day" delivery. School and Tribal Reservation customers shall place their orders to accommodate at a minimum a 4-day lead time. All pricing will be firm-fixed at time of order by the customer(s).

For Troop customers only, Foster-Caviness will provide up to one emergency order per month per customer at no additional cost to the Government. As specified by the customer, all emergency order(s) for supplies must be same day or next day. Expeditious fulfillment of the emergency requirement is imperative.

Once submitted through the applicable electronic ordering system (i.e. STORES or FFAVORS), an order may be cancelled by a customer up to 1 day before scheduled delivery via written (e.g. Email) notification to the Contractor and the Contracting Officer. Less than 1 day from delivery, an order may be cancelled by mutual agreement between the customer and the Contractor. In the event of an act of God, such as extreme weather, the specific situation regarding a cancelled delivery, within less than 1 day, will be dealt with in an equitable manner by the Contracting Officer, who has the ultimate authority and discretion to resolve said issues.

DELIVERIES AND PERFORMANCE

The following are the designated plant locations for the performance of this contract for all contract line items:

Places of Performance:

Foster-Caviness Inc. 2914 Sandy Ridge Road, Bldg. 1 Colfax, NC 27235

Foster-Caviness Inc. 10810 Withers Cove Park Dr.

Charlotte, NC 28278

Part 12 Clauses

52.204-19 INCORPORATION BY REFERENCE OF REPRESENTATIONS AND CERTIFICATIONS (DEC 2014) FAR

CONTINUED ON NEXT PAGE

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Part 12 Clauses (CONTINUED)

252,204-7009 LIMITATIONS ON THE USE OR DISCLOSURE OF THIRD-PARTY CONTRACTOR REPORTED CYBER INCIDENT **INFORMATION (JAN 2023) DFARS**

252.204-7012 SAFEGUARDING COVERED DEFENSE INFORMATION AND CYBER INCIDENT REPORTING (JAN 2023) DFARS

252,204-7014 LIMITATIONS ON THE USE OR DISCLOSURE OF INFORMATION BY LITIGATION SUPPORT CONTRACTORS (JAN 2023) DFARS

252,215-7014 EXCEPTION FROM CERTIFIED COST OR PRICING DATA REQUIREMENTS FOR FOREIGN MILITARY SALES INDIRECT OFFSETS (DEC 2022) DFARS

252,223-7009 PROHIBITION OF PROCUMENT OF FLOURINATED AQUEOUS FILM-FORMING FOAM FIRE-FIGHTING AGENT FOR USE ON MILITARY INSTALLATIONS (OCT 2023) FAR

52,232-40 PROVIDING ACCELERATED PAYMENTS TO SMALL BUSINESS SUBCONTRACTORS (MAR 2023) FAR

252.232-7006 WIDE AREA WORKFLOW PAYMENT INSTRUCTIONS (JAN 2023) DFARS

As prescribed in 232.7004 (b), use the following clause:

(a) Definitions. As used in this clause -

Department of Defense Activity Address Code (DoDAAC) is a six position code that uniquely identifies a unit, activity, or organization.

Document type means the type of payment request or receiving report available for creation in Wide Area WorkFlow (WAWF).

Local processing office (LPO) is the office responsible for payment certification when payment certification is done external to the entitlement system.

- Payment request and receiving report are defined in the clause at 252.232-7003, Electronic Submission of Payment Requests and Receiving Reports. (b) Electronic invoicing. The WAWF system provides the method to electronically process vendor payment requests and receiving reports, as authorized by
- Defense Federal Acquisition Regulation System (DFARS) 252.232-7003, Electronic Submission of Payment Requests and Receiving Reports.
- (c) WAWF access. To access WAWF, the Contractor shall -
- (1) Have a designated electronic business point of contact in the System for Award Management at https://www.sam.gov and
- (2) Be registered to use WAWF at https://wawf.eb.mil/ following the step-by-step procedures for self-registration available at this Web site.
- (d) WAWF training. The Contractor should follow the training instructions of the WAWF Web-Based Training Course and use the Practice Training Site before submitting payment requests through WAWF. Both can be accessed by selecting the "Web Based Training" link on the WAWF home page at https:// wawf.eb.mil/.
- (e) WAWF methods of document submission. Document submissions may be via Web entry, Electronic Data Interchange, or File Transfer Protocol.
- (f) WAWF payment instructions. The Contractor shall use the following information when submitting payment requests and receiving reports in WAWF for this contract or task or delivery order:
- (1) Document type. The Contractor shall submit payment requests using the following document type(s):
- (i) For cost-type line items, including labor-hour or time-and-materials, submit a cost voucher.
- (ii) For fixed price line items -
- (A) That require shipment of a deliverable, submit the invoice and receiving report specified by the Contracting Officer.
- (Contracting Officer: Insert applicable invoice and receiving report document type(s) for fixed price line items that require shipment of a deliverable.)
- (B) For services that do not require shipment of a deliverable, submit either the Invoice 2in1, which meets the requirements for the invoice and receiving report, or the applicable invoice and receiving report, as specified by the Contracting Officer.

(Contracting Officer: Insert either "Invoice 2in1" or the applicable invoice and receiving report document type(s) for fixed price line items for services.)

- (iii) For customary progress payments based on costs incurred, submit a progress payment request.
- (iv) For performance based payments, submit a performance based payment request.
- (v) For commercial financing, submit a commercial financing request.
- (2) Fast Pay requests are only permitted when Federal Acquisition Regulation (FAR) 52.213-1 is included in the contract.

[Note: The Contractor may use a WAWF "combo" document type to create some combinations of invoice and receiving report in one step.]

(3) Document routing. The Contractor shall use the information in the Routing Data Table below only to fill in applicable fields in WAWF when creating payment requests and receiving reports in the system.

Routing Data Table *

Field Name in WAWF	Data to be entered in WAWF
Pay Official DoDAAC	
Issue By DoDAAC	
Admin DoDAAC	
Inspect By DoDAAC	
Ship To Code	

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Part 12 Clauses (CONTINUED)

Field Name in WAWF	Data to be entered in WAWF
Ship From Code	
Mark For Code	
Service Approver	
(DoDAAC)	
Service Acceptor	
(DoDAAC)	
Accept at Other DoDAAC	
LPO DoDAAC	
DCAA Auditor DoDAAC	
Other DoDAAC(s)	

- (* Contracting Officer: Insert applicable DoDAAC information. If multiple ship to/acceptance locations apply, insert "See Schedule" or "Not applicable.") (** Contracting Officer: If the contract provides for progress payments or performance-based payments, insert the DoDAAC for the contract administration office assigned the functions under FAR 42.302(a)(13).)
- (4) Payment request. The Contractor shall ensure a payment request includes documentation appropriate to the type of payment request in accordance with the payment clause, contract financing clause, or Federal Acquisition Regulation 52.216-7, Allowable Cost and Payment, as applicable.
- (5) Receiving report. The Contractor shall ensure a receiving report meets the requirements of DFARS Appendix F.
- (g) WAWF point of contact. (1) The Contractor may obtain clarification regarding invoicing in WAWF from the following contracting activity's WAWF point of contact.

(Contracting Officer: Insert applicable information or "Not applicable.")

(2) Contact the WAWF helpdesk at 866-618-5988, if assistance is needed.

52,233-3 PROTEST AFTER AWARD (AUG 1996) FAR

252.244-7000 SUBCONTRACTS FOR COMMERCIAL PRODUCTS OR COMMERCIAL SERVICES (NOV 2023) DFARS

52.253-1 COMPUTER GENERATED FORMS (JAN 1991) FAR

252,204-7018 PROHIBITION ON THE ACQUISITION OF COVERED DEFENSE TELECOMMUNICATIONS EQUIPMENT OR SERVICES (JAN 2023) DFARS

52,204-27 PROHIBITION ON A BYTEDANCE COVERED APPLICATION (JUN 2023) FAR

52,204-28 FEDERAL ACQUISITION SUPPLY CHAIN SECURITY ACT ORDERS -- FEDERAL SUPPLY SCHEDULES, GOVERNMENTWIDE ACQUISITION CONTRACTS, AND MULTI--AGENCY CONTRACTS (DEC 2023) FAR

52.204-30 FEDERAL ACQUISITION SUPPLY CHAIN SECURITY ACT ORDERS -- PROHIBITION (DEC 2023) FAR

Attachments

List of Attachments

Description	File Name
	Attachment 1 - Schedule of
chedule_of_Items	Items.xlsx
ATTACH_Attachment_2_D	
elivery_Schedule	Schedule.xlsx
ATTACH_1449_Signed	SPE30024DP422 Signed
	Foster.pdf

PID Data - Custom Clause

Header
C1