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|---|--|------------------------------------|--|-------------------------------------|---|
| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | | | 1. CONTRACT ID CODE | PAGE 1 OF 10 PAGES |
| 2. AMENDMENT/MODIFICATION NO. 0001 | | 3. EFFECTIVE DATE See Block 16C | 4. REQUISITION/PURCHASE REQ. NO. N/A | 5. PROJECT NO. (If applicable) | |
| 6. ISSUED BY DLA Troop Support Directorate of Subsistence 700 Robbins Avenue Philadelphia, PA 19111 POC: Mark Sullivan/FTAS 215-737-4477 | | CODE SPM300 | 7. ADMINISTERED BY (If other than Item 6) Same as Block 6 | | |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) | | | | (X) | 9A. AMENDMENT OF SOLICITATION NO. SPM300-13-R-0054 |
| | | | | <input checked="" type="checkbox"/> | 9B. DATED (SEE ITEM 11) Apr 12, 2013 |
| | | | | <input type="checkbox"/> | 10A. MODIFICATION OF CONTRACT/ORDER NO. |
| | | | | <input type="checkbox"/> | 10B. DATED (SEE ITEM 13) |
| CODE | | FACILITY CODE | | | |

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 1 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 your 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 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. |
| <input type="checkbox"/> | |
| <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 type="checkbox"/> | C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: 5 |
| <input type="checkbox"/> | D. OTHER (Specify type of modification and authority) |

E. IMPORTANT: Contractor is not, 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.)

SEE PAGES 2 THRU 10.

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) | |
| | | Kenneth O'Donnell | |
| 15B. CONTRACTOR/OFFEROR | 15C. DATE SIGNED | 16B. UNITED STATES OF AMERICA | 16C. DATE SIGNED |
| (Signature of person authorized to sign) | | (Signature of Contracting Officer) | |

Solicitation SPM300-13-R-0054 is amended as Follows:

1. The requirement for the timing of the Delivered Price portion of the Contract Unit Prices is changed from two weeks after solicitation issue date to two weeks prior.

Therefore, in the “Caution Notice” on page 6, the week cited in Block 9 is changed from “the week of 4/21/2013” to “the week of 3/24/2013.”

Under the section labeled “I. PRICE PROPOSAL”, paragraph A. on page 122, the following language is deleted --

“NOTE: The Delivered price portion of the proposed Contract Unit Prices shall be those prices that are in effect the week of 21 April 2013.”

--and replaced by:

“NOTE: The Delivered price portion of the proposed Contract Unit Prices shall be those prices that are in effect the week of 24 March 2013.”

2. On page 122, paragraph B the following language is deleted –

Complete the spreadsheet proposal for the 176 Market Basket items for Norfolk, Virginia and Surrounding Areas.

--and replaced by:

“Complete the spreadsheet proposal for the 175 Market Basket items for Norfolk, Virginia and Surrounding Areas.”

3. On page 45, paragraph C under the “NOTE”, the following sentence is deleted—

“Please take extreme care to complete this spreadsheet accurately (See instructions on page XXX).”

--and replaced by:

“Please take extreme care to complete this spreadsheet accurately (See instructions on page 123).”

4. On page 133, under the table labeled “NAVY SHIPS NORFOLK VIRGINIA & SURROUNDING AREAS,” the Approximate Number of Line items/SKU’s is changed from “129,577” to “1,283.”

5. On page 153, DFARS clause 252.209-7999 is deleted and replaced by the updated version as follows:

252.209-7995– REPRESENTATION BY CORPORATIONS REGARDING AN UNPAID DELINQUENT TAX LIABILITY OR A FELONY CONVICTION UNDER ANY FEDERAL LAW— FISCAL YEAR 2013

APPROPRIATIONS (DEVIATION 2013-00010) (April 2013)

(a) In accordance with sections 8112 and 8113 of Division C and sections 514 and 515 of Division E of the Consolidated and Further Continuing Appropriations Act, 2013,(Pub. L. 113-6), none of the funds made available by that Act for DoD (including Military Construction funds) may be used to enter into a contract with any corporation that—

(1) Has any unpaid Federal tax liability that has been assessed, for which all judicial and administrative remedies have been exhausted or have lapsed, and that is not being paid in a timely manner pursuant to an agreement with the authority responsible for collecting the tax liability, where the awarding agency is aware of the unpaid tax liability, unless the agency

has considered suspension or debarment of the corporation and made a determination that this further action is not necessary to protect the interests of the Government; or

(2) Was convicted of a felony criminal violation under any Federal law within the preceding 24 months, where the awarding agency is aware of the conviction, unless the agency has considered suspension or debarment of the corporation and made a determination that this action is not necessary to protect the interests of the Government.

(b) The Offeror represents that—

(1) It is is not a corporation that has any unpaid Federal tax liability that has been assessed, for which all judicial and administrative remedies have been exhausted or have lapsed, and that is not being paid in a timely manner pursuant to an agreement with the authority responsible for collecting the tax liability,

(2) It is is not a corporation that was convicted of a felony criminal violation under a Federal law within the preceding 24 months.

6. Under the section “Special Contract Requirements”, part 2 on pages 106 to 110, the entire part 2 is deleted and replaced by the following:

2. MANAGEMENT REPORTS

A. The Contractor shall electronically transmit the following reports to the DLA TROOP SUPPORT Contracting Officer and Acquisition Specialist on a monthly basis, except as otherwise noted. All reports shall be cumulative for a one (1) month period (except as otherwise noted) and submitted no later than the seventh day of the following month, e.g., reporting period of January 1st through January 31st – the reports are due February 7th. Weekly reports shall be submitted by the Friday after the week being reported. The Contractor may be required to submit reports on an as-needed basis in addition to the regularly scheduled reports.

| 1) Reports received from Contractor | Frequency |
|---|------------------------|
| (i) Fill Rate, Non Catch-Weight Items | Monthly |
| (ii) Fill Rate, Catch-Weight Items | Monthly |
| (iii) AbilityOne Subcontracting | Monthly |
| (iv) Vendor Catalog | Weekly |
| (v) Small Business | Monthly |
| (vi) Descending Case | Monthly |
| (vii) Descending Dollar | Monthly |
| (viii) NAPA Report | Monthly |
| (ix) Customer Visits | Monthly |
| (x) Not in Stock (NIS) | Monthly |
| (xi) Government Rebates and Discounts (General) | Monthly |
| (xii) Government Rebates and Discounts (Food Show) (Contractor will report any rebate/discount additions, deletions or changes by item) | As Required |
| (xiii) Earned Income Categories | (Update as applicable) |
| (xiv) Private Label Savings | Semi-Annually |
| (xv) Slow movers (Excess Stock) | Monthly |

These reports are reviewed by the Contracting Officer. Other performance measurements monitored include, but are not limited to, adherence to mandatory items, Contractor Performance Assessment Reports (CPARS), adherence to delivery of domestic products, and adherence to the Contractor’s Food Defense Plan. The Contracting Officer has determined that routine methods are appropriate to monitor contract performance. Metrics are reported monthly to Subsistence top management who in turn reports these measurements to Command.

The following are in-depth descriptions of the major reports listed in the table:

2) Fill Rate:

The Contractor shall submit its monthly fill rate report (to include overall fill rate; non-catch weight item fill rate; and catch-weight item fill rate) to the DLA Troop Support Contracting Officer. The report shall be based on order required delivery dates (RDD), not order placement dates, i.e. the report for March xx shall include all orders placed for deliveries 01-31 March xx. This would normally include orders placed the last day(s) of February xx. In addition to monthly fill rate reports, more frequent reports may be required on an as needed basis. The Government will compare and attempt to reconcile the Government and Contractor's reports. The Government's fill rate report will be the official government record for contract performance evaluation. The fill rate is calculated by dividing the number of cases accepted by the customer by the number of cases ordered. Mis-picks and damaged cases should not be included in this calculation. The report shall specify fill rates per customer and an overall average fill rate for all customers under the contract for the period being reported. The monthly fill rate reports should specify fill rates grouped by contract number/DODAAC (first six positions of the purchase order)/purchase order number. The date range of the report shall be based on the customer's required delivery date (RDD). Overall discrepancy report shall only include purchase orders that contain less than 100% fill rate and reason code for discrepancy. The Contractor shall submit a separate discrepancy spreadsheet containing a list of Government authorized and verifiable fill rate exceptions using acceptable codes as outlined in the solicitation. Please note that the fill rate could take up to three months to be calculated due to system reconciliation. However, the government's finding will serve as the final rate.

3) AbilityOne Subcontracting:

This report must list all products supplied by AbilityOne firms. Total dollars and percentages shall be highlighted within the Socioeconomic Report. Progress reports regarding these subcontracting efforts relative to AbilityOne entities are also required.

4) Small Business:

This report shall list all products manufactured and/or supplied by small business, small disadvantaged business, minority owned small business, women-owned small business, women owned small disadvantaged business, HUB Zone small business, veteran owned small business, service disabled veteran owned small business, and AbilityOne Program. This shall be sorted by manufacturer/supplier and include quantity and dollar value and shall be sorted by the applicable business size category of the manufacturer/supplier. The workshops in Non Profit Agencies participating in

the AbilityOne Program are not to be categorized under Small Disadvantaged Business as they are non-profit organizations and should be considered their own separate category. Note: This report is for direct subcontracts for products supplied to customers. This report is not to include direct costs. SBA must certify (a) SDB that are a part of the SBA 8(a) program; and (b) HUB Zone business.

A summary page of the report shall also be submitted which highlights the total dollars and percentages for each category. This information is very important since DLA TROOP SUPPORT is required to report its success in meeting these goals for the Defense Logistics Agency (DLA). Also requested, but not required since DLA does not mandate that these goals be reported, is a listing of products supplied and/or manufactured by UNICOR, Labor Surplus Areas, Historically Black Colleges or Universities and Minority Institutions.

5) Descending Case Report :

This report must list all products sold for a one-month period in descending order by case. Provides visibility of regularly purchased line items in terms of quantity, from most to least.

6) Descending Dollar :

Sorted by line item; each line to contain at a minimum the DLA TROOP SUPPORT stock number, item description, pack or size, brand description, quantity, and total dollar value of units shipped. Dollar amounts must be totaled. This report shall be submitted by individual customer accounts AND also by the total customer base.

7) NAPA Report:

This report should summarize the savings passed along to the customers in the form of deviated allowances realized as a result of utilizing the NAPA's. List each customer, the NAPA amount, the manufacturer/broker name, and quantity ordered. NAPA figures should be listed per customer, per contract and per manufacturer.

8) Customer Visits:

The Contractor must document their customer visits and provide a copy to the Contracting Officer.

9) Not In Stock:

This report must list all not-in-stock products (in accordance with the definition of fill rate/not in stock) for a one-month period.

10) Government Rebates and Discounts:

- a. General: The Contractor shall provide a monthly report identifying any and all Government Rebates and Discounts received by the Contractor, and the amount passed on to the Government. The Contractor must indicate the type of Government Rebates and Discounts received by the Contractor, whether they are being passed on to the Government customers consistent with its Price Proposal, whether they are of limited or special duration, and the amount that has been passed on to the Government, in the form of an upfront price reduction.
 - (i) This report should summarize the savings passed along to the customers in the form of general Government Rebates and Discounts. List each customer, the amount, the manufacturer/broker name, and quantity ordered. General Government Rebate and Discount figures should be listed per customer, per contract and per manufacturer.
- b. Food Show: This report should show a detailed break out of all savings received at your Food Show. This report is not a monthly requirement, but is based on the timing of your Food Show. List each customer, the Food Show amount, the manufacturer/broker name, and quantity ordered. Food Show Government Rebates and Discounts should be listed per customer, per contract, and per manufacturer. The total should be per customer and per contract.

11) Earned Income Categories:

During the implementation period of the contract, the Contractor will submit a list of categories of Earned Income received. Examples of categories are marketing allowances and sales volume incentives. Any changes, additions or deletions to those categories that occur during contract performance will be immediately reported by the Contractor as part of its next scheduled monthly management reports. It is not necessary to submit specific dollar amounts of Earned Income, just the categories.

12) Private Label Savings:

This report will identify all “private label” items on the contract catalog and the savings (by line item and cumulative) associated with using private label versus national brand names for like items. Also, the Contractor shall identify other items that would be suitable for conversion to private label and the estimated cost savings. Likewise, in the event that any private label items cost more than national brand like items, identify these items and dollar amounts.

13) Slow Movers (Excess Stock):

This report shall list all products that are being ordered in less than the required contract minimum monthly quantity. Purpose is to track slow moving items for possible deletion from the catalog.

Below is an example of Slow Movers report in Excel format:

| FIC | STOCK # | DESCRIPTION | U M | Jan 11 Sales | Feb 11 Sales | Mar 11 Sales | Apr 11 Sales | May 11 Sales | Jun 11 Sales | Jul 11 Sales | Avg Monthly Movement for past 6months | QTY ON HAND | MANU F SHELF LIFE | 1/3 RULE | PVRECEIPT DATE | SHELF LIFE AT TIME OF RECEIPT | DAYS IN STOCK | APPROX SH/LF GONE | APPROX LIFE LEFT |
|-----|-------------------|---|-----|--------------|--------------|--------------|--------------|--------------|--------------|--------------|---------------------------------------|-------------|-------------------|----------|----------------|-------------------------------|---------------|-------------------|------------------|
| U85 | 891001E 392383 | YOGURT DRINK, SMOOTHIE, CHL, SBERRY, 12/8 OZ CO | CS | 0 | 0 | 0 | 0 | 0 | 0 | 2 | 0 | 12 | 50 | 17 | 8/17/10 | 34 | -1 | 16 | 34 |
| D47 | 891501E 297688 | POTATOES, DEHY, DICED, 6/2.5 LB CN | CS | 0 | 0 | 0 | 0 | 2 | 0 | 0 | 0 | 12 | 999 | 333 | 7/23/09 | 666 | 389 | 722 | 277 |

NOTE: FIC only applies to Navy Ships' contracts.

14) Small Business:

This report shall list all products manufactured and/or supplied by small business, small disadvantaged business, minority owned small business, women-owned small business, women owned small disadvantaged business, HUB Zone small business, veteran owned small business, service disabled veteran owned small business, and AbilityOne Program. This shall be sorted by manufacturer/supplier and include quantity and dollar value and shall be sorted by the applicable business size category of the manufacturer/supplier. The workshops in Non Profit Agencies participating in the AbilityOne Program are not to be categorized under Small Disadvantaged Business as they are non-profit organizations and should be considered their own separate category. Note: This report is for direct subcontracts for products supplied to customers. This report is not to include direct costs. SBA must certify (a) SDB that are a part of the SBA 8(a) program; and (b) HUB Zone business.

A summary page of the report shall also be submitted which highlights the total dollars and percentages for each category. This information is very important since DLA TROOP SUPPORT is required to report its success in meeting these goals for the Defense Logistics Agency (DLA). Also requested, but not required since DLA does not mandate that these goals be reported, is a listing of products supplied and/or manufactured by UNICOR, Labor Surplus Areas, Historically Black Colleges or Universities and Minority Institutions.

15) Descending Case Report :

This report must list all products sold for a one-month period in descending order by case. Provides visibility of regularly purchased line items in terms of quantity, from most to least.

16) Descending Dollar :

Sorted by line item; each line to contain at a minimum the DLA TROOP SUPPORT stock number, item description, pack or size, brand description, quantity, and total dollar value of units shipped. Dollar amounts must be totaled. This report shall be submitted by individual customer accounts AND also by the total customer base.

17) NAPA Report:

This report should summarize the savings passed along to the customers in the form of deviated allowances realized as a result of utilizing the NAPA's. List each customer, the NAPA amount, the manufacturer/broker name, and quantity ordered. NAPA figures should be listed per customer, per contract and per manufacturer.

18) Customer Visits:

The Contractor must document their customer visits and provide a copy to the Contracting Officer.

19) Not In Stock:

This report must list all not-in-stock products (in accordance with the definition of fill rate/not in stock) for a one-month period.

20) Rejects:

This report must list all products delivered but rejected by the customer, which also is reflected in the monthly fill rate.

21) Government Rebates and Discounts:

- c. General: The Contractor shall provide a monthly report identifying any and all Government Rebates and Discounts received by the Contractor, and the amount passed on to the Government. The Contractor must indicate the type of Government Rebates and Discounts received by the Contractor, whether they are being passed on to the Government customers consistent with its Price Proposal, whether they are of limited or special duration, and the amount that has been passed on to the Government, in the form of an upfront price reduction.

- (i) This report should summarize the savings passed along to the customers in the form of general Government Rebates and Discounts. List each customer, the amount, the manufacturer/broker name, and quantity ordered. General Government Rebate and Discount figures should be listed per customer, per contract and per manufacturer.

- d. Food Show: This report should show a detailed break out of all savings received at your Food Show. This report is not a monthly requirement, but is based on the timing of your Food Show. List each customer, the Food Show amount, the manufacturer/broker name, and quantity ordered. Food Show Government Rebates and Discounts should be listed per customer, per contract, and per manufacturer. The total should be per customer and per contract.

22) Earned Income Categories:

During the implementation period of the contract, the Contractor will submit a list of categories of Earned Income received. Examples of categories are marketing allowances and sales volume incentives. Any changes, additions or deletions to those categories that occur during contract performance will be immediately reported by the Contractor as part of its next scheduled monthly management reports. It is not necessary to submit specific dollar amounts of Earned Income, just the categories.

23) Private Label Savings:

This report will identify all “private label” items on the contract catalog and the savings (by line item and cumulative) associated with using private label versus national brand names for like items. Also, the Contractor shall identify other items that would be suitable for conversion to private label and the estimated cost savings. Likewise, in the event that any private label items cost more than national brand like items, identify these items and dollar amounts.

7. The solicitation is hereby extended until May 22, 2013 @ 2:00pm Eastern Standard Time.