

SOLICITATION/CONTRACT/ORDER FOR COMMERCIAL ITEMS OFFEROR TO COMPLETE BLOCKS 12, 17, 23, 24, & 30				1. REQUISITION NUMBER 1000084534		PAGE 1 OF 6	
2. CONTRACT NO. SPE300-18-D-P328		3. AWARD/EFFECTIVE DATE 2018 JUL 11	4. ORDER NUMBER		5. SOLICITATION NUMBER SPE300-18-R-0020		6. SOLICITATION ISSUE DATE 2018 APR 26
7. FOR SOLICITATION INFORMATION CALL:				a. NAME		b. TELEPHONE NUMBER (No collect calls)	
				8. OFFER DUE DATE/ LOCAL TIME			
9. ISSUED BY DLA TROOP SUPPORT DIRECTORATE OF SUBSISTENCE 700 ROBBINS AVENUE PHILADELPHIA PA 19111-5096 USA Local Admin: Hweon Lee DHL0005 Tel: 215-737-4780 Email: Hweon.Lee@dla.mil			CODE SPE300	10. THIS ACQUISITION IS		<input type="checkbox"/> UNRESTRICTED OR <input checked="" type="checkbox"/> SET ASIDE: 100 % FOR: <input checked="" type="checkbox"/> SMALL BUSINESS <input type="checkbox"/> WOMEN-OWNED SMALL BUSINESS <input type="checkbox"/> HUBZONE SMALL BUSINESS <input type="checkbox"/> (WOSB) ELIGIBLE UNDER THE WOMEN-OWNED SMALL BUSINESS PROGRAM <input type="checkbox"/> SERVICE-DISABLED VETERAN-OWNED SMALL BUSINESS <input type="checkbox"/> EDWOSB NAICS: 311991 <input type="checkbox"/> 8 (A) SIZE STANDARD: 500	
11. DELIVERY FOR FOB DESTINATION UNLESS BLOCK IS MARKED <input type="checkbox"/> SEE SCHEDULE		12. DISCOUNT TERMS Net 10 days		13a. THIS CONTRACT IS A RATED ORDER UNDER DPAS (15 CFR 700) <input type="checkbox"/>		13b. RATING	
15. DELIVER TO SEE SCHEDULE				16. ADMINISTERED BY SEE BLOCK 9 Criticalty: PAS None		14. METHOD OF SOLICITATION <input type="checkbox"/> RFQ <input type="checkbox"/> IFB <input checked="" type="checkbox"/> RFP	
17a. CONTRACTOR/ OFFEROR Crook Brothers, Inc. DBA Crook Brothers 250 Grey Flats Rd BECKLEY WV 26801-5873 USA TELEPHONE NO. 3042527711		CODE GMD08	FACILITY CODE	18a. PAYMENT WILL BE MADE BY DEF FIN AND ACCOUNTING SVC BSM P O BOX 182317 COLUMBUS OH 43218-2317 USA		CODE SL4701	
<input type="checkbox"/> 17b. CHECK IF REMITTANCE IS DIFFERENT AND PUT SUCH ADDRESS IN OFFER				<input type="checkbox"/> 18b. SUBMIT INVOICES TO ADDRESS SHOWN IN BLOCK 18a UNLESS BLOCK BELOW IS CHECKED. <input type="checkbox"/> SEE ADDENDUM			
19. ITEM NO.	20. SCHEDULE OF SUPPLIES/SERVICES			21. QUANTITY	22. UNIT	23. UNIT PRICE	24. AMOUNT
	See Schedule						
25. ACCOUNTING AND APPROPRIATION DATA					26. TOTAL AWARD AMOUNT (For Govt. Use Only) \$42,000,000.00		
<input type="checkbox"/> 27a. SOLICITATION INCORPORATES BY REFERENCE FAR 52.212-1, 52.212-4, FAR 52.212-3 AND 52.212-5 ARE ATTACHED. ADDENDA				<input type="checkbox"/> ARE <input type="checkbox"/> ARE NOT ATTACHED			
<input checked="" type="checkbox"/> 27b. CONTRACT/PURCHASE ORDER INCORPORATES BY REFERENCE FAR 52.212-4. FAR 52.212-5 IS ATTACHED. ADDENDA				<input type="checkbox"/> ARE <input checked="" type="checkbox"/> ARE NOT ATTACHED			
<input checked="" type="checkbox"/> 28. CONTRACTOR IS REQUIRED TO SIGN THIS DOCUMENT AND RETURN 1 COPIES 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				<input checked="" type="checkbox"/> 29. AWARD OF CONTRACT: REF. SPE30018R0020 OFFER DATED 2018-May-24. YOUR OFFER ON SOLICITATION (BLOCK 5), INCLUDING ANY ADDITIONS OR CHANGES WHICH ARE SET FORTH, HEREIN IS ACCEPTED AS TO ITEMS: See schedule of items			
30a. SIGNATURE OF OFFEROR/CONTRACTOR 				31a. UNITED STATES OF AMERICA (SIGNATURE OF CONTRACTING OFFICER) 			
30b. NAME AND TITLE OF SIGNER (Type or Print) Kenneth Crook		30c. DATE SIGNED 7/11/18		31b. NAME OF CONTRACTING OFFICER (Type or Print) Susan Williams		31c. DATE SIGNED 2018 JULY 11	

19. ITEM NO.	20. SCHEDULE OF SUPPLIES/SERVICES	21. QUANTITY	22. UNIT	23. UNIT PRICE	24. AMOUNT

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
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32e. MAILING ADDRESS OF AUTHORIZED GOVERNMENT REPRESENTATIVE	32f. TELEPHONE NUMBER OF AUTHORIZED GOVERNMENT REPRESENTATIVE
32g. E-MAIL OF AUTHORIZED GOVERNMENT REPRESENTATIVE	

33. SHIP NUMBER <input type="checkbox"/> PARTIAL <input type="checkbox"/> FINAL	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
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38. S/R ACCOUNT NO.	39. S/R VOUCHER NUMBER	40. PAID BY
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41a. I CERTIFY THIS ACCOUNT IS CORRECT AND PROPER FOR PAYMENT	42a. RECEIVED BY (<i>Print</i>)
41b. SIGNATURE AND TITLE OF CERTIFYING OFFICER	41c. DATE
42b. RECEIVED AT (<i>Location</i>)	
42c. DATE REC'D (<i>YY/MM/DD</i>)	42d. TOTAL CONTAINERS

Part 12 Clauses**WV AWARD DOC****I. SOLICITATION/CONTRACT FORM**

The terms and conditions set forth in solicitation SPE300-18-R-0020 are incorporated into subject contract.

The following documents are incorporated by reference into the subject contract: your final offer, which is being accepted by the Government to form this contract, Solicitation SPE300-18-R-0020 dated April 26, 2018, and all solicitation amendments issued there under as follows:

Amendment 0001, dated May 11, 2018

Amendment 0002, dated May 16, 2018

II. PERFORMANCE PERIOD:**A. Effective Period of the Contract:**

Tier 1 - July 11, 2018 through July 10, 2019

Tier 2 - July 11, 2019 through January 10, 2021

Tier 3 - January 11, 2021 through July 10, 2022

Ordering commences on August 13, 2018 with first deliveries beginning August 20, 2018 for Troops and USDA customers.

B. ESTIMATED DOLLAR VALUE/GUARANTEED MINIMUM/MAXIMUM

The following chart includes the 12-month estimated dollar value for Tier 1, and the overall 4 year period, along with the 10% and 300% guaranteed minimum and contract maximum values, respectively. Though both figures are based on estimates, the guaranteed minimum and the contract maximum are both fixed firm dollar amounts, which are calculated as a percentage of the 12 month Tier 1 and 4-year estimated dollar values, respectively.

NOTE: The guaranteed minimum, which is shown in the "10% Minimum" column below, constitutes the Agency's full legal obligation as to its ordering requirements. 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.

West Virginia	12-Month Estimate (Tier 1)	4-Year Estimate (Total of all Tiers)	10% Minimum	300% Max (4 Years)
Group 1A (Troops)	\$500,000.00	\$2,000,000.00	\$50,000.00	\$6,000,000.00
Group 1B (Schools)	\$3,000,000.00	\$12,000,000.00	\$300,000.00	\$36,000,000.00
Total	\$3,500,000.00	\$14,000,000.00	\$350,000.00	\$42,000,000.00

The term "estimate" refers to the Agency's good faith estimate of the requirement for the specific tier periods stated.

The total minimum contract dollar value of all Groups awarded together is \$350,000.00.

The maximum contract dollar value of all Groups awarded together is \$42,000,000.00.

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Part 12 Clauses (CONTINUED)**III. START-UP PERIOD**

The Contractor's startup period will take place prior to the first order and is included in the 12-month tier 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 forty-five (45) days will be granted for actual implementation. No more than sixty (60) days after award will be permitted for each contractor to have fully functional distribution accounts in place for all customers.

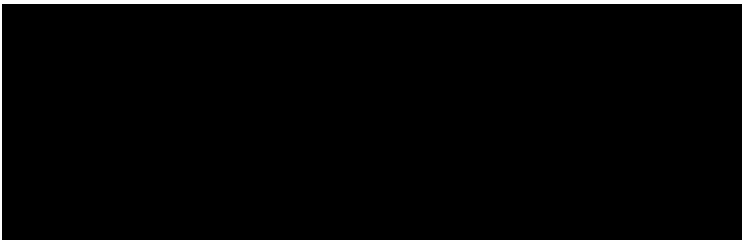
Crook Brothers is required to submit the following:

- A. Submit a USDA GAP/GHP audit report / certificate for additional place of performance (Corey Bros.) by September 11, 2018.
- B. Submit Local Purchase Procurement plan by August 28, 2018, which include 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

IV. ORDERING CATALOGS

The following are part of Crook Brothers, Inc.'s offer and are hereby incorporated as part of subject contract:

Offered delivered price to be utilized for first week of ordering. The Pricing Proposal spreadsheet submitted on 05/29/2018 is attached.

**SUPPLIES OF SERVICES AND PRICES**

ITEMS: Full-Line Fresh Fruit and Vegetables

CUSTOMERS: DoD Troop Customers and Non-DoD School Customers in the West Virginia 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 110 percent (%) for DoD Troops and 70 percent (%) for USDA Schools 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

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Part 12 Clauses (CONTINUED)

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 4-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 bi-weekly basis that falls within the EPA clause's 110 percent (%) for DoD Troops and 70 percent (%) for USDA Schools ceiling, does not automatically deem that price "fair and reasonable" and thus acceptable. The EPA provision is merely one separate factor that is 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 #: DoD Troop customers will order under SPE300-18-D-P328 and Non-DoD USDA customers will order under SPE300-18-D-S328. Crook Brothers, Inc. will invoice in accordance with the customer's orders.

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

The Troop customers are required to place orders for "skip day" delivery.
The School customers are required to place orders no later than 96 hours before delivery date.

All pricing will be firm at time of order.

Crook Brothers, Inc. will not invoke any additional charges for emergency orders (defined as an order that is placed for same day delivery).

DELIVERIES AND PERFORMANCE

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

Place of Performance:

Crook Brothers, Inc.
250 Grey Flats Road
Beckley, WV 25801-5873

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

252.204-7012 SAFEGUARDING COVERED DEFENSE INFORMATION AND CYBER INCIDENT REPORTING (OCT 2016) DFARS

52.232-40 PROVIDING ACCELERATED PAYMENTS TO SMALL BUSINESS SUBCONTRACTORS (DEC 2013) FAR

252.232-7010 LEVIES ON CONTRACT PAYMENTS (DEC 2006) DFARS

52.233-3 PROTEST AFTER AWARD (AUG 1996) FAR

Standard Element ZB_204_7009 has no Title

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Attachments (CONTINUED)

Attachments

List of Attachments

File Name	Description
ATTACH_1	Attachm
ATTACH_2	Attachment 2 -