

**SOLICITATION/CONTRACT/ORDER FOR COMMERCIAL ITEMS**  
**OFFEROR TO COMPLETE BLOCKS 12, 17, 23, 24, & 30**

1. REQUISITION NUMBER 1000064210		PAGE 1 OF 5	
2. CONTRACT NO. SPE300-18-D-P334	3. AWARD/EFFECTIVE DATE 2018 AUG 20	4. ORDER NUMBER	5. SOLICITATION NUMBER SPE300-18-R-0018
7. FOR SOLICITATION INFORMATION CALL:		a. NAME	b. TELEPHONE NUMBER (No collect calls)
		8. OFFER DUE DATE/ LOCAL TIME 2018 MAR 19	

9. ISSUED BY DLA TROOP SUPPORT DIRECTORATE OF SUBSISTENCE 700 ROBBINS AVENUE PHILADELPHIA PA 19111-5026 USA Local Admin: KIMBERLY SZCZEPKOWICZ-YOSUA@PHPHDBH Tel: 215-737-7657 Fax: 215-737-5227 Email: KIMBERLY.SZCZEPKOWICZ-YOSUA@DLA.MIL	CODE SPE300	10. THIS ACQUISITION IS <input checked="" type="checkbox"/> SMALL BUSINESS <input type="checkbox"/> HUBZONE SMALL BUSINESS <input type="checkbox"/> SERVICE-DISABLED VETERAN-OWNED SMALL BUSINESS	<input type="checkbox"/> UNRESTRICTED OR <input checked="" type="checkbox"/> SET ASIDE: 100 % FOR: <input type="checkbox"/> WOMEN-OWNED SMALL BUSINESS (WOSB) ELIGIBLE UNDER THE WOMEN-OWNED SMALL BUSINESS PROGRAM NAICS: 311991 SIZE STANDARD: 500
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11. DELIVERY FOR FOB DESTINATION UNLESS BLOCK IS MARKED <input type="checkbox"/> SEE SCHEDULE	12. DISCOUNT TERMS Net 10 days	<input type="checkbox"/> 13a. THIS CONTRACT IS A RATED ORDER UNDER DPAS (15 CFR 700)	13b. RATING
		14. METHOD OF SOLICITATION <input type="checkbox"/> RFQ <input type="checkbox"/> IFB <input checked="" type="checkbox"/> RFP	

15. DELIVER TO SEE SCHEDULE	CODE	16. ADMINISTERED BY SEE BLOCK 9 City, State, ZIP, Name	CODE SPE300
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17a. CONTRACTOR/ OFFEROR Seashore Fruit Produce Co Inc 1344 NW Blvd VINELAND NJ 08069-1429 USA TELEPHONE NO. 6093453229	CODE 31HW6	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
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<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
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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) \$48,360,000.00
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<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 checked="" type="checkbox"/> ARE <input 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. <u>SPE300-18-R-0018</u> OFFER DATED <u>2018-JUL-13</u> . 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
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30a. SIGNATURE OF OFFEROR/CONTRACTOR 	31a. UNITED STATES OF AMERICA (SIGNATURE OF CONTRACTING OFFICER) 
30b. NAME AND TITLE OF SIGNER (Type or Print) Chad Zagodich President	31b. NAME OF CONTRACTING OFFICER (Type or Print) Christina M. Miller
30c. DATE SIGNED 8/20/18	31c. DATE SIGNED 2018 AUG 20

AUTHORIZED FOR LOCAL REPRODUCTION  
PREVIOUS EDITION IS NOT USABLE

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****I. SOLICITATION/CONTRACT FORM**

The terms and conditions set forth in solicitation SPE300-18-R-0018 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-0018 dated March 19, 2018, and all solicitation amendments issued there under as follows:

Amendment 0001, dated March 20, 2018

Amendment 0002, dated April 4, 2018

Amendment 0003, dated April 17, 2018

Amendment 0004, dated July 11, 2018

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

Tier 1 - August 20, 2018 through August 19, 2020

Tier 2 - August 20, 2020 through August 20, 2022

Ordering commences on October 7, 2018 with first deliveries beginning October 09, 2018 for Troop customers and October 14, 2018, for School customers.

**B. ESTIMATED DOLLAR VALUE/GUARANTEED MINIMUM/MAXIMUM**

The following chart includes the 4 year estimated dollar value, along with the guaranteed 10% minimum and 300% maximum. The guaranteed minimum and maximum, although based on estimates, are a firm dollar amount calculated as a percentage of the estimated dollar value; that firm dollar amount constitutes the Government's legal ordering obligation under the contract.

Pennsylvania Zone	24 - Month Estimate	4.0 Year Estimate (Total Including all Tiers)	10%Min	300% Max (4.0 Years)
Group 1 (Schools West)	\$2,600,000.00	\$5,200,000.00	\$130,000.00	\$15,600,000.00
Group 2a (Troops East)	\$260,000.00	\$ 520,000.00	\$13,000.00	\$1,560,000.00
Group 2b (Schools East )	\$5,200,000.00	\$10,400,000.00	\$260,000.00	\$31,200,000.00
<b>Total</b>	<b>\$8,060,000.00</b>	<b>\$16,120,000.00</b>	<b>\$403,000.00</b>	<b>\$48,360,000.00</b>

The term "4.0 Year Estimate" refers to the Government's good faith estimate of the requirement for all two (2) Tier periods.

The total minimum contract dollar value is \$403,000.00.

The maximum contract dollar value is \$48,360,000.00.

**III. START-UP PERIOD**

Within 15 days after the award is made, the Contractor shall submit a proposed implementation schedule to the Contracting Officer that details all of the necessary steps that are required to ensure proper contract performance. This may include but is not limited to

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**Part 12 Clauses (CONTINUED)**

catalog/ordering/invoice testing (STORES and/or FAVORS), sourcing new items, finalize delivery schedule per customer location, etc. An additional 45 days will be granted for actual completion of the proposed schedule. No more than 60 calendar days after award, however, will be given to complete the schedule and have a fully functional distribution account in place for all customers covered under the contract(s). The timeline for the "start-up" period, as described above, is included in the first 24-month Tier 1 period.

**IV. ORDERING CATALOGS**

The following are part of Seashore's offer and are hereby incorporated as part of subject contract:

Offered delivered price to be utilized for first ordering period. The Pricing Proposal spreadsheet submitted on July 13, 2018 is attached.

Distribution price for the Contract Period is as follows:

**SUPPLIES OF SERVICES AND PRICES**

**ITEMS:** Full-Line Fresh Fruit and Vegetables

**CUSTOMERS:** DoD Troop and Non-DoD Customers in the Pennsylvania 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 70 percent (%) for Non-DoD USDA Schools in Western Pennsylvania (Group 1), 100 percent (%) DoD Troops in Eastern Pennsylvania (Group 2a) and 100 percent (%) for Non-DoD USDA Schools in Eastern Pennsylvania (Group 2b) 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 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 70 percent (%) for Non-DoD USDA Schools in Western Pennsylvania's (Group 1), 100 percent (%) DoD Troops in Eastern Pennsylvania's (Group 2a) and 100 percent (%) for Non-DoD USDA Schools in Eastern Pennsylvania's (Group 2b) 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 #:** Non-DoD School customers in Western Pennsylvania will order under SPE300-18-D-S335, DoD Troop customers in Eastern Pennsylvania will order under SPE300-18-D-P334 and Non-DoD School customers in Eastern Pennsylvania will order under SPE300-18-D-S334. Seashore will invoice in accordance with the customer's orders.

All catalog pricing is valid from Sunday at 12:00 AM (Eastern Time (ET), standard or daylight as applicable) through 11:59 PM on the Saturday of the following week. Catalog updates must be received no later than 12:00 P.M. EST the preceding Wednesday of the

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**Part 12 Clauses (CONTINUED)**

ordering period.

The DoD 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.

Seashore 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:

**Places of Performance:**

Seashore Fruit & Produce  
1344 NW Blvd.  
Vineland, NJ 08360

Paragon  
173 Thorn Hill Road  
Warrendale, PA 15086

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

**Attachments****List of Attachments**

File Name	Description
ATTACH_1__Schedule_of_Items	1-Schedule of Item
ATTACH_2__Delivery_List	2 -Updated Deliver
ATTACH_signed_page_1	signed page 1.pdf