

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

2. CONTRACT NO. SPM300-07-D-3216	3. AWARD/EFFECTIVE DATE 4/20/07	4. ORDER NUMBER	1. REQUISITION NUMBER	PAGE 1 OF 7
7. FOR SOLICITATION INFORMATION CALL: STEVEN MERCH		5. SOLICITATION NUMBER SPM300-06-R-0002		6. SOLICITATION ISSUE DATE 05/17/06
		b. TELEPHONE NUMBER (No collect calls) 215-737-4508		8. OFFER DUE DATE/ LOCAL TIME

9. ISSUED BY DEFENSE SUPPLY CENTER PHILADELPHIA SUBSISTENCE SUPPLIER OPERATIONS 700 ROBBINS AVENUE PHILADELPHIA, PA 19111-5092	CODE SPM300	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"/> EMERGING SMALL BUSINESS <input type="checkbox"/> HUBZONE SMALL BUSINESS <input type="checkbox"/> SERVICE-DISABLED VETERAN-OWNED SMALL BUSINESS <input type="checkbox"/> 8(A)
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11. DELIVERY FOR FOB DESTINATION UNLESS BLOCK IS MARKED <input type="checkbox"/> SEE SCHEDULE	12. DISCOUNT TERMS	13a. THIS CONTRACT IS A RATED ORDER UNDER DPAS (15 CFR 700) <input type="checkbox"/>	13b. RATING
15. DELIVER TO SEE PAGES 5-7		14. METHOD OF SOLICITATION <input type="checkbox"/> RFQ <input type="checkbox"/> IFB <input type="checkbox"/> RFP	

16. ADMINISTERED BY SAME AS BLOCK 9	17a. CONTRACTOR/OFFEROR PRODUCE SOURCE PARTNERS, INC 3606 ACORN AVENUE NEWPORT NEWS, VA 23607 TELEPHONE NO. 757-244-0191	18a. PAYMENT WILL BE MADE BY DFAS-COLUMBUS ATTN: DFAS-CO-DED PO BOX 182317 COLUMBUS, OH 43218-6260
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17a. CONTRACTOR/OFFEROR PRODUCE SOURCE PARTNERS, INC 3606 ACORN AVENUE NEWPORT NEWS, VA 23607 TELEPHONE NO. 757-244-0191	CODE OP4N9	FACILITY CODE	18a. PAYMENT WILL BE MADE BY DFAS-COLUMBUS ATTN: DFAS-CO-DED PO BOX 182317 COLUMBUS, OH 43218-6260	CODE S33150
<input type="checkbox"/> 17b. CHECK IF REMITTANCE IS DIFFERENT AND PUT SUCH ADDRESS IN OFFER		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
	FULL LINE FRESH FRUIT AND VEGETABLE SUPPORT FOR DOD AND NON-DOD ACTIVITIES LOCATED IN VIRGINIA CUSTOMER ORDERING PERIOD: 03 JUNE 2007 - 29 NOVEMBER 2008 <i>(Use Reverse and/or Attach Additional Sheets as Necessary)</i>				

25. ACCOUNTING AND APPROPRIATION DATA	26. TOTAL AWARD AMOUNT (For Govt. Use Only) \$6,900,000 (ESTIMATE)
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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 type="checkbox"/> ARE <input type="checkbox"/> ARE NOT ATTACHED
<input type="checkbox"/> 28. CONTRACTOR IS REQUIRED TO SIGN THIS DOCUMENT AND RETURN 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 type="checkbox"/> 29. AWARD OF CONTRACT: REF. <u>PSP</u> OFFER DATED _____ YOUR OFFER ON SOLICITATION (BLOCK 5), 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) <i>Steven Merch</i>
30b. NAME AND TITLE OF SIGNER (Type or print)	31b. NAME OF CONTRACTING OFFICER (Type or print) STEVEN MERCH
30c. DATE SIGNED	31c. DATE SIGNED 4/20/07

SOLICITATION/CONTRACT FORM

The following amendments issued under solicitation SPM300-06-R-0002 are incorporated into this contract:

- Amendment 0001, dated 31 May 2006
- Amendment 0002, dated 13 June 2006
- Amendment 0003, dated 15 August 2006
- Amendment 0004, dated 31 October 2006

The following form a part of Produce Source Partner's offer and are hereby incorporated as part of this contract:

1. Technical Proposal
 - All elements of the proposal exceeding the Government's requirements are hereby incorporated into this contract.
2. Business Proposal
 - Final offered delivered price to be utilized for first week of ordering
 - Distribution prices fixed throughout base period. No change for any options exercised
3. Responses to Discussions

SUPPLIES OR SERVICES AND PRICES

ITEMS: Full-Line Fresh Fruit and Vegetables

CUSTOMERS: See pages 5-7

FOB TERMS: FOB Destination for all items

CATALOG PRICING:

All catalog pricing is valid from Sunday thru Saturday. Catalog updates must be received no later than 9:30 AM ET the preceding Thursday.

Unit Prices shall be formulated in accordance with Clause 52.216-9P24 Economic Price Adjustment (EPA) – Actual Material Costs and shall not extend more than two (2) places beyond the decimal point. The unit price for each item is determined by the "Delivered Price" plus the "Distribution Price". Changes in the Delivered Price are governed by Clause 52.216-9P24. The Distribution Price will remain fixed throughout the term of the contract. Produce Source Partners distribution price is [REDACTED]/case for Group 1 (Troop Issue customers) and [REDACTED]/case for Group 2 (Export Customers).

All pricing will be firm at time of order.

If the government determines to invoke the options, the distribution prices will remain unchanged from the base contract period through each of the three 18-month options.

DESCRIPTION/SPECIFICATION

The minimum order placement for skip day deliveries are as follows:

<u>Order Placement</u>	<u>Delivery Day</u>
Monday	Wednesday
Tuesday	Thursday
Wednesday	Friday
Thursday	Monday
Friday	Tuesday

For all items in which split cases can be accommodated, Produce Source Partners will not up-charge the units on broken case lots.

Produce Source Partners will not invoke any additional charges for emergency orders (defined as an order that is placed for same day delivery).

Produce Source Partners agrees to stock new items with movement of at least 10 cases per month.

PACKAGING AND MARKING

All packaging and packing shall be in accordance with good commercial practice. Labeling shall be in accordance with commercial labeling complying with Federal Food, Drug and Cosmetic Act and regulations promulgated there under. Shipping containers shall be in compliance with the national Motor Freight Classification and Uniform Freight classification.

INSPECTION AND ACCEPTANCE

Inspection and acceptance of products will be performed at destination. Each ordering facility will be responsible for accepting and rejecting products as required. All food items must be inspected for count, condition and identity and approved by the ordering activities' authorized personnel receiving the delivery before final acceptance is made.

DELIVERIES AND PERFORMANCE

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

Hampton Roads
1106 Ingleside Road
Norfolk, VA 23502

Produce Source Partners
3606 Acorn Avenue
Newport News, VA 23607

PERFORMANCE PERIOD: The effective ordering period for the base term of the contract is 03 June 2007 – 29 November 2008.

INVOICING

All invoicing for payment is to be filed electronically using EDI transaction set 810. No paper invoices shall be submitted to DFAS for payment. All invoices submitted by prime vendor must be “clean”, i.e. all debits and/or credits must be reflected on the invoice prior to its submission.

Invoice transactions may be submitted to DSCP daily; however it cannot be stressed enough that all internal debit/credit transactions must be completed prior to the submission of the invoice. Invoice lines that do not contain the correct invoice data and/or contain incorrect quantities delivered or prices charged will be rejected. The vendor will be responsible for correction and re-submission.

The same invoice cannot be submitted with different dollar amounts.

The following address must appear in the “bill to” or “payment will be made by” block of the contractor’s invoice:

DFAS-COLUMBUS CENTER
ATTN: DFAS-CO-SEP
P. O. BOX 182317
COLUMBUS, OH 43218

Each invoice shall contain sufficient data for billing purposes. This includes, but is not limited to:

1. Contract number, call or delivery order number, and purchase order number;
2. Customer DoDAAC;
3. Contract line listed in numeric sequence (also referred to as clin order);
4. Item nomenclature;
5. LSN or NSN;
6. Quantity purchased per item in DSCP’s unit of issue;
7. Clearly identified and annotated changes on all copies (clean invoices must be submitted); and
8. Total dollar value on each invoice [reflecting changes to the shipment, if applicable].

NAS NW Annex	NAS NW ANNEX, NSGA GALLEY-14919	BLDG 7 RELAY DRIVE 1320 NORTHWEST	CHESAPEAKE	VA	23511	TH	6 AM - 12 Non
	COMMANDER US COAST GUARD(307280)	3823 MAIN STREET CHINCOTEAGUE, VA, 23336-1809	CHINCOTEAGUE	VA	23336	AS NEEDED	
DAHLGREN NAVAL	DAHLGREN NAVAL SWC (277137)	GENERAL MESS 963 CODE C25D-2ABORATORY 576-NCD	DAHLGREN VA (N00178)	VA	23511	AS NEEDED	
Ft Eustis	MACDONALD ARMY HOSPITAL - 14889	JEFFERSON AVE. BLDG. 8400, MAHONE & 31ST ST. FT LEE, VA 23801	FT EUSTIS	VA	23604	M,W,F	11 AM - 1 PM
Ft Lee	DINING FACILITY 9300 -- 14899	BLDG. 3002, 13TH STREET FT LEE, VA 23801	FT LEE	VA	23604	M,W,F	6:30-11AM & 1-4PM
Ft Lee	DINING FACILITY 3002 -- 14903	BLDG. 3206, A AVENUE FT LEE, VA 23801	FT LEE	VA	23604	M,W,F	6:30-11AM & 1-4PM
Ft Lee	DINING FACILITY 3206 - 14904	BLDG. 3003, B AVENUE FT LEE, VA 23801	FT LEE	VA	23604	M,W,F	6:30-11AM & 1-4PM
Ft Lee	DINING FACILITY 3003 -- 14902	8 AVENUE AND 13 STREET FT LEE, VA 23801	FT LEE	VA	23604	M,W,F	6:30-11AM & 1-4PM
Ft Lee	DINING FACILITY 3024 - 14901	FT LEE VA 23801	FT LEE	VA	23459	M,W,F	6:30-11AM & 1-4PM
Ft Lee	TISA WAREHOUSE - 14926	BLDG. 4200, 16TH STREET & B AVENUE FT LEE, VA 23801	FT LEE	VA	23801	M,W,F	6:30-11AM & 1-4PM
Ft Lee	QMS QUARTER MSTR SCH SBS DEPT-14905	BLDG. 11541 FT LEE, VA 23801	FT LEE	VA	23801	M,W,F	6:30-11AM & 1-4PM
Ft Lee	QMS (ACES) FIELD OPERATIONS -14907	A AVENUE AND 28TH STREET 864 OMAHA FT STORY, VA 23459	FT LEE VA 23801	VA	23801	M,W,F	6:30-11AM & 1-4PM
Ft Lee	DINING FACILITY 8400 -- 14898	BLDG. 4200 SMALL GARRISON FT, LEE VA 23801	FT. LEE VA 23801	VA	23801	M,W,F	6:30-11AM & 1-4PM
Ft Lee	FT EUSTIS TISA AAS864 -- 14927						
Ft Lee	QMS SUBSISTENCE DEPT - 14906						

Langley AFB	LANGLEY HOSPITAL DINING - 14867	45 PINE STREET	LANGLEY AFB	VA	23665	M,W,F	6 - 6:30 AM
Langley AFB	BETHEL CHILD CARE CENTER - 14921	1994 EAGLE AVENUE LANGLEY AFB, VA 23665	LANGLEY AFB	VA	23665	M,W,F	7 - 10 AM
Langley AFB	LANGLEY EAGLE ROOM -- 14871	FIRST SERVICES - SVMF 49 SPRUCE STREET	LANGLEY AFB	VA	23665	M,W,F	7 - 10 AM
Langley AFB	LANGLEY EAGLE KEEPER- RAPTOR - 14873	774 C. FLIGHT LINE RD LANGLEY AFB, VA 23665-2782	LANGLEY AFB	VA	23665	M,W,F	7 - 10 AM
Langley AFB	LANGLEY CDC -- 14866	117 BURRELL LOOP ROAD LANGLEY AFB, VA 23665- 2082	LANGLEY AFB	VA	23665	M,W,F	7:45 - 9 AM
Langley AFB	BETHEL MANOR YOUTH CENTER - 14921	1421 BIG BETHEL ROAD BETHEL MANOR	LANGLEY AFB	VA	23665	M,W,F	7:45 - 9 AM
Langley AFB	LANGLEY YOUTH CENTER - 14869	74 BURRELL LOOP ROAD LANGLEY AFB, VA 23665	LANGLEY AFB	XX	23511	M,W,F	7:45 - 9 AM
SURFACE COMBAT SYS CTR	SURFACE COMBAT SYS CTR GAL (277152)	R 20 WALLOPS ISLAND, VA	N45534	VA	23691	AS NEEDED	
FT Eustis	FT EUSTIS TISA 804 --14877	804 CAMERON PLACE NEWPORT NEWS, VA 23604	NEWPORT NEWS	VA	23323	M,W,F	11 AM - 1 PM
FT Eustis	FORT EUSTIS TSA PRT STEWARD-14879	BLDG 444 2799 MADISON AVENUE, HARRISON LOOP NEWPORT NEWS, VA 23604	NEWPORT NEWS	VA	99999	M,W,F	11 AM - 1 PM
FT Eustis	FT EUSTIS 1001 -- 14883	1003 BENEDICT PLACE	NEWPORT NEWS	VA	23604	M,W,F	11 AM - 1 PM
FT Eustis	FT EUSTIS TISA 1003 -- 14865	2754 MADISON AVENUE NEWPORT NEWS, VA 23604	NEWPORT NEWS	VA	23801	M,W,F	11 AM - 1 PM
FT Eustis	FT EUSTIS 2754 - 14885	1001 BENEDICT PLACE NEWPORT NEWS, VA 23604	NEWPORT NEWS	VA	23801	M,W,F	11 AM - 1 PM
FT Eustis	FT. EUSTIS TISA -- 14986		NEWPORT NEWS	VA	99999	M,W,F	11 AM - 1 PM

CAMP ALLEN	CAMP ALLEN, MCSMB - 14917	1320 PIERSEY STREET	NORFOLK, VA	VA	22134	TU	7 - 10 AM
NAVAL STATION NORFOLK VA	NAVAL STATION NORFOLK VA - 14914	9637 MARYLAND AVE. BLDG. X360 NORFOLK 23511	NORFOLK 23511	XX	22134	M,W,F	8 AM - 4 PM
LITTLE CREEK AMPHIBIOUS BASE	IWO JIMA LHD-7 LITTLE CREEK AMPHIBIOUS BASE-14913	1968 GILBERT ST. NAB LITTLE CR GALLEY NORFOLK VA 23511	NORFOLK, VA	VA	22134	AS NEEDED	7 - 9 AM
NORFOLK NAVAL SHIPYARD	NORFOLK NAVAL SHIPYARD GALLEY-14918	BLDG. 1484 PORTSMOUTH, VA 23709-5000	PORTSMOUTH, VA	VA	22134	AS NEEDED	
NAS Oceana	OCEANA NAS, VA 'STORES' - 14920	NAS OCEANA GALLEY VA BEACH VA 23460	VA BEACH VA 23460	VA	22427	AS NEEDED	
DAM NECK FLT CMBT TRN CTR GLY-14911	DAM NECK FLT CMBT TRN CTR GLY-14911	BLDG 521 1912 REGULUS AVENUE BLDG 705 YORKTOWN, VA 23691	VA BEACH, VA 23461-2098	VA	22427	TH	8 AM - 12 Noon
Yorktown Naval Station	YKTOWN NAVAL WPN STN, VA-14916	REGULUS AVENUE BLDG 705 YORKTOWN, VA 23691	YORKTOWN VA	VA	23602	TU & TH	7:00 AM
Navy Ships*	SHIPS IN PORT	PORTSMOUTH AND NORFOLK	VA	VA		M,TU,W,TH,F&S - AS REQUIRED	
EXPORT CUSTOMERS - Norfolk Naval Air Station	EXPORT CUSTOMERS - Norfolk Naval Air Station	NSC Air Term Bldg. LP-205	NORFOLK VA	VA	23512	AS NEEDED	

* Navy Ship deliveries require coordination with the FISC and are to comply with all customer specific palletization and delivery requirements.