**Exceptions and Assumptions Instructions and Certification**

**A signed copy must be returned with Proposal**

**TRS General Terms and Conditions and Contract**

The Scope of Work, Contract, and the TRS Special and General Terms and Conditions (Terms and Conditions) included in this Solicitation incorporate statutory and other TRS legal obligations or are otherwise considered to be necessary.

TRS reserves the right to negotiate any additional terms and conditions if it is in the best interest of TRS. However, the ability to quickly and efficiently execute a contract upon selection is critical for all TRS procurements. Respondent’s exceptions and assumptions may create lengthy negotiations and negatively impact TRS’ ability to perform the activities related to the procurement. **Because it is TRS’ fiduciary duty to conduct procurements in the best interest of TRS, including exceptions or assumptions in a Solicitation Response may result in a Respondent not being awarded a Contract.**

Respondents are advised that they should not assume exceptions or assumptions will be accepted by TRS. By signature hereon, Respondent represents and warrants that it has read and agrees to all TRS Terms and Conditions, including Special Terms and Conditions, General Terms and Conditions, and the Business Associate Agreement (BAA). If Respondent takes any exception or makes any assumptions to any provisions of this Solicitation or the included Contract, these exceptions must be proposed by redline using track changes in the Word document provided in the solicitation package, mindful that TRS may not be in a position to negotiate or vary provisions required by Texas law or by TRS policy and that certain provisions may be non-negotiable. Any assumptions must also be included in the document as comments. Failure to abide by these instructions may result in TRS rejecting all exceptions submitted by a Respondent.

**Please Note:**

* Any exceptions or assumptions **must** be submitted with the Response by the Response deadline.
* Any exceptions in the form of Respondent’s proposed terms and conditions will not be considered unless proposed by redline using Track changes in an unlocked Word format, clearly identifying the specific provision that it takes exception to, justification for the exception, and proposed revision. Separate terms and conditions submitted by the Respondent as an attachment or by reference to a link will not be considered or reviewed.
* Any proposed exception must include a comment with a justification for the exception.
* Only those terms the Respondent has indicated as an exception in the Response in the format described above will be considered.
* The Respondent will not have another opportunity to express an exception to the provided Terms and Conditions or Contract during the solicitation or contracting process.
* **If Respondent’s proposed exceptions or assumptions are excessive or result in a material change that will create an undue delay in the negotiation of a contract, the Respondent may be disqualified.**

A signed and dated copy of this Certification must be submitted with the Response.

By signing below, Respondent acknowledges that submitting exceptions or assumptions may disqualify the Respondent and that if any exceptions are included, those will be the only proposed changes considered. Respondent further understands that separate terms and conditions will not be considered and that Respondent will not have another opportunity to express an exception during the solicitation or contracting process.

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| Signature of Authorized Representative |  | Date Signed |