**Instructions**

***This Exhibit is optional***. Bidders need only to complete and submit this Exhibit ***if*** bidder has issues, concerns, exceptions, or objections to any of the terms or conditions contained in the Sample Contract and/or any terms and conditions stated within the procurement. In such case, bidder must use this *Bidder’s Contract Issues List* to identify the same as set forth below.

The *Contract Issues List* is designed to frame contract discussions, if any, between OSPI and bidders regarding the Contract terms and conditions. In completing the *Contract Issues List*, bidders **must**:

1. Identify the specific Contract section/subsection that creates a business issue, concern, exception, or objection;
2. Describe, in business terms, the issue, concern, exception, or objection pertaining to the Contract section/subsection;
3. Propose, in business terms, a solution that is reasonable in light of the Competitive Solicitation and the procurement solution being sought by OSPI; and
4. Provide bidder’ reason or rationale supporting bidder’s proposed solution, including how the proposed solution is commercially reasonable for a public contract, benefits both the bidder and the OSPI and equitably allocates contractual risk and return.

***Please be advised***: The Contract(s) to be awarded is the result of a Competitive Solicitation developed pursuant to Washington’s Procurement Code for Goods/Services that is designed to meet governmental needs for eligible purchasers. OSPI endeavors to develop commercially reasonable Contracts that incentivize performance and equitably allocate risk and return based on stakeholder input from eligible purchasers, vendors, procurement professionals, and others. Accordingly:

* Contract revisions, if any, may NOT be bidder-specific, but must apply to all bidders.
* Redlined Documents Will Not Be Reviewed. Do not provide a redlined Contract or sections/subsections. Redlined text may result in OSPI making potentially inaccurate assumptions regarding bidder’s issue(s). Instead, bidders must follow the instructions set forth above.
* ‘Standard’ Bidder Contracts Will Not Be Reviewed. Do not provide a copy of bidder's (or a third party’s) ‘standard’ contract or contract section. It will not be reviewed.
* No Substantial Changes. Bidders are cautioned that this is a competitive solicitation for a public contract and **OSPI cannot and will not accept a bid or enter into a Contract that substantially changes the material terms and conditions set forth in this Competitive Solicitation and Contract**. Bids that are contingent upon OSPI making substantial changes to material terms and conditions set forth in the Competitive Solicitation or Contract likely will be determined to be non-responsive.

OSPI will consider the number and nature of the items on *Contract Issues List* in determining the likelihood of completing a Contract with such bidder.

| **Bidder’s Contract Issues List** |
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| **Bidder Name:** |  |
| No. | ContractSection | Issue Description | Bidder’s Proposed Solution | Bidder’s Rationale for Proposed Solution |
| 1. |  |  |  |  |
| 2. |  |  |  |  |
| 3. |  |  |  |  |
| 4. |  |  |  |  |
| 5. |  |  |  |  |