



ATTACHMENT H: Terms and Conditions

1. Terms and Conditions

The vendor should review **Attachment H: Terms and Conditions Response** signing each provided signature block using blue ink in order to note the vendor's acknowledgment and intent of compliance. The vendor should identify any exceptions to the Terms and Conditions. If exceptions are not noted in **Attachment H: Terms and Conditions Response** of the RFP but raised during contract negotiations, PRMP reserves the right to cancel the negotiation if, at its sole discretion, it deems that to be in the best interests of PRMP.

2. RFP Terms and Conditions

RFP Terms and Conditions consist of provisions throughout this RFP. Moreover, these provisions encapsulate instructions, State and federal procedures, and PRMP's expectations of the vendor when submitting a proposal. The vendor should understand and strictly adhere to the RFP Terms and Conditions. Failure to follow any instructions with in this RFP may, at PRMP's sole discretion, result in the disqualification of the vendor's proposal.

Please provide an authorized signature stipulating the vendor's acknowledgment, understanding, and acceptance of these RFP Terms and Conditions.

Erick I Morales

May 4, 2022

a. Printed Name / Signature of Authorized Personnel

b. Date

3. Customary Terms and Conditions

The selected vendor will sign a contract with PRMP to provide the services described in the vendor's response. The following documents shall be included in any contract(s) resulting from this RFP:

- **Appendix 2: Service-Level Agreements and Performance Standard**
- **Appendix 5: Proforma Contract Draft** *inclusive of Health Insurance Portability and Accountability Act (HIPAA) Business Associate Agreement*

Please provide a signature stipulating the vendor's acknowledgment, complete review, and acceptance of these documents.

Erick I Morales

May 4, 2022

Printed Name / Signature of Authorized Personnel

Date

If the vendor is NOT taking exceptions to any of PRMP Customary Terms and Conditions, then the vendor needs to provide a binding signature stipulating its acceptance of these documents. If the vendor is taking exceptions to any of PRMP Customary Terms and Conditions, then the vendor should write 'Taking Exceptions' on the line below and should follow the instructions for taking exceptions, as listed in Attachment H: Terms and Conditions Response, Section 6: Exceptions.

Erick I Morales

May 4, 2022

Printed Name / Signature of Authorized Personnel

Date

4. Mandatory Requirements and Terms

The following items are Mandatory Terms and Documents. Please be advised, the vendor should provide its affirmative acceptance of these items in order to move forward with consideration under this RFP.

- **Attachment E: Mandatory Requirements**

- Prior to the vendor submission of their proposal, the vendor must be registered with the "Registro Único de Proveedores de Servicios Profesionales" (RUP) from the Puerto Rico General Services Administration (ASG) and with the Puerto Rico Treasury Department (Hacienda) for the collection of sales and use tax (IVU) as a provider (if applicable) in the Unified System of Internal Revenue (SURI). PRMP shall not award a contract, unless the vendor provides proof of such registration or provides documentation from the Puerto Rico Treasury Department that the contractor is exempt from this registration requirement in the SURI system. The foregoing is a mandatory requirement of an award of a contract pursuant to this solicitation. For more information, please refer to the PR Treasury Department's web site <http://www.hacienda.pr.gov>

- Prior to the Contract resulting from this RFP being signed, the successful vendor must provide a Certificate of Insurance issued by an insurance company licensed or authorized to provide insurance in Puerto Rico. Each Certificate of Insurance shall indicate current insurance coverages meeting minimum requirements as specified by this RFP. A failure to provide a current, Certificate of Insurance will be considered a material breach and grounds for contract termination. A list of the Insurance policies that may be included in this Contract are provided in **Appendix 5: Proforma Contract Draft.**

- A performance bond may be required for the contract resulting from this RFP.
- **Appendix 2: Service-Level Agreements and Performance Standards**
- **Appendix 5: Proforma Contract Draft** inclusive of HIPAA Business Associate Agreement.

Vendors that are not able to enter into a contract under these conditions should not submit a bid.

Please provide an authorized signature stipulating the vendor’s acknowledgment, understanding, and acceptance of the Mandatory Requirements and Terms stipulated in this section.

Erick I Morales

May 4, 2022

Printed Name / Signature of Authorized Personnel

Date

5. Commercial Materials

The vendor should list any commercial and proprietary materials it will deliver that are easily copied, such as Commercial Software, and in which PRMP will have less than full ownership (“Commercial Materials”). Generally, these will be from third parties and readily available in the open market. The vendor need not list patented parts of equipment.

Not Applicable

6. Exceptions

The vendor should indicate exceptions to PRMP’s Terms and Conditions in this RFP. Any exceptions should include an explanation for the vendor’s inability to comply with such term or condition and, if applicable, alternative language the vendor would find acceptable. Rejection of PRMP’s Terms and Conditions, in part or in whole, or without any explanation, may be cause for PRMP’s rejection of a vendor’s Proposal. If an exception concerning the Terms and Conditions is not noted in this response template, but raised during contract negotiations, PRMP reserves the right to cancel the negotiation, at its sole discretion, if it deems that to be in the best interests of PRMP.

The terms and conditions of a vendor’s software license, maintenance support agreement, and SLA, if applicable, will be required for purposes of contract negotiations for this project. Failure to provide the applicable vendor terms, if any, as part of the RFP response may result in rejection of the vendor’s proposal.

Instructions: Identify and explain any exceptions to PRMP’s terms and conditions using the tables provided below, adding tables, as needed. If no changes are listed, the vendor is indicating that no changes to the Terms and Conditions are proposed and that the vendor intends to accept them as written if the vendor’s Proposal is selected. Mandatory Requirements and Terms noted in this RFP are non-negotiable.

- The vendor may add additional tables, as appropriate.

- Do not submit vendor’s Standard Terms and Contracting Provisions in lieu of stipulating exceptions below.
- Making revisions to PRMP statutes and regulations is prohibited.
- PRMP has no obligation to accept any exception(s).

Exception #1 – Not Applicable

Document Title (Reference Specific Contractual Document and Section in Which Exception is Taken)	Vendor’s Explanation (Required for Any Rejection/Exception)	Vendor’s Proposed Alternative Language (If Applicable) Cross-Reference To Specific Section Of Vendor’s Terms, If Any Provided As Part Of The RFP Response
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6.2 Exception #2 – Not Applicable

Document Title (Reference Specific Contractual Document and Section in Which Exception is Taken)	Vendor’s Explanation (Required for Any Rejection/Exception)	Vendor’s Proposed Alternative Language (If Applicable) Cross-Reference To Specific Section Of Vendor’s Terms, If Any Provided As Part Of The RFP Response
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