

Attachment J

PROPOSED MODIFICATIONS TO SAMPLE MASTER AGREEMENT

The Lead State may, but is not obligated to, consider proposed modifications to Attachment D, Sample Master Agreement.

Provisions of the Sample Master Agreement that are generally inapplicable to, incompatible with, or unsuitable for the subject of this RFP should be brought to the attention of the Lead State using the process described in this RFP for asking questions and will be addressed only at the sole discretion of the Lead State.

Offeror-specific modifications to the Sample Master Agreement may be proposed as part of Offeror's proposal in this attachment but are **strongly discouraged**. The quantity, breadth, and nature of modifications proposed by Offeror may be considered in the Lead State's evaluation of Offeror's proposal and of its risks, costs, and benefits to the Lead State and potential Participating Entities and Purchasing Entities. Proposing excessive or overly restrictive modifications, or proposing modifications upon which Offeror's proposal is conditioned, may result in Offeror's proposal being deemed non-responsive.

Offeror's Proposed Modifications. (Check one of the below.)

- ☐ Offeror has no proposed modifications to Attachment D, Sample Master Agreement.
- ☐ Offeror proposes the modifications set forth in the table below and **will submit with Offeror's proposal a redlined copy of Attachment D, Sample Master Agreement** incorporating each proposed modification. Offeror understands, acknowledges, and agrees to comply with the following:
 - The Lead State will not consider any proposed modification that:
 - Is not submitted in this attachment;
 - Is not accompanied by an explanation as required in this attachment;
 - Is not reflected in redlined edits to the Sample Master Agreement and submitted with Offeror's proposal;
 - Merely references another document or a URL; or
 - Modifies the NASPO ValuePoint administrative fee.
 - Offerors may propose additional terms but must include them in this attachment and must clearly identify where any terms conflict with the Sample Master Agreement.
 - If Offeror is awarded a Master Agreement resulting from this RFP, a comparison of Attachment D, Sample Master Agreement and Offeror's accepted modifications thereto may be posted on the NASPO ValuePoint website for examination by potential Participating Entities and Purchasing Entities.

**Request for Proposals for
TRANSIT VEHICLES AND RELATED OPTIONS, EQUIPMENT AND ACCESSORIES**

Issued by the **Department of Transportation through the State of Colorado**
Solicitation Number [RFP 25-023 NM]

- Each of the following fields **must** be completed for each proposed modification to the Sample Master Agreement:
 - **Sample Master Agreement Section Reference:** The page, section, or paragraph in the Sample Master Agreement that is the subject of Offeror's proposed modification.
 - **Sample Master Agreement Language:** The language in the Sample Master Agreement that the Offeror is proposing to modify.
 - **Proposed Changes and Alternate Language:** The Offeror's proposed changes to the Sample Master Agreement language including, if applicable, Offeror's proposed alternate language.
 - **Justification for Proposed Change:** Offeror's justification for the proposed change.
 - **Risk and Benefits of Acceptance:** Offeror's analysis of the risk and benefits to the Lead State, Participating Entities, or Purchasing Entities—including quantifiable costs or cost savings—if Offeror's proposed change is accepted by the Lead State.

Sample Master Agreement Section Reference	Sample Master Agreement Language	Proposed Changes and Alternate Language	Justification for Proposed Change	Risk and Benefits of Acceptance

Add additional rows as needed.