



**State of West Virginia
Department of Administration
Purchasing Division**

NOTICE

Due to the size of this bid, it was impractical to scan every page for online viewing. We have made an attempt to scan and publish all pertinent bid information. However, it is important to note that some pages were necessarily omitted.

If you would like to review the bid in its entirety, please contact the buyer. Thank you.

Bank of America 
Merrill Lynch

June 22, 2010

Chuck Bowman, Buyer Supervisor
Purchasing Division
2019 Washington Street, East
P.O. Box 50130
Charleston, WV 25305-0130

Dear Mr Bowman:

Bank of America appreciates the opportunity to participate in the proposal process for your Purchase, Travel and Fleet Card Services. Executing a Card Services program successfully can be a major undertaking, and selecting the right partner to design and service your customized program is critical. We believe you will find our enclosed information to be complete, comprehensive and competitively priced. We commit to the State of West Virginia ("the State") to provide the required Purchase, Travel and Fleet Card Services outlined in this proposal.

We understand that the State's objectives are to simplify the purchase process, reduce administrative expenses and promote and expand your purchase card program. We feel that our proposal will allow the State to meet all of these objectives. This proposal outlines our plan to provide the State and your agencies with customer service 24 hours a day, seven days a week. Our reporting functionality will allow the State and your agencies to maintain a high level of transparency concerning the usage of this program. Additionally, it will provide detailed information that can be used to drive added cost efficiencies.

The attached proposal outlines our Purchase, Travel and Fleet Card Services solution in which the State will benefit from. We will highlight both Visa® and MasterCard® as a solution for your Purchase Card Program.

- MasterCard is accepted at more than 25 million locations worldwide and six million locations domestically. Any merchant that accepts MasterCard will accept Bank of America cards.
- Compared to other brands, the MasterCard card offers wide acceptance across all merchant categories. While we allow you to place restrictions on the types of locations where your cards may be used, you are not restricted by our cards.
- MasterCard began offering services in 1986 with the launch of the first government purchasing card. Today, over 10,000 corporate and public sector clients are using cards on the network platform.
- The Bank of America Visa Card will allow the State to leverage the strongest brand in the card industry dramatically increasing vendor acceptance of the State's program. This coupled with the most sophisticated card management and optimization service packages available, will give the State the platform to achieve its objectives.

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- Visa is accepted in more than 30 million locations worldwide with eight million locations in the U.S. Visa has been a proud partner of our Government Commercial Card programs since 1988, and partnered with our first State Government in 1996.
- Our solutions are designed from an experienced user perspective to help provide effective, efficient yet easy-to-use controls
- We can provide articulation of legislative impacts and can assist government clients on laws that affect them.
- Our government business process experience will result in greater efficiencies in your card program.
- Our Works® system offers leading-edge technology in the commercial card market. With the Works application, the State and your agencies can expand your card programs beyond traditional limits, elevating your Purchase Cards to your payment method of choice.
- Visa's Information management application is available to assist the State in 1099 and Minority spend reporting. If the State should decide on MasterCard, the EMR application will be made available should the State require 1099 and Minority spend reporting assistance.
- MasterCard Smart Data Online™ (SDOL) will be available to the State's fleet card managers should they require web-based application to track fuel and vehicle maintenance purchases.
- We will provide customer service 24/7 so that all card issues can be quickly addressed and remedied.

Our marketing and implementation plan are designed with the scale and diversity of the State's program in mind. We have a defined plan that will suit everyone from your largest most complex program user to the program that utilizes only one or two cards. We are a nationally recognized provider of cash management and card products. For more than 100 years, government entities nationwide have relied on us to help meet their distinct financial needs. We serve approximately 7,500 public sector clients at the federal, state and local levels as well as public utilities and public schools. Our Government Banking team currently manages commitments totaling more than \$50 billion nationally.

Understanding Your Needs

With our nationwide focus on government relationships, we can bring ideas and expertise from our teams across the country, who works with many states, cities and similar agencies. Our Virginia government team has a wealth of experience from which they can draw and facilitate information sharing and solution development across the franchise. In this proposal, we have provided a Purchase, Travel and Fleet Card Services solution that addresses the State's card program, technology, reporting, marketing and implementation needs.

We feel we have a very insightful and flexible approach to the mandatory and desirable conditions in how we work with the State to customize the right structure to maximize the program. This has been very effective with all of our government clients in this

time of shrinking budgets and tough market conditions. In a period of unprecedented consolidation in the financial services industry worldwide, we remain one of the strongest banks in the marketplace by all measures, including banking center coverage, net income, total assets, deposits, credit rating and key relationships. In an effort to assist you in the selection process, we have summarized a few highlights from our response that we believe would be most advantageous to the State.

We have a broad base of more than 13,000 card program clients, which include five of the top seven Purchase and Travel card programs in the industry. Additionally, we recently won the contract for the State of Oklahoma. Below is a list of our State clients participating in the bank's Purchase and Travel card programs currently.

| STATE PURCHASE AND TRAVEL CARD PROGRAMS | | | | |
|--|----------------------|-------------------------------|------------------------|--------------------------------------|
| Program | Dollar Volume | Number of Transactions | Number of Cards | Number of Years with the Bank |
| State of Florida | \$500,000,000 | 2,000,000 | 55,000 | 11 yrs |
| State of Georgia | \$316,000,000 | 1,300,000 | 18,766 | 13 yrs |
| State of Illinois (Travel) | \$2,800,000 | 40,200 | 1580 | 2 yrs |
| State of Louisiana (P-Card) | \$96,000,000 | 444,200 | 11,450 | 7 yrs |
| State of Louisiana (Travel) | \$28,600,000 | 392,000 | 17,600 | 5 yrs |
| State of Maryland | \$230,000,000 | 728,000 | 8181 | 2 yrs |
| State of Michigan | \$38,800,000 | 143,500 | 3080 | 8 months |
| State of New Mexico | \$96,000,000 | 295,000 | 25,000 | 9 yrs |
| State of North Carolina | \$133,000,000 | 597,000 | 16,000 | 3 yrs |
| State of South Carolina | \$235,000,000 | 985,000 | 17,000 | 14 yrs |
| State of Rhode Island | \$7,000,000 | 345 | 65 | 2 yrs |
| State of Vermont | \$4,500,000 | 1952 | 74 | 7 yrs |
| Commonwealth of VA | \$360,000,000 | 27,000 | 27,000 | 1 yr |

According to the December 2009 Nielson Report, we are the third largest U.S. purchasing card issuer and the second largest U.S. commercial card issuer. Per Nielson, we are also the number one credit card issuer in the world ranked by the total outstanding generated by all of the portfolios we operate worldwide.

Innovative Technology

Understanding the importance of technology to the State, we can support all of the preferred configurations noted in this RFP. We will work with the State and your agencies to keep you on the forefront of technology so that you will be able to maintain your requirements for transparency in reporting, cost savings and efficiencies in the processing of payments. Here are some of the innovative products and services we will be addressing in the response:

- Works (Account management and reporting)
- MasterCard Smart Data Online (Fleet reporting)
- MasterCard Enhanced Merchant Reporting - EMR (1099, Minority vendor reporting)

- Visa Information Management System (VIM) (1099, Minority vendor reporting)
- Visa IntelliLink Compliance Management (Risk reporting)
- Purchase, Travel and Fleet Card Services
- Concur (Travel reporting and account reconciliation)
- Industry's best Fraud and Risk Prevention technology

Seamless Implementation Services and Client Support

A designated account specialist will take the program through and beyond implementation. Once the program is up and running, the State and your agencies will have comprehensive customer service available online 24/7. Together with your Senior Client Manager, Kevin Larkin, the relationship team and the State will review and design the card services that best meet your needs.

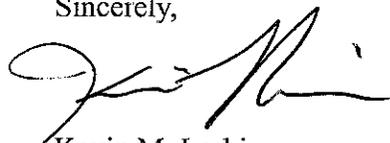
Proven Customer Service Excellence

Our Commercial and Corporate Call Centers were recently certified by J.D. Power and Associates for delivering exemplary client satisfaction excellence. To achieve certification, J.D. Power and Associates conducted a random survey of clients. Call centers had to perform within the top 20% in customer service, which is based on benchmarks established in J.D. Power and Associates' cross-industry customer satisfaction research. As part of the evaluation, call centers had to successfully pass a detailed audit of quality assurance capabilities, recruiting, training, employee total compensation opportunity, management roles and responsibilities and communication.

We have thoroughly reviewed the contents of your RFP and understand your specific requirements and requests. We welcome the opportunity to work with the State to implement an advanced solution for your Purchase, Travel and Fleet Card Service needs.

We appreciate your time and consideration of our proposal.

Sincerely,



Kevin M. Larkin
Senior Vice President
Bank of America
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