

# Proposal to Provide Commercial Cards for The State of West Virginia



**BID TYPE: Technical  
(ORIGINAL)**

04/11/17 10:55:55  
WV Purchasing Division

**Solicitation No.**

**CRFP AUD17000000001**

**April 11, 2017**

**J.P.Morgan**



Purchasing Division  
 2019 Washington Street East  
 Post Office Box 50130  
 Charleston, WV 25305-0130

State of West Virginia  
 Request for Proposal  
 14 - Financial

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Doc Description: PROVIDE PURCHASING CARD SERVICE

Proc Type: Central Master Agreement

Date Issued	Solicitation Closes	Solicitation No	Version
2017-03-10	2017-04-04 13:30:00	CRFP 1200 AUD1700000001	1

**BID RECEIVING LOCATION**

BID CLERK  
 DEPARTMENT OF ADMINISTRATION  
 PURCHASING DIVISION  
 2019 WASHINGTON ST E  
 CHARLESTON WV 25305  
 US

**VENDOR**

Vendor Name, Address and Telephone Number:

J.P. Morgan Chase Bank, N.A.  
 1111 Polaris Parkway,  
 Columbus, OH, 43240  
 (614) 436-3055

**FOR INFORMATION CONTACT THE BUYER**

Tara Lyle  
 (304) 558-2544  
 tara.l.lyle@wv.gov

Signature X

*George F. Sewell*

FEIN # 13-4994650

DATE 4/7/2017

All offers subject to all terms and conditions contained in this solicitation

George F. Sesock  
Executive Director  
Government Banking

Ms. Tara Lyle, Buyer Supervisor  
Purchasing Division  
2019 Washington Street, East  
Charleston, WV 25305

RE: Request for Proposal West Virginia State Auditor's Office CRFP AUD 17\*01 Purchasing Card Services

Dear Ms. Lyle:

On behalf of JPMorgan Chase Bank, N.A. (J.P. Morgan), we are pleased to submit our response to the West Virginia State Auditor's Office regarding Commercial Card Services.

We have prepared a response that offers dedicated resources to support the continuous improvement of the State's program. Our solution will provide you the ability to optimize your cash flows, streamline payment operations and manage financial, operational, and settlement risks.

We partner with our clients to grow card programs by taking a holistic approach to vendor analysis with a focus on increasing rebate and reducing cost.

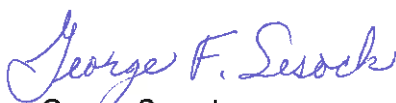
In reviewing our proposal, you will find that we include an account service model led by a dedicated relationship management team, tailored specifically to meet the expressed needs of the State of West Virginia. J.P. Morgan places great emphasis on service, providing representatives who have extensive experience assisting public sector clients.

J.P. Morgan financial strength means that the State of West Virginia can be confident it is choosing a financial services provider who will be there in the coming years. Our fortress balance sheet allows us to continue to invest billions of dollars into our Treasury and Commercial Card services, which provides our clients access to the most efficient and effective products and services in the industry.

In conclusion, the breadth of our product and service profile provides us the ability to fulfill the needs of the State.

Should you have any questions about the information in the proposal, please do not hesitate to contact me.

Sincerely,



George Sesock  
Executive Director

# State of West Virginia

April 11, 2017  
CRFP AUD1700000001



**Submitted By:**

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Executive Director, Government Banking  
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Vice President, Product Specialist  
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Jean.C.Taplett@jpmchase.com

**Karl Lamar**  
Vice President, Treasury Services  
614-213-6833  
Karl.J.Lamar@jpmchase.com

**J.P.Morgan**

## Introduction

In recent years, our business has been focused on building industry-leading, commercial card product offerings that exceed our clients' payment needs and expectations. We have invested heavily in our programs to support innovations in both virtual and traditional card products, along with the online platforms that support them. Today, we have a product portfolio that reflects our strengths as a business and gives our clients an invaluable tool in their accounts payable arsenal. Our innovations and investments will continue in the years to come and will reflect the strength and resources of our firm.

Rest assured that we have not forgotten about service and support. We continue to focus on the best client support model to meet our clients' needs. We have a strong relationship management organization that is designed to help grow and optimize their accounts payable operations.

Looking forward, we are very excited about the innovations we are planning to bring to market. We are completing the roll out of chip cards for greater security and acceptance and we have several new enhancements slated for our Single-Use Accounts (virtual card) product. For clients using traditional commercial cards, such as Purchasing Card or Corporate Cards, new enhancements and features are being made to support these products as well.

Every investment we make and every innovation we launch is targeted at making us a better, stronger partner to our clients and/or making our products work better. We hope the enclosed will give you a more detailed idea of our investments to achieve these goals. We appreciate the opportunity to earn your business and look forward to serving your payment needs for many years to come.

Sincerely,



Molly A. Walsh  
President, Commercial Card  
JPMorgan Chase

## DISCLAIMER

This document was prepared exclusively for the benefit and internal use of the party to whom it is directly addressed and delivered (including such party's subsidiaries, the "Organization") in order to assist the Organization in evaluating certain products or services that may be provided by J.P. Morgan. This document contains information that is confidential and proprietary to J.P. Morgan, which may only be used in order to evaluate the products and services described herein and may not be disclosed to any other person. Neither this document nor any of its contents may be used for any other purpose without the prior written consent of J.P. Morgan. We are not responsible for the performance of our partners, their continued service levels, or their ability to provide services. J.P. Morgan makes no representations as to the legal, regulatory, tax, or accounting implications of the matters referred to in this document. Please note that we do not issue cards and prohibit use of our cards in any country against which the United States has imposed sanctions. A current list of such sanctioned countries, as well as information about sanctions, is available on the U.S. Department of the Treasury website: [treas.gov/offices/enforcement/ofac](http://treas.gov/offices/enforcement/ofac).

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This proposal is subject to and conditioned upon a mutually agreeable contract between the Organization and J.P. Morgan. J.P. Morgan also requires execution of all applicable product and service agreements.

This product proposal is valid for 90 days from April 11, 2017. J.P. Morgan reserves the right to amend this proposal thereafter.

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# Title Page

**State the RFP subject, number, Vendor's name, business address, telephone number, fax number, name of contact person, e-mail address, and Vendor signature and date.**

**RFP Subject:** Credit Card, Charge Card Services

**RFP Number:** CRFP AUD1700000001

**Vendor Name:** JPMorgan Chase Bank, N. A.

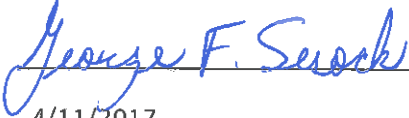
**Business Address:** 1111 Polaris Parkway, Columbus OH, 43240

**Telephone Number:** (614) 436-3055

**Fax Number:** (234) 706-3763

**Name of Contact Person:** George Sesock

**Email Address:** George.F.Sesock@jpmorgan.com

**Vendor Signature:** 

**Date:** 4/11/2017

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# Executive Summary

## Introduction

Thank you for the opportunity to provide a response to the State of West Virginia's Request for Proposal (RFP) CRFP 1200 AUD1700000001 for Purchasing Card Services. JPMorgan Chase Bank, N.A. (J.P. Morgan) is committed to supporting the State's commitment to a model of continuous process improvement. With this opportunity, the State of West Virginia (the State) will benefit from a comprehensive payment card solution that can address your current needs with the scalability to meet your future goals. Toward that end, we are pleased to present our proposal for procurement card services.

We have studied the State's Request for Proposal and our proposal is designed to demonstrate:

- Our breadth and depth of experience in providing both traditional payment card programs and virtual card programs such as AP Cards and single-use accounts and our commitment to supporting the State's effort to grow the current program.
- State-of-the-art proprietary technology tools to support your goal of internal system-wide transparency and data access with seamless integration into the State's CGI Advantage-based financial program and other technology solutions used by other entities using the State's contract.
- Our in-house supplier recruitment team which provides a full range of recruitment services to **maximize the number of suppliers utilizing the payment solutions for your program, a key factor in driving the successful growth of your program.**

## Building on a Strong Foundation

As the State of West Virginia embarks on the initiative to identify a qualified firm that can provide improved payment processing with a Purchasing Card program, your current team at J.P. Morgan is well prepared to help the State achieve your goals, understand your unique challenges and take the time to offer solutions in line with your vision. We will provide the State with a stable partner that can deliver on all the promises made in this proposal and with the resources to support and grow this program. We will continue to invest in payable products and bring innovative ideas to the State agencies and governing authorities within the geographic limits of the State of West Virginia over the life of our relationship.

How will J.P. Morgan deliver on our promises and resources? An important component of our commitment to the State of West Virginia will be our relationship team with a rich history working with public sector entities. Your designated team will be your portal into our firm and your point of escalation for any issues. The team is experienced and readily available. George Sesock will be your relationship executive supported by Karl Lamar and Ann Wagner, your treasury services managers. As always, their first responsibility will be to manage the State of West Virginia's relationship and work with the State to expand the program and solve any ongoing issues.

In addition to this dedicated team, the State of West Virginia will have John Lee, your designated card relationship manager, who will assist in implementing best practices and maximizing growth opportunities. We provide three tiers of service: a designated relationship manager to oversee program performance; program coordinators for day-to-day operations; and round-the-clock phone support for cardholders. Other support personnel include our Client Application Support (CAS) team, a specialized training team and other functional specialists in implementation and technology described in greater detail in our proposal. We place experience and customer service at the top of our list. J.P. Morgan is very proud of its customer service. As other firms have reduced the number of personnel dedicated to the public sector, J.P. Morgan has expanded and restructured our customer service model to provide specialized, dedicated coverage at multiple levels for our government and higher education clients. The State will also have the services of a Product Specialist to share new opportunities to grow your program.

# Executive Summary

At J.P. Morgan, serving our clients is at the heart of everything we do. Each day, we come to work to generate ideas, deliver solutions and provide capital to help our clients grow and succeed. We pride ourselves on taking a long-term view and standing by our clients. All of us at J.P. Morgan are excited about this opportunity to serve the State of West Virginia. Our team will work diligently to implement comprehensive solutions tailored specifically to best serve your needs. We strive to make it as easy as possible for the State to do business with us by providing streamlined documentation, quality implementation, dedicated client service, continued investment in our state-of-the-art technology and tailored training programs that differentiate us in the market. J.P. Morgan has the scale, the capability, and the drive to provide a best-in class program for the State of West Virginia.

The State of West Virginia will benefit financially and operationally from a comprehensive and flexible J.P. Morgan Purchasing Card Program - one that offers not only traditional purchasing cards, but new payment technology such as Single-use accounts (SUA), our Electronic Accounts Payable Program that replaces check payments with a sixteen-digit payment card number, and other innovations such as Corporate QuickPay.

Our commitment to serving public sector organizations is perhaps best represented by the experience of our relationship managers and the investment that J.P. Morgan continues to make in the people, processes, and technology to serve you and your peers.

## Relevant Experience

J.P. Morgan has maintained an unwavering commitment to empower our government customers with financial tools for more than 150 years. We are organizationally and financially committed to serving public sector clients and believe that our extensive industry experience will continue to serve as an asset for the State's agencies (including universities) and governing authorities.

More specifically, the J.P. Morgan Government Banking organization is a distinct group of banking, treasury, credit, and client service experts who are dedicated to helping our public sector clients realize the greatest value from our banking services. Our bankers and industry experts from across the country identify trends and share best practices through our Government Banking Council. This allows us to leverage proven strategies for institutions with concerns similar to the State of West Virginia's and customize those solutions to fit the State's needs. We regularly present at industry conferences and produce articles and whitepapers relevant to the trends and challenges facing governments.

At the highest levels of our firm, J.P. Morgan views our work with government clients as a strategic and integral part of our long-term vision. We currently provide commercial card programs to the States of Connecticut, Rhode Island, Indiana, Kentucky, North Dakota and Delaware. In the past, we managed commercial card services for the States of Texas, Oklahoma, Colorado and Washington.

The State can be confident that J.P. Morgan understands your business. To demonstrate, the following table outlines our proposed approach to addressing your objectives and evolving needs.

## Partnering with the State to Achieve Your Goals

THE STATE'S RFP OBJECTIVES	J.P. MORGAN'S DELIVERS...
<b>Simplification of the purchasing process</b>	<ul style="list-style-type: none"><li>• We offer new and innovative e-commerce functionality, such as single-use accounts, to simplify the procure-to-pay process from beginning to end.</li><li>• The State will be able to enhance reconciliation, validate transaction details, assign accounting codes, and specify approval levels using J.P. Morgan's proprietary program management solution, PaymentNet.</li><li>• PaymentNet will eliminate time-consuming paperwork at critical stages of the commercial card process, beginning with account creation and ending with the integration of commercial card data</li></ul>

# Executive Summary

## **Continued reduction of administrative expenses associated with making State purchases**

- into existing general ledgers.
- Integration of transaction data into your CGI Advantage-based financial system will maximize your data capture and transparency.
- Single sign-on will allow a user who is assigned more than one role to sign-on once and toggle between their different roles easily and quickly.
- Our solution will eliminate the expenses associated with paper-based payments, such as checks.
- J.P. Morgan's outstanding supplier onboarding team will help you increase the number of card-based payments correspondingly reducing the 1099 burden.
- Increased efficiency can significantly lower your operating costs. Our automated service functionality will reduce the risk associated with keying errors and manual processing
  - **Process savings**—Purchasing cards represent an efficient approach to paying suppliers and reconciling purchasing expenses.
  - **Supplier savings**—Our purchasing card software provides data analysis which can be used to uncover opportunities to consolidate supplier spend and negotiate additional discounts.
  - **Spend control**—Effective spend controls improve spend transparency, which can in turn improve application of expense policies. This includes setting spend limits, controlling spend by industry and reducing fraud and unapproved spend.

## **Provide data and information (reporting, analytical & projection) management reports**

- Our robust online suite of reports helps to easily monitor and manage expenditures throughout your organization.
- PaymentNet is fully capable of reporting on all data passed by merchants at the point of sale, enabling your organization to comprehensively monitor your spend to help ensure policy compliance, identify frequently used vendors, support auditing requirements, and analyze expenses by hierarchy level.
- All reports can be run on demand, but to save time, users can also schedule reports to run automatically.
- The State can download reports in PDF, Excel, or comma-separated values (CSV) format.
- Additionally, PaymentNet enables the State to configure reports to meet your specific requirements. Users can narrow the type of data, date range, and hierarchy level of a standard report to show only the information you need for a particular analysis.

## **Provide training when and where needed on multiple levels**

- J.P. Morgan supports one of the only dedicated training teams in the industry. Our curriculum includes live, instructor-led sessions tailored to your needs and conducted onsite at your location or via webinar.
- We have supplied in-depth training for clients of all types and sizes, including many State entities with structures and needs similar to the State of West Virginia.

# Executive Summary

## Customer support service

- During a recent State program implementation, we led onsite forums with card program administrators and other key staff, scheduled around the internal calendars of several groups.
- In order to accommodate all necessary audiences, we held multiple sessions focusing on specific requirements and processes.
- Our most consistent strength is our focus on service, with designated client relations personnel ready to assist in implementing best practices and maximizing growth opportunities.
- We provide three tiers of service—a designated relationship manager to oversee program performance, program coordinators for day-to-day operations, and round-the-clock phone support for cardholders.
- Your cardholders will be supported by 24/7/365 by our customer service specialists. By simply calling the toll-free number on the back of their cards, cardholders are identified by their card number and then routed to the proper service specialist.

## Continued promotion and expansion of the Purchasing Card Program, including but not limited to a virtual card concept

- Our virtual card/Single-use accounts solution has gained significant momentum since its inception and we are continually investing to promote program growth.
- We actively engage in expansion opportunities and program benchmarking. Our client consulting team will provide expert recommendations and a complete payables roadmap.
- J.P. Morgan's expansion efforts leverage our expertise and our full suite of procure-to-pay solutions as well as Chase's Commerce Solutions to set a clear direction for the future.  
J.P. Morgan's Client Campaign Management team can help you reach your supplier participation goals by assigning a designated campaign manager, contacting 100% of the State's targeted suppliers and using all forms of media for supplier outreach (e.g. phone, email, mail).
- Your relationship manager will perform regular account reviews with the State to provide a comprehensive update on your program and compare your practices with industry standards.

## Provide seamless integration with current ERP platform (CGI Advantage) and continued integration as platform evolves

- We can integrate commercial card data with all major enterprise resource planning (ERP) systems, including CGI Advantage.
- J.P. Morgan has extensive experience in mapping commercial card data, and our flexible technical integration capabilities will allow the State to seamlessly import your transaction information into your ERP system daily, weekly, monthly, or by billing cycle.
- We offer three file options to fit clients' data formatting needs: a standard transaction file, a flex mapper utility, and an internal development tool called the Data Extract Utility (DEU).
- J.P. Morgan integrated a State card program with 155 departments/agencies with their CGI Advantage-based financial system. We also recently integrated a \$20million Single-use account program into CGI Advantage ERP system for a large public school system.

## Experienced, Qualified Provider

- J.P. Morgan is proud of our long and distinguished history. Since 1985, we have specialized in developing commercial card solutions

that cater to the needs of a diverse client base. JPMorgan Chase and its predecessor companies have been a part of West Virginia since 1861. Our roots date back to the founding of the Bank of Wheeling.

- J.P. Morgan is the largest commercial card issuer in the United States, with the highest overall market share of any issuer (Nilson Report, 2005, 2008-2016).
- J.P. Morgan Government Banking serves more than 1,200 state and municipal government clients.
- As of March 2017, JPMorgan Chase & Co. employed 228 employees in West Virginia. We serve approximately 298,416 consumers and more than 12,103 small businesses in West Virginia through 27 banking centers and 47ATMs.

## Future Considerations

### Single-Use Accounts

The J.P. Morgan Single-use account solution can help reduce the State's costs and transform traditional areas of expense into potential revenue generators.

### Declining Balance Cards

J.P. Morgan's purchasing cards can be set up with Declining Balance functionality that prevents monthly credit limits from refreshing when payments are received or a new cycle begins. Declining Balance functionality on Purchasing Card is a controlled option that can be made available for approved use cases. For each card, the State can establish a credit limit and validity time period. When either the credit limit or expiration date is reached, the card will become unusable. This approach is often helpful in managing specialized expenditures such as grants, projects, meeting planning, and employee relocation,

### Client Consulting

The J.P. Morgan Client Consulting team is a specialized group of subject matter experts who offer complete payables analysis and consultation designed to optimize working capital, capture additional rebate, and improve efficiencies.

### Vendor Expansion

J.P. Morgan has an established program to recruit businesses for purchasing card programs through our partnership with Commerce Solutions, the payment processing and merchant acquiring business of JPMorgan Chase. After initial enrollment, Commerce Solutions can handle ongoing one-off requests via email or telephone. Once an account has been approved for acceptance, it will appear on a report of participating vendors provided to you each month.

## Proposal Contacts

The State will be supported by a dedicated relationship team comprised of experienced professionals committed to understanding your business, attentively listening to valuable feedback and proactively providing targeted ideas to energize your financial operations.

### George Sesock

Executive Director, Commercial Banking  
330-972-1762  
George.F.Sesock@jpmorgan.com

### Jean Taplett

Vice President, Global Commercial Card  
914-860-4727  
Jean.C.Taplett@jpmchase.com

## Executive Summary

**Ann Wagner**

Vice President, Treasury Services  
330-972-1760  
Ann.P.Wagner@jpmorgan.com

**Karl Lamar**

Vice President, Treasury Services  
614-213-6833  
Karl.J.Lamar@jpmchase.com

Together, we will gladly provide whatever information we can to assist with your assessment of our Commercial Card program.

### Conclusion

Thank you for the opportunity to present our proposal. We are confident that we can provide the State of West Virginia with a comprehensive solution that can best address your current needs with the scalability to meet your future goals and we look forward to demonstrating that J.P. Morgan can be your ideal purchasing card services provider.



## Commercial Card Services

## Attachment A: Vendor Response Form

**Provide a response regarding the following: firm and staff qualifications and experience in completing similar projects; references; copies of any staff certifications or degrees applicable to this project; proposed staffing plan; descriptions of past projects completed entailing the location of the project, project manager name and contact information, type of project, and what the project goals and objectives were and how they were met.**

### Organizational Experience, Size and Qualifications

**The State desires a vendor with the organizational experience, size and qualifications to ensure successful administration of the purchasing card program as well as financial stability to administer the purchasing card program throughout the contract duration.**

#### a) Organizational Experience, Size and Qualifications

**Please provide a description of the organization, personnel and experience that would substantiate qualifications and ability to perform the required services.**

JPMorgan Chase & Co. is one of the oldest and largest financial institutions in the United States (U.S.), with a history dating back over 200 years. Commercial Card services are provided by JPMorgan Chase Bank, N.A., a national banking association and one of the firm's principal subsidiaries. JPMorgan Chase and its predecessor companies have been a part of West Virginia since 1861. Our roots date back to the founding of the Bank of Wheeling. As of March 2017, JPMorgan Chase & Co. employed 228 employees in West Virginia. We serve approximately 298,416 consumers and more than 12,103 small businesses in West Virginia through 27 banking centers and 47 ATMs.

- We are a leading global financial services firm with more than \$2 trillion and over \$240 billion in stockholders' equity.
- We operate in more than 60 countries.
- We have more than 230,000 employees.
- We serve millions of consumers and small businesses, as well as many of the world's most prominent corporate, institutional, and government clients under the J.P. Morgan and Chase brands.
- We are a leader in investment banking, financial services for consumers, small business and commercial banking, financial transaction processing, asset management, and private equity.
- Our stock is a component of the Dow Jones Industrial Average.
- Our corporate headquarters are in New York, our U.S. retail financial services and commercial banking headquarters are in Chicago and our commercial card headquarters are in Columbus, Ohio.

JPMorgan Chase & Co. operates four lines of business: Corporate & Investment Bank, Asset Management, Commercial Banking, and Consumer & Community Banking.





# J.P. Morgan Card Services for State of West Virginia

## *Consumer & Community Banking*

J.P. Morgan's Commercial Card team is strategically placed within the bank to leverage investment and product enhancements from both the Consumer & Community Banking infrastructure as well as the Corporate & Investment Bank group. This placement within our organization allows us to provide our clients with innovative solutions driven by advancements in technology and market needs.

We provide robust solutions to commercial card needs and are the largest Visa/MasterCard commercial and purchasing card issuer in the United States. Since 1985, we have provided superior service by leveraging the knowledge and skills of our commercial card employees and harnessing the power of technology to provide unique solutions to client requirements. As a key player in the industry, we continue to develop technology to assist our clients in managing their card programs more efficiently with an easy-to-use, integrated system.

In recent years, our business has been focused on building industry-leading, commercial card product offerings that exceed our clients' payment needs and expectations. We have invested heavily in our programs to support innovations in both virtual and traditional card products, along with the online platforms that support them. Today, we have a product portfolio that reflects our strengths as a business and gives our clients an invaluable tool in their accounts payable arsenal. Our innovations and investments will continue in the years to come and will reflect the strength and resources of our firm.

Further information about J.P. Morgan's capabilities is available at [jpmorgan.com](http://jpmorgan.com), information about Chase's capabilities is available at [chase.com](http://chase.com), and information about the firm is available at [jpmorganchase.com](http://jpmorganchase.com).

## **Personnel**

The State will be supported by a dedicated relationship team comprised of experienced professionals committed to understanding your business, attentively listening to valuable feedback and proactively providing targeted ideas to energize your financial operations.

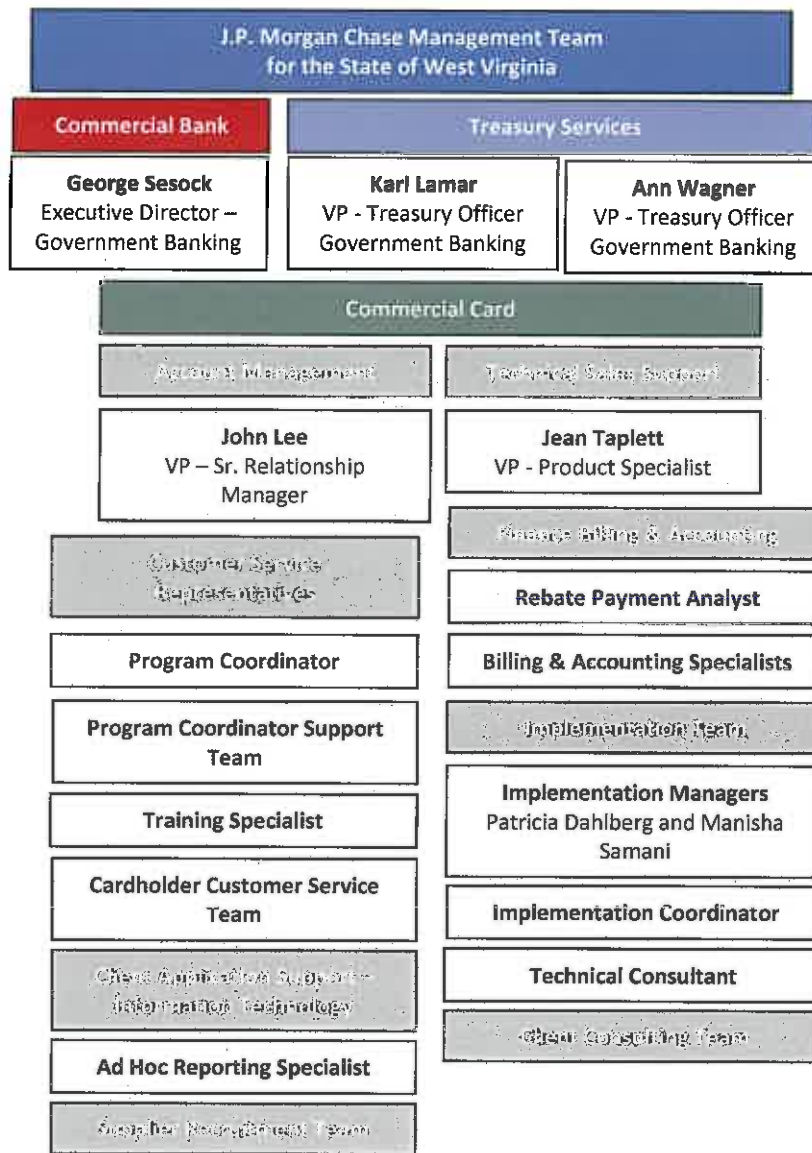
## **Overall Relationship Management**

An important component of our commitment to the State of West Virginia will be our relationship team with a rich history working with public sector entities. Your designated team will be your portal into our firm and your point of escalation for any issues. The team is experienced and readily available. George Sesock will be your relationship executive supported by Karl Lamar and Ann Wagner, your treasury services managers. As always, their first responsibility will be to manage the State of West Virginia's relationship and work with the State to expand the program and solve any ongoing issues.

Senior Relationship Executive and Banker, George Sesock is authorized to negotiate contract terms and render binding decisions.

In addition to this dedicated team, the State of West Virginia will have John Lee, your designated card relationship manager, who will assist in implementing best practices and maximizing growth opportunities. We provide three tiers of service: a designated relationship manager to oversee program performance; program coordinators for day-to-day operations; and round-the-clock phone support for cardholders. Other support personnel include our Client Application Support (CAS) team, a specialized training team and other functional specialists in implementation and technology described in greater detail in our proposal. We place experience and customer service at the top of our list. J.P. Morgan is very proud of its customer service. As other firms have reduced the number of personnel dedicated to the public sector, J.P. Morgan has expanded and restructured our customer service model to provide specialized, dedicated coverage at multiple levels for our government clients.

# J.P. Morgan Card Services for State of West Virginia



## Staff Development

Our staff training programs offer an array of courses and customized programs to meet the educational needs of J.P. Morgan staff. These programs help introduce new personnel to their job functions, develop core competencies (e.g., client service and product management), and train managers. Courses are continually updated to reflect market and/or industry changes. In addition to multiple course offerings, delivery methods include an e-learning (web-based and webcast) capability.

In certain locations, staff members are required to be certified or complete certain courses to comply with regulatory requirements. Personnel may attend management development, product management, systems, banking, and financial courses sponsored by the firm. Seminars at the New York Institute of Finance (NYIF), the American Management Association (AMA), the American Bankers Association (ABA), the New York State Bankers Association (NYSBA), and colleges and universities are also available.

## **Brief Biographies – Staff Qualifications**

### **Relationship Executive**

---

*George Sesock*

George Sesock has 28 years of banking experience. His last 26 years of experience have focused on the business of banking with Government, Not-For-Profit, Healthcare and Higher Education (GNPH) clients.

George graduated from the University of Akron with a Bachelor's degree in Business Administration. He is a member of the Government Finance Officer's Association, Ohio Association of Public Treasurers, and the Ohio Association of School Business Officials. George is a Board Member and Treasurer of the Greater Akron Canton Area Agency on Aging Foundation as well as on the Advisory Board of Oriana House.

### **Treasury Management Officer**

---

*Ann Wagner*

Ann Wagner has over 20 years of professional experience in treasury management sales, consulting, product development, and corporate treasury roles while at CIGNA Companies. Before joining J.P. Morgan Ann worked at KeyBank supporting Capital Markets clients. Prior to that, she worked through several bank acquisitions while remaining with the same commercial banking team at three different institutions. Ann's offices are in Akron and Cleveland, OH.

Ann earned her BA from Trinity College in CT, MBA from Drexel University in PA, and is a permanently Certified Cash Manager (CCM).

### **Treasury Management Officer**

---

*Karl Lamar*

Karl Lamar is Treasury Management Officer for the Government segment of Commercial Bank. Karl will be responsible for resolving working capital and efficiency challenges by providing information and offering ideas from the J.P. Morgan Treasury Services team. He will recommend cash flow optimization strategies, including ways to streamline your financial processes, assist the State in realizing day-to-day operational efficiencies in alignment with your treasury service goals, provide targeted information to you about new products, market developments and industry trends, and monitor the State's implementation for successful delivery.

Karl Lamar has 24 years of banking experience. For a majority of that time, he has served the needs of government, not-for-profit, healthcare, higher education and large corporate clients. He has worked in product management, project management, operations, technology, and sales focusing on receivables and payables in treasury services. Karl graduated from Bowling Green State University with a Bachelor of Science degree in Business Administration with a major in Management Information Systems.

### **Senior Relationship Manager – Commercial Card**

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*John Lee*

John Lee is a Relationship Manager for Government, Higher Education, and Healthcare clients within J.P. Morgan Commercial Card. This dedicated industry group brings expertise and extensive experience working with clients that have high volume purchase card spend.

John will be responsible for the overall management of the commercial card program and will assist in providing a central point of client contact and implementing strategic growth initiatives.

John serves the Southeast region as a dedicated relationship manager. He has worked for more than 20 years in the financial industry in a consultative environment. John's experience includes industry expertise in card spend

# J.P. Morgan Card Services for State of West Virginia

management, merchant acquiring and implementing ERP data integrated solutions. John spent 5 years as a Procurement/Vendor Self Service SME with CGI for AMS Advantage ERP onsite in the Commonwealth of Kentucky. John has formerly served as the relationship manager for the State of South Carolina Visa purchasing and travel card programs and holds a B.S. degree from Florida State University in Procurement and Materials Management.

## **Experience – Firm Qualifications**

J.P. Morgan has been a leader in the commercial card industry for nearly three decades. The State can be confident that J.P. Morgan's expertise and knowledge of best practices can help your organization gain greater control over costs, expenses, and overall cash flow.

J.P. Morgan has maintained an unwavering commitment to empower our government customers with financial tools for more than 150 years. We are organizationally and financially committed to serving public sector clients and believe that our extensive industry experience will continue to serve as an asset for the State's agencies (including universities and governing authorities).

More specifically, the J.P. Morgan Government Banking organization is a distinct group of banking, treasury, credit, and client service experts who are dedicated to helping our public sector clients realize the greatest value from our banking services. Our bankers and industry experts from across the country identify trends and share best practices through our Government Banking Council. This allows us to leverage proven strategies for institutions with concerns similar to the State of West Virginia and customize those solutions to fit the State's needs. We regularly present at industry conferences and produce articles and whitepapers relevant to the trends and challenges facing governments.

At the highest levels of our firm, J.P. Morgan views our work with government clients as a strategic and integral part of our long-term vision.

We currently provide commercial card programs to the States of Connecticut, Rhode Island, Indiana, Kentucky, North Dakota and Delaware. In the past, we managed commercial card services for the States of Texas, Oklahoma, Colorado and Washington.

## **Recent Awards and Accolades**

- #1 U.S. Visa/MasterCard **Commercial** Card Issuer (dollar volume) Nilson Report (June 2016)
- #2 Visa/MasterCard **Purchasing** Card Issuer (dollar volume) Nilson Report June 2016
- #4 Visa/MasterCard **Corporate** Card Issuer (dollar volume) Nilson Report June 2016

## **Descriptions of past projects completed entailing the location of the project, project manager name and contact information, type of project, and what the project goals and objectives were and how they were met.**

The following cites three separate projects, each highlighting a different relevant skill for this procurement, and all demonstrating J.P. Morgan's project management skill with both large scale and smaller, complex projects. Due to the sensitive nature of these projects we are unable to provide all of the details in a document subject to FOIA/FOIL but we would fully support an opportunity to speak with the State to answer any questions and share more detail.

J.P. Morgan follows a disciplined, tested project management approach for projects regardless of size and complexity. Elements include, but are not limited to:

## **Goals/Objectives – Situation Assessment**

- Change readiness
- Infrastructure/Needs assessment
- Target state
- Risk and controls

# J.P. Morgan Card Services for State of West Virginia

- What is the impact?
- Who is affected?
- Identification of Stakeholders and partners across the organization and Executive Sponsors and decision makers

## Project plan:

- Gather program requirements
- Identify project parameters
- Confirm reporting structure
- Determine technology requirements
- Action items
- Validation
- Communication plan
- Build-in contingency plans

## Program configuration

**Dashboards/Reporting**— Timelines, quality assurance, validation measures

**Resource assignment**—Assemble high performing teams with business and technical expertise

**Ongoing Testing and Documentation**

Communication, testing and tracking and reporting against plan are key elements in all project plans

1. Program Transition: State Card Program Implementation	
Location	Statewide
Project Manager	Kelly Bastin, Executive Director 312-954-4422 <a href="mailto:Kelly.L.Bastin@jpmchase.com">Kelly.L.Bastin@jpmchase.com</a>
Project Goals/Objectives	Transition 155 State Departments/Agencies to a new card issuer and integrate J.P Morgan's proprietary card management software with the State's CGI Advantage-based ERP system.
Outcome	The program was implemented in five waves over 13 weeks with multiple onsite training events based on a specific department/agency selection. The program has grown from \$55 million annual spend to \$70 million annual spend in five years.

2. Large Scale Processor Migration	
Location	Nationwide
Project Manager	Migration Transition Team Lead James Flugstad 312-954-3922 <a href="mailto:James.j.flugstad@jpmorgan.com">James.j.flugstad@jpmorgan.com</a>
Project Goals/Objectives	Seamlessly transition 700 card customers to a new processor with no disruption of service
Outcome	Successful migration and "go live" on March 20, 2017.

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3. New Product Implementation: Expand State Government Card-Based Payables With The Addition Of Single-Use Accounts	
<b>Location</b>	Statewide
<b>Project Manager</b>	J.P. Morgan Implementation team working with Supplier Onboarding team Ron Bowman 314-727-7055 ron.g.bowman@jpmchase.com
<b>Project Goals/Objectives</b>	Simplify the State purchasing process and reduce administrative expenses associated with making State purchases by replacing paper payments with card-based electronic payments.
<b>Outcome</b>	Achieved additional annual card spend of \$50million in 2016. Onboarded an additional \$20 million in recent follow-up supplier campaign.

## b) Eligibility of Vendor

**Provide a summary detailing the vendor's business and ability to provide the services described in the RFP including:**

### 1) The history of its purchasing card services

J.P. Morgan has three decades of experience in the commercial card industry—we began issuing commercial cards in 1985, and we have issued purchasing cards since 1992. As part of our broad spectrum of payables solutions, we introduced our unique single-use account e-procurement solution in 2004.

J.P. Morgan's Commercial Card team is strategically placed within the bank to leverage investment and product enhancements from both the Consumer & Community Banking infrastructure as well as the Corporate & Investment Bank group. This placement within our organization allows us to provide our clients with innovative solutions driven by advancements in technology and market needs.

### 2) A contact list of three (3) customers, including the contact person, phone number and e-mail address, one of which should be a public sector customer

J.P. Morgan is proud of the relationships we have with our clients. Although we have several clients with greater than \$500 million in annual spend, we have chosen the clients listed here to speak with the State regarding our commercial card offerings, service, and functionality based on the similarity of their platforms and scope recognizing that few smaller population States compare to the State of West Virginia in program development, allowing you to accurately assess our compatibility with your organization.

<b>ORGANIZATION:</b>	<b>STATE OF CONNECTICUT</b>
<b>Contact and Title:</b>	Kerry DiMatteo, State PCard Administrator
<b>Telephone Number:</b>	860-713-5072
<b>Email Address:</b>	kerry.dimatteo@ct.gov
<b>Address:</b>	450 Columbus Blvd.
<b>City, State, Zip:</b>	Hartford, CT 06103
<b>Type of Business:</b>	One Card

## J.P. Morgan Card Services for State of West Virginia

The State of Connecticut has had a Purchasing card program with J.P. Morgan for over a decade. Since that time, the program has experienced significant growth, with spend volume increasing from \$25 million to over \$80 million. The program includes approximately 150 entities including State agencies, universities and colleges and political subdivisions. J.P. Morgan holds monthly business review meetings with the State, as well as an annual onsite meeting for program administrators which typically includes information presented by the State, a presentation on a topic of interest from J.P. Morgan, and PaymentNet training and updates.

<b>ORGANIZATION:</b>	<b>STATE OF DELAWARE</b>
<b>Contact and Title:</b>	Michelle Strauss, Acting Director of Accounting
<b>Telephone Number:</b>	302-672-5100
<b>Email Address:</b>	<a href="mailto:Michelle.Strauss@state.de.gov">Michelle.Strauss@state.de.gov</a>
<b>Address:</b>	820 Silver Lake Blvd. Suite 200
<b>City, State, Zip:</b>	Dover, DE 19904
<b>Type of Business:</b>	Purchasing Card

The State of Delaware awarded its Purchasing card program to J.P. Morgan in 2007 and renewed the contract in 2013 following a very competitive procurement process. Through our partnership, the State's program has grown from \$60 million to more than \$120 million during the last eight years. The card program comprises approximately 180 "State agencies," which include universities, colleges, and public schools, all in the State hierarchy under a centrally managed program.

In late 2014, we worked with the State to introduce a new payment type, Single-use accounts, to replace paper checks and automate reconciliation. In 2015, single-use accounts increased spend the State's rebate-eligible spend by over \$30,000,000 replacing 8,000 paper checks. The program achieved over \$50,000,000 in spend in 2016.

<b>ORGANIZATION:</b>	<b>STATE OF NORTH DAKOTA</b>
<b>Contact and Title:</b>	Jeff Larshus, Director of Accounting
<b>Telephone Number:</b>	701-328-4302
<b>Email Address:</b>	<a href="mailto:jlarshus@nd.gov">jlarshus@nd.gov</a>
<b>Address:</b>	600 E Boulevard Avenue
<b>City, State, Zip:</b>	Bismarck, ND 58505
<b>Type of Business:</b>	Purchasing Card

The State of North Dakota has a centrally-managed Purchasing card program that includes State agencies, universities and colleges, and political subdivisions. All higher education institutions are grouped under a single company number as are all the State agencies, and the remaining political subdivisions are also separately grouped. The program has grown from \$30 million to \$113 million in annual spend during the last five years. Separate annual conferences are held for the State agencies, higher education institutions and political subdivisions to enable them to share "lessons learned".

# J.P. Morgan Card Services for State of West Virginia

- 3) For each contact listed, the number of cards issued, average daily transaction dollar volume and number of daily transactions

Organization	Number of Cards Issued	Average Daily Transaction Dollar Volume	Number of Daily Transactions
State of Connecticut	5000	\$220,000	1,000
State of Delaware	4700	\$195,000	408
State of North Dakota	4750	\$311,315	770

c) Organizational Size/Structure in Relation to the Scope of Work

Please provide the following information:

- 1) Any information about the vendor's current dollar and transaction volume capacity to provide the services described in this document

The following table represents our dollar volume capacity for the past four years.

PORTFOLIO SPEND				
Product	2016	2015	2014	2013
One Card	8,983,760,784	8,633,143,228	8,009,329,070	6,707,770,600
Purchase	16,437,904,671	18,181,807,336	18,468,880,637	18,454,729,314
Single Use	8,262,999,456	7,855,477,388	7,024,416,788	5,473,146,037
Travel	5,015,576,697	5,563,300,503	5,815,865,963	6,233,067,178
Grand Total	40,499,372,953	41,852,077,915	40,845,811,453	38,203,570,769

NUMBER OF CLIENTS BY VOLUME RANGE						
VOLUME RANGE	>\$500 million	\$100 - \$500 million	\$60 - \$100 million	\$40 - \$60 million	\$20 - \$40 million	< \$20 million
TOTAL	9	63	68	56	176	6,834

Transaction Volume

The following table represents our transaction volume capacity for the past four years.

TRANSACTIONS PROCESSED (COMMERCIAL CARDS)				
Product	2016	2015	2014	2013
One Card	34,509,108	32,773,458	30,471,745	27,566,483
Purchase	39,600,967	42,656,504	44,823,766	46,892,481
Single Use	5,382,569	5,847,039	4,102,064	3,305,090
Travel	32,339,369	35,468,734	35,929,450	37,754,806
Grand Total	111,832,013	116,745,735	115,327,025	115,581,860



**2) Information supporting the adequacy of personnel resources available to implement and support the State of West Virginia's Purchasing Card Program including**

**a) The number of employees currently assigned to government credit card and corporate credit card accounts, respectively;**

The number of Product Sales Specialists and Relationship Managers currently assigned to J.P. Morgan's Government, Healthcare, Higher Education, and Not-for-Profit (GHHN) group is 129. In addition, there are 25 Commercial Bankers dedicated to Government accounts and over 20 dedicated Treasury Officers. Firm-wide, we have 634 Bankers and 192 Treasury Management Officers with Card Client responsibility.

The State will be further supported by our program coordinators and customer service teams who are available 24/7/365.

**b) The number of positions that would be assigned to the State's purchasing card account and the number of hours each position will spend on implementation and on-going operations for the duration of the contract;**

**Number of Positions**

We have developed a streamlined plan that will be used across each agency participating in the State of West Virginia. J.P. Morgan has an experienced team of implementation resources who successfully execute hundreds of implementations for our clients each year. Execution of this plan will involve two Implementation Project Managers, two Implementation Coordinators and a Technical Consultant supporting the State during the course of the implementation.

- **Implementation Project Manager** - Responsible for the overall project plan and maintenance of project dashboards that provide weekly status on overall transition status. Your Implementation Project Manager will also consult on the design on your J.P. Morgan card program and serve as primary contact coordinating transition activities with J.P. Morgan onboarding resources.
- **Implementation Coordinator** - Responsible for partnering with you on design of cardholder controls (e.g., spend limits, merchant category code (MCC) allowances), card design, card issuance requirements and cardholder data collection and configures your program on the TSYS TS1 processor.
- **Technical Consultant** - Serves as the primary point of contact for your technical staff and assists with data mapping to your CGI-AMS system, file transfer and connectivity.

Should the individuals named to support the State on this transition become unavailable, we have a deep bench of equally qualified individuals with several years of commercial card implementation experience who we would submit to the state as alternate implementation support resources

**Number of Hours**

We anticipate the transition of your program will take approximately 7 months after the award date. We are deeply committed to the State of West Virginia and will work collaboratively to ensure that our transition approach is efficient; we believe that the transition could be further streamlined should the State approach this transition with strong centralized decision-making and standardized program configurations across agencies.

**Ongoing Operations**

Your management team can turn to your designated J.P. Morgan relationship manager for strategic advice, assistance with key features and tools, and help with any program-wide issues that may arise. The State will also have ongoing access to your local treasury and banking representatives Ann Wagner, Karl Lamar and George Sesock, to leverage resources throughout JPMorgan Chase & Co.

# J.P. Morgan Card Services for State of West Virginia

## J.P. Morgan Program Coordinator Team

Your program administrators will be supported by J.P. Morgan's Program Coordinator Team. Program coordinators handle day-to-day administrative duties and technical issues. Program coordinators are also able to reach out to other areas of the bank, such as fraud or disputes. Your program coordinators will work with other individuals as needed to resolve the issue, and will communicate frequently with the State.

## J.P. Morgan Customer Service

J.P. Morgan has two customer service call centers assigned to commercial card. Both are located onshore in the United States—one in Elgin, Illinois and the other in Columbus, Ohio. Between these two call centers, we employ over experienced individuals trained to assist with cardholder specific inquiries.

Our call centers are open around the clock, including holidays, which means that your cardholders can contact our service representatives at any time for assistance with a wide range of inquiries, such as billing or statement questions as well as emergency services for stranded travelers. Program administrators can also call after hours in the event of an emergency (e.g., to report a card that has been lost or stolen). The toll-free customer service telephone number is printed on the back of each card and will also be given to you during implementation.

### c) The physical location of employees to be assigned to the account

Name, Role	Location
George Sesock, Relationship Executive	Akron, Ohio
Ann Wagner, Treasury Management Officer	Akron, Ohio
Karl Lamar, Treasury Management Officer	Columbus, Ohio
Jean Taplett, Product Sales Specialist	Purchase, NY
John Lee, Relationship Manager	Jacksonville, FL
Implementation Personnel:	
Patricia Dahlberg, Implementation Manager	Elgin, Illinois
Manisha Samani, Implementation Manager	Elgin, Illinois
Lisa Beck, Implementation Coordinator	Elgin, Illinois
Jasmine Thompson, Implementation Coordinator	Chicago, Illinois
Jennifer Gaughran, Technical Consultant	Elgin, Illinois
Customer Service Teams	Elgin, Illinois and Columbus, Ohio

**d) Financial Information**

**The State desires to review the vendor's financial information that confirms the financial stability of the company. The vendor should provide its most recent audited financial report and describe any outstanding or potential liabilities which may impact the vendor's ability to provide requested services.**

J.P. Morgan's most recent annual report, as well as audited statements and other financial documentation spanning the past nine years, may be accessed online at the State's convenience using this link: <http://investor.shareholder.com/jpmorganchase/annual.cfm>

Due to the extensive length of such documentation, J.P. Morgan strives to minimize reproduction of our annual reports in print form as part of our green initiatives; however, the State has the ability to download electronic copies of our reports from our website, or you may request print copies of any of the listed reports via simple online forms.

**List project goals and objectives contained in Section 4, Subsection 4:**

**4.1 Goal/Objective 1 Transaction Volumes**

**The vendor should describe available options for handling large volumes of transactions for entities throughout the entire state.**

**Vendor Response:**

J.P. Morgan has the capacity to handle a large volume of transactions. We have several clients with annual spend in excess of \$450 million and for whom we process over 1,000,000 transactions annually. Our processor is equipped to handle a large volume of transactions. The location throughout the State should not have an impact on transaction processing.

The Implementation plan that we have attached is designed to transition all 200 agencies to our PaymentNet Card Management software. We successfully followed a similar plan with another State for which we transitioned 155 Departments/Agencies. During implementation, J.P. Morgan will assist the State in creating a PaymentNet hierarchy that matches your existing hierarchy to allow for roll-up reporting. PaymentNet supports a vertical limit of 25 levels deep, with no horizontal limit regardless of the number of transactions. When generating a report, you can narrow or expand the data to be displayed using either criteria parameters or hierarchy parameters so that the data distributed can be specific to your audience (e.g., department managers, auditor, etc.)

**4.2 Goal/Objective 2 Worldwide Transactions**

**The vendor should describe available options to accommodate the use of the card worldwide.**

**Vendor Response:**

By partnering with Visa and MasterCard, J.P. Morgan can offer the State worldwide card acceptance levels. J.P. Morgan Commercial Cards are accepted at more than 40 million vendor locations around the world, including approximately 9 million in the United States alone. These high acceptance levels will assist your organization in capturing additional card spend, which can result in an increased rebate. Your cardholders will also benefit from the flexibility, confidence, and peace of mind that comes with knowing that wherever they travel, they will be able to conduct business transactions with ease. Furthermore, Visa and MasterCard are continually working to increase merchant acceptance, with multiple initiatives focused on expanding the number of business-to-business merchants across the globe.

The following table provides global acceptance statistics for our commercial cards:

TOTAL ACCEPTANCE		
	Visa	MasterCard
Africa/Middle East	3,124,941	1,248,079
Asia/Pacific	9,742,543	11,898,632
Europe	12,428,569	13,122,124
Latin America	8,572,803	6,386,496
Canada	972,385	1,098,798
United States	8,993,790	8,319,631
<b>Worldwide</b>	<b>43,835,031</b>	<b>42,073,760</b>

(Although this data is believed to be accurate, it has not been audited or independently verified. In some cases, the reported number of locations may be higher due to multiple counting of the same outlet by different acquiring members.)

## 4.3 Goal/Objective 3 Billing Accounts

**The State needs to provide card services to multiple participating agencies (approximately 200 billing accounts) in the purchasing card program. The vendor should describe options and requirements for billing account creation and maintenance, including but not limited to:**

- a) **Electronic processing capabilities**
- b) **Mobile processing capabilities**
- c) **Secure file upload capabilities**
- d) **Workflow approval and number of levels**
- e) **Credit usage alerts**
- f) **Assign software roles/permissions to program administrators/coordinators at various hierarchy levels**
- g) **Audit trail capabilities**

### Vendor Response:

#### a) **Electronic processing capabilities**

We capitalize on the core competencies of Total System Services, Inc. (TSYS) for our mainframe processes.

#### b) **Mobile processing capabilities**

J.P. Morgan Cardholders can access PaymentNet through their mobile devices to manage and monitor their transactions.

J.P. Morgan Commercial Card Mobile helps cardholders to easily view balances, filter and sort transactions, access real-time authorizations and declines, and make a payment through their mobile device. Support is provided for the most widely-used smartphones and mobile devices (i.e., Apple, Android, or Blackberry devices), with stability and security as a top priority.

Users can also access help while logged in or call J.P. Morgan Customer Service with any questions.



#### c) **Secure file upload capabilities**

We support multiple secure communications protocols based on our clients' needs. Clients using public network connectivity must employ a minimum of 128-bit AES encryption, and we recommend the use of control records in custom file feeds to ensure that the receiving application can determine data completeness.

#### d) **Workflow approval and number of levels**

The following features are available to support your workflow:

- Up to eight authorization levels to promote accountability at various stages

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- Checkboxes for “reviewed” and “approved”
- Access roles assigned to cardholders and non-cardholders, allowing them to review or approve transactions, modify accounting code allocations, or access other functions as needed
- Email notifications when transactions are awaiting review or approval
- Email messages sent to users designated as “cc” and “bcc” on employee profiles (allows designated users to be copied on relevant information)
- Transaction reviewer’s name displayed on the Transaction Detail screen next to the “Reviewed” checkbox (helpful for organizations where an authorized proxy user may complete a transaction review on behalf of the cardholder)
- Delayed transaction locking for all roles until a transaction is marked as “Exported”; users can still edit accounting codes after a transaction is approved, up until the transaction is exported

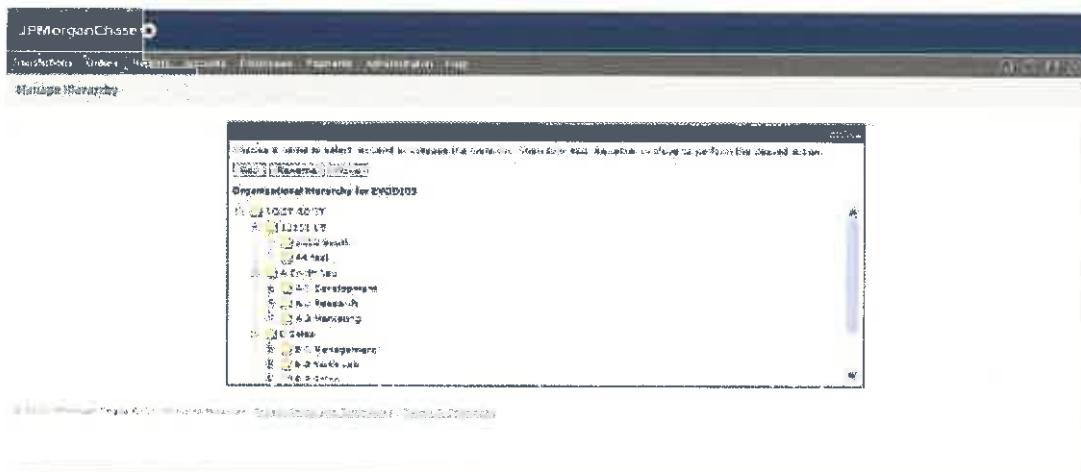
In addition, PaymentNet allows information flow to be customized according to your organizational hierarchy or accounting structure. The State can choose from multiple configuration options to employ the process that best adheres to the State’s accounting rules.

Your implementation project manager will work with you to establish approval checkboxes, access roles, and other elements to support the workflow that fits your needs.

## Hierarchy

During implementation, J.P. Morgan will assist the State in creating a PaymentNet hierarchy that matches your existing hierarchy to allow for roll-up reporting. PaymentNet supports a vertical limit of 25 levels deep, with no horizontal limit. When generating a report, you can narrow the data to be displayed using either criteria parameters or hierarchy parameters so that the data distributed can be specific to your audience (e.g., department managers).

## Sample Program Hierarchy



*Each agency can have its own program hierarchy that matches its existing hierarchy.*

**e) Credit usage alerts**

PaymentNet offers several reports that will help you monitor purchases, thereby ensuring that the commercial card is used correctly:

- *Declines*—This report can be used to monitor when and why transactions have been declined. It lists decline code and reason, account name, account number, transaction amount, MCC, MCC description, date, and time of decline.
- *Transaction Detail*—This report can be used to monitor the purchases for each account (payments are excluded). It lists account name and number, transaction and post dates, transaction ID, merchant, merchant city and state, MCC, debit and credit amounts, sales tax, and transaction type. Subtotals are provided for each account and central bill account, along with grand totals for the entire report. (We also offer several travel-related *Transaction Detail* reports that provide full level III detail for all cardholder transactions to help you easily identify spend that does not comply with your established rules.)
- *Unusual Activity Analysis*—This report can be used to monitor unusual transaction activity and determine whether transactions are business-related. Subtotals are provided for each merchant category along with grand totals for the entire report. The report lists MCC, MCC description, account name, merchant name, transaction date, and transaction amount.

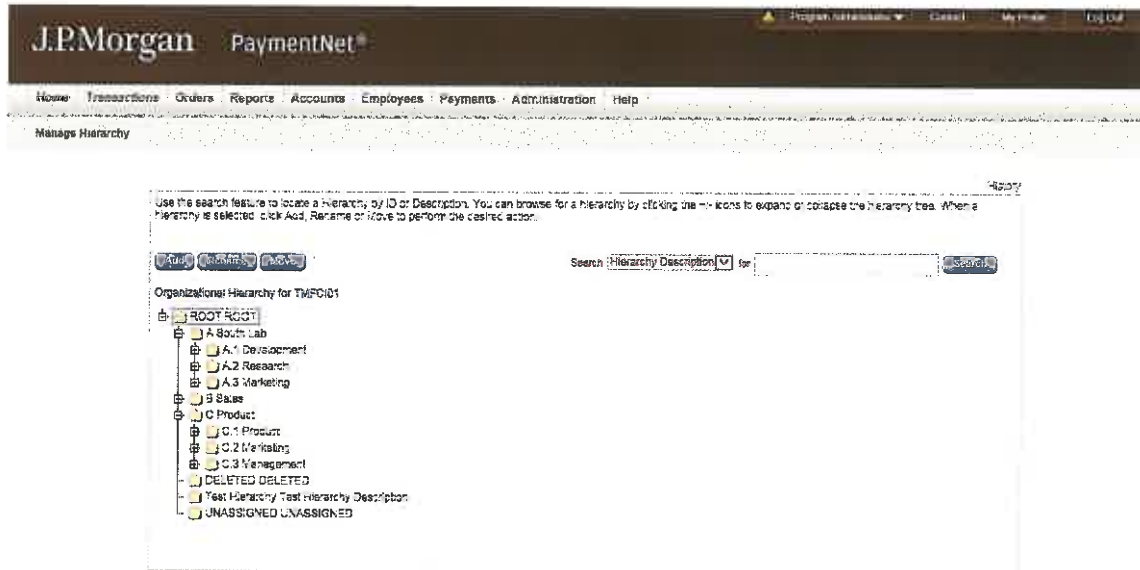
PaymentNet's policy monitoring feature can also help the State identify cardholders making transactions not in accordance with your organization's policies. This feature enables you to track cardholder transactions by setting up monitoring rules in four different categories:

- **Single Transaction Amounts**—This monitor type allows you to flag transactions over a specified dollar amount.
- **Split Transactions**—Use this monitor if you want to flag situations when a cardholder breaks a purchase into multiple transactions in order to circumvent the account single-transaction limit.
- **Merchant Category Codes (MCCs)**—You can use this monitor type to flag transactions at a merchant that belongs to a specific MCC.
- **Merchants**—This monitor will flag transactions completed at specific merchants.

**f) Assign software roles/permissions to program administrators/coordinators at various hierarchy levels**

During implementation, J.P. Morgan will assist the State in creating a PaymentNet hierarchy that matches your existing hierarchy to allow for roll-up reporting. PaymentNet supports a vertical limit of 25 levels deep, with no horizontal limit. When generating a report, you can narrow the data to be displayed using either criteria parameters or hierarchy parameters so that the data distributed can be specific to your audience (e.g., department managers).

## Sample Program Hierarchy



*Each agency can have its own program hierarchy that matches its existing hierarchy.*

### User Access Roles

Once a hierarchy is set up for your organization, your program administrator can assign login roles to your employees (both cardholders and non-cardholders) to allow them to perform tasks such as viewing transactions and modifying accounting code allocations.

User access to PaymentNet is accomplished by creating user authorities. A user authority consists of a role, a hierarchy ID, and a scope. The role defines the functionality to which the user has access (e.g., create new accounts or approve transactions). Hierarchy ID identifies the location in the organizational hierarchy where the role is effective (e.g., division, department, or line of business). Scope defines the breadth of data to which the role has access (e.g., everyone in the division or just people in the department). Each user can be given as many user authority designations as needed.

PaymentNet has six pre-defined roles of access:

- **Auditor**—Users have read-only access to all transactions, employee information, and reports.
- **Order Requestor**—Users can view and request orders and applicable reports.
- **Cardholder**—Users can view their own transactions, profile, and reports specified by the program administrator. They can also make online payments (if applicable).
- **Transaction Approver**—Users have access to approve transactions.
- **Manager**—Users can view their department's transactions, employee information, accounts, and reports specified by the program administrator. They do not have access to all configuration functions, unless allowed by a program administrator.
- **Program Administrator**—Program administrators have universal access to all functions, including configuration features. They can view/modify all transactions, employees, accounts, and reports.



The cardholder, manager, and program administrator roles can be customized, enabling you to restrict access to certain features within PaymentNet (for example, you could establish a program administrator role that cannot create or modify account limits).

## g) Audit trail capabilities

The Account Detail - History screen displays changes made to a card account for audit purposes. The State can also review the audit history of changes made to your transactions within PaymentNet. This allows you to monitor transaction modifications, including the date, time, description of the transaction change, user who initiated the change, and other important details.

Transaction Audit Fields	
<b>Change Date</b>	This field displays the date when the transaction was modified.
<b>Field Name</b>	This field displays a description of the transaction modification. For example, Line Item Total is a possible description.
<b>Previous Value</b>	This field displays the previous audited value.
<b>New Value</b>	This field displays the new audited value.
<b>Modified By</b>	This field displays the PaymentNet user identification number of the individual who made the change. If a J.P. Morgan customer service representative makes a transaction change, then Customer Service displays as the value.

Audit data can also be compiled and reviewed in the Transaction Audit report.

Through PaymentNet, the State can access a suite of other standard reports to help you easily monitor and manage expenditures throughout your organization.

In addition to enabling the State to see what your cardholders purchased and from whom, PaymentNet's suite of standard reports addresses the most common user-specific needs:

- **Program administrators**—Manage employees and accounts, review and approve transactions, assess policy compliance, and analyze spend composition
- **Cardholders**—Run reports at the end of each billing cycle, review transactions, and print data for expense reports

PaymentNet's Policy Monitoring feature can help the State identify non-compliance with your organization's policies. This feature enables you to track cardholder expense policy compliance by setting up transaction monitoring rules in four different categories:

- **Single Transaction Amounts**—This monitor type allows you to flag transactions over a specified dollar amount.
- **Split Transactions**—Use this monitor if you want to flag situations when a cardholder breaks a purchase into multiple transactions in order to circumvent the account single-transaction limit.
- **Merchant Category Codes (MCCs) to Monitor**—You can use the MCCs to Monitor option to flag transactions at a merchant that belongs to a specific MCC.
- **Merchants to Monitor**—You can use the Merchants to Monitor option to flag transactions completed at a specific merchant.

#### 4.4 Goal/Objective 4 Cardholder Account Maintenance

The vendor should describe options and requirements for maintaining cardholder accounts, including but not limited to:

- a) Electronic processing capabilities
- b) Mobile processing capabilities
- c) Secure file upload capabilities
- d) Card demographic modifications
- e) Real time capabilities
- f) Assign software roles/permissions to perform maintenance by program administrators/coordinators at various hierarchy levels
- g) Audit trail capabilities

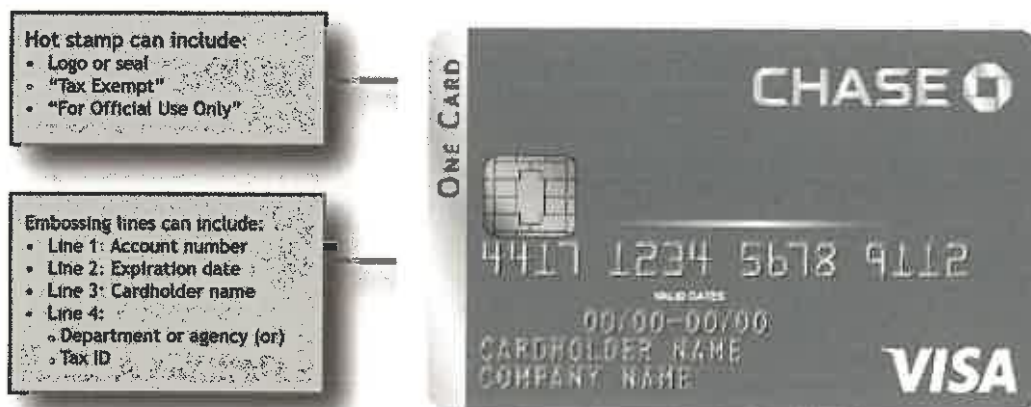
#### Vendor Response:

J.P. Morgan will work with the State to develop custom plastic.

#### a) Technical design specifications

There are four lines available on the card for embossing. The first three lines are reserved for the account number, expiration date, and cardholder name. The fourth line is for client use and offers up to 21 custom characters (including spaces). This line can be used for an agency or department name, a tax ID number, or a combination of both.

Each card is embossed in silver with the account number, cardholder name, and expiration date.



#### Chip Cards

We recognize that industry changes and customer needs are driving adoption of chip functionality for commercial cards. In addition to enhanced security, chip cards promote broader acceptance internationally and in the U.S. as chip technology is more widely adopted by merchants. With this in mind, we offer the convenience and security associated with chip technology as a part of our card programs.

**Logo Cards**

We can add Agency logos or seals through a “hot stamp” process. Through the hot stamp process, we can print a logo or seal on the front face of the card along with additional information that will not fit within the standard embossing lines, such as the words “For Official Use Only” (all components of the hot stamp will be combined into one image). The final design must be approved by J.P. Morgan.

The process takes approximately four weeks to complete and requires black-and-white, camera-ready artwork of your logo.

Using the hot stamp option, a seal or logo can be printed in silver, which is the default color. However, the seal/logo can also be printed in white, if requested. Note that the final design must be approved by J.P. Morgan.

**b) Ability to provide multiple designs based on card type, i.e. One Card, Travel, Emergency, Fleet, etc.**

The standard card design is dark gray for our One Card, dark blue for our Purchasing Card and dark brown for our Corporate Card. The left margin of the card is silver with the program type printed.

If the State is interested in having a single, custom designed plastic for all transaction types, the embossed fields on the One Card can be updated to denote different agencies.

**c) Ability to provide multiple designs based on billing account**

Each billing account can have a distinct logo on their cards using the “hot stamp” process described above.

**4.5 Goal/Objective 5 Account Statement Delivery**

**The vendor should describe available options for statement delivery to include but not limited to:**

- a) Online**
- b) Email**
- c) Secure file delivery**
- d) Mobile**
- e) Paper**
- f) Ability to have multiple delivery methods**

**Vendor Response:**

**a) Online**

Cardholders and Program Administrators/Coordinators can use PaymentNet to review statements and remit payment online. This payment vehicle also debits directly from approved checking or savings accounts. Statements are available in PaymentNet within two days after your billing cycle closes.

**b) Email**

For security reasons, we do not offer statements via email. However, PaymentNet can send email reminders to cardholders when new statements are available. Cardholders can then log into PaymentNet to review and download the statements.

**c) Secure file delivery**

PaymentNet's system and network architecture are specifically designed to promote the highest level of industry security standards while still offering unlimited user access. PaymentNet security is based on digital certificate technology that utilizes certificates issued by recognized authorities, and Internet-based access is restricted to secure, encrypted browser sessions using 128-bit SSL. Additional security measures include the following:

- Web servers protected by multiple, redundant hardware
- Firewall equipment and hardware augmented by an intrusion detection system
- No remote access by unauthorized third parties
- All servers on internal network segments, not accessible from the Internet
- Data transfers based on SSL (default) or custom encryption arrangements made on a client needs basis (PKI, PGP, etc.)

**d) Mobile**

Currently, statements cannot be accessed through mobile devices. J.P. Morgan offers both online and hardcopy statement delivery.

**e) Paper**

Your accounting department and cardholders can receive hardcopy statements that detail all transactions for the billing period. For accounts that are centrally billed and paid, cardholders can also receive an individual memo statement to assist in reconciliation. We consistently meet our goal of mailing statements within three days of cycle close.

**f) Ability to have multiple delivery methods**

J.P. Morgan offers the State online as well as hardcopy summary and memo statements.

**4.6 Goal/Objective 6 Agency Billings/Payment Cycles**

**The vendor should describe their billing and payment cycle options to include but not limited to:**

- a) Monthly**
- b) Bi-Monthly**
- c) Weekly**
- d) Daily**

**Vendor Response:**

**Billing Options**

J.P. Morgan offers 26 billing cycle closing dates, allowing you to select the date that is most appropriate for your calendar. This date can vary for each agency that has its own accounting system. Standard billing runs on a 30-day cycle with payment due 14 days after the end of the cycle. There are several flexible payment options, with shorter

payment cycles - 14 days (semi-monthly), 7 days (weekly) or daily tied to reduced credit exposure and improved rebates.

## **Payment Options**

Payment options are driven by the Billing and Payment setup rather than program type. Programs that are setup to consolidate billing on one or more central bill accounts can take advantage of the following payment options:

### **Central Bill/Central Pay**

- Auto Debit—J.P. Morgan will electronically withdraw payment from a designated checking or savings account
- ACH CCD or CCD+—This option is for a single ACH payment made to a single central bill account, a ghost card account, or single-use central bill account
- ACH-CTX—One lump sum payment can be allocated to multiple billing accounts. Typically used when a company has one or more central bill or individually billed accounts that they would like to pay in one transaction. The account payment details are included within the addenda records of the ACH CTX transaction.
- Online through PaymentNet/direct debit (online ACH)—Cardholders can authorize ACH payments to be taken directly from their bank accounts. To set up this process, cardholders enter their ABA number, checking account number, and checking account name.
- Check—Checks can be used for consolidated or individual payments

### **Individual Bill/Central Pay**

Individual Bill/Central Pay (IB/CP) programs require payment options that support a single payment with instructions to distribute the funds to multiple accounts.

We offer the following payment options for IB/CP programs:

- ACH-CTX—One lump sum payment can be allocated to multiple individually billed accounts. Typically used when a company makes payments to their employees' individually billed T&E corporate cards, however this payment type can be used for any card program with one or more billing accounts.
- Bulk Payments Transmission Files - If the ACH CTX is not a payment option you can support, we offer standardized file formats which contain the instructions for applying the payments. These files are transmitted to the bank and funds are sent separately via ACH CCD.
- Check—Checks can be used for consolidated or individual payments

During implementation, your preferred payment method will be tested for approval. Our payment processing department receives and posts all electronic payments. All electronic payments are tracked in PaymentNet or through the bank's internal DDA system.

J.P. Morgan strives to post all payments to cardholder accounts on the day they are received. Payments made through PaymentNet are posted within 24 to 48 hours of receipt.

#### 4.7 Goal/Objective 7 Rebate Calculations

The vendor should provide a quarterly rebate plan to the State of West Virginia based on the aggregate volume of purchases from all agencies during a standard payment cycle and, if applicable, based upon increasing dollar and rebate tiers. Additionally, if varying rebates are offered based on categories of spend, timing, frequency of payments, and/or partial payments, those differences should be thoroughly explained. The vendor should describe its methodology for computing its rebate by utilizing the attached spend scenario

**(Attachment C).**

Please refer to Attachment C in Cost Proposal.

#### **Vendor Response:**

J.P. Morgan offers a simple rebate calculation based on spend volume and file-turn (speed of pay). Please refer to Attachment C and Exhibit 1 in our Cost Proposal for complete details.

#### 4.8 Goal/Objective 8 Program Optimization

The vendor should describe any other options available to optimize card utilization, including but not limited to:

- a) Virtual card
- b) New vendor recruitment
- c) State vendor card acceptance analysis
- d) Expansion of payment capabilities through additional card platform tools
- e) Benchmarking and performance goals
- f) Preloaded cards or similar capability
- g) Fleet programs including all tracking capabilities

#### **Vendor Response:**

##### **a) Virtual card**

The J.P. Morgan Single-use account solution is an electronic, credit card-based payment method that can help the State more efficiently manage your payment process as well as help reduce costs and transform traditional areas of expense into potential revenue generators.

J.P. Morgan offers a true Single-use account solution. Each Single-use account has a credit limit equal to the approved invoice amount. There is just one account per invoice, helping to ensure that the merchant has access only to approved funds for a specific invoice.

Benefits of our solution include the following:

- Replacement of less efficient payment methods, such as checks
- The flexibility, float, and rebate of a purchasing card coupled with powerful payment control, anti-fraud, and reconciliation features

## J.P. Morgan Card Services for State of West Virginia

- Increased payment processing efficiency through automation and integration, improving record accuracy and shortening reconciliation periods while providing security and visibility throughout the payment cycle
- Financial returns in the form of a rebate
- An efficient way to hold on to cash longer while paying suppliers sooner

As part of our Single-use account solution, the State will have access to J.P. Morgan's industry-leading PaymentNet system, the engine that interfaces with MasterCard to create your accounts. You can also use PaymentNet for account and transaction management, advanced reporting, activity monitoring, statement access, reconciliation, and data integration tasks.

### **The Single-Use Account Payment Process**

J.P. Morgan offers flexible Single-use account setup options to meet our clients' virtual payment needs.

The batch option that we are proposing for the State will allow you to utilize your current ERP system to manage your accounts payable expenses. You also have the added benefit of requesting one-off Single-use account numbers in real time by logging into PaymentNet.

#### *Batch Single-use accounts*

Batch Single-use accounts support payments made within a set terms schedule (e.g., 30-day payments). This payment option is ideal for accounts payable and claims type transactions, and is designed to be integrated with the State's internal ERP system, allowing you to utilize the resources you have in place today. During implementation, we will work with your organization to set up your system's output and input file formats to support Single-use accounts.

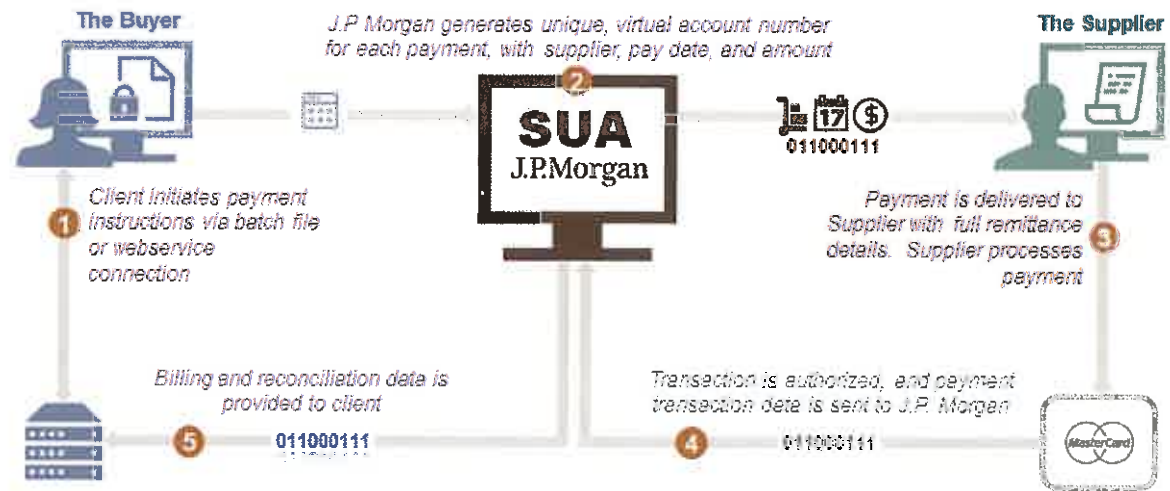
When your invoice is approved in your ERP, the State can load approved payments into your system throughout the day. Your system will then create a file with payment requests to be sent to J.P. Morgan for Single-use account creation. Our clients typically batch payment files once per day (often at the end of the workday) and send them to J.P. Morgan for overnight processing.

After creating your Single-use account payments, J.P. Morgan will send the State a confirmation file within four hours (we regularly beat this goal). We will also send payment notifications to your suppliers via secure email with the account number, CVV code, expiration date and security code; if desired, your organization can choose to send these notifications yourself. Notification emails include details such as line items, payment amounts, validity dates, and remittance information to support reconciliation within your internal system. Suppliers process Single-use accounts the same way they would any other credit card payment—by keying information in their point-of-sale terminals.

Single-use account reconciliation is based on matching four key elements of purchase orders or invoices to transactions: account number, validity dates, dollar value (including tolerances), and MCC. When these items match, reconciliation occurs automatically. A reconciliation file will be delivered to the State's ERP system.

# J.P. Morgan Card Services for State of West Virginia

## Single-Use Account Process Flow: Batch



*Our batch process allows users to create single-use accounts from within their ERP systems.*

As an additional benefit, the State can also log into PaymentNet to create immediate payments as needed. By simply logging into the system, you can easily input payment details to request Single-use accounts.

Once the payment details are entered into PaymentNet, the account number will be immediately available for payment (via J.P. Morgan's secure email channel or via client notification channels).

### **SUA Connection**

SUA Connection makes it easy for your suppliers to process and track SUA payments. A user-friendly online resource, SUA Connection empowers suppliers via:

- Full visibility into SUA payment status
- An intuitive user interface to simplify payment processing and tracking
- Self-serve options to minimize missed/expired payments and improve DSO
- Easy access to aggregate remittance data to streamline reconciliation
- Supplier-defined profile, preferences and user access control to ensure tailored support

SUA Connection is easy to navigate and offered to suppliers at no additional cost.



## SUA Connection - Payments at a Glance

**J.P. Morgan** | Single-Use Accounts Connection

Home Exports

Reminder - Please review your Company Profile to ensure it is up to date. [Details](#) X

### Payments at a Glance

21 Payments to Process

1 Payments with Declines

0 Missed Payments (Past 30 days)

[All Payments](#) > Payments to Process

Filter by: Payment ID SEARCH THIS TABLE

Customer Name	Account Information	Payment Amount	Payment ID	Status	Days to Process	Details
Teresa's Cookie Factory Billing Zip Code 60606	5529 0535 5203 1812 CVV 123 Expires 03/2016	\$2,341.13 USD	3826998SUA	Open	1 day	>
Carpet Installers Premium Billing Zip Code 60124	4804 1231 3359 7393 CVV 678 Expires 05/2016 SINGLE AUTHORIZATION	\$4,131.26 USD	3829998SUA	Open with Declines	2 days	>
Rachel's Restaurant Billing Zip Code 50505	4864 6233 2070 3067 CVV 445 Expires 04/2016	\$896.63 USD	3852998SUA	Open	9 days	>
Rachel's Restaurant Billing Zip Code 50505	4864 6230 5207 7234 CVV 445 Expires 04/2016	\$4.59 USD	3856998SUA	Open	9 days	>

*As we roll out SUA connection more broadly, your suppliers will be able to access all of their SUA transaction data from all of their customers who use SUA in one convenient place.*

Your suppliers will be able to:

- See payments waiting to be processed and the number of days remaining until expiration
- Review payment declines (including decline rationale), along with any missed payments
- View any account number to see if it allows multiple transactions, as well as the amount remaining and any posted transactions
- Download aggregate remittance data
- Maintain profile, preference and contact information for their organization
- Control user access
- Leverage the Technical Support Desk for questions/issues

### Benefits

SUA Connection makes processing payments easier for your suppliers and reduces one-off calls to you.

# J.P. Morgan Card Services for State of West Virginia

SUPPLIER BENEFITS	BUYER BENEFITS
<ul style="list-style-type: none"> <li>• Greater control, plus another layer of insight and support</li> </ul>	<ul style="list-style-type: none"> <li>• Fewer one-off supplier calls or emails requesting information</li> </ul>
<ul style="list-style-type: none"> <li>• On demand data to easily troubleshoot issues</li> </ul>	<ul style="list-style-type: none"> <li>• Less time spent researching payment issues</li> </ul>
<ul style="list-style-type: none"> <li>• Fewer missed/expired payments</li> </ul>	<ul style="list-style-type: none"> <li>• Reduced need to reissue requests for missed/expired payments</li> </ul>
<ul style="list-style-type: none"> <li>• Streamlined reconciliation; no more cutting and pasting data from multiple emails</li> </ul>	<ul style="list-style-type: none"> <li>• More options for suppliers, more support to grow your program</li> </ul>

Unlike some sites with complex interfaces and multiple applications, SUA Connection was developed with your suppliers in mind and designed to allow for optimal self-service.

### Supplier Registration

Registering for SUA Connection is quick and easy, requiring only three steps:

- Your supplier agrees to accept SUA and we send them an email with a link validating their acceptance
- The first time you submit a payment, your supplier will receive an email with a link to the SUA Connection registration page
- Your supplier receives temporary credentials, sets up a user name and password, and is officially registered

### b) New vendor recruitment

The J.P. Morgan Client Campaign Management team applies effective strategies to convert targeted card-accepting suppliers from their current payment type (e.g., checks or traditional cards) to virtual Single-use accounts.

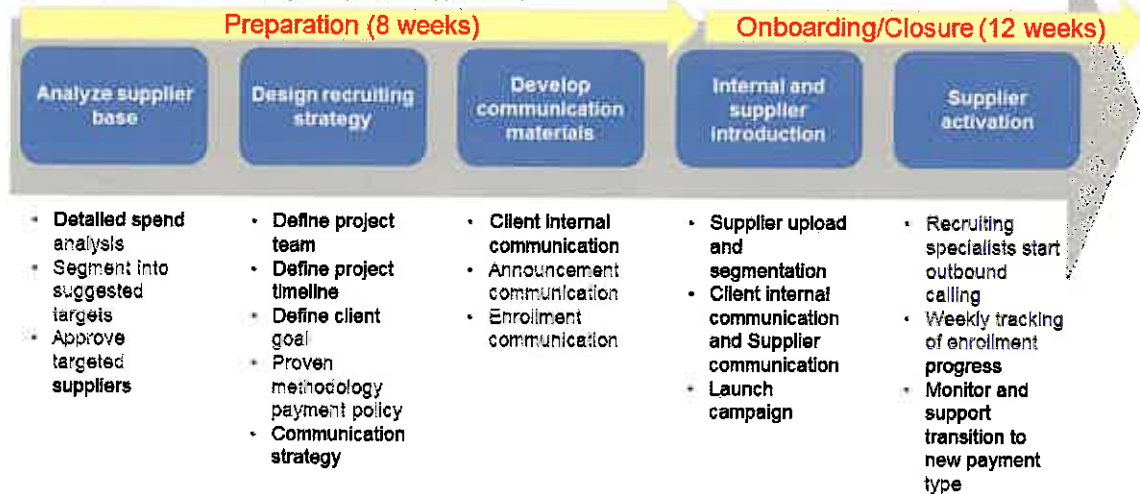
What differentiates J.P. Morgan's approach?

- Campaign Management services provided at no additional charge
- More than 10 years of experience identifying and onboarding suppliers
- Statistics driven supplier recruitment forecasts applied to the targeted vendor list
- A collaborative working relationship focused on your objectives
- Pre-developed supplier communication templates to meet client needs
- Dedicated resource for supplier outreach, program education and SUA acceptance
- Ongoing support, tracking and communication of supplier outreach results within campaign duration

A typical Client Campaign Management engagement takes approximately 20 weeks to complete (including preparation and campaign time), but may be shorter or longer based on the client's level of engagement. The Client Campaign Management process will run concurrently with the State's SUA implementation.

## Client Campaign Management Process

- Dedicated Campaign Manager, guides the client through the process of supplier enablement
- Analyze supplier base to identify recruiting targets and prepare campaign communication
- Execute recruiting campaign to optimize supplier adoption



### c) State vendor card acceptance analysis

As part of the supplier recruitment process, the campaign management team will work with the State to:

- **Analyze your active supplier base**

The J.P. Morgan Performance Analytics team will review, analyze and segment the State's vendor (AP) data to determine each supplier's likelihood of converting to Single-Use Account (SUA) payments. Applying informed analytics, experience and proven methodologies, we're able to identify suppliers who would be the most receptive targets for your SUA campaign.

This proposed targeted list includes suppliers that are card-accepting, do not have discount payment terms, receive more than \$25,000 annually from the State, and have been paid in the past 12 months. Depending on your specific business needs, we may segment your suppliers differently to achieve the highest conversion rate.

- **Develop an effective campaign strategy for your organization's unique business needs**

A Campaign Manager will meet with the State to understand your business needs concerning virtual Single-Use Accounts and any special concerns or requirements you may have (e.g., you may prefer to contact strategic suppliers directly rather than through JPMC), and to acquire your supplier information. Comprehensive supplier data is critical to the success of our campaigns and the more insight you can provide the Campaign Manager about your suppliers, the smoother the campaign process is likely to be.

- **Prepare your Campaign**

Your Campaign Manager will work closely to guide you through a successful supplier campaign. During this stage, he or she will address program requirements, proven methodology for SUA acceptance and cover topics to be communicated to your internal stakeholders to help educate all the State impacted resources and prepare them for the campaign process.

- **Recruit your targeted suppliers using proven methodologies**

The State's Campaign Manager will provide you with your targeted SUA supplier list, project timeline, and communication templates to be used when contacting your suppliers. Upon approval of these key deliverables, the Recruitment Specialists will begin contacting your suppliers.

During the campaign, your Campaign Manager will provide you with a detailed report, tracking overall effort and progress that will be reviewed during weekly conference calls. These calls also serve as an opportunity to resolve any issues that may arise (e.g., incorrect supplier information). In complement to the scheduled calls, your Campaign Manager will be available to provide consultative support on an ongoing basis as needed.

As suppliers confirm acceptance of virtual Single-Use Account (SUA) payments, the State can update your ERP to reflect the new payment type, enter the email address(es) for payment notification delivery and begin paying those suppliers via SUA.

**d) Expansion of payment capabilities through additional card platform tools**

Your relationship manager will perform regular account reviews with the State to provide a comprehensive update on your program and compare your practices with industry standards. During reviews, your relationship manager will:

- Assess progress of joint program goals set during implementation
- Introduce solutions to optimize overall program effectiveness
- Assess use of J.P. Morgan resources and tools (e.g., training and technology)
- Compare current payment options, spend limits, and service to industry best practices
- Provide a rebate calculation or projection to date
- Establish goals and objectives for the next review period

TOPIC	DETAIL
<b>Introductions</b>	J.P. Morgan and key client stakeholders
<b>Executive Summary</b>	Where have we been? Where are we today?
<b>Opportunities</b>	Where are we going tomorrow?
<b>J.P. Morgan Product Solutions</b>	How can we help?
<b>Action plan</b>	How will we get there?

**e) Benchmarking and performance goals**

As part of the account reviews conducted by your relationship manager, many options are available to help track and report on program performance:

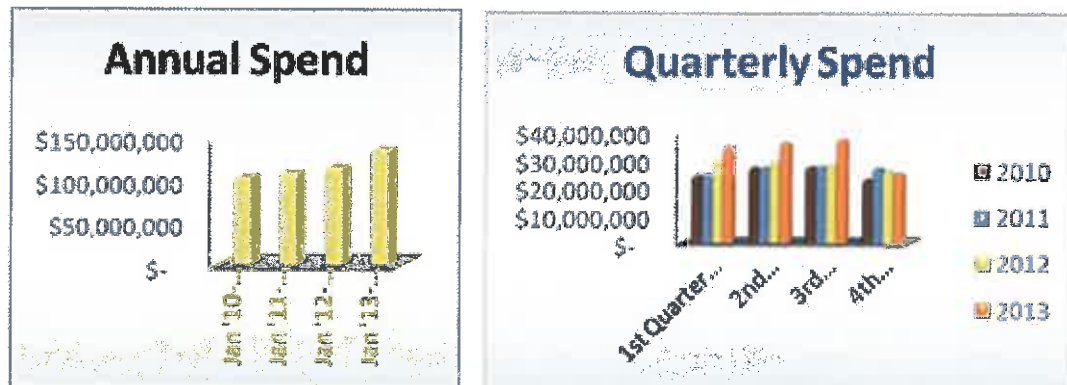
- Review of accomplishments
  - What we've accomplished over the life of the program
  - Milestones/accomplishments for the year currently under review
  - Goals and objectives for the next year and over the lifetime of the contract
  - Special projects
  - Program statistics
  - Program audits

# J.P. Morgan Card Services for State of West Virginia

- Best practice recommendations
- Program optimization
- Considering and implementing new products
- Review of industry trends (e.g., fraud)
- Review of program volume statistics and rebate incentives
- Information about spend by merchant category and top merchants
- Benchmarking against other similar J.P. Morgan client programs
- Biannual reviews of key categories
  - Cardholder limits versus actual spend
  - Merchant category groups
  - Program administrator assignments
  - Individuals with system administrator access

The following are sample analyses from a typical account review:

## Sample Spend Analysis Charts



*Through account reviews, relationship managers help clients assess their ongoing program performance.*

### f) Preloaded cards or similar capability

**Declining Balance Cards**-J.P. Morgan's purchasing cards can be set up with Declining Balance functionality that prevents monthly credit limits from refreshing when payments are received or a new cycle begins. Declining Balance functionality on Purchasing Card is a controlled option that can be made available for approved use cases. For each card, the State can establish a credit limit and validity time period. When either the credit limit or expiration date is reached, the card will become unusable. This approach is often helpful in managing specialized expenditures such as grants, projects, meeting planning, and employee relocation.

### g) Fleet programs including all tracking capabilities

Fleet Cards are no longer part of our commercial card offering; however, the J.P. Morgan One Card solution can be used to make fuel purchases.

PaymentNet receives all data transmitted by merchants at the point of sale, including enhanced (level II and III) data; the exact level of data captured is dependent on each merchant's point-of-sale terminal setup. By

utilizing enhanced data from commercial card transactions, the State can collect any data elements related to fuel transactions.

#### 4.9 Goal/Objective 9 Card Issuance

**The State desires an automated process for card issuance that includes multiple approval levels and can be integrated with our ERP platform. The vendor should describe options and requirements for card issuance, including but not limited to:**

- a) **Electronic processing capabilities**
- b) **Mobile processing capabilities**
- c) **Secure file upload capabilities**
- d) **Workflow approval and number of levels**
- e) **Real time capabilities**
- f) **Assign software roles/permissions to perform card issuance by program administrators/coordinators at various hierarchy levels.**
- g) **Audit trail capabilities**

#### Vendor Response:

##### a) **Electronic processing capabilities**

As a best practice, J.P. Morgan accepts a formatted, electronic card application file for initial issuance, allowing us to enroll all of your cardholders simultaneously. For ongoing issuance, we provide user-friendly online and electronic paper application options.

##### Initial Issuance

To facilitate a seamless implementation and save the State time and paperwork, we can accept an Excel-formatted J.P. Morgan bulk application containing account information for each cardholder, such as:

- Legal first and last name
- Date of birth
- Country of citizenship
- Home and business address
- Phone number
- Account security details (e.g., last four digits of an employee ID or social security number and first four letters of the mother's maiden name, or other unique letter/digit password)
- Spend limit
- Cardholder department and cost center (optional)

##### Ongoing Issuance

We offer several convenient options for ongoing card issuance:

- **Online applications**—Program administrators can request a new individual account directly via PaymentNet. Alternatively, employees can request a new commercial card via PaymentNet's Account Request Manager (ARM). Once completed, the applications are routed to a designated manager and/or program administrator for approval. Cardholder policy can be posted to the application site for acknowledgement by the cardholder.
- **Paper applications**—Paper applications can be submitted by your cardholders or program administrator via mail, email, or fax.
- **Spreadsheet applications**—A J.P. Morgan-supplied spreadsheet application can be submitted by your program administrator for mass applications, even after initial issuance. Once completed, the spreadsheet should be encrypted and emailed to J.P. Morgan for processing.

## b) **Mobile processing capabilities**

Currently, card issuance cannot be processed through mobile devices. Please refer to item a) above.

## c) **Secure file upload capabilities**

We support multiple secure communications protocols based on our clients' needs. Clients using public network connectivity must employ a minimum of 128-bit AES encryption, and we recommend the use of control records in custom file feeds to ensure that the receiving application can determine data completeness.

## d) **Workflow approval and number of levels**

Our New Accounts team performs quality checks on 100% of the applications it processes, ensuring that user profile details and card parameters are established properly at the time of account setup.

Our online application tool, Account Request Manager (ARM), which is accessible via PaymentNet, offers the ability to move the entire application, validation, and approval process associated with commercial cards to a secure online platform.

ARM integrates several workflow options for the application approval process and provides multiple levels of control, including an electronic signature option using a secure, validated PaymentNet approver role.

PaymentNet offers several pre-defined access roles:

- **Auditor**—Users have read-only access to all transactions, accounts, employees, and reports.
- **Order Requestor**—Users can view and request orders and applicable reports (single-use account programs only).
- **Cardholder**—Users can view and manage their own transactions, profiles, and those reports specified by a program administrator. At your option, they can also make online payments.
- **Transaction Approver**—Users have access to approve transactions.
- **Manager**—Users can approve their departments' transactions and access reports specified by a program administrator.
- **Program Administrator**—Users have universal access to all functions, including configuration features, and can view/modify all transactions, employees, accounts, and reports. This role can be customized to promote additional control throughout your organization.

## e) **Real time capabilities**

Program administrators can create a new card account by using an existing card that has the same parameters required for the new account. Furthermore, when a program administrator applies for a new card through PaymentNet, a card number is provided for instant use.

Building upon the card creation capabilities for program administrators within PaymentNet, J.P. Morgan offers Account Request Manager (ARM), an online application tool and new module within PaymentNet. This tool offers the ability to move the entire application, validation, and approval process associated with commercial cards to a secure online platform.

Benefits of the Account Request Manager process include:

- **Replacement of paper applications** - ARM is an entirely electronic card application and approval system, eliminating delays and costs associated with distributing, collecting, storing, and managing paper applications.
- **Efficiency** - Distributing card applications to employees is as easy as sending them a hyperlink, and responses are immediately stored and available for perusal by program administrators. In addition, with the integrated approval process, there is no need to separately manage an approver list or track approvals outside the system.
- **Approval controls** - ARM integrates several workflow options for the application approval process and provides multiple levels of control, including an electronic signature option using a secure, validated PaymentNet approver role.
- **Increased speed and visibility** - The application process is managed entirely within the system for faster processing and easier tracking. Approval requirements can be changed as needed, and all changes to applications, application templates, and approvers are recorded for full end-to-end traceability.
- **Improved accuracy** - Cardholder account information is entered once, reducing the possibility of introducing errors when re-keying data from paper to a computer system or from one system to another. Data is validated before the application is submitted, preventing applicants from submitting bad or incomplete applications and ensuring that everything work the first time.
- **Customization** - Administrators can tailor application templates to target specific groups of employees, adding instructions, customized labels, and help text for individual data fields.

Note that Account Request Manager is available for use with Internet Explorer (version 9 and higher) or Firefox (version 33 and higher). As an expansion, it is certified for the same browsers as PaymentNet.

**f) Assign software roles/permissions to perform card issuance by program administrators/coordinators at various hierarchy levels.**

With PaymentNet, the State can easily assign user access roles to determine what users are able to see and what actions they are able to take within PaymentNet. An access role is a three-part structure comprising role, hierarchy ID, and scope. The role assigned to each user defines applicable functionality (e.g., create new accounts or approve transactions). The hierarchy ID identifies the organization hierarchy location where the role is effective (e.g., division, department, or line of business). The scope defines the breadth of data to which the role has access (e.g., everyone in the division or just people in the department).

**g) Audit trail capabilities**

One benefit of ARM includes increased speed and visibility. All changes to applications, application templates, and approvers are recorded for full end-to-end traceability. The application process is managed entirely within the system for faster processing and easier tracking and approval requirements can be changed as needed.



#### 4.10 Goal/Objective 10 Physical Card Issuance and Time Factors

The vendor should provide a description or narrative of One Card issuance and specify the time frame and delivery method options to:

- a) Produce a card when an application is initially submitted
- b) Reissue lost or stolen cards
- c) Reissue damaged cards
- d) Reissue due to fraudulent activity or compromised accounts

#### Vendor Response:

##### a) Produce a card when an application is initially submitted

To facilitate a seamless implementation and save the State time and paperwork, we can accept an Excel-formatted J.P. Morgan bulk application containing account information for each cardholder, such as:

- Legal first and last name
- Date of birth
- Country of citizenship
- Home and business address
- Phone number
- Account security details (e.g., last four digits of an employee ID or social security number and first four letters of the mother's maiden name, or other unique letter/digit password)
- Spend limit
- Cardholder department and cost center (optional)

#### Ongoing Issuance

We offer several convenient options for ongoing card issuance:

- **Online applications**—Program administrators can request a new individual account directly via PaymentNet. Alternatively, employees can request a new commercial card via PaymentNet's Account Request Manager (ARM). Once completed, the applications are routed to a designated manager and/or program administrator for approval.
- **Paper applications**—Paper applications can be submitted by your cardholders or program administrator via mail, email, or fax.
- **Spreadsheet applications**—A J.P. Morgan-supplied spreadsheet application can be submitted by your program administrator for mass applications, even after initial issuance. Once completed, the spreadsheet should be encrypted and emailed to J.P. Morgan for processing.

#### Issuance Timeline

Individual cards are sent directly to cardholders or your program administrator within four business days after card application processing through standard first-class mail. We also offer overnight bulk card delivery for 10 or more cards sent directly to a central location.

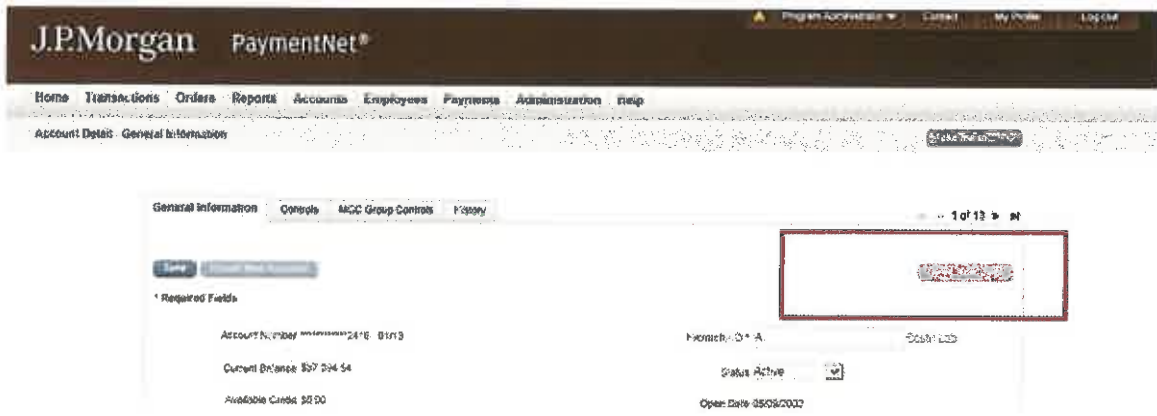
## b) Reissue lost or stolen cards

In the event of card loss, theft, fraud, or misuse, the State should notify J.P. Morgan immediately. We will promptly cancel the account to prevent further program liability. Our customer service team is available 24/7/365 to cancel lost or stolen cards and reissue new plastic as needed. Delivery of new cards is made within five to seven business days. If a rush card replacement is requested, a card can be delivered within one to two days.

## c) Reissue damaged cards

Card replacement requests can be placed online using the account maintenance feature of PaymentNet. From the Account List page, this simple process requires just two clicks. Cards are processed on the same day when received by their pre-set processing deadlines. Cards are typically in the mail within five business days of request receipt, or sooner.

### Requesting a Replacement Card in PaymentNet



*Program administrators can quickly and easily request replacement cards online at any time.*

## d) Reissue due to fraudulent activity or compromised accounts

In the event of card loss, theft, fraud, or misuse, the State should notify J.P. Morgan immediately. We will promptly cancel the account to prevent further program liability. Our customer service team is available 24/7/365 to cancel lost or stolen cards and reissue new plastic as needed. Delivery of new cards is made within five to seven business days. If a rush card replacement is requested, a card can be delivered within one to two days.

### 4.11 Goal/Objective 11 Card Format/Design

**The vendor should describe specifications for any card customizations that may be necessary to fulfill the program requirements to include but not limited to:**

- a) **Technical design specifications**
- b) **Ability to provide multiple designs based on card type, i.e. One Card, Travel, Emergency, Fleet, etc.**
- c) **Ability to provide multiple designs based on billing account**

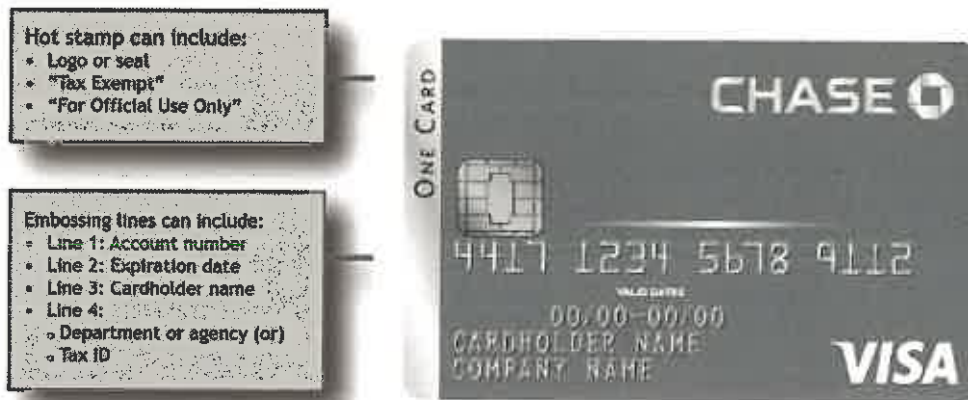
## Vendor Response:

J.P. Morgan will work with the State to develop custom plastic.

### a) Technical design specifications

There are four lines available on the card for embossing. The first three lines are reserved for the account number, expiration date, and cardholder name. The fourth line is for client use and offers up to 21 custom characters (including spaces). This line can be used for an agency or department name, a tax ID number, or a combination of both.

Each card is embossed in silver with the account number, cardholder name, and expiration date.



### Chip Cards

We recognize that industry changes and customer needs are driving adoption of chip functionality for commercial cards. In addition to enhanced security, chip cards promote broader acceptance internationally and in the U.S. as chip technology is more widely adopted by merchants. With this in mind, we offer the convenience and security associated with chip technology as a part of our card programs.

### Logo Cards

We can add Agency logos or seals through a "hot stamp" process. Through the hot stamp process, we can print a logo or seal on the front face of the card along with additional information that will not fit within the standard embossing lines, such as the words "For Official Use Only" (all components of the hot stamp will be combined into one image). The final design must be approved by J.P. Morgan.

The process takes approximately four weeks to complete and requires black-and-white, camera-ready artwork of your logo.

Using the hot stamp option, a seal or logo can be printed in silver, which is the default color. However, the seal/logo can also be printed in white, if requested. Note that the final design must be approved by J.P. Morgan.

### b) Ability to provide multiple designs based on card type, i.e. One Card, Travel, Emergency, Fleet, etc.

The standard card design is dark gray for our One Card, dark blue for our Purchasing Card and dark brown for our Corporate Card. The left margin of the card is silver with the program type printed.

If the State is interested in having a single, custom designed plastic for all transaction types, the embossed fields on the One Card can be updated to denote different agencies.

**c) Ability to provide multiple designs based on billing account**

Each billing account can have a distinct logo on their cards using the “hot stamp” process described above.

**4.12 Goal/Objective 12 Card Controls and Restrictions**

The vendor should describe card controls and restrictions available through their card products, including but not limited to:

- a) The ability to modify card controls and restrictions within the vendor's software based upon a user's hierarchy level
- b) The ability to modify card controls and restrictions at the billing account level
- c) The ability to modify card controls and restrictions at the individual card account level
- d) Other controls and restrictions available that are not included in Mandatory Requirement 5.3

**Vendor Response:**

**a) The ability to modify card controls and restrictions within the vendor's software based upon a user's hierarchy level**

J.P. Morgan's programs offer numerous card controls and key administrative features such as full hierarchy support, real-time adjustments of spend controls online, and denial at the point of sale for transactions that do not meet your requirements. The State's program administrator can establish dollar, transaction, merchant category code (MCC), and cash advance limits at any level of your hierarchy: by individual, by department, or for your entire organization.

Control Options by Hierarchy Level



*PaymentNet provides a variety of controls for every level of your organizational hierarchy.*

Standard controls available for our commercial cards include:

- **Dollar limits**—Dollar limit controls include cycle spend, transaction amount, daily spend amount, monthly spend, and spend limits by MCC.
- **Transaction limits**—Limits can be placed on the number of transactions allowed per day and per month.
- **MCC restrictions**—PaymentNet makes it easy to adjust MCC-based dollar limits, transaction limits, and transactions allowed per day.

- **Cash advance controls**—Our program gives the State the ability to control monthly cash advance amounts; you can also restrict cash advances entirely.

**b) The ability to modify card controls and restrictions at the billing account level**

The State will have the ability to set and modify card controls at the billing account level.

**c) The ability to modify card controls and restrictions at the individual card account level**

The State will have the ability to set and modify card controls at the individual card account level. The graphic below shows the interface for changing a cardholder's account limits:

### Adjusting Account Limits

The screenshot displays the 'Controls' tab for a card account. It includes fields for account details, MFC Group Controls, and various account limits. The 'Required Fields' section shows Account Number, Current Balance, and Available Credit. The 'MFC Group Controls' section includes MFC Diversion Group, Central Bill Account, and Diversion Account. The 'Red Hierarchical Account Limits' section includes Credit Limit, Cash Advance Limit, Transaction Limit, and various Amount Limits. The 'MFC Groups' table shows a group with ID '02' and an 'EXCLUDE' action. The 'Other Controls' section includes Other Number of Days and Other Refresh Date.

Group	Action
02	EXCLUDE

*J.P. Morgan enables program administrators to easily change account limits and velocity controls online*

**d) Other controls and restrictions available that are not included in Mandatory Requirement 5.3**

Our program gives the State the ability to implement all card controls and restrictions available in Mandatory Requirement 5.3.

**4.13 Goal/Objective 13 Lost/Stolen Cards, Unauthorized/Fraudulent Transactions, Time Requirements and Procedures**

Please describe any deadlines or time frame requirements for reimbursement or insurance purposes, including your process for handling:

- a) Lost or stolen cards
- b) Unauthorized transactions
- c) Fraudulent transactions
- d) Employee fraud
- e) Charges that may occur after an account is closed
- f) Automated account closure process

**Vendor Response:**

**a) Lost or stolen cards**

The State is protected from fraud if you contact J.P. Morgan immediately when you suspect a card has been lost, stolen, or compromised. Once notified, J.P. Morgan will promptly cancel the account. Subject to the terms and conditions outlined in our financial offering (*Exhibit 1*), the State will not be liable for fraudulent transactions made on that account. Merchants that do not follow transaction authorization procedures can be subject to chargebacks. If there are fraud losses, they are typically netted out of the program rebate opportunity.

**Liability for Card Misuse or Abuse**

Liability for commercial card charges resides with the organization; as a precautionary measure to protect the State, J.P. Morgan requires that all commercial cards be used only for business-related expenditures.

In general, liability includes the amount of all transactions made using authorized cards. However, the State can effectively minimize liability from employee misuse or abuse of funds by setting appropriate card limits.

**b) Unauthorized transactions**

Although they are often confused or grouped together, fraud and misuse have different definitions and methods of prevention, detection, and protection.

	DEFINITION	PREVENTION/DETECTION	PROTECTION
<b>Fraud</b>	Unauthorized use in which the cardholder is not involved (e.g., lost or stolen card activity)	<ul style="list-style-type: none"> <li>• Software card controls</li> <li>• J.P. Morgan round-the-clock fraud screening</li> </ul>	J.P. Morgan third-party fraud waiver
<b>Misuse</b>	Card use by an employee for unauthorized or wrongful purposes	<ul style="list-style-type: none"> <li>• Software card controls</li> <li>• The State's policies and procedures</li> <li>• Policy Monitoring and reporting</li> </ul>	Visa/MasterCard liability waiver

## **Employee Misuse**

We offer a liability waiver program to protect the State from employee misuse of your commercial cards. Based on following a sequence of outlined steps, including termination of the employee, this program will reimburse the State for inappropriate expenditures made on a card. This protection is provided at no cost and is automatically included in your J.P. Morgan card program.

The coverage provided by our liability waiver program includes:

- Charges that do not benefit you directly (i.e., non-business charges)
- Charges incurred 75 days prior to or 14 days subsequent to termination
- Up to \$100,000 per cardholder
- Up to \$1,000 cash advance protection

## **Visa Liability Waiver**

To protect the State from employee misuse of funds, J.P. Morgan offers the Visa Liability Waiver program. This program waives certain charges, helps minimize losses, and includes the following benefits:

- Coverage of up to \$100,000 per cardholder
- Automatic enrollment
- No deductible, no extra cost, and no maximum cap
- Coverage of cash advances, officers, and ghost accounts
- Simplified claim procedures

Other coverage includes:

- Charges incurred that do not benefit the client directly or indirectly, or benefit the client when the cardholder was reimbursed for those charges and failed to pay
- Charges that are the responsibility of the client and/or cardholder for payment

As a condition of this program, the cardholder's employment must be terminated. Eligible charges are those incurred by the cardholder 75 days prior to termination and up to 14 days after termination. J.P. Morgan must be notified immediately to deliver the vital safeguards that enable clients to provide commercial cards to employees with security and confidence.

## **MasterCard Liability Waiver**

J.P. Morgan works with MasterCard to waive certain eligible charges and minimize losses due to employee misuse of commercial card privileges. MasterCard Coverage is a complimentary service that covers up to a maximum limit of \$100,000 per cardholder and cash advances of \$300 per day, up to a maximum of \$1,000 per claim. Other coverage includes:

- Card charges that were reimbursed to the employee but not remitted by the employee to the financial institution
- Card charges that did not directly or indirectly benefit the client
- Card charges that were reimbursed to the financial institution by the client on behalf of the cardholder, but were later discovered not to have directly or indirectly benefited the client

## c) **Fraudulent transactions**

A fraudulent transaction is defined as unauthorized use in which the cardholder is not involved (e.g., lost or stolen card activity). We offer a third-party liability waiver as protection from fraudulent transactions as outlined below.

### **Fraud Protection**

The State will not be liable for charges resulting from third-party fraud (i.e., transactions made on an account by individuals other than employees who do not have authority for such use, and from which neither the employees nor your organization receive benefit), subject to the following:

- J.P. Morgan reserves the right to hold the State liable for fraudulent transactions if we determine that subsequent to implementation of your program and at the time that the fraudulent transaction occurred, your organization failed to operate your program in accordance with J.P. Morgan's fraud reduction requirements:
  - Block high-risk MCCs identified by J.P. Morgan and presented to the State.
  - Maintain reasonable security precautions and controls regarding the dissemination, use, and storage of card and transaction data.
  - Comply with all other requirements J.P. Morgan may reasonably require from time to time.

### **Fraud Screening**

If the State fails to comply with your obligations, and J.P. Morgan determines that you are liable for fraudulent transactions, we will either: (1) invoice your organization for the amount of such fraudulent transactions minus any amounts collected, or (2) deduct the amount of such fraudulent transactions from your rebate.

J.P. Morgan's fraud screening process is designed to protect our clients from fraud losses. Our communication process ensures that the right person is contacted when we suspect fraud.

We provide fraud screening 24/7/365. As a result, fraud statistics for our commercial card programs are well below the industry average and a far lower rate than the fraud associated with consumer cards. This low fraud rate speaks to the strength of our fraud prevention practices as well as our partnerships with clients in establishing effective card controls.

J.P. Morgan's team of experienced fraud prevention analysts utilizes specialized screening tools to constantly monitor transactions for suspicious activity and to aid in detecting fraud and minimizing losses. Our fraud detection systems are flexible and have the ability to target both general and specific fraud trends. Criteria or rules are defined based on analysis of fraud data, providing us with current fraud trends, which we determine through analyses of:

- Fraud patterns
- Specific or high-risk MCCs
- Dollar amounts and cash advances
- Geographic location
- Specific merchants and unusual purchases such as jewelry or electronics

Our screening process uses several indicators (including the trends listed above) to identify possible fraud. The categories we monitor include unusual purchases such as jewelry or electronics, high-risk MCCs, and questionable geographic areas. Cash advances are also monitored for high-risk locations and large dollar amounts. Suspicious transactions are further identified based on details that include the authorization type, merchant type, location of recent fraud trends, account history, expiration date entered, and decline reason. If



# J.P. Morgan Card Services for State of West Virginia

authorizations meet these pre-defined criteria, the account is sent to a fraud handling queue or blocked for referral.

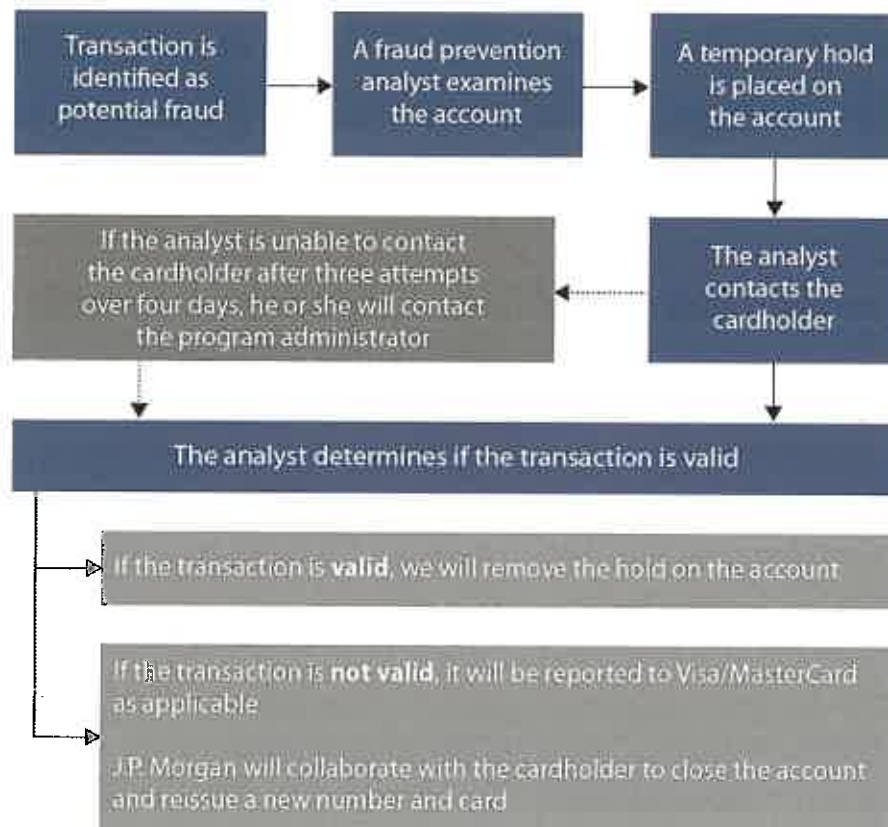
If requested, our fraud team will provide a detailed walkthrough to client executives and program administrators explaining fraud performance in depth. This information includes collaboration with the client and program administrators to identify and implement ongoing improvements.

## Communication Process

When a potentially fraudulent transaction is identified, a fraud analyst will evaluate the account's history and activity. If fraud is still suspected, the analyst will contact the cardholder to confirm card possession, verify the cardholder's two security identifiers on file, and validate the transaction(s). Depending on the circumstances, we may continue to monitor the account for suspicious charges or suspend it temporarily to minimize potential fraud losses. If we suspect employee misuse of funds, we will contact the State's program administrator directly.

Under most circumstances, a call is placed to the cardholder at the telephone number(s) on file, with messages left if contact cannot be made. After the first attempt, we will call the cardholder at both phone numbers and leave messages, as well as email the cardholder if it is after normal calling hours and an email address is available. If we are unsuccessful in reaching the cardholder after three attempts or if the phone number(s) on file is invalid, we will place a hold on the card and reach out to your program administrator.

## Process Flow for Identifying and Communicating Fraud



*By taking these steps, J.P. Morgan keeps fraud on our commercial card programs exceptionally low.*

**Additional Fraud Protection**

To complement our fraud screening, we offer clients our third-party fraud waiver and MasterCard's liability waiver for employee fraud. Due to the sensitive nature of fraudulent transactions, we require that fraud be reported to an expert in the J.P. Morgan Fraud Department by phone. Reporting fraud by phone ensures that all fraudulent transactions are identified as soon as possible. The card will be blocked and no further transactions can be processed, stopping fraud attempts immediately. There are also systematic processes to ensure timeliness of opening and resolving a fraud case as well as requirements put in place by MasterCard. In most cases, we can provide a complete resolution in one call, avoiding multiple call-back attempts and saving time on resolving any open issues.

Cardholders can report fraud by calling the number on the back of their card or the direct fraud line at 888-307-2990.

**d) Employee fraud**

We offer a liability waiver program to protect the State from employee misuse of your commercial cards. Based on following a sequence of outlined steps, including termination of the employee, this program will reimburse the State for inappropriate expenditures made on a card. This protection is provided at no cost and is automatically included in your J.P. Morgan card program.

The coverage provided by our liability waiver program includes:

- Charges that do not benefit you directly (i.e., non-business charges)
- Charges incurred 75 days prior to or 14 days subsequent to termination
- Up to \$100,000 per cardholder
- Up to \$1,000 cash advance protection

**e) Charges that may occur after an account is closed**

In the event that the State has reason to dispute a transaction, any disputed item will be removed from the balance during the investigation and a temporary dispute credit will be issued while the dispute is being researched.

If a dispute is resolved in the State's favor, we will credit your account. This credit is processed just like a transaction and will appear on your next statement. If the dispute is resolved in the merchant's favor, the suspended charge will leave the dispute status and the charge will be due.

**f) Automated account closure process**

J.P. Morgan can process account changes, such as terminations, based on mass data received from an employee data refresh file. Upon receipt of this file, data is loaded directly into PaymentNet and updates are posted automatically, eliminating the need for manual account maintenance. This process can be established during implementation.

Once a card has been cancelled, it can only be reinstated by J.P. Morgan. However, program administrators can immediately reissue new cards through PaymentNet's online maintenance feature. (Your program administrator can also contact your program coordinator for assistance with account reinstatements.)

**4.14 Goal/Objective 14 Changes in Program Coordinators/Administrators**

**The State desires an automated process for maintaining program coordinators/administrator. The vendor should describe the available methods of change for program coordinators/administrators, including but not limited to:**

- a) **Electronic processing capabilities**
- b) **Mobile processing capabilities**
- c) **Secure file upload capabilities**
- d) **Workflow approval and number of levels**
- e) **Real time capabilities**
- f) **Assign software roles/permissions for program administrators/coordinators at various hierarchy levels.**
- g) **Audit trail capabilities for tracking new additions and maintenance**
- h) **Other capabilities not listed above**

**Vendor Response:**

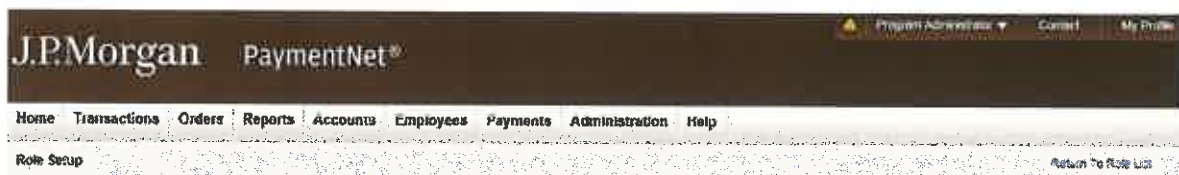
The program administrator role can be customized, enabling you to restrict access to certain features within PaymentNet (for example, you could establish a program administrator role that cannot create or modify account limits).

**Program Administrator Functions**

Following are a few examples of the PaymentNet functions available to program administrators:

- **Employee search**—Find users quickly and easily with PaymentNet’s query feature
- **Employee management**—Set up new users, modify contact information for current users, update passwords, manage hierarchy levels, and link accounts to a user
- **Account search**—Find an account quickly and easily with PaymentNet’s query features
- **Account management**—Create and update accounts and account attributes, such as credit limits and daily transaction limits; deactivate accounts
- **Account linking**—Link an account directly to a user or search for accounts and link them to users when new users or accounts are added
- **Hierarchy management**—Manage hierarchy structure, assign and move accounts, create a reporting hierarchy, and manage reporting hierarchy
- **Employee greeting**—Customize a greeting that will display on the PaymentNet Welcome screen for your whole organization, departments, or specific user roles

## User Administration



Function / Option	Enable Function / option
Account Controls	<input checked="" type="checkbox"/>
Account Status	<input checked="" type="checkbox"/>
Chart Of Accounts	<input checked="" type="checkbox"/>
Compliance Monitoring	<input checked="" type="checkbox"/>
Create Accounts	<input checked="" type="checkbox"/>
Custom Fields	<input checked="" type="checkbox"/>
Customer Code Defaults	<input checked="" type="checkbox"/>
Cycles	<input checked="" type="checkbox"/>
Employees	<input checked="" type="checkbox"/>
Hierarchy Settings	<input checked="" type="checkbox"/>
Imports	<input checked="" type="checkbox"/>
Manage Hierarchy	<input checked="" type="checkbox"/>
Mappers	<input checked="" type="checkbox"/>
Mass Update	<input checked="" type="checkbox"/>
Merchant Category Code Group (MCCG)	<input checked="" type="checkbox"/>

*Program administrators have access to an array of tools for effective user management in PaymentNet.*

### Real-Time Account Maintenance

Program administrators can make account changes using PaymentNet's account maintenance feature. With this feature, tasks such as credit limit adjustments, profile updates, and termination activities can be accomplished online and in real time, with changes effective immediately. Available functions include:

- Name and address updates
- Current balance verification
- Transaction limit changes
- Monthly/cycle credit limit changes (temporary and permanent)
- MCC Group changes
- New card requests
- Card replacement requests
- Account closures

- Authorization/decline activity access

Cardholders can also use PaymentNet to view their account data, although they will not be able to make changes.

The Account Detail screen displays basic account information to your program administrator, such as credit limits, account status, and hierarchy level.

## PaymentNet's Online Account Maintenance Feature

The screenshot displays the PaymentNet interface for configuring a report. At the top, there is a navigation menu with items: Home, Transactions, Orders, Reports, Accounts, Employees, Payments, Administration, and Help. Below the menu, the page title is "Report: Detail". The main content area is divided into several sections:

- Required Fields:** Includes a "Name" field with the value "Transaction Detail" and a "Report Format" dropdown menu set to "Adobe PDF". There is also a "Compress Output?" checkbox.
- Filter Criteria:** A table with columns "Field", "Operation", and "Value". One row is visible with "Post Date" in the Field column, "is Relative" in the Operation column, and "Last Days" in the Value column.
- Criteria:** A table with columns "Field", "Operation", and "Value". One row is visible with "Transaction Type" in the Field column, "is Not Equal To" in the Operation column, and "Payment" in the Value column. There is a "Delete" button next to this row.
- Hierarchy:** Includes an "Include Children" checkbox.
- Order By:** A table with columns "Field", "Order Sequence", "Delete", and "Add". It lists four fields: "Cardholder Last Name", "Cardholder First Name", "Account Number", and "Transaction ID", each with an "Ascending" order and "Delete" and "Add" buttons.
- Schedule to Run Automatically:** A checkbox at the bottom of the form.

*Make real-time account updates online, using PaymentNet.*

### Audit Recommendations

PaymentNet features enhanced monitoring controls through extensive audit reporting. Auditing is available for transactions, accounts, employees, hierarchy, chart of accounts, and orders. You can view the last 20 changes made to any of these objects using the History screen, and we offer standard reports for each of these objects that provide up to one year of data. Our system and reports show each individual change, including previous and new values, the name of the person who made the change, and the time that the change was made.

To further help ensure user compliance, PaymentNet offers seven standard auditing reports:

- **Account Audit**—This report lists all card changes made during a selected date range; it contains the account number, change date, a description of the field changed, original data, new data, and PaymentNet user ID that made the change.

- *Chart of Accounts Audit*—Any chart of accounts creations and changes to an existing chart of accounts using PaymentNet can be queried using a date range. This report will display all chart of accounts changes made during a requested period of time. It contains change date, change time, chart name, segment, segment value, field name, previous value, new value, and user ID that made the change.
- *Employee Audit*—Any new employee account creations or changes to an existing employee account using PaymentNet can be queried using a date range. This report lists all employee changes made during a requested time period and contains change date, change time, user ID changed or added, field name, previous value, new value, and user ID that made the change.
- *Hierarchy Audit*—Any hierarchy creations or changes to an existing hierarchy using PaymentNet can be queried using a date range. This report will show all hierarchy changes made during a requested time period. It contains change date, change time, hierarchy ID, field name, previous value, new value, and user ID that made the change.
- *Login Audit*—PaymentNet logins can be queried using a date range. This report lists all logins during a requested time period and contains login date and time, user ID, and session duration.
- *Transaction Audit*—This report will provide all transaction changes made during a selected date range; it contains the transaction ID, change date, a description of the field changed, original data, new data, and PaymentNet user ID that made the change.

#### **4.15 Goal/Objective 15 Disputed Items and Credits**

**The vendor should describe the options available for handling disputed items and credits, including the following:**

- a) Processes for disputing charges appearing on the statement**
- b) Procedure for crediting an agency's account, pending resolution of the questioned/disputed item**
- c) Process for credit of items resolved in the agency's favor**
- d) Description of any timeframes or requirements involved with this process**
- e) Process for returning credit balances on master billing accounts**

#### **Vendor Response:**

##### **a) Processes for disputing charges appearing on the statement**

Most erroneous charges can be corrected by calling the merchant, avoiding the dispute process entirely. To initiate a dispute through J.P. Morgan, we have a straightforward dispute initiation process that makes it easy for the State to initiate disputes. Throughout the dispute resolution process, the J.P. Morgan Disputes Team will act as advocates on your behalf.

We recommend that the State initiate all disputes via phone, as this enables our specialists to discuss the issue with the cardholder and provide the most comprehensive support. Cardholders can contact our customer service department by calling cardholder service. Disputes can also be initiated online in PaymentNet or by email or mail. Dedicated personnel handle the reporting, tracking, and resolution of disputes worldwide and keep cardholders informed about dispute progress by phone or through written notifications.

In general, disputes must be made within 60 days of the transaction date; the specific terms vary according to each client's contract. Dispute resolution typically occurs within 5 to 60 days of initiation, depending on the

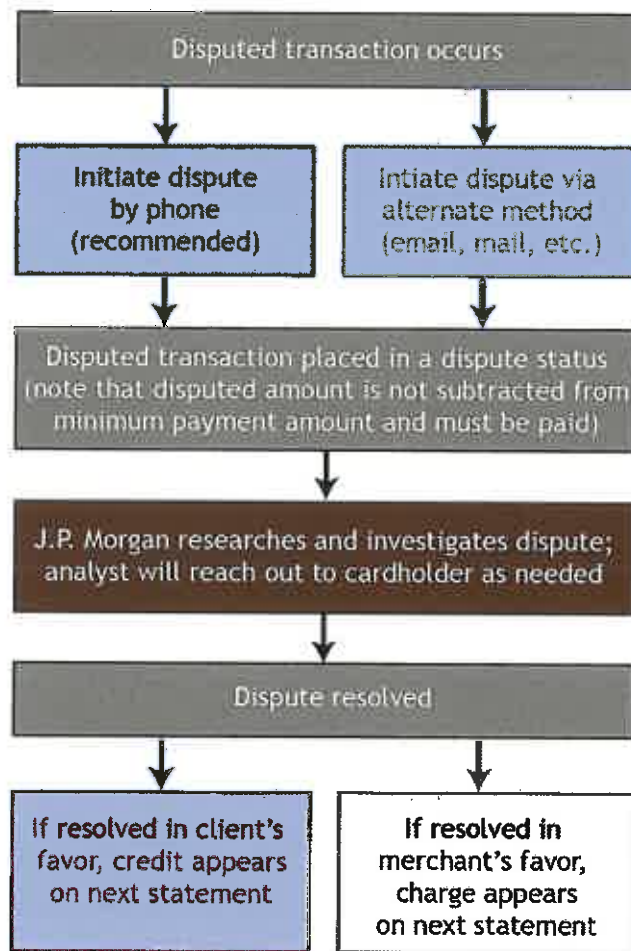
## J.P. Morgan Card Services for State of West Virginia

nature of the dispute, and we regularly exceed our goal to resolve 65% of disputes within seven days and 88% within 30 days.

When you notify J.P. Morgan of a disputed transaction, the disputed item is removed from the balance during the investigation. A temporary dispute credit is issued while the dispute is being researched.

If a dispute is resolved in the State's favor, we will credit your account. This credit is processed just like a transaction and will appear on your next statement. If the dispute is resolved in the merchant's favor, the suspended charge will leave the dispute status and the charge will be due.

### Our Streamlined Dispute Process



*J.P. Morgan makes it easy for the State to initiate disputes.*

#### Initiating a Dispute by Phone

Cardholders who are uncertain how to submit a dispute should contact our customer service team by calling the number on the back of their card. The customer service specialist will walk the cardholder through the process to initiate a dispute. A dispute analyst will review the case and follow up with the cardholder. They have access to additional tools and information to facilitate the process, such as mediating a conversation between the cardholder and the merchant for immediate resolution, which is often the best approach. This

gives the analyst an opportunity to more fully understand the concern and better assist the cardholder. We recommend this process for more complicated disputes.

**Online Dispute Initiation in PaymentNet**

Users authorized by the State to initiate disputes in PaymentNet can do so using a pre-populated form. The user simply selects a dispute reason, follows the prompts to input additional information, and clicks "submit" to transmit the form to our disputes department.

PaymentNet enables employees to track disputes initiated through PaymentNet online. Color-coded indicators on the transaction screen mark steps in the dispute process. After a dispute has been submitted, a yellow indicator appears next to the transaction. When it has been assigned to a dispute specialist and is actively being worked on, the indicator changes to red. After the dispute is resolved, the indicator turns green. Your program administrator can also run the *Transaction Disputes by Hierarchy* report to see the status of all open disputes.

**Dispute Initiation by Email or Mail**

We offer a standard form that cardholders can send to us via email or mail in order to initiate a dispute. Cardholders can also initiate a dispute via email without using the form. The dispute will be initiated when we receive the form, and a disputes analyst may contact the cardholder via phone or email for additional information. We will provide the standard form to your program administrator; it can also be obtained at any time by calling our disputes department.

Cardholders should include his or her name and account number along with the transaction details of the disputed charge and their reason for disputing the charge. Details of any efforts they have made to resolve the dispute with the merchant on their own should be noted. Cardholders should also provide additional documentation, such as receipts, during the dispute resolution process.

**b) Procedure for crediting an agency's account, pending resolution of the questioned/disputed item**

When you notify J.P. Morgan of a disputed transaction, the disputed item is removed from the balance during the investigation. A temporary dispute credit is issued while the dispute is being researched.

**c) Process for credit of items resolved in the agency's favor**

If a dispute is resolved in the State's favor, we will credit your account. This credit is processed just like a transaction and will appear on your next statement. If the dispute is resolved in the merchant's favor, the suspended charge will leave the dispute status and the charge will be due.

**d) Description of any timeframes or requirements involved with this process**

In general, disputes must be made within 60 days of the transaction date; the specific terms vary according to each client's contract. Dispute resolution typically occurs within 5 to 60 days of initiation, depending on the nature of the dispute, and we regularly exceed our goal to resolve 65% of disputes within seven days and 88% within 30 days.

**e) Process for returning credit balances on master billing accounts**

When you notify J.P. Morgan of a disputed transaction, the disputed item is removed from the balance during the investigation. A temporary dispute credit is issued while the dispute is being researched.

If a dispute is resolved in the State's favor, we will credit your account. This credit is processed just like a transaction and will appear on your next statement. If the dispute is resolved in the merchant's favor, the suspended charge will leave the dispute status and the charge will be due.

Please refer to the process described in a-d above for more details.



**4.16 Goal/Objective 16 Secure Data Transmission**

**The State desires secure data transmission. The vendor should describe the methods of securely transmitting the data file to the State, including but not limited to the following:**

- a) The vendor should fully describe any limitations or restrictions to distributing these data fields to the State.**
- b) The State of West Virginia desires to continue to receive data transmissions with the content of Total Systems Data Exchange File Level 8 or equal. We are currently at release 2016.2. The vendor should describe its approach to handle data transmissions in relation to total data exchange file Level 8 or equal.**
- c) Please describe the different versions of data transmission files available and provide the data file layouts, including an overview of the differences and a discussion as to how often new versions and/or updated versions are made available. Including but not limited to cardholder demographics, transactions by various types such as traditional cards, virtual cards, program coordinators, fleet, travel folio, etc.**
- d) Provide a description of technical support capabilities including access, phone number, e-mail, etc. and include a description of a file delivery help desk and an escalation process.**
- e) The State desires to receive merchant payee data, to integrate with the State's vendor tables within our ERP system. Vendor should address any available options as well as the proposed frequency of reporting and updates.**
- f) It is desirable to receive electronic billing statement files on whatever cycle(s) the purchasing card program utilizes. This data should be included as part of the regular data transmission. Please describe all available options to the State.**
- g) The State desires to receive a payment reconciliation file, which reflects payments applied to the master account(s) for a billing cycle.**
- h) Vendor should describe mobile technology capabilities including integration into the State's ERP.**

**Vendor Response:**

- a) The vendor should fully describe any limitations or restrictions to distributing these data fields to the State.**

We offer three file options to fit clients' data formatting needs: a standard transaction file, a flex mapper utility, and an internal development tool called the Data Extract Utility (DEU). The standard transaction file and flex mapper allow clients to run files without additional assistance from J.P. Morgan, while our DEU is available for clients with more extensive or complex requirements.

- b) The State of West Virginia desires to continue to receive data transmissions with the content of Total Systems Data Exchange File Level 8 or equal. We are currently at release 2016.2. The vendor should describe its approach to handle data transmissions in relation to total data exchange file Level 8 or equal.**

J.P. Morgan has extensive experience in mapping commercial card data, and our flexible technical integration capabilities will allow the State to import your transaction information into your ERP system daily, weekly, monthly, or by billing cycle.

# J.P. Morgan Card Services for State of West Virginia

We offer three file options to fit clients' data formatting needs: a standard transaction file, a flex mapper utility, and an internal development tool called the Data Extract Utility (DEU). The standard transaction file and flex mapper allow clients to run files without additional assistance from J.P. Morgan, while our DEU is available for clients with more extensive or complex requirements. We have provided information on all file options below for the State's review.

## File Options in PaymentNet

The screenshot displays the 'Mapper Detail - General Information' form in the PaymentNet interface. The form is titled 'Mapper Detail - General Information' and includes a 'Mapper Type' dropdown set to 'Mapper'. Below the title, there are buttons for 'Save', 'Back', and 'Delete'. The form contains several fields and options: 'Name' (Test Mapper), 'Hierarchy ID' (ROOT), 'Transaction Type to Include' (radio buttons for 'Transactions Only' and 'Transactions and Payments'), 'Mark Transactions as Exported' (checked), 'Compress Output' (checked), 'Mask sensitive data?' (checked), 'Additional Email Notification' (text input), 'Schedule to run automatically?' (checkbox), 'Priority' (Priority), and 'Day' (Monday).

*We provide flexible data file options, allowing the State to import transaction data into your system.*

### Standard Transaction File

Our standard transaction file is designed for clients that want to load data into their own systems without additional assistance from J.P. Morgan. This static, tab-delimited file is available within the PaymentNet user interface and contains more than 700 data elements, giving you access to a wide range of details, including transactions, merchants, chart of accounts (when applicable), and reporting hierarchy. If merchants have passed level III or enhanced data with transactions, that information is also included in the file.

This file option is available through the user interface, and may be created and generated through the mapper utility. We also provide technical resources and a developer's guide to help you easily map data elements.

### Flex Mapper

J.P. Morgan's flex mapper offers 90 data elements (65 standard data elements plus custom fields created by the user, up to the maximum of 25 custom fields), making it most useful for clients that require only basic transaction information. Like the standard transaction file, the flex mapper allows you to build and maintain

files without J.P. Morgan assistance, with files available through the PaymentNet user interface. The flex mapper also allows you to determine which elements are exported, the order in which they are arranged, and the file format.

This file option is offered at no additional cost, and our PaymentNet user guide will help you easily utilize the file and see which data elements are accessible with this method.

### Data Extract Utility

J.P. Morgan's DEU was developed for clients that require more extensive capabilities than those offered by our flex mapper. With the DEU, the State can develop file specifications that will be built and delivered by J.P. Morgan at no additional cost.

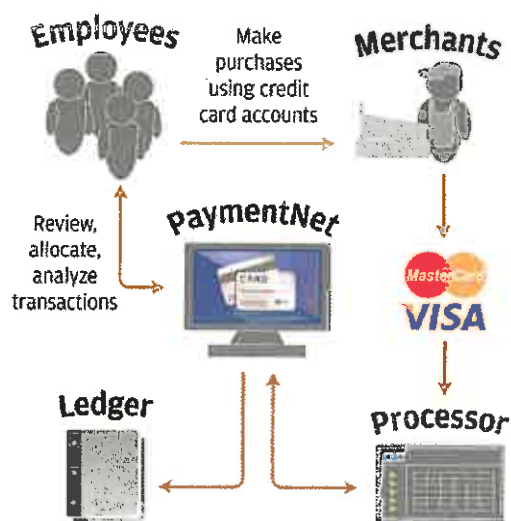
The DEU allows for output fields to be grouped together, calculated fields and counters to be used within the mapper, and a vastly expanded range of data elements to be utilized, including transaction, order, and account elements. Level III data (as well as almost every other piece of data displayed in the PaymentNet user interface) may also be accessed with the DEU. Additionally, the tool offers a broad choice of formatting and file output options.

- c) **Please describe the different versions of data transmission files available and provide the data file layouts, including an overview of the differences and a discussion as to how often new versions and/or updated versions are made available. Including but not limited to cardholder demographics, transactions by various types such as traditional cards, virtual cards, program coordinators, fleet, travel folio, etc.**

J.P. Morgan has extensive experience in mapping commercial card data as described above in item b).

PaymentNet displays all information provided by merchants at the point of sale, including level II and III detail. We offer several file feeds customized for accounting software packages, as well as a range of data transfer options, including FTP, VAN for EDI files, XML, and HTTP over SSL. Complete transaction data can be downloaded from PaymentNet to the State's ERP system on a daily basis.

### Data Collection Process Flow



*All transaction data passed by merchants flows from the point of sale to PaymentNet.*

After downloading your transaction data, the State can have it sent directly to your ERP system or to your PaymentNet user interface, where it will remain until a user manually downloads it to your system (files within the user interface are available for 365 days and can be deleted as necessary). The State will select your file transmission method during implementation.

## **New Versions**

Periodic adjustments are made to transmissions which are then communicated via our release notes.

### **d) Provide a description of technical support capabilities including access, phone number, e-mail, etc. and include a description of a file delivery help desk and an escalation process.**

The Client Application Support (CAS) team is your first level of help desk technical support. Available from 8:00 a.m. to 7:00 p.m. Eastern Time, Monday through Friday, with on-call emergency support available 24 hours per day, seven days per week, this knowledgeable team can resolve most concerns within the first call. The CAS team will assist the State in addressing program-specific software functionality issues, including:

- System error messages
- System outages
- System slowness
- Inability to access modules
- Actual results that are different than expected results
- Defect and incident updates
- Association (MasterCard/Visa) issues

Our approximately 30 CAS employees are located in Elgin, Illinois and Columbus, Ohio, and can be reached directly by the State or through one of our internal business partners such as your J.P. Morgan relationship manager. Regardless of who initiated the request, the CAS team will speak directly with the State and will inform your relationship manager of issue resolution.

## **Problem Resolution**

J.P. Morgan has an established escalation process that includes designated points of escalation for cardholders, program administrators, and contract administrators.

Our support specialists are empowered to make key decisions and act on behalf of J.P. Morgan to promptly assist clients with any issues that may arise. We employ a “one call” service philosophy and aim to resolve issues quickly and satisfactorily, without requiring a second call whenever possible. When immediate issue resolution is not feasible, J.P. Morgan has research and escalation processes in place to ensure that every client’s employees receive timely, dependable support.

## **Cardholder Support**

If a customer service specialist is unable to provide an immediate solution, the specialist will place the cardholder on hold and contact the proper resource (such as a team lead or technical support) for assistance. The specialist will then provide the necessary details and transfer the call to the appropriate resource for immediate resolution.

In the event that additional resources are not available at the time of the call, the J.P. Morgan specialist will communicate a time commitment for resolution to the caller, end the call, and perform any research or escalation necessary to resolve the issue.

## Cardholder issue Resolution and Escalation



*Service specialists can resolve issues on their own and have the ability to escalate if necessary.*

### Program Administrator Support

Our program coordinators are your program administrators' main contact for regular operational support and can often provide complete assistance in a single call. Program coordinators also have access to subject matter experts throughout J.P. Morgan on whom they can call for further information and support.

If an immediate solution is not available, the program coordinator will communicate a time commitment to the program administrator and research the issue as needed. Program coordinators can also escalate issues to supervisors and managers when necessary.

## Program Administrator Issue Resolution and Escalation



*J.P. Morgan's program coordinators can research program-wide issues and escalate as needed.*

# J.P. Morgan Card Services for State of West Virginia

## Contract Administrator Support

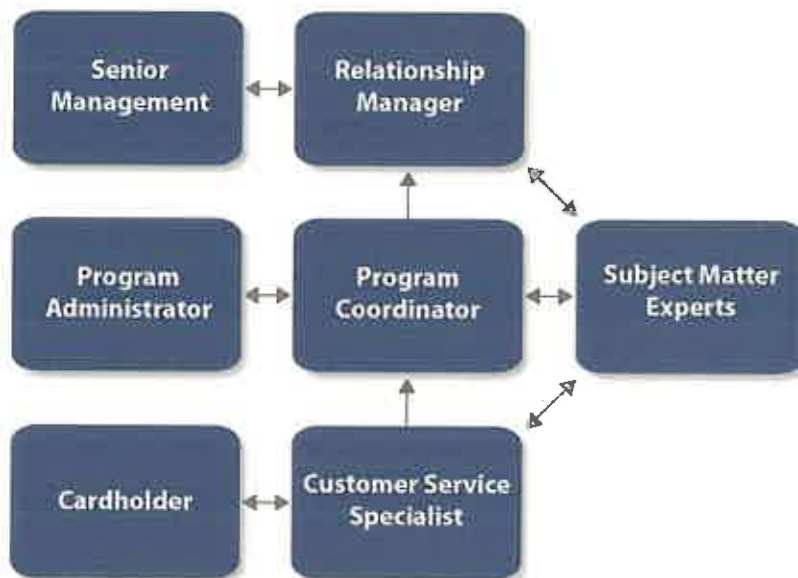
Contract administrator support is provided by relationship managers. Contract administrators should contact a relationship manager if they require assistance.

## Comprehensive Client Support

To ensure knowledgeable and efficient support for our clients, J.P. Morgan encourages communication among departments and service teams. This approach enables our staff to be educated not only about multiple facets of our product offerings, but also about the overall client program. For example, if a cardholder contacts our customer service team with an issue that could affect a client beyond the initial inquiry, the service specialist will be able to self-escalate by notifying our program coordinator team, who can then contact the appropriate State program administrator to discuss the matter further.

Moreover, relationship managers are available to senior management, program administrators, and contract administrators and can assist with any program-wide issues that may arise.

## Overall Program Support and Escalation Flow



*J.P. Morgan encourages communication across departments to provide ample program support.*

## Customer Advocacy Team

A Customer Advocacy Team reviews all complaints and escalations, trends data, and drives resolution timeliness and discussion of overall process, technology, and coaching needs to proactively eliminate escalations. Items from each of the groups noted here can be escalated to this team, which has dedicated personnel to triage and troubleshoot issues to ensure a comprehensive solution.

- e) **The State desires to receive merchant payee data, to integrate with the State's vendor tables within our ERP system. Vendor should address any available options as well as the proposed frequency of reporting and updates.**

PaymentNet receives and displays all levels of transaction detail passed by merchants at the point of sale. All domestic locations are level I capable, and more than 1.4 million (Visa) and 4.9 million (MasterCard) merchants can send level II or III information. Complete transaction data can be downloaded from PaymentNet to the State's ERP system on a daily basis.

# J.P. Morgan Card Services for State of West Virginia

Data typically included at each level is noted in the following table:

FEATURES	LEVEL I	LEVEL II	LEVEL III
Transaction amount	✓	✓	✓
Date	✓	✓	✓
Cardholder information	✓	✓	✓
Exchange rate	✓	✓	✓
Merchant name	✓	✓	✓
Merchant city, state, zip	✓	✓	✓
Merchant category code	✓	✓	✓
Sales tax amount/VAT		✓	✓
Customer code		✓	✓
Street address, phone number		✓	✓
Small business status		✓	✓
MWDOB data		✓	✓
Tax ID/DUNS number		✓	✓
Item description			✓
Item quantity			✓
Cost per unit			✓
Item transaction amount			✓
Ship to/from			✓
Freight, duty			✓
Alternative tax			✓

- f) **It is desirable to receive electronic billing statement files on whatever cycle(s) the purchasing card program utilizes. This data should be included as part of the regular data transmission. Please describe all available options to the State.**

Cardholders can use PaymentNet's online statement functionality to view electronic versions of their statements. Statements are available for viewing 48 hours after the billing cycle ends, which means that there is no need to wait for hardcopy statements in order to make payments.

Statement information can be included as part of the regular data transmission.

- g) **The State desires to receive a payment reconciliation file, which reflects payments applied to the master account(s) for a billing cycle.**

Our flexible technical integration capabilities will allow the State to import your transaction information into your ERP system daily, weekly, monthly, or by billing cycle. We offer three file options to fit clients' data formatting needs: a standard transaction file, a flex mapper utility, and an internal development tool called the Data Extract Utility (DEU).

- h) **Vendor should describe mobile technology capabilities including integration into the State's ERP.**

J.P. Morgan Commercial Card Mobile helps cardholders to easily view balances, filter and sort transactions, access real-time authorizations and declines, and make a payment through their mobile device. Transactions cannot be mapped directly into your ERP system through mobile devices; this is done online via a web browser.

#### **4.17 Goal/Objective 17 Software Solutions**

**The vendor should describe its available software solutions including but not limited to the following:**

- a) The software solution's capabilities and operational requirements**
- b) Transaction reconciliation**
  - 1) Workflow approval and number of levels**
  - 2) Default funding allocation capabilities**
  - 3) Field lengths**
  - 4) Integration with ERP**
  - 5) Ability to attach documentation**
  - 6) Ability to lock down interfaced or mapped transactions**
  - 7) Ability to upload chart of accounts**
  - 8) Process for modifying chart of accounts**
  - 9) Ability to validate funding allocation**
    - 1) Standard reports**
    - 2) Ad hoc or customized reports**
    - 3) Report scheduling**
    - 4) Delivery options, i.e. online, email, mobile**
    - 5) Exporting options and formats**
    - 6) Dashboards**
    - 7) Number of data fields available**
    - 8) System data retainage**
    - 9) Ability to access/run reports across hierarchy levels based on user's security role(s)**
- c) Single sign-on to available software solutions**



**d) Program audit tool**

- 1) Card account information**
- 2) Transaction information**

**Vendor Response:**

**a) The software solution's capabilities and operational requirements**

PaymentNet is a fully hosted online solution that requires no client-side software and is accessible from virtually any secure Internet browser. Designed, developed, and supported in house by J.P. Morgan, our easy-to-use system will help the State streamline time-consuming tasks and offers key features such as the following:

- **Simplified day-to-day account management**—From real-time profile changes and declined transaction viewing for program administrators to streamlined reporting options for cardholders, PaymentNet can help you handle everyday tasks more quickly and efficiently.
- **Mass update capabilities**—PaymentNet allows program administrators to send mass updates of approvals, accounting codes, and cardholder applications, reducing the need for one-off manual updates.
- **Flexible receipt imaging**—J.P. Morgan clients are given access to PaymentNet's versatile receipt imaging options, including the ability to fax or upload scanned receipts.
- **Time-saving reporting options**—PaymentNet lets users create and save report queries, schedule reports to run automatically, and view reports on screen for quick transaction reviews. PaymentNet includes a suite of standard reports to assist you in monitoring, analyzing, and reporting on your program spend.
- **Custom fields and transaction splitting**—Our clients use PaymentNet's custom fields to meet their auditing needs, and the ability to easily split transactions simplifies the reconciliation process.
- **Online disputes**—Any cardholder or authorized user can submit a dispute in PaymentNet, which is not possible in many competitors' systems.

**PaymentNet Advantages:**

- Complete online solution, wholly owned by J.P. Morgan
- Real-time adjustments of account controls
- Multiple standard reports plus query capabilities
- Full hierarchy support
- Seamless integration with your financial systems
- Simple user interface

PaymentNet's built-in hierarchy support gives program administrators and other authorized personnel access to a wide range of administrative options and allows cardholders to benefit from convenient self-service features. In addition, PaymentNet can be fully integrated with the State's existing ERP system during implementation, enabling your organization to leverage the full extent of your transaction data in support of your program goals. As an added benefit, we will provide PaymentNet to the State at no charge.

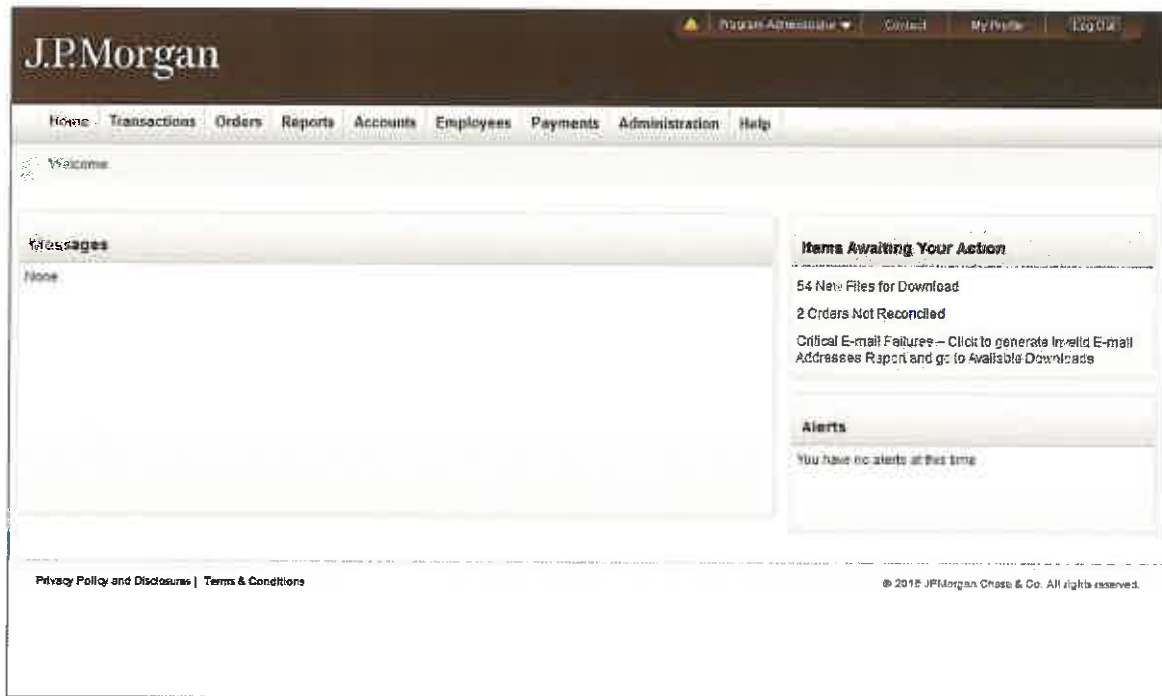
To help you get the most out of PaymentNet, J.P. Morgan will provide comprehensive training for your program administrator, as well as a variety of training options and materials for cardholders and other users.

**PaymentNet Features**

Our PaymentNet system enables the State to efficiently manage all aspects of your commercial card program, from policy adherence tracking and spend control to real-time adjustments of credit limits and other account

parameters. Unlike other management software, PaymentNet provides a consolidated platform for all card-related needs, creating a uniform and consistent user experience.

## PaymentNet Home Page Screenshot



*PaymentNet's intuitive interface gives users quick, efficient access to all key account activities.*

The following are the core features of PaymentNet:

- **Transaction management**—PaymentNet offers transaction viewing, powerful reallocation capabilities (including a flexible number of splits), and real-time updates. Simple checkboxes allow users to indicate reconciliation tasks for each transaction, and custom fields for transactions, accounts, employees, merchants, and MCCs provide additional options.
- **Account management**—PaymentNet's account management function allows account changes, including credit limit adjustments, maintenance activities, and deactivations, to be made online with immediate effect. Changes can be completed through a standard account import process in PaymentNet. Changes can also be completed through an automated batch process. Temporary credit limit changes and account suspensions can be applied to support upcoming events.
- **Employee management**—Your program administrator can manage all user tasks, set up new users and passwords, create new hierarchy levels, and link users to accounts. Custom greetings can be configured to be displayed organization-wide or to specific departments and user roles. PaymentNet also supports decentralized administration, with the option for multiple program administrators throughout your hierarchy.
- **Spend analysis and reporting**—With a suite of standard reports that can be run at any time (or scheduled to run automatically), you can easily monitor transaction data for expense reporting, policy adherence, vendor negotiations, and virtually all other situation analyses. Advanced query and sorting options allow for the tailoring of reports to users' specific needs.

## J.P. Morgan Card Services for State of West Virginia

- **Data integration**—PaymentNet can produce data files for download directly to your existing ERP system. You can specify different record types, order, and sorting based on your system requirements, ensuring a seamless and accurate interface.
- **Electronic statements**—Cardholders can view statements online for a rolling 24-month period.
- **Account Request Manager**—Program administrators can manage every step of the online card application and approval process within PaymentNet, minimizing manual tasks and increasing administrative speed, accuracy, and transparency.

Your valuable data is protected through industry-proven Secure Sockets Layer (SSL) encryption technology. All sensitive data is masked, the login process is password protected, and security access levels can be configured to ensure that only authorized the State personnel have access to critical information.

The scalable architecture of PaymentNet is designed to accommodate as many logins as needed without sacrificing speed or consistency. Because PaymentNet is housed online and wholly owned by J.P. Morgan, updates and enhancements are taken care of behind the scenes, saving your organization the time and money associated with software maintenance.

In providing PaymentNet, J.P. Morgan's objective is to meet clients' unique organizational needs and program goals in the most efficient, comprehensive, and user-friendly manner possible. We would be pleased to discuss PaymentNet's numerous features with the State in greater detail at any time.

### **Operational Requirements**

Current requirements include the following:

#### *Processor*

Pentium® or Celeron® 500 MHz processor (minimum)

#### *Operating System*

Windows 7

#### *Supported Browsers*

PaymentNet is supported for use with:

- Microsoft® Internet Explorer® 11 on Windows 7
- Microsoft Internet Explorer 10 on Windows 7
- Microsoft Internet Explorer 9 on Windows 7
- Mozilla® Firefox® 38 or higher on Windows 7
- Google Chrome 58 or higher

J.P. Morgan encourages users to use a supported browser for the best experience.

#### *Browser Requirements*

Configure your Internet browser to accommodate the following:

- Enable JavaScript
- Allow cookies
- Turn off pop-up blocking in your browser and within any other security software on your computer
- Verify your selected browser supports AES 128-bit encryption security

- Keep your “Trusted Root Authorities” up-to-date. Microsoft Internet Explorer (MSIE) users can obtain more information here: <http://www.microsoft.com/downloads/details.aspx?FamilyID=f814ec0e-ee7e-435e-99f8-20b44d4531b0>
- Support EV SSL (Extended Validation SSL) certificates
- Adjust cache settings (temporary Internet files) to automatically check for updated versions of stored pages. For MSIE instructions, see: <http://www.microsoft.com/windows/ie/ie6/using/howto/customizing/clearcache.msp#EAF>

#### *Additional Software*

- Adobe® Acrobat® Reader® 4.0 or higher
- Any file decompression software (for example, WinZip®)
- Microsoft Excel® 2003 or later is required to view and download reports, imports, and mappers

#### *Memory*

512 Mb RAM (minimum), 1 GB RAM (recommended)

#### *Storage Capacity*

300 Mb available free space after installation of operating system and browser (minimum), 500 Mb (recommended)

## **b) Transaction reconciliation**

### **10) Workflow approval and number of levels**

The following features are available to support your workflow:

- Checkboxes for “reviewed” and “approved”
- Access roles assigned to cardholders and non-cardholders, allowing them to review or approve transactions, modify accounting code allocations, or access other functions as needed
- Up to eight authorization levels to promote accountability at various stages
- Email notifications when transactions are awaiting review or approval
- Email messages sent to users designated as “cc” and “bcc” on employee profiles (allows designated users to be copied on relevant information)
- Transaction reviewer’s name displayed on the Transaction Detail screen next to the “Reviewed” checkbox (helpful for organizations where an authorized proxy user may complete a transaction review on behalf of the cardholder)
- Delayed transaction locking for all roles until a transaction is marked as “Exported”; users can still edit accounting codes after a transaction is approved, up until the transaction is exported

In addition, PaymentNet allows information flow to be customized according to your organizational hierarchy or accounting structure. The State can choose from multiple configuration options to employ the process that best adheres to your organization’s accounting rules.

Your implementation project manager will work with you to establish approval checkboxes, access roles, and other elements to support the workflow that fits your needs.

#### **User Access Roles**

PaymentNet offers several pre-defined access roles:

- **Auditor**—Users have read-only access to all transactions, accounts, employees, and reports.
- **Order Requestor**—Users can view and request orders and applicable reports (single-use account programs only).
- **Cardholder**—Users can view and manage their own transactions, profiles, and those reports specified by a program administrator. At your option, they can also make online payments.
- **Transaction Approver**—Users have access to approve transactions.
- **Manager**—Users can approve their departments' transactions and access reports specified by a program administrator.
- **Program Administrator**—Users have universal access to all functions, including configuration features, and can view/modify all transactions, employees, accounts, and reports. This role can be customized to promote additional control throughout your organization.

Additionally, approvers and/or administrators can reassign approval tasks if the approver(s) have been set up previously and have the proper scope and authority to approve the request.

If a user is assigned more than one role they will select which role they wish to function under. This allows the user to focus on the functions and tasks specific to the role they have selected. The user can easily toggle between their different roles easily and quickly.

### 11) Default funding allocation capabilities

With PaymentNet, the State will be able to manage reconciliation by assigning default accounting codes and then reallocating or splitting transactions. When reconciliation is complete, users can simply mark transactions as reviewed and submit them for approval based on rules you establish.

#### Assigning Default Accounting Codes

PaymentNet's custom accounting code system can imitate your existing system, allowing the State to define your accounting code segments. The segments can also accommodate multiple codes within each segment. Once your codes are set up in the system, PaymentNet will automatically attach default accounting codes to each transaction based on transaction defaulting rules for employee, hierarchy, merchant, MCC, account, or customer code. Each accounting code can have a flexible number of alphanumeric characters, giving you the flexibility you need to accurately and easily allocate your transactions.

## Default Accounting Codes



*Default accounting codes are automatically attached to transactions in PaymentNet.*

### Reallocating Transactions

Within 24 to 48 hours of merchant posting, PaymentNet users will be able to access transactions and edit chart of account segments and custom transaction field attributes before downloading data into your general ledger. As users review the information, each transaction will be shown with pre-populated accounting codes. Users can then manually allocate accounting codes by free-form input or by selecting the appropriate code from a drop-down menu. The accounting codes displayed within the menus will be appropriate for each user based on his or her position in your hierarchy. This capability will benefit the State by enabling managers, auditing teams, and your program administrator to effectively monitor which transactions have been edited, viewed, and approved.

### Splitting Transactions

Users can split transactions up to 300 times among accounting codes. A *Transaction Allocation* report is available in PaymentNet to track how each transaction is being split among cost centers. This will allow your program administrator and managers to ensure that charges are not being reassigned to incorrect accounting codes.

## 12) Field lengths

PaymentNet offers editable fields that can be modified for each user access role in key categories across your organization, including account, employee, merchant, MCC, transaction, and order. The State's program administrator can give each custom field a unique name, provide a description of the information to be supplied, and specify whether the field will be a checkbox, a text box of up to 99 characters, or a drop-down list with a defined range of values for each user to choose from.

Custom fields can be set up as required or optional. By using required fields, the State will be able to ensure that users enter appropriate accounting codes or transaction notes in order to save their edits. In addition, accounting code fields can be configured to validate codes that are entered into them, which facilitates simple compliance monitoring and streamlined reconciliation for your organization.

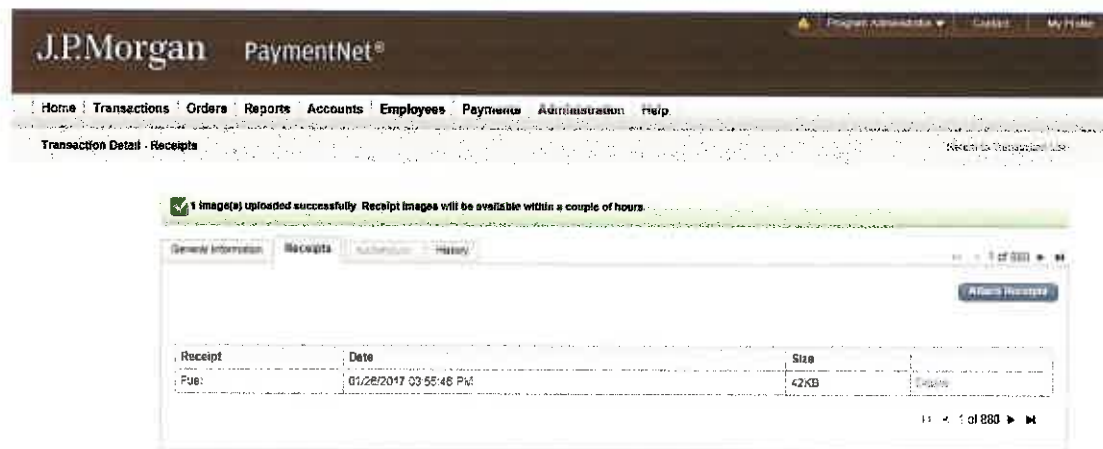
### 13) Integration with ERP

J.P. Morgan is able to integrate with major ERP and financial systems providers, including CGI Advantage. We offer three file options to fit clients' data formatting needs: a standard transaction file, a flex mapper utility, and an internal development tool called the Data Extract Utility (DEU). The standard transaction file and flex mapper allow clients to run files without additional assistance from J.P. Morgan, while our DEU is available for clients with more extensive or complex requirements.

### 14) Ability to attach documentation

Our receipt imaging feature enables users to scan and upload or fax receipts into PaymentNet and associate them with transactions for easy reference and retention. Within two hours of uploading a receipt, the information can be viewed and downloaded via a link next to the transaction.

#### Adding Receipts to Transactions



*Users can easily append receipts to transactions for more efficient oversight, increased control and policy compliance, and reduced costs.*

The system also offers a *Receipt Imaging Volume* report that summarizes the total number of receipt image files attached to transactions.

Receipt images can be retrieved from PaymentNet for individual transactions on a rolling 24 month period.

### 15) Ability to lock down interfaced or mapped transactions

The mapped transactions can be locked down to prevent further changes within PaymentNet. This will apply to accounting code allocations and further changes to the review/approval status in the system, though transaction notes can still be added. Please note that this is an option; if the State wishes to allow transactions to be edited after the mapping takes place, that can be done as well.

### 16) Ability to upload chart of accounts

During implementation, your chart of accounts will be created, validated, and loaded into PaymentNet. Your chart of accounts can contain your general ledger accounts, cost centers, and any other required

fields. Your program administrator and/or cardholders will then be able to select the appropriate account number from a drop-down menu (only validated numbers will appear) for reconciliation. Program administrators and cardholders will also be able type a value directly into a text box (again, the system will validate the user has entered a valid value).

To simplify the process even further, the State can limit the number of codes available to each user. You can also include descriptions along with the codes. Within 24 to 48 hours of the transaction (to allow time for merchant posting, and batch data load processes), users will be able to access the transaction and edit department or cost-center code assignments before downloading data into your general ledger.

In addition, J.P. Morgan uses alphanumeric character fields, which means that we can incorporate any accounting code structure and thereby accommodate your existing accounting string.

## Accounting Code Structure in PaymentNet

The screenshot shows the 'Structure' configuration page in PaymentNet. It features a navigation bar with links like Home, Transactions, Orders, Reports, Accounts, Employees, Payments, Administration, and Help. Below the navigation, there's a 'Chart Name' field with a note '(Must be unique name)'. A table below lists the segments of the chart of accounts structure:

Segment	Length	Description	Dependent?	Field Type	Validate?	Required?
1	5	Company		Drop Down List	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2	5	Cost Center	None	Drop Down List	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3	5	GL Account	Cost Center	Drop Down List	<input checked="" type="checkbox"/>	<input type="checkbox"/> Add

*Each chart of accounts structure can accommodate up to 1,500 characters.*

### Automated Chart of Accounts Import (COA Batch)

The automated chart of accounts import is a file transfer service that helps our clients manage their accounting codes through a standardized batch process. The import text file is transmitted to PaymentNet using a secure file transmission process (e.g., SFTP). Once received, the requested accounting code updates are performed in PaymentNet. This feature enables a system-to-system interaction where the State is not required to log into PaymentNet to upload the import file. Instead, the file is transmitted from your system.

### 17) Process for modifying chart of accounts

The State can limit the number of codes available to each user. You can also include descriptions along with the codes. Within 24 to 48 hours of the transaction (to allow time for merchant posting, and batch data load processes), users will be able to access the transaction and edit department or cost-center code assignments before downloading data into your general ledger.



Within 24 to 48 hours of merchant posting, PaymentNet users will be able to access transactions and edit chart of account segments and custom transaction field attributes before downloading data into your general ledger. As users review the information, each transaction will be shown with pre-populated accounting codes. Users can then manually allocate accounting codes by free-form input or by selecting the appropriate code from a drop-down menu. The accounting codes displayed within the menus will be appropriate for each user based on his or her position in your hierarchy. This capability will benefit the State by enabling managers, auditing teams, and your program administrator to effectively monitor which transactions have been edited, viewed, and approved.

## 18) Ability to validate funding allocation

During implementation, your chart of accounts will be created, validated, and loaded into PaymentNet. Your chart of accounts can contain your general ledger accounts, cost centers, and any other required fields. Your program administrator and/or cardholders will then be able to select the appropriate account number from a drop-down menu (only validated numbers will appear) for reconciliation. Program administrators and cardholders will also be able to type a value directly into a text box (again, the system will validate the user has entered a valid value).

## c) Reporting

### 10) Standard reports

Through PaymentNet, the State can access a suite of standard reports to help you easily monitor and manage expenditures throughout your organization. These reports have been developed based on best practices and actual client usage, making them effective, practical, and convenient.

Employee access to standard reports in PaymentNet can be modified by the State's program administrator based on the system roles assigned to each user type. Sensitive data in reports is also restricted based on the scope-of-view assigned to each user.

In addition to enabling the State to see what your cardholders purchased and from whom, PaymentNet's suite of standard reports addresses the most common user-specific needs:

- **Program administrators**—Manage employees and accounts, review and approve transactions, assess policy compliance, and analyze spend composition
- **Cardholders**—Run reports at the end of each billing cycle, review transactions, and print data for expense reports

Our clients use PaymentNet reports for a variety of purposes, and the flexibility of our reporting tool will be a major benefit to the State. Some typical uses for PaymentNet reports include:

- **Vendor negotiations**—By running reports on specific merchants, the State can gather the information you need to negotiate with merchants for discounted rates or better terms (e.g., air travel spend with a specific airline). PaymentNet's *Merchant Profile* (available in Excel), *Merchant Ranking* and *Transaction Detail by Parent Merchant* reports are especially helpful in making these assessments.
- **Monitoring declines**—Identifying which transactions were declined at the point of sale can assist the State in tailoring program policies and identifying possible misuse of cards. The *Declines* and *Unusual Activity Analysis* reports, among others, can assist the State in this area.
- **Assessing credit limits**—By comparing cardholder credit limits to card usage, the State can accurately assess your employees' commercial card needs. Helpful standard reports include *Accounts with Low Available Credit* and *Cardholder Profile*.

- **Deeper analysis**—PaymentNet’s popular transaction detail reports include addendum data (e.g., airline details), enabling your organization to break down and analyze your program spend. The *Transaction Detail*, *Transactions Pending Review/Approval*, and *Central Bill Reconciliation* reports are just a few of the many reports that can facilitate deeper spend analysis.

Please refer to Exhibit 2 – Sample PaymentNet Reports.

## 11) Ad hoc or customized reports

PaymentNet offers several ways to configure your reports that will display your critical criteria and assist you in getting to the information you need quickly and efficiently.

### Configurable Reports

After you have selected a report, our reporting tools allow you to narrow its scope:

- **Date range**—Select a date range defining the information you would like to view.
- **Criteria**—Specify the type(s) of data included in the report, including a date range.
- **Hierarchy**—Select the report’s hierarchy level.
- **Order by**—Choose how data will be sorted (PDF format only).

After you have set up your preferences, the selections can be saved by giving the report a unique name. You can create as many different configurations of a standard report as needed.

### Report Customization in PaymentNet

The screenshot displays the PaymentNet report customization interface. At the top, there is a navigation menu with links for Home, Transactions, Orders, Reports, Accounts, Employees, Payments, Administration, and Help. Below the menu, there are buttons for 'Search', 'Previous Report', and 'Print'. The main area is titled 'Required Fields' and contains several sections:

- Date Range:** A table with columns 'Field', 'Operation', and 'Value'. Row 1: Field: First Date, Operation: Is Relative, Value: Last Date.
- Criteria:** A table with columns 'Field', 'Operation', and 'Value'. Row 1: Field: Transaction Amount, Operation: Is Greater Than or Equal To, Value: Yes. Row 2: Field: Merchant Name, Operation: Is Equal To, Value: No.
- Hierarchy:** A section with an 'Include Criteria' checkbox.
- Order By:** A table with columns 'Field', 'Dir', and 'Value'. Row 1: Field: Cardholder Last Name, Dir: Ascending, Value: Auto. Row 2: Field: Cardholder First Name, Dir: Ascending, Value: Auto. Row 3: Field: Account Number, Dir: Ascending, Value: Auto. Row 4: Field: Transaction ID, Dir: Ascending, Value: Auto.

At the bottom, there is a 'Submit to this workspace' button.

Users can select report parameters and save the resulting customized report for future use.

## Online Queries

PaymentNet's query functionality allows users to target the type of data they would like to view. Options include:

- **Date range**—Select a date range defining the information you would like to view.
- **Criteria**—Specify the type(s) of data that should be included in the report.
- **Hierarchy**—Choose the hierarchy level you want the query to encompass.
- **Order by**—Determine how data in the query will be sorted (PDF format only).

The online query function is available to all PaymentNet user types. After a user has set query preferences, selections are saved by giving the query a unique name.

## 12) Report scheduling

All reports can be run on demand, but to save time, users can also schedule reports to run automatically; a user can elect to receive an email alert when a scheduled report is ready to view. The State can download them in PDF, Excel, or comma-separated values (CSV) format.

Users can easily create daily, weekly, monthly, quarterly, and annual reports in real time or set up reports for automatic generation based on your goals.

## 13) Delivery options, i.e. online, email, mobile

All reports can be viewed online at any time and downloaded in Adobe PDF, Microsoft Excel, or CSV format. Users can schedule a certain day to run reports or may run them manually on demand.

For security reasons, reports are not provided via direct email or via mobile; however, your employees can receive email notifications when their scheduled or on-demand reports are available in our online system.

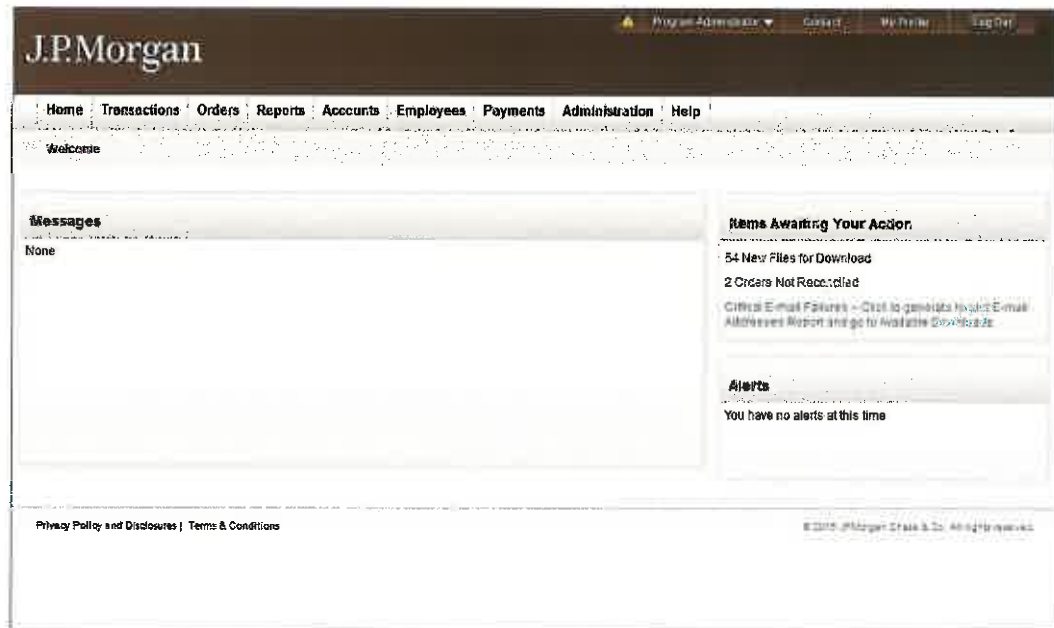
## 14) Exporting options and formats

Flexible output formats can be downloaded to your system for further analysis or archival. Reports are available in Adobe PDF, CSV format or Microsoft Excel. Users may print copies as needed.

## 15) Dashboards

The State can access our suite of reports through PaymentNet.

## PaymentNet Home Page Screenshot



*PaymentNet's intuitive interface gives users quick, efficient access to all key account activities.*

### 16) Number of data fields available

Data fields available in all commercial card reporting systems (not just J.P. Morgan's offerings) are contingent upon the issuer, the card association, the merchant acquirer, and the processor as well as the system itself. Some fields are standard and required, others may be generated at the point-of-sale and fail to make it all the way to the commercial card reporting system, and still others may not be recorded at the point-of-sale and will never contain information.

The card association sets the rules for required and optional data fields. The merchant acquirer works with the merchant to collect and pass certain fields; they must pass the required fields, and they can decide which optional fields to pass. The processor must also pass all required fields, but it can choose which of the optional fields it transmits. The data from the processor (or in some cases, directly from a card association) will be fed into the reporting system. Each reporting system specifies which fields to make available and which ones to exclude. For the fields made available, the system also decides how those fields are offered—on screen or in reports—and their attributes (e.g., whether they are searchable or editable, or whether they present summary data or detailed information).

To help clients leverage the most accurate and detailed transaction information available, system providers such as J.P. Morgan also create custom fields that a client can populate with details specific to its organization. In theory, providers can create any desired field in a system (e.g., account, merchant, transaction, or employee), but the data available to populate these fields remains contingent upon external entities. The card association still has control over whether data is required or optional, and the merchant and merchant acquirer must be able to transmit the data and pass it accurately to the card association, which in turn needs to be able to transmit the data and pass it accurately to the card processor. Finally, the reporting system must be able to both display and generate reports containing the information that has been received.

It is important to note that the PaymentNet system is fully capable of capturing, displaying, and reporting on nearly all data elements transmitted at the point of sale. Custom fields are also available to help meet the State's unique needs.

## **17) System data retainage**

All reports are available in PaymentNet and can be generated with up to 24 months of historical data (audit data is archived after 12 months). We further maintain up to seven years of basic transaction information that can be retrieved by contacting your relationship manager.

## **18) Ability to access/run reports across hierarchy levels based on user's security role(s)**

The State's program administrator can control report accessibility based on your established hierarchy, ensuring that sensitive information is limited to approved employees. All employee-specific reports are available only for that employee unless otherwise specified by your program administrator.

## **d) Single sign-on to available software solutions**

We have designed the PaymentNet system to ensure the highest levels of security available to protect client information. PaymentNet uses a unique identifier consisting of a three-part key: organization ID, user ID, and password. A user's access in the system depends on this three-key combination and assigned access level to ensure that employees only have access to the data they need. To safeguard against unauthorized usage, fraud, or identity theft, PaymentNet provides:

- Powerful Secure Sockets Layer (SSL) protocol for data encryption
- Dual-factor login authentication
- Automatic inactivity logout
- Automatic masking of sensitive data elements
- Authorized administrator control of credit limits and open accounts

### **Accessing PaymentNet**

Password entry is masked on all input forms. Only State-authorized employees with an assigned user ID and password can access PaymentNet. Because PaymentNet is accessed from the Internet and not through your intranet, your employees will be able to access PaymentNet from any web browser in the world. However, there are certain security restrictions in this setup:

- PaymentNet requires use of the newer browsers, such as Microsoft Internet Explorer 9.0 or higher, and Firefox 31.
- JavaScript must be enabled to use PaymentNet.
- Cookies are required when using PaymentNet.

A program administrator can set passwords. Once created, passwords are stored as a one-way encrypted token, and the actual password cannot be retrieved. Security event logging and monitoring for authentication and authorization failures can be provided to clients on administrative reports.

As a user navigates PaymentNet's functions, the system ensures that the data and functionality accessed is authorized for that particular user. This approach restricts users' scope-of-data view, which helps to preserve data integrity.

**e) Program audit tool**

**3) Card account information**

PaymentNet features enhanced monitoring controls through extensive audit reporting. Auditing is available for transactions, accounts, employees, hierarchy, chart of accounts, and orders. You can view the last 20 changes made to any of these objects using the History screen, and we offer standard reports for each of these objects that provide up to one year of data. Our system and reports show each individual change, including previous and new values, the name of the person who made the change, and the time that the change was made.

To further help ensure user compliance, PaymentNet offers seven standard auditing reports:

- *Account Audit*—This report lists all card changes made during a selected date range; it contains the account number, change date, a description of the field changed, original data, new data, and PaymentNet user ID that made the change.
- *Chart of Accounts Audit*—Any chart of accounts creations and changes to an existing chart of accounts using PaymentNet can be queried using a date range. This report will display all chart of accounts changes made during a requested period of time. It contains change date, change time, chart name, segment, segment value, field name, previous value, new value, and user ID that made the change.
- *Employee Audit*—Any new employee account creations or changes to an existing employee account using PaymentNet can be queried using a date range. This report lists all employee changes made during a requested time period and contains change date, change time, user ID changed or added, field name, previous value, new value, and user ID that made the change.
- *Hierarchy Audit*—Any hierarchy creations or changes to an existing hierarchy using PaymentNet can be queried using a date range. This report will show all hierarchy changes made during a requested time period. It contains change date, change time, hierarchy ID, field name, previous value, new value, and user ID that made the change.
- *Login Audit*—PaymentNet logins can be queried using a date range. This report lists all logins during a requested time period and contains login date and time, user ID, and session duration.
- *Transaction Audit*—This report will provide all transaction changes made during a selected date range; it contains the transaction ID, change date, a description of the field changed, original data, new data, and PaymentNet user ID that made the change.

**4) Transaction information**

Because PaymentNet offers powerful splitting and reallocation capabilities, the *Transaction Allocation* report will track how each transaction is being split among different cost centers. This report allows your program administrator and managers to ensure that cardholders are not reassigning charges to incorrect accounting codes. PaymentNet also offers the following audit report:

- *Transaction Audit*—This report will provide all transaction changes made during a selected date range; it contains the transaction ID, change date, a description of the field changed, original data, new data, and PaymentNet user ID that made the change.

PaymentNet receives and displays all levels of transaction detail passed by merchants at the point of sale. All domestic locations are level I capable and more than 1.4 million (Visa) 4.9 million (MasterCard) merchants can send level II or III information.

## Vendor Response:

### a) The software solution's capabilities and operational requirements

PaymentNet is a fully hosted online solution that requires no client-side software and is accessible from virtually any secure Internet browser. Designed, developed, and supported in house by J.P. Morgan, our easy-to-use system will help the State streamline time-consuming tasks and offers key features such as the following:

- **Simplified day-to-day account management**—From real-time profile changes and declined transaction viewing for program administrators to streamlined reporting options for cardholders, PaymentNet can help you handle everyday tasks more quickly and efficiently.
- **Mass update capabilities**—PaymentNet allows program administrators to send mass updates of approvals, accounting codes, and cardholder applications, reducing the need for one-off manual updates.
- **Flexible receipt imaging**—J.P. Morgan clients are given access to PaymentNet's versatile receipt imaging options, including the ability to fax or upload scanned receipts.
- **Time-saving reporting options**—PaymentNet lets users create and save report queries, schedule reports to run automatically, and view reports on screen for quick transaction reviews. PaymentNet includes a suite of standard reports to assist you in monitoring, analyzing, and reporting on your program spend.
- **Custom fields and transaction splitting**—Our clients use PaymentNet's custom fields to meet their auditing needs, and the ability to easily split transactions simplifies the reconciliation process.
- **Online disputes**—Any cardholder or authorized user can submit a dispute in PaymentNet, which is not possible in many competitors' systems.

#### PaymentNet Advantages:

- Complete online solution, wholly owned by J.P. Morgan
- Real-time adjustments of account controls
- Multiple standard reports plus query capabilities
- Full hierarchy support
- Seamless integration with your financial systems
- Simple user interface

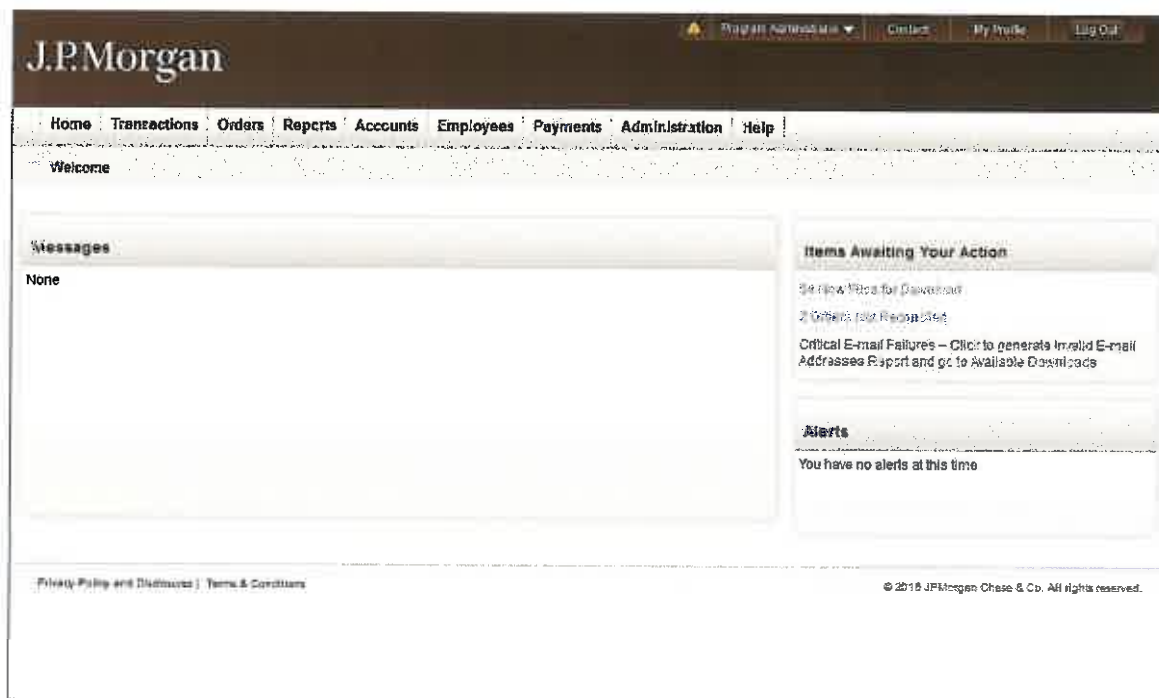
PaymentNet's built-in hierarchy support gives program administrators and other authorized personnel access to a wide range of administrative options and allows cardholders to benefit from convenient self-service features. In addition, PaymentNet can be fully integrated with the State's existing ERP system during implementation, enabling your organization to leverage the full extent of your transaction data in support of your program goals. As an added benefit, we will provide PaymentNet to the State at no charge.

To help you get the most out of PaymentNet, J.P. Morgan will provide comprehensive training for your program administrator, as well as a variety of training options and materials for cardholders and other users.

#### PaymentNet Features

Our PaymentNet system enables the State to efficiently manage all aspects of your commercial card program, from policy adherence tracking and spend control to real-time adjustments of credit limits and other account parameters. Unlike other management software, PaymentNet provides a consolidated platform for all card-related needs, creating a uniform and consistent user experience.

## PaymentNet Home Page Screenshot



*PaymentNet's intuitive interface gives users quick, efficient access to all key account activities.*

The following are the core features of PaymentNet:

- **Transaction management**—PaymentNet offers transaction viewing, powerful reallocation capabilities (including a flexible number of splits), and real-time updates. Simple checkboxes allow users to indicate reconciliation tasks for each transaction, and custom fields for transactions, accounts, employees, merchants, and MCCs provide additional options.
- **Account management**—PaymentNet's account management function allows account changes, including credit limit adjustments, maintenance activities, and deactivations, to be made online with immediate effect. Changes can be completed through a standard account import process in PaymentNet. Changes can also be completed through an automated batch process. Temporary credit limit changes and account suspensions can be applied to support upcoming events.
- **Employee management**—Your program administrator can manage all user tasks, set up new users and passwords, create new hierarchy levels, and link users to accounts. Custom greetings can be configured to be displayed organization-wide or to specific departments and user roles. PaymentNet also supports decentralized administration, with the option for multiple program administrators throughout your hierarchy.
- **Spend analysis and reporting**—With a suite of standard reports that can be run at any time (or scheduled to run automatically), you can easily monitor transaction data for expense reporting, policy adherence, vendor negotiations, and virtually all other situation analyses. Advanced query and sorting options allow for the tailoring of reports to users' specific needs.
- **Data integration**—PaymentNet can produce data files for download directly to your existing ERP system. You can specify different record types, order, and sorting based on your system requirements, ensuring a seamless and accurate interface.



# J.P. Morgan Card Services for State of West Virginia

- **Electronic statements**—Cardholders can view statements online for a rolling 24-month period.
- **Account Request Manager**—Program administrators can manage every step of the online card application and approval process within PaymentNet, minimizing manual tasks and increasing administrative speed, accuracy, and transparency.

Your valuable data is protected through industry-proven Secure Sockets Layer (SSL) encryption technology. All sensitive data is masked, the login process is password protected, and security access levels can be configured to ensure that only authorized the State personnel have access to critical information.

The scalable architecture of PaymentNet is designed to accommodate as many logins as needed without sacrificing speed or consistency. Because PaymentNet is housed online and wholly owned by J.P. Morgan, updates and enhancements are taken care of behind the scenes, saving your organization the time and money associated with software maintenance.

In providing PaymentNet, J.P. Morgan's objective is to meet clients' unique organizational needs and program goals in the most efficient, comprehensive, and user-friendly manner possible. We would be pleased to discuss PaymentNet's numerous features with the State in greater detail at any time.

## **Operational Requirements**

Current requirements include the following:

### *Processor*

Pentium® or Celeron® 500 MHz processor (minimum)

### *Operating System*

Windows 7

### *Supported Browsers*

PaymentNet is supported for use with:

- Microsoft® Internet Explorer® 11 on Windows 7
- Microsoft Internet Explorer 10 on Windows 7
- Microsoft Internet Explorer 9 on Windows 7
- Mozilla® Firefox® 38 or higher on Windows 7
- Google Chrome 58 or higher

J.P. Morgan encourages users to use a supported browser for the best experience.

### *Browser Requirements*

Configure your Internet browser to accommodate the following:

- Enable JavaScript
- Allow cookies
- Turn off pop-up blocking in your browser and within any other security software on your computer
- Verify your selected browser supports AES 128-bit encryption security
- Keep your "Trusted Root Authorities" up-to-date. Microsoft Internet Explorer (MSIE) users can obtain more information here: <http://www.microsoft.com/downloads/details.aspx?FamilyID=f814ec0e-ee7e-435e-99f8-20b44d4531b0>

- Support EV SSL (Extended Validation SSL) certificates
- Adjust cache settings (temporary Internet files) to automatically check for updated versions of stored pages. For MSIE instructions, see:  
<http://www.microsoft.com/windows/ie/ie6/using/howto/customizing/clearcache.msp#EAF>

#### *Additional Software*

- Adobe® Acrobat® Reader® 4.0 or higher
- Any file decompression software (for example, WinZip®)
- Microsoft Excel® 2003 or later is required to view and download reports, imports, and mappers

#### *Memory*

512 Mb RAM (minimum), 1 GB RAM (recommended)

#### *Storage Capacity*

300 Mb available free space after installation of operating system and browser (minimum), 500 Mb (recommended)

## **b) Transaction reconciliation**

### **1) Workflow approval and number of levels**

The following features are available to support your workflow:

- Checkboxes for “reviewed” and “approved”
- Access roles assigned to cardholders and non-cardholders, allowing them to review or approve transactions, modify accounting code allocations, or access other functions as needed
- Up to eight authorization levels to promote accountability at various stages
- Email notifications when transactions are awaiting review or approval
- Email messages sent to users designated as “cc” and “bcc” on employee profiles (allows designated users to be copied on relevant information)
- Transaction reviewer’s name displayed on the Transaction Detail screen next to the “Reviewed” checkbox (helpful for organizations where an authorized proxy user may complete a transaction review on behalf of the cardholder)
- Delayed transaction locking for all roles until a transaction is marked as “Exported”; users can still edit accounting codes after a transaction is approved, up until the transaction is exported

In addition, PaymentNet allows information flow to be customized according to your organizational hierarchy or accounting structure. The State can choose from multiple configuration options to employ the process that best adheres to your organization’s accounting rules.

Your implementation project manager will work with you to establish approval checkboxes, access roles, and other elements to support the workflow that fits your needs.

#### **User Access Roles**

PaymentNet offers several pre-defined access roles:

- **Auditor**—Users have read-only access to all transactions, accounts, employees, and reports.
- **Order Requestor**—Users can view and request orders and applicable reports (single-use account programs only).

- **Cardholder**—Users can view and manage their own transactions, profiles, and those reports specified by a program administrator. At your option, they can also make online payments.
- **Transaction Approver**—Users have access to approve transactions.
- **Manager**—Users can approve their departments' transactions and access reports specified by a program administrator.
- **Program Administrator**—Users have universal access to all functions, including configuration features, and can view/modify all transactions, employees, accounts, and reports. This role can be customized to promote additional control throughout your organization.

Additionally, approvers and/or administrators can reassign approval tasks if the approver(s) have been set up previously and have the proper scope and authority to approve the request.

If a user is assigned more than one role they will select which role they wish to function under. This allows the user to focus on the functions and tasks specific to the role they have selected. The user can easily toggle between their different roles easily and quickly.

## 2) **Default funding allocation capabilities**

With PaymentNet, the State will be able to manage reconciliation by assigning default accounting codes and then reallocating or splitting transactions. When reconciliation is complete, users can simply mark transactions as reviewed and submit them for approval based on rules you establish.

### **Assigning Default Accounting Codes**

PaymentNet's custom accounting code system can imitate your existing system, allowing the State to define your accounting code segments. The segments can also accommodate multiple codes within each segment. Once your codes are set up in the system, PaymentNet will automatically attach default accounting codes to each transaction based on transaction defaulting rules for employee, hierarchy, merchant, MCC, account, or customer code. Each accounting code can have a flexible number of alphanumeric characters, giving you the flexibility you need to accurately and easily allocate your transactions.

## Default Accounting Codes

The screenshot displays the 'Employee Detail - General Information' form in the PaymentNet system. The form is divided into several sections:

- Required Fields:** Includes fields for User ID (pre-filled with 'cardholder1'), Prefix, First Name (pre-filled with 'ESB'), Middle Initial, Last Name (pre-filled with 'ACCOUNT10'), Suffix, Email Address (pre-filled with 'esb@jpmorgan.com'), cc E-mail Address, bcc E-mail Address, Business Phone, Unread Reports/Expense (checkbox checked), and Unread SUA Account Numbers (checkbox unchecked).
- Transaction Defaults:** Includes dropdown menus for Chart of Accounts (pre-filled with 'UNASSIGNED'), Company (pre-filled with '001 - Company 1'), Cost Center (pre-filled with '1000 - Training'), and GL Account (pre-filled with '1234 - Office Supplies'). It also has fields for P.O. Number, Length, and a Receipt checkbox.
- Employee Custom Fields:** A section for defining custom fields for the employee.

*Default accounting codes are automatically attached to transactions in PaymentNet.*

### Reallocating Transactions

Within 24 to 48 hours of merchant posting, PaymentNet users will be able to access transactions and edit chart of account segments and custom transaction field attributes before downloading data into your general ledger. As users review the information, each transaction will be shown with pre-populated accounting codes. Users can then manually allocate accounting codes by free-form input or by selecting the appropriate code from a drop-down menu. The accounting codes displayed within the menus will be appropriate for each user based on his or her position in your hierarchy. This capability will benefit the State by enabling managers, auditing teams, and your program administrator to effectively monitor which transactions have been edited, viewed, and approved.

### Splitting Transactions

Users can split transactions up to 300 times among accounting codes. A *Transaction Allocation* report is available in PaymentNet to track how each transaction is being split among cost centers. This will allow your program administrator and managers to ensure that charges are not being reassigned to incorrect accounting codes.

### 3) Field lengths

PaymentNet offers editable fields that can be modified for each user access role in key categories across your organization, including account, employee, merchant, MCC, transaction, and order. The State's program administrator can give each custom field a unique name, provide a description of the information to be supplied, and specify whether the field will be a checkbox, a text box of up to 99 characters, or a drop-down list with a defined range of values for each user to choose from.

Custom fields can be set up as required or optional. By using required fields, the State will be able to ensure that users enter appropriate accounting codes or transaction notes in order to save their edits. In addition, accounting code fields can be configured to validate codes that are entered into them, which facilitates simple compliance monitoring and streamlined reconciliation for your organization.

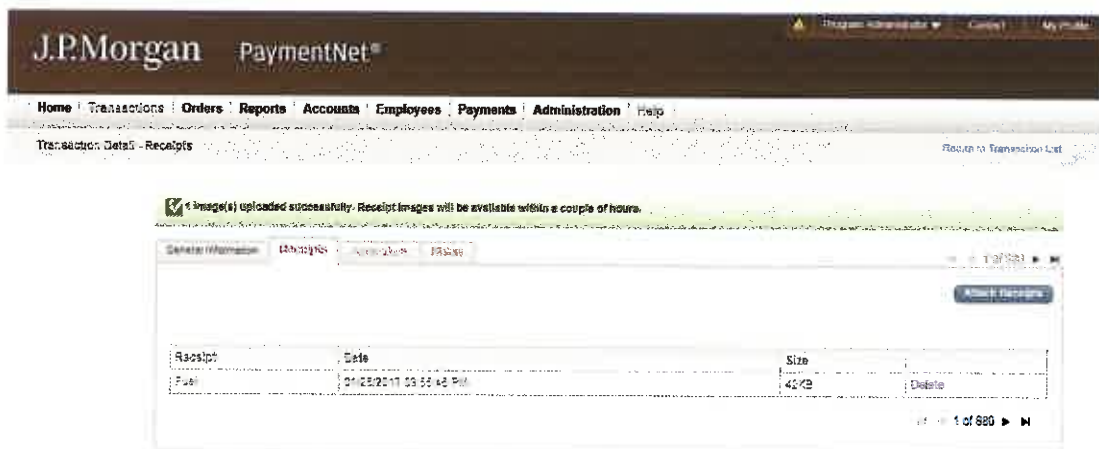
#### 4) Integration with ERP

J.P. Morgan is able to integrate with major ERP and financial systems providers, including CGI Advantage. We offer three file options to fit clients' data formatting needs: a standard transaction file, a flex mapper utility, and an internal development tool called the Data Extract Utility (DEU). The standard transaction file and flex mapper allow clients to run files without additional assistance from J.P. Morgan, while our DEU is available for clients with more extensive or complex requirements.

#### 5) Ability to attach documentation

Our receipt imaging feature enables users to scan and upload or fax receipts into PaymentNet and associate them with transactions for easy reference and retention. Within two hours of uploading a receipt, the information can be viewed and downloaded via a link next to the transaction.

#### Adding Receipts to Transactions



*Users can easily append receipts to transactions for more efficient oversight, increased control and policy compliance, and reduced costs.*

The system also offers a *Receipt Imaging Volume* report that summarizes the total number of receipt image files attached to transactions.

Receipt images can be retrieved from PaymentNet for individual transactions on a rolling 24 month period.

#### 6) Ability to lock down interfaced or mapped transactions

The mapped transactions can be locked down to prevent further changes within PaymentNet. This will apply to accounting code allocations and further changes to the review/approval status in the system, though transaction notes can still be added. Please note that this is an option; if the State wishes to allow transactions to be edited after the mapping takes place, that can be done as well.

#### 7) Ability to upload chart of accounts

During implementation, your chart of accounts will be created, validated, and loaded into PaymentNet. Your chart of accounts can contain your general ledger accounts, cost centers, and any other required fields. Your

# J.P. Morgan Card Services for State of West Virginia

program administrator and/or cardholders will then be able to select the appropriate account number from a drop-down menu (only validated numbers will appear) for reconciliation. Program administrators and cardholders will also be able type a value directly into a text box (again, the system will validate the user has entered a valid value).

To simplify the process even further, the State can limit the number of codes available to each user. You can also include descriptions along with the codes. Within 24 to 48 hours of the transaction (to allow time for merchant posting, and batch data load processes), users will be able to access the transaction and edit department or cost-center code assignments before downloading data into your general ledger.

In addition, J.P. Morgan uses alphanumeric character fields, which means that we can incorporate any accounting code structure and thereby accommodate your existing accounting string.

## Accounting Code Structure in PaymentNet

The screenshot shows the 'Chart of Accounts Detail - Structure' page in the PaymentNet system. The page has a navigation menu with options like Home, Transactions, Orders, Reports, Accounts, Employees, Payments, Administration, and Help. Below the menu, there are tabs for Structure, Values, and History. A 'Chart Name' field is set to 'Chart 1' with a note '(Must be unique name)'. A note below states: 'Note: Segment length can be increased but not reduced. Changing dependencies may require re-importing Chart of Accounts.' Below this is a table for defining account segments.

Segment	Length	Description	Dependent?	Field Type	Validate?	Required?
1	3	Company		DropDownList	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2	5	Cost Center	None	DropDownList	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3	3	GL Account	Cost Center	DropDownList	<input checked="" type="checkbox"/>	<input type="checkbox"/> Acid

*Each chart of accounts structure can accommodate up to 1,500 characters.*

### Automated Chart of Accounts Import (COA Batch)

The automated chart of accounts import is a file transfer service that helps our clients manage their accounting codes through a standardized batch process. The import text file is transmitted to PaymentNet using a secure file transmission process (e.g., SFTP). Once received, the requested accounting code updates are performed in PaymentNet. This feature enables a system-to-system interaction where the State is not required to log into PaymentNet to upload the import file. Instead, the file is transmitted from your system.

### 8) Process for modifying chart of accounts

The State can limit the number of codes available to each user. You can also include descriptions along with the codes. Within 24 to 48 hours of the transaction (to allow time for merchant posting, and batch data load processes), users will be able to access the transaction and edit department or cost-center code assignments before downloading data into your general ledger.

Within 24 to 48 hours of merchant posting, PaymentNet users will be able to access transactions and edit chart of account segments and custom transaction field attributes before downloading data into your general ledger.

As users review the information, each transaction will be shown with pre-populated accounting codes. Users can then manually allocate accounting codes by free-form input or by selecting the appropriate code from a drop-down menu. The accounting codes displayed within the menus will be appropriate for each user based on his or her position in your hierarchy. This capability will benefit the State by enabling managers, auditing teams, and your program administrator to effectively monitor which transactions have been edited, viewed, and approved.

## 9) Ability to validate funding allocation

During implementation, your chart of accounts will be created, validated, and loaded into PaymentNet. Your chart of accounts can contain your general ledger accounts, cost centers, and any other required fields. Your program administrator and/or cardholders will then be able to select the appropriate account number from a drop-down menu (only validated numbers will appear) for reconciliation. Program administrators and cardholders will also be able to type a value directly into a text box (again, the system will validate the user has entered a valid value).

## c) Reporting

### 1) Standard reports

Through PaymentNet, the State can access a suite of standard reports to help you easily monitor and manage expenditures throughout your organization. These reports have been developed based on best practices and actual client usage, making them effective, practical, and convenient.

Employee access to standard reports in PaymentNet can be modified by the State's program administrator based on the system roles assigned to each user type. Sensitive data in reports is also restricted based on the scope-of-view assigned to each user.

In addition to enabling the State to see what your cardholders purchased and from whom, PaymentNet's suite of standard reports addresses the most common user-specific needs:

- **Program administrators**—Manage employees and accounts, review and approve transactions, assess policy compliance, and analyze spend composition
- **Cardholders**—Run reports at the end of each billing cycle, review transactions, and print data for expense reports

Our clients use PaymentNet reports for a variety of purposes, and the flexibility of our reporting tool will be a major benefit to the State. Some typical uses for PaymentNet reports include:

- **Vendor negotiations**—By running reports on specific merchants, the State can gather the information you need to negotiate with merchants for discounted rates or better terms (e.g., air travel spend with a specific airline). PaymentNet's *Merchant Profile* (available in Excel), *Merchant Ranking* and *Transaction Detail by Parent Merchant* reports are especially helpful in making these assessments.
- **Monitoring declines**—Identifying which transactions were declined at the point of sale can assist the State in tailoring program policies and identifying possible misuse of cards. The *Declines* and *Unusual Activity Analysis* reports, among others, can assist the State in this area.
- **Assessing credit limits**—By comparing cardholder credit limits to card usage, the State can accurately assess your employees' commercial card needs. Helpful standard reports include *Accounts with Low Available Credit* and *Cardholder Profile*.
- **Deeper analysis**—PaymentNet's popular transaction detail reports include addendum data (e.g., airline details), enabling your organization to break down and analyze your program spend. The *Transaction*

*Detail, Transactions Pending Review/Approval, and Central Bill Reconciliation* reports are just a few of the many reports that can facilitate deeper spend analysis.

Please refer to Exhibit 2 - Sample PaymentNet Reports.

## 2) Ad hoc or customized reports

PaymentNet offers several ways to configure your reports that will display your critical criteria and assist you in getting to the information you need quickly and efficiently.

### Configurable Reports

After you have selected a report, our reporting tools allow you to narrow its scope:

- **Date range**—Select a date range defining the information you would like to view.
- **Criteria**—Specify the type(s) of data included in the report, including a date range.
- **Hierarchy**—Select the report's hierarchy level.
- **Order by**—Choose how data will be sorted (PDF format only).

After you have set up your preferences, the selections can be saved by giving the report a unique name. You can create as many different configurations of a standard report as needed.

### Report Customization in PaymentNet

*Users can select report parameters and save the resulting customized report for future use.*



## Online Queries

PaymentNet's query functionality allows users to target the type of data they would like to view. Options include:

- **Date range**—Select a date range defining the information you would like to view.
- **Criteria**—Specify the type(s) of data that should be included in the report.
- **Hierarchy**—Choose the hierarchy level you want the query to encompass.
- **Order by**—Determine how data in the query will be sorted (PDF format only).

The online query function is available to all PaymentNet user types. After a user has set query preferences, selections are saved by giving the query a unique name.

### 3) Report scheduling

All reports can be run on demand, but to save time, users can also schedule reports to run automatically; a user can elect to receive an email alert when a scheduled report is ready to view. The State can download them in PDF, Excel, or comma-separated values (CSV) format.

Users can easily create daily, weekly, monthly, quarterly, and annual reports in real time or set up reports for automatic generation based on your goals.

### 4) Delivery options, i.e. online, email, mobile

All reports can be viewed online at any time and downloaded in Adobe PDF, Microsoft Excel, or CSV format. Users can schedule a certain day to run reports or may run them manually on demand.

For security reasons, reports are not provided via direct email or via mobile; however, your employees can receive email notifications when their scheduled or on-demand reports are available in our online system.

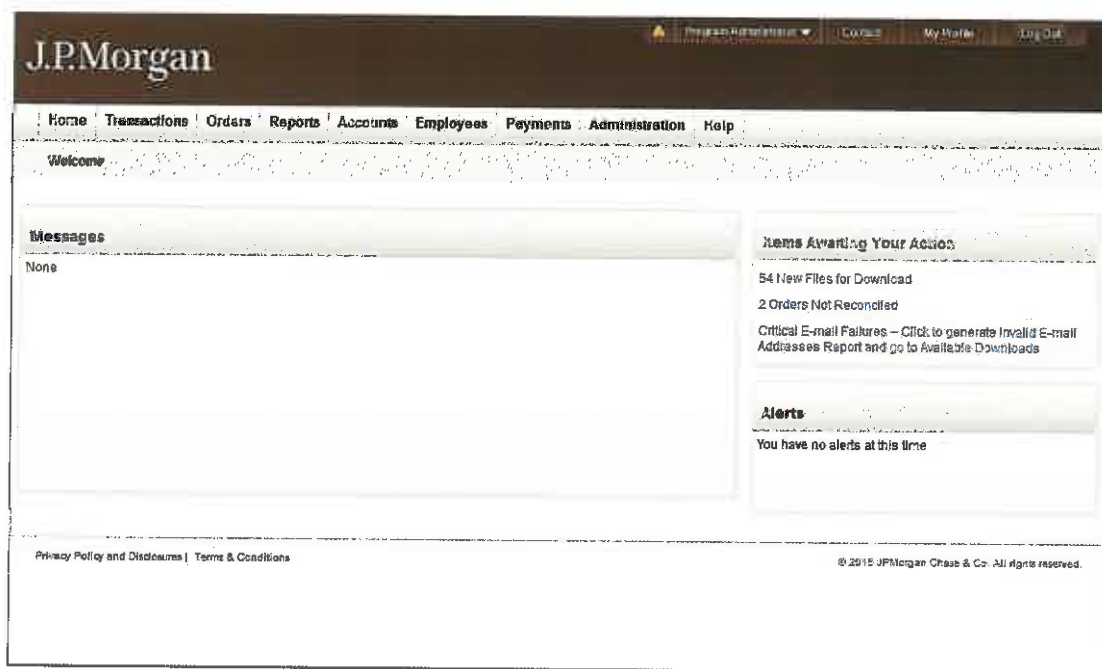
### 5) Exporting options and formats

Flexible output formats can be downloaded to your system for further analysis or archival. Reports are available in Adobe PDF, CSV format or Microsoft Excel. Users may print copies as needed.

### 6) Dashboards

The State can access our suite of reports through PaymentNet.

## PaymentNet Home Page Screenshot



*PaymentNet's intuitive interface gives users quick, efficient access to all key account activities.*

### 7) Number of data fields available

Data fields available in all commercial card reporting systems (not just J.P. Morgan's offerings) are contingent upon the issuer, the card association, the merchant acquirer, and the processor as well as the system itself. Some fields are standard and required, others may be generated at the point-of-sale and fail to make it all the way to the commercial card reporting system, and still others may not be recorded at the point-of-sale and will never contain information.

The card association sets the rules for required and optional data fields. The merchant acquirer works with the merchant to collect and pass certain fields; they must pass the required fields, and they can decide which optional fields to pass. The processor must also pass all required fields, but it can choose which of the optional fields it transmits. The data from the processor (or in some cases, directly from a card association) will be fed into the reporting system. Each reporting system specifies which fields to make available and which ones to exclude. For the fields made available, the system also decides how those fields are offered—on screen or in reports—and their attributes (e.g., whether they are searchable or editable, or whether they present summary data or detailed information).

To help clients leverage the most accurate and detailed transaction information available, system providers such as J.P. Morgan also create custom fields that a client can populate with details specific to its organization. In theory, providers can create any desired field in a system (e.g., account, merchant, transaction, or employee), but the data available to populate these fields remains contingent upon external entities. The card association still has control over whether data is required or optional, and the merchant and merchant acquirer must be able to transmit the data and pass it accurately to the card association, which in turn needs to be able to transmit the data and pass it accurately to the card processor. Finally, the reporting system must be able to both display and generate reports containing the information that has been received.

It is important to note that the PaymentNet system is fully capable of capturing, displaying, and reporting on nearly all data elements transmitted at the point of sale. Custom fields are also available to help meet the State's unique needs.

## **8) System data retainage**

All reports are available in PaymentNet and can be generated with up to 24 months of historical data (audit data is archived after 12 months). We further maintain up to seven years of basic transaction information that can be retrieved by contacting your relationship manager.

## **9) Ability to access/run reports across hierarchy levels based on user's security role(s)**

The State's program administrator can control report accessibility based on your established hierarchy, ensuring that sensitive information is limited to approved employees. All employee-specific reports are available only for that employee unless otherwise specified by your program administrator.

## **d) Single sign-on to available software solutions**

We have designed the PaymentNet system to ensure the highest levels of security available to protect client information. PaymentNet uses a unique identifier consisting of a three-part key: organization ID, user ID, and password. A user's access in the system depends on this three-key combination and assigned access level to ensure that employees only have access to the data they need. To safeguard against unauthorized usage, fraud, or identity theft, PaymentNet provides:

- Powerful Secure Sockets Layer (SSL) protocol for data encryption
- Dual-factor login authentication
- Automatic inactivity logout
- Automatic masking of sensitive data elements
- Authorized administrator control of credit limits and open accounts

### **Accessing PaymentNet**

Password entry is masked on all input forms. Only State-authorized employees with an assigned user ID and password can access PaymentNet. Because PaymentNet is accessed from the Internet and not through your intranet, your employees will be able to access PaymentNet from any web browser in the world. However, there are certain security restrictions in this setup:

- PaymentNet requires use of the newer browsers, such as Microsoft Internet Explorer 9.0 or higher, and Firefox 31.
- JavaScript must be enabled to use PaymentNet.
- Cookies are required when using PaymentNet.

A program administrator can set passwords. Once created, passwords are stored as a one-way encrypted token, and the actual password cannot be retrieved. Security event logging and monitoring for authentication and authorization failures can be provided to clients on administrative reports.

As a user navigates PaymentNet's functions, the system ensures that the data and functionality accessed is authorized for that particular user. This approach restricts users' scope-of-data view, which helps to preserve data integrity.

**e) Program audit tool**

**1) Card account information**

PaymentNet features enhanced monitoring controls through extensive audit reporting. Auditing is available for transactions, accounts, employees, hierarchy, chart of accounts, and orders. You can view the last 20 changes made to any of these objects using the History screen, and we offer standard reports for each of these objects that provide up to one year of data. Our system and reports show each individual change, including previous and new values, the name of the person who made the change, and the time that the change was made.

To further help ensure user compliance, PaymentNet offers seven standard auditing reports:

- *Account Audit*—This report lists all card changes made during a selected date range; it contains the account number, change date, a description of the field changed, original data, new data, and PaymentNet user ID that made the change.
- *Chart of Accounts Audit*—Any chart of accounts creations and changes to an existing chart of accounts using PaymentNet can be queried using a date range. This report will display all chart of accounts changes made during a requested period of time. It contains change date, change time, chart name, segment, segment value, field name, previous value, new value, and user ID that made the change.
- *Employee Audit*—Any new employee account creations or changes to an existing employee account using PaymentNet can be queried using a date range. This report lists all employee changes made during a requested time period and contains change date, change time, user ID changed or added, field name, previous value, new value, and user ID that made the change.
- *Hierarchy Audit*—Any hierarchy creations or changes to an existing hierarchy using PaymentNet can be queried using a date range. This report will show all hierarchy changes made during a requested time period. It contains change date, change time, hierarchy ID, field name, previous value, new value, and user ID that made the change.
- *Login Audit*—PaymentNet logins can be queried using a date range. This report lists all logins during a requested time period and contains login date and time, user ID, and session duration.
- *Transaction Audit*—This report will provide all transaction changes made during a selected date range; it contains the transaction ID, change date, a description of the field changed, original data, new data, and PaymentNet user ID that made the change.

**2) Transaction information**

Because PaymentNet offers powerful splitting and reallocation capabilities, the *Transaction Allocation* report will track how each transaction is being split among different cost centers. This report allows your program administrator and managers to ensure that cardholders are not reassigning charges to incorrect accounting codes. PaymentNet also offers the following audit report:

- *Transaction Audit*—This report will provide all transaction changes made during a selected date range; it contains the transaction ID, change date, a description of the field changed, original data, new data, and PaymentNet user ID that made the change.

PaymentNet receives and displays all levels of transaction detail passed by merchants at the point of sale. All domestic locations are level I capable and more than 1.4 million (Visa) 4.9 million (MasterCard) merchants can send level II or III information.

**4.18 Goal/Objective 18 Transition/Implementation**

**The vendor's transition and implementation plans are extremely important to the State.**

**The transition/implementation team should be available during the State's normal business hours. The vendor should describe the transition/implementation plan and should include but is not limited to the following:**

- a) The timeline for implementing the purchasing card program**
- b) The tasks to be performed and responsible parties**
- c) All customer support that will be provided during implementation such as onsite support, technical assistance, user manuals, web-based training, etc.**
- d) The process for adding new cardholders, billing accounts and coordinators during transition/implementation if different than the applicable sections above**
- e) Names of the proposed on-site implementation team members**
- f) Resumes and experience of the proposed team members**
- g) The man-hours required to complete the transition within identified timelines**
- h) Any other information necessary to understand the implementation of the proposed system**
- i) Expansion of payment capabilities through additional card platform tools**
- j) A plan to expand the program**

**Vendor Response:**

**a) The timeline for implementing the purchasing card program**

Our implementation team will be available during the State's normal business hours. While every implementation is unique, our average timeline is approximately 60 business days to "go live" (cards in hand, ready to transact), plus another 30 business days—one billing cycle—to confirm that all of the components of the program are interfacing smoothly. While we will strive to complete implementation within the State's desired timeframe, project lengths vary depending on program scope, complexity, and client readiness.

For the transition of the State's program we are proposing a streamlined approach that we have successfully used to transition another State Purchase card program of similar size, in which we would gather standardized requirements across the State's agencies for the Purchase card program setup as well as connectivity to CGI-AMS. This response is specific to the transition of the Purchase card program; should the State choose to move forward with the Single Use Account program, we will provide specific details on the implementation of that program.

We are proposing a phased approach in which we will work closely with you to segment agencies into six implementation waves that will be implemented sequentially. The transition of your established program will begin with several 'Agency Transition Overview Meetings' that are joint sessions with the agencies to provide an overview of our transition approach, agency requirements during transition, and transition timing. We would then begin our iterative implementation process. Our plan is currently constructed to support

decentralized management of each Agency program including unique Agency setups. We believe that we could further streamline the transition should the State proceed with a single centralized decision maker and standardized setups across all agencies.

### b) **The tasks to be performed and responsible parties**

Because every client's business requirements and program goals are different, J.P. Morgan approaches each implementation according to client needs. We will consult directly with the State using a standard, proven methodology that establishes a strong program foundation. J.P. Morgan's methodology consists of five phases:

- **Project Initiation**—The first step is to assemble the resources from J.P. Morgan and the State who will be involved in implementation. Your J.P. Morgan team will include a senior implementation project manager, who oversees the entire process from start to finish, and your relationship manager, who will leverage his or her experience managing programs for clients similar in size and scope to the State. This team will make best practice recommendations and can bring in additional resources as needed. During this phase we will work collaboratively with you to segment agencies into transition waves. We will also work closely with you to define standard setup attributes across agencies in order to expedite requirements gathering and to streamline the transition. The core of this phase will be multiple Agency Transition Overview Meetings that will be conducted by your J.P. Morgan Implementation Managers during which the agencies will be provided with a roadmap of what to expect during the transition process.
- **Requirements**—We will work with the State to gather your standard program requirements across all agencies, including platform parameters, card controls, reporting structure, and data transmission requirements. We will then hold joint sessions with the agencies participating in the transition wave to confirm program requirements and to collect requirement program documentation including client authorization designation forms, which authorize individuals to make decisions on program setups on behalf of each agency. Additional, program options/requirements will be documented for each agency and each agency program administrator will sign-off on requirements prior to program build by our Implementation Coordinators. During this phase we will also provide details on the data requirements for cardholder enrollment and provide support to agency program administrators as they populate cardholder enrollment forms.
- **Program Configuration**—Our implementation team will build your program, including file feeds, reporting features, software setup, and other elements established during the previous phase. While building your program, we will also perform ongoing quality assurance reviews to validate that program elements are functioning properly. During this time, your agency program administrators will complete cardholder enrollment documentation so that once the program is built and quality checked, we can initiate the card delivery process.
- **Card Issuance & Go live**—After your program has been built, we will deliver cards to your cardholders; they can begin using them immediately. J.P. Morgan will also provide comprehensive training to your program administrators in joint training sessions during this stage, instructing your organization on key system features, reporting tools, and best practices. We will monitor cardholder spending and data flow to assess whether any adjustments are needed.
- **Cycle**—During the agency's first monthly statement cycles, your implementation team will remain engaged to monitor your program. After the first cycle, they will confirm that each agency is able to reconcile and that you are able to submit payment. We will confirm that each agency program is on track, and provide a transition document that includes support phone numbers, service contacts, setup summary, and other details. The State will also transition to your designated relationship manager, who will serve as your primary contact on an ongoing basis.

Please refer to Exhibit 3 – Sample Implementation Plan.

**c) All customer support that will be provided during implementation such as onsite support, technical assistance, user manuals, web-based training, etc.**

**Onsite Support**

J.P. Morgan looks forward to providing our services to the agencies participating in the State of West Virginia Purchasing Card program. Our implementation personnel will coordinate with the State of West Virginia State Auditor's Office Purchasing Card Division throughout all stages of the implementation process. We will collaboratively work with the State of West Virginia State Auditor's Office Purchasing Card Division to coordinate phasing of implementations, implementation activities, and decisions. We anticipate onsite support initially during the Project Initiation phase of the transition as we hold Agency Transition Overview meetings to provide our roadmap of what to expect during the transition process to each of the participating Agencies in joint Agency sessions. Subsequent meetings will be held via telephone conference and we will utilize a tool called WebEx which allows us to share our meeting materials online.

**Technical Assistance**

To help deliver a smooth implementation, J.P. Morgan will provide the State with an implementation team led by an assigned implementation project manager. Our implementation managers have extensive experience in the commercial card industry, and our support team includes experts in implementing programs similar to yours. We have a strong infrastructure behind these team members, and we conduct both internal and client-specific calls at least weekly to ensure strong communication throughout the implementation process.

As a best practice, the same project manager is assigned for the duration of your implementation. A backup project manager may be engaged should your project manager become unavailable (e.g., vacation, medical leave, etc.). Primary working hours are 8:30 a.m. to 5:00 p.m. Central Time, Monday through Friday; however, should specific circumstances require participation outside of this timeframe, we will work with you to come to a mutually agreeable solution.

The State's implementation team will consist of the following personnel:

- **Implementation project manager**—Manages the overall process and resources, maintains the project dashboard, and conducts weekly status calls; this person is your main contact for process improvement suggestions and best practices
- **Implementation coordinator**—Gathers program requirements, configures back-end processor and billing setup, and processes cardholder spreadsheets for card issuance
- **Technical consultant**—Provides technical support such as the layout of electronic files and methods available for data transmission

Each member of your implementation team has well-defined support responsibilities:

**Implementation Project Manager**

- Serves as lead project manager and primary point of contact
- Ensures that project goals are met
- Develops implementation project dashboards/assessments
- Consults on the design of the State's card program
- Oversees weekly status meetings, task lists, and related items
- Manages hierarchy setup discussions and accounting code configuration
- Obtains mapper interface requirements for reconciliation
- Works with client to determine go-live timeframe

- Coordinates training requirements and delivery

## Implementation Coordinator

- Consults with your organization on cardholder controls, such as spend limits and MCC allowances
- Determines card issuance requirements
- Sets up cardholder files and coordinates cardholder settings
- Verifies data integrity and quality for processor configuration

## Technical Consultant

- Serves as a point of contact for your technical staff
- Assists with data mapping, file transfer, and connectivity
- Offers best practices for data solutions
- Consults with you on standard and custom technology tools

Project management services are included as part of your contract.

## User Manuals

What distinguishes J.P. Morgan's implementation methodology from those of our competitors is the emphasis we place on maintaining a controlled, risk-averse environment. We have found, based on nearly 300 implementations we completed in 2015 alone, that the potential for long-term problems with your program performance can be significantly reduced by mitigating common risk factors at the outset.

To that end, J.P. Morgan meticulously documents the entire implementation process. Below are a few examples:

- **“What to Expect” implementation guide**—Before the implementation begins, we present each of our clients with a summary of common findings and expectations. This document is often presented during the sales process.
- **Project plan/ project dashboard**—Depending on the complexity, either a project plan or project dashboard will be prepared and presented to the client after we perform the needs assessment, which occurs early in the implementation. This document includes the timeline that has been mutually agreed upon by both parties and also lists resource allocations.
- **Implementation checklists**—Used to ensure that we have asked all of the appropriate questions and that we are adhering to the goals set during the kickoff meeting.
- **Go-Live materials**—You will receive training guides such as “Quick Reference Cards” to help your employees get started with the new program, and a communications toolkit to help you message the program changes and cascade announcements to your employees.
- **Welcome pack**—Presented when implementation is complete, this is essentially a summary document that the State can keep on hand for quick reference. It includes key program contacts, program details (e.g., your billing structure and payment method), platform setup information, and a list of your insurance benefits.

By adhering to documented processes, we ensure that we stay on track, in terms of both timeliness and quality.



## **Web-Based Training**

We deliver our training courses through customized webinars. This approach allows for a virtually unlimited number of participants and makes it easy to accommodate scheduling preferences without requiring attendees to travel, obtain special equipment, or arrange for large meeting spaces.

For your initial training, one of our expert trainers will consult with the State's program administrator, in collaboration with the J.P. Morgan implementation team, to perform a needs assessment and create a webinar based on your goals and existing processes. We will then conduct training for your program administrator and system support staff once your program goes live. The session typically lasts half a day and covers all key elements of PaymentNet, highlighting the specific steps, tasks, and features that will be most valuable for your operations.

For ongoing training, our training team members will continue to provide assistance throughout the life of your program through the following:

- **Supplemental tailored training sessions**—Whether for program administrator enrichment or natural program evolution, we can provide instruction tailored to your organization's specific ongoing needs.
- **Monthly topical webinars**—After initial program rollout, the State can participate in monthly conference calls and webinars.
- **Program administrator training**—We offer specialized training for existing clients that add new program administrators.
- **Training materials**— J.P. Morgan provides quick reference cards for frequently used processes, user guides, help files within PaymentNet, and more.

## **d) The process for adding new cardholders, billing accounts and coordinators during transition/implementation if different than the applicable sections above**

During implementation, we will work with the State to apply the appropriate resources and structure your program according to your instructions.

### **Issuance**

As a best practice, J.P. Morgan accepts a formatted, electronic card application file for initial issuance, allowing us to enroll all of your cardholders simultaneously. For ongoing issuance, we provide user-friendly online and electronic paper application options.

#### **Initial issuance**

To facilitate a seamless implementation and save the State time and paperwork, we can accept an Excel-formatted J.P. Morgan bulk application containing account information for each cardholder, such as:

- Legal first and last name
- Date of birth
- Country of citizenship
- Home and business address
- Phone number
- Account security details (e.g., last four digits of an employee ID or social security number and first four letters of the mother's maiden name, or other unique letter/digit password)
- Spend limit
- Cardholder department and cost center (optional)

## J.P. Morgan Card Services for State of West Virginia

Our New Accounts team performs quality checks on 100% of the applications it processes, ensuring that user profile details and card parameters are established properly at the time of account setup.

### Ongoing Issuance

We offer several convenient options for ongoing card issuance:

- **Online applications**—Program administrators can request a new individual account directly via PaymentNet. Alternatively, employees can request a new commercial card via PaymentNet's Account Request Manager. Once completed, the applications are routed to a designated manager and/or program administrator for approval.
- **Paper applications**—Paper applications can be submitted by your cardholders or program administrator via mail, email, or fax.
- **Spreadsheet applications**—A J.P. Morgan-supplied spreadsheet application can be submitted by your program administrator for mass applications, even after initial issuance. Once completed, the spreadsheet should be encrypted and emailed to J.P. Morgan for processing.

### Billing Options

J.P. Morgan offers 26 billing cycle closing dates, allowing you to select the date that is most appropriate for your calendar. This date can vary for each subsidiary that has its own accounting system. Billing runs on a 30-day cycle with payment due 14 days after the end of the cycle. There are several flexible payment options, with shorter payment cycles tied to reduced credit exposure and improved rebates.

### Adding Program Administrators

With PaymentNet, the State can easily assign user access roles to determine what users are able to see and what actions they are able to take within PaymentNet. An access role is a three-part structure comprising role, hierarchy ID, and scope. The role assigned to each user defines applicable functionality (e.g., create new accounts or approve transactions). The hierarchy ID identifies the organization hierarchy location where the role is effective (e.g., division, department, or line of business). The scope defines the breadth of data to which the role has access (e.g., everyone in the division or just people in the department).

PaymentNet offers several pre-defined access roles, including the role of Program Administrator.

### e) Names of the proposed on-site implementation team members

We anticipate onsite support initially during the Project Initiation phase of the transition as we hold Agency Transition Overview meetings to provide our roadmap of what to expect during the transition process to each of the participating Agencies in joint Agency sessions. Subsequent meetings will be held via telephone conference and we will utilize a tool called WebEx which allows us to share our meeting materials online. At a minimum, your Implementation Project Managers, Patricia Dahlberg and Manisha Samani will be on-site to conduct the initial Agency Transition Overview Meetings.

### f) Resumes and experience of the proposed team members

#### Implementation Manager

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##### *Patricia Dahlberg*

Patricia Dahlberg has worked for J.P. Morgan for more than 4 years in our commercial card onboarding organization. As an implementation manager, Patricia works with clients to analyze their organization's culture and objectives in regard to designing and implementing a world-class commercial card program. She has implemented and managed many of J.P. Morgan's largest client programs. With more than 10 years of industry experience, Patricia has worked in customer service, training, quality assurance, marketing, implementations

and client relations. She has focused primarily on travel and purchasing card programs and has had exposure to many large, key clients.

## Implementation Manager

*Manisha Samani*

Manisha Samani is adept at working with individuals from all levels of an organization - from CEO to junior developers. During her 9+ years with JPMorgan, Manisha has demonstrated exceptional communication, client relationship building, technical and analytic skills on countless engagements remotely, across a variety of industries, including but not limited to Universities, Manufacturing, Internet-based services and Insurance. Manisha has successfully executed numerous commercial card implementations and is adept at managing implementations of clients that deploy card programs across multiple entities. With an Operations Management Information Systems degree, she has the unique ability of being able to straddle the fence between technical teams and clients, translating information between both entities.

### g) **The man-hours required to complete the transition within identified timelines**

Given our assumptions that each Agency participating in the Purchasing card program may have varying program requirements; we anticipate that the transition will take approximately seven months. The transition can be significantly expedited if the State elects to have a single centralized decision maker for the transition and elects for standard requirements/configurations across all agencies.

Generally over the course of the implementation, client Program Administration resources can anticipate spending four hours per week during the Project Initiation, Requirements and Program Configuration phases of the transition and one to two hours per week during the last two phases. Variables that drive client time commitment are the ease of access to obtained required information (e.g., cardholder enrollment data) and whether the data must be manipulated or formatted; number of cardholders; and, complexity of accounting code hierarchy/structure.

Information Technology resources will be required to provide financial system details and test file setups to ensure that they interface properly. Generally it requires 20 hours for file integration and five to 15 hours to establish file transmissions. Variables that drive IT time commitment are the complexity of the program setup and level of testing required and security protocols required to establish the secure conduit for data flow. Please refer to Exhibit 3 for general timing of implementation activities.

### h) **Any other information necessary to understand the implementation of the proposed system**

J.P. Morgan's implementation team members make every effort to balance speed and efficiency with quality and accuracy. Our project management, consultation, communication, service level tracking, and internal control processes set our approach apart from those of our competitors'.

- **Extended monitoring**—While cards are typically in hand within 60 to 90 business days, the State's designated implementation team will remain engaged throughout your first billing cycle and the first payment to ensure that your program is running smoothly before transitioning to your ongoing support representatives. This also means that any initial issues will be reviewed by personnel familiar with your program setup.
- **Expert consultation**—J.P. Morgan's implementation staff is well versed in industry best practices and can provide valuable recommendations for developing a best-in-class program. We will collaborate closely with the State to gain an in-depth understanding of your unique objectives and processes to create a project management plan tailored to your needs.
- **Consistent communication**—In addition to task and milestone tracking, your implementation team will provide weekly status reports summarizing overall progress. We will also conduct regular status

# J.P. Morgan Card Services for State of West Virginia

conference calls with the State's project management team as well as steering committee meetings with your executive sponsors.

- **Service level tracking**—Our implementation organization sets high standards for employee performance and results. We regularly monitor service levels for project pace and quality and are proud to consistently exceed our goals.
- **Process controls**—J.P. Morgan places the highest priority on ensuring that our products and services are secure for our clients as well as compliant with industry standards and regulations. We therefore take a highly prescriptive and thorough approach to program implementation while striving to provide a smooth and efficient process for the State.

## i) Expansion of payment capabilities through additional card platform tools

Your relationship manager will perform regular account reviews with the State to provide a comprehensive update on your program and compare your practices with industry standards. During reviews, your relationship manager will:

- Assess progress of joint program goals set during implementation
- Introduce solutions to optimize overall program effectiveness
- Assess use of J.P. Morgan resources and tools (e.g., training and technology)
- Compare current payment options, spend limits, and service to industry best practices
- Provide a rebate calculation or projection to date
- Establish goals and objectives for the next review period

TOPIC	DETAIL
<b>Introductions</b>	J.P. Morgan and key client stakeholders
<b>Executive Summary</b>	Where have we been? Where are we today?
<b>Opportunities</b>	Where are we going tomorrow?
<b>J.P. Morgan Product Solutions</b>	How can we help?
<b>Action plan</b>	How will we get there?

An example of an expansion opportunity may be the J.P. Morgan Single-use account (SUA) solution.

Our SUA solution is an electronic, credit card-based payment method that can help the State more efficiently manage your payment process as well as help reduce costs and transform traditional areas of expense into potential revenue generators. Benefits of our solution include the following:

- Replacement of less efficient payment methods, such as checks
- The flexibility, float, and rebate of a purchasing card coupled with powerful payment control, anti-fraud, and reconciliation features
- Increased payment processing efficiency through automation and integration, improving record accuracy and shortening reconciliation periods while providing security and visibility throughout the payment cycle
- Financial returns in the form of a rebate
- An efficient way to hold on to cash longer while paying suppliers sooner

**j) A plan to expand the program**

**Performance Analytics** - The J.P. Morgan Performance Analytics team will review, analyze and segment the State's vendor data to determine which suppliers are card-enabled. This proposed targeted list includes suppliers that are card-accepting, do not have discount payment terms, receive more than \$25,000 annually from the State, and have been paid in the past 12 months. Depending on your specific business needs, we may segment your suppliers differently to achieve the highest conversion rate. A Campaign Manager will meet with the State to develop a plan to contact suppliers and will work closely to guide the State through a successful supplier campaign.

**Single-use account Program** - As an additional benefit for the State, once your Single-use account program is up and running, we will consult with you to identify opportunities for enhancing other areas of your payables processes to drive discounts and maximize efficiencies. Our consultative approach to providing electronic payment solutions and our considerable industry experience and expertise will supply your organization with access to a wide range of best practice advice, customized recommendations, and other resources to help ensure that your program is operating at peak levels.

In addition, J.P. Morgan can perform an analysis that will show the State how much you can save simply by replacing checks and extending your days payable outstanding (DPO).

**Client Consulting** - The J.P. Morgan Client Consulting team is a specialized group of subject matter experts who offer complete payables analysis and consultation designed to optimize working capital, capture additional rebate, and improve efficiencies.

**Vendor Expansion** - J.P. Morgan has an established program to recruit businesses for purchasing card programs through our partnership with Commerce Solutions, the payment processing and merchant acquiring business of JPMorgan Chase. After initial enrollment, Commerce Solutions can handle ongoing one-off requests via email or telephone. Once an account has been approved for acceptance, it will appear on a report of participating vendors provided to you each month.

**4.19 Goal/Objective 19 Training**

**The State desires a vendor that has the capability to train at all levels from the State Purchasing Card Management to the agency level coordinators. The vendor should describe the Training considerations including but are not limited to:**

- a) **Updates on technology changes**
- b) **Updates on purchasing card rules and regulations affecting the State of West Virginia**
- c) **Updates on changes within the financial institution that affect the State of West Virginia**
- d) **The State desires to continue to adopt best practices and utilize current technologies. Please describe how you assist clients to attain this as well as maintain a strong program including educational training for clients that involves presenting new products, services and industry trends as well as provide the opportunity for the client to network and share business strategies with both domestic and international peers.**
- e) **Supplements to the existing web-based training programs of the Auditor's Office.**

**The Auditor's Office reserves the right to use vendor-provided training programs on the Auditor's Office web site or any other web site or server by which the web based training programs are distributed for the Auditor's Office and the State Purchasing Card Program.**

**Vendor Response:**

**a) Updates on technology changes**

For your initial training, one of our expert trainers will consult with the State's program administrator, in collaboration with the J.P. Morgan implementation team, to perform a needs assessment and create a webinar based on your goals and existing processes. We will then conduct training for your program administrator and system support staff once your program goes live. The session typically lasts half a day and covers all key elements of PaymentNet, highlighting the specific steps, tasks, and features that will be most valuable for your operations.

For ongoing training, our training team members will continue to provide assistance throughout the life of your program through the following:

- **Supplemental tailored training sessions**—Whether for program administrator enrichment or natural program evolution, we can provide instruction tailored to your organization's specific ongoing needs.
- **Monthly topical webinars**—After initial program rollout, the State can participate in monthly conference calls and webinars.
- **Program administrator training**—We offer specialized training for existing clients that add new program administrators.
- **Training materials**— J.P. Morgan provides quick reference cards for frequently used processes, user guides, help files within PaymentNet, and more.

**Tailored Training Sessions**

J.P. Morgan's tailored training sessions go beyond foundational training; they are designed to improve the overall program administrator experience and card program. Based on our trainers' extensive backgrounds in supporting commercial card clients like the State, they will take a consultative approach and supply best practice recommendations for day-to-day program tasks and longer-term process improvements, which enable your program administrator to easily and efficiently manage your card program. Importantly, we also offer continuing education options to keep your program administrator up-to-date on the latest PaymentNet enhancements, as well as industry trends and issues that may affect your organization.

**b) Updates on purchasing card rules and regulations affecting the State of West Virginia**

Your dedicated card relationship manager, John Lee, will discuss these updates during your regular account review sessions. John will provide a comprehensive update on your program and compare your practices with industry standards.

The State is welcome to participate in our monthly training sessions, which are designed to enhance your knowledge of commercial card programs and the card industry. These sessions cover a range of topics, including:

- Updated information on PaymentNet features
- New details on our programs and services
- Industry trends
- Best practices

Session invitations will be conveniently posted on your PaymentNet Welcome screen, and we offer morning and afternoon sessions for flexible scheduling. Each session lasts about an hour, and at the end of the session, attendees are polled regarding desired topics for upcoming sessions, enabling you to help drive the direction of future calls.

**c) Updates on changes within the financial institution that affect the State of West Virginia**

An important component of our commitment to the State of West Virginia will be our relationship team with a rich history working with public sector entities. Your designated team will be your portal into our firm and your point of escalation for any issues. The team is experienced and readily available to provide information and any updates on changes within the market and within J.P. Morgan. George Sesock will be your relationship executive supported by Karl Lamar and Ann Wagner, your treasury services managers. As always, their first responsibility will be to manage the State of West Virginia's relationship and work with the State to expand the program and solve any ongoing issues.

Further, our training team supplies ongoing topical training opportunities to address special needs that arise throughout the life of your program.

**d) The State desires to continue to adopt best practices and utilize current technologies. Please describe how you assist clients to attain this as well as maintain a strong program including educational training for clients that involves presenting new products, services and industry trends as well as provide the opportunity for the client to network and share business strategies with both domestic and international peers.**

We are one of the very few card issuers to employ a specialized team dedicated exclusively to commercial card client training. Our training team has also grown significantly in the past decade, with increased experience in varying industries, card program size, and complexity. On average, our trainers have commercial card experience of 12+ years. This wealth of knowledge translates into a consistent, reliable experience for our commercial card clients.

#### Monthly Topical Webinars

The State is welcome to participate in our monthly training sessions, which are designed to enhance your knowledge of commercial card programs and the card industry. These sessions cover a range of topics, including:

- Updated information on PaymentNet features
- New details on our programs and services
- Industry trends
- Best practices

Session invitations will be conveniently posted on your PaymentNet Welcome screen, and we offer morning and afternoon sessions for flexible scheduling. Each session lasts about an hour, and at the end of the session, attendees are polled regarding desired topics for upcoming sessions, enabling you to help drive the direction of future calls.

#### New Program Administrator Training

Invitations will be sent via email to new program administrators for existing clients. These specialized training sessions lasts 90 minutes and focus on common administrator topics, such as PaymentNet hierarchy setup, reporting, and managing cardholder limits. This training is an invaluable resource for new program administrators, giving them the extra instruction they need to feel confident in their roles.

## Client Conferences

In addition to the monthly topical webinars discussed above, J.P. Morgan hosts conferences that allow our clients to meet and share ideas. These conferences focus on discussing best practices, industry trends and potential product upgrades. Gaining in popularity are the roundtable sessions. In these sessions, tables are assigned based on industry and spend. Attendees are provided a set of business practice questions to help guide the discussion. Participants choose one of the questions to answer and are then asked to pair up with another at their table to share their responses. The session ends with questions being discussed by the entire table. After the conference, we provide the notes from each table to the attendees to share with their teams. Clients can use this additional information to help identify different opportunities and make informed decisions about card program options. Additionally, we are able to collect valuable feedback from our client base about potential service improvements as well as product enhancements and direct the communication to the appropriate department within J.P. Morgan for consideration.

## e) Supplements to the existing web-based training programs of the Auditor's Office.

### **The Auditor's Office reserves the right to use vendor-provided training programs on the Auditor's Office web site or any other web site or server by which the web based training programs are distributed for the Auditor's Office and the State Purchasing Card Program.**

Although we do not have a video link at this time, J.P. Morgan posts a variety of educational materials in PaymentNet to ensure that all program participants have quick, easy access to information about the tools they are using and the tasks they must complete. We can continue to offer live customized sessions at the State's will. This way, you can be sure that the information you are receiving is up-to-date and easily accessible to anyone who would like to receive training, regardless of physical location or budget constraints.

Available resources include the following:

- **PaymentNet user guide**—The guide walks users through PaymentNet functions step-by-step and contains comprehensive details about the more than 100 reports offered in the system.
- **Quick reference cards**—Our quick reference cards contain instructions for frequently used PaymentNet processes in a user-friendly format; versions for program administrators and cardholders are provided.
- **Help files**—Context-sensitive help files address common questions and technical features and can be viewed at any time and from any page in PaymentNet.
- **Import file templates**—Your program administrator can leverage several Excel templates to assist you in importing data such as your chart of accounts or hierarchy changes.
- **Product release notes**—When we update or enhance our products, we keep you informed about these modifications through detailed release notes.

J.P. Morgan can also offer marketing sheets, product brochures, and sample policies and procedures to help the State promote and manage your program. Our wide range of reference materials can significantly reduce your program administrator's workload by providing immediate answers to questions posed by infrequent PaymentNet users and serving as a starting point for self-directed "refresher" training for any user or group.

Ensuring that our clients have the education, information, and support necessary to maximize your commercial card programs is a primary focus for J.P. Morgan, and we look forward to consulting with the State to implement a training plan that will achieve your unique objectives.

## Training Whenever You Need It

It is important to note that J.P. Morgan's training professionals can be engaged at any phase of your program's life cycle—from the initial sales process through regular operation—via your designated account personnel.



#### 4.20 Goal/Objective 20 Emergency Purchasing Cards

**The State of West Virginia currently has an Emergency Purchasing Card Program for federal or state declared emergencies. Please describe the process for the performance of this type of activity on a 24 hour/7 day per week basis.**

##### **Vendor Response:**

J.P. Morgan supports several different options for emergency card distribution. "Dormant" cards can be held by key State personnel. These cards would have high limits and few restrictions but are not activated. In the event of a declared State emergency, these specially designated cards will be activated and made ready for immediate distribution, with no need to wait for a special overnight delivery request. To further secure these cards, the State could keep these cards under a separate hierarchy so that they can be easily tracked to ensure that they are not currently being misused. Additionally, the State would be able to easily isolate any spend associated with an emergency card by running reports based on that hierarchy level.

The State could also provide designated cardholders with active cards with typical limits and controls but pre-authorized for higher "emergency limits". These higher limits can be pre-established and noted in the State's profile with the J.P. Morgan program coordinator team. In the event of an emergency, the State's program administrator could call the program coordinator team to authorize the pre-established emergency limits for the designated cardholders. This process supports best practice recommendations in that the group of emergency cardholders is pre-trained to use the card in emergency situations,

#### 4.21 Goal/Objective 21 Disaster Recovery Plan

**Vendor should describe their disaster recovery plan in detail and indicate the length of time required to restore full service assuming that the vendor's primary operation site is unavailable due to either man-made or natural disaster.**

##### **Vendor Response:**

J.P. Morgan Chase is committed to providing high quality and resilient service to our customers and clients and has developed a rigorous program to do so. We are committed to meeting our legal and regulatory obligations in each of the jurisdictions where we do business, as well as to maintaining high standards of resiliency at all times during our daily practices.

Our Global Resiliency and Crisis Management (GRCM) program is designed to provide an integrated firm-wide resiliency program aligned to our business strategy and principles, as well as the requirements of our customers and clients globally. We do this by:

- Providing continuity of client and customer services while protecting the firm's employees and assets;
- Engaging senior management on all aspects of the program, including determining the resiliency risk appetite, strategy, leadership and program oversight;
- Proactively managing resiliency risks to incorporate appropriate mitigation and controls;
- Developing and maintaining resiliency plans based on impact analysis and criticality; and
- Helping employees understand their role in recovery scenarios and undertake validation tests and exercises for all critical functions and locations.

The information below provides details about the key aspects of our program.

# J.P. Morgan Card Services for State of West Virginia

## *Regulation and Compliance*

Our GRCM policies and standards establish rules for resiliency planning, response and recovery across the firm. The GRCM Program is:

- Managed by a firm-wide GRCM Steering Committee, comprised of Senior Management of each line of business as well as J.P. Morgan Chase corporate functions;
- Reviewed and approved by the Audit Committee of the Board of Directors of J.P. Morgan Chase on an annual basis;
- Subject to risk-based examinations by J.P. Morgan Chase Internal Auditors; and
- Subject to regular inspection by regulatory authorities, including the US Office of the Comptroller of the Currency (OCC), The Federal Reserve Board (FRB), The UK Financial Conduct Authority (FCA), Prudential Regulation Authority (PRA), Monetary Authority of Singapore (MAS) and other national regulatory authorities.

## *Crisis Management Processes*

A robust crisis management process is in place that seeks efficient, effective and timely response to incidents of varying severity and types.

- A firm-wide notification tool is used internally to communicate in crises
- Escalation processes are in place and are routinely tested;
- Post event reviews are undertaken to ensure event management procedures and resiliency capabilities are continually enhanced

## *Resiliency Planning*

Managers throughout the firm develop and maintain resiliency plans as part of the GRCM program.

- Annually, impact analyses are performed to determine and confirm the relative criticality of processes;
- All businesses develop recovery plans, based on their business impact analysis and risk assessments, addressing business, operations and technology components (including critical services provided by third parties);
- Quality reviews and audit assessments are undertaken and where appropriate corrective measures implemented; and
- Senior management approves resiliency plans annually.

## *Testing and Exercising*

The firm employs a comprehensive testing approach to regularly validate the effectiveness of the recovery program in different incident types.

- Tests include tabletop exercises and physical recovery of strategies; and
- Test results are communicated to the firm's senior management for all business functions as appropriate.

## *Special Contingencies*

Plans address high-level absenteeism events, including pandemic and severe weather.

- J.P. Morgan Chase businesses have incorporated special contingency events into their resiliency planning; and

The firm has participated in several market-wide and regulatory exercises

Please refer to Exhibit 4 - Business Resiliency Overview.

#### 4.22 Goal/Objective 22 Liability

**The State shall be liable for all valid transactions not exceeding the single purchasing card transaction limit which are initiated within the control restrictions in effect at the time of the transaction. The State shall not accept liability for unauthorized use of purchasing cards, fraudulent use, or lost or stolen cards that are reported in accordance with the successful vendor's policies. The vendor should describe how it handles unauthorized/fraudulent use or lost/stolen cards procedures.**

##### **Vendor Response:**

the State is protected from fraud if you contact J.P. Morgan immediately when you suspect a card has been lost, stolen, or compromised. Once notified, J.P. Morgan will promptly cancel the account. Subject to the terms and conditions outlined in our financial offering (*Exhibit 1*), the State will not be liable for fraudulent transactions made on that account. Merchants that do not follow transaction authorization procedures can be subject to chargebacks. If there are fraud losses, they are typically netted out of the program rebate opportunity.

##### **Liability for Card Misuse or Abuse**

Liability for commercial card charges resides with the organization; as a precautionary measure to protect the State, J.P. Morgan requires that all commercial cards be used only for business-related expenditures.

In general, liability includes the amount of all transactions made using authorized cards. However, the State can effectively minimize liability from employee misuse or abuse of funds by setting appropriate card limits.

##### **Fraud Process**

J.P. Morgan's fraud screening process is designed to protect our clients from fraud losses. Our communication process ensures that the right person is contacted when we suspect fraud.

We provide fraud screening 24/7/365. As a result, fraud statistics for our commercial card programs are well below the industry average and a far lower rate than the fraud associated with consumer cards. This low fraud rate speaks to the strength of our fraud prevention practices as well as our partnerships with clients in establishing effective card controls.

Cardholders can report fraud by calling the number on the back of their card or the direct fraud line at 888-307-2990.

#### 4.23 Goal/Objective 23 Card Brand

**The State strongly desires to select the card brand once the award has been made to the financial institution; however, if the card brand would change the vendor's proposal, the vendor must submit a separate proposal for each card brand.**

##### **Vendor Response:**

J.P. Morgan can offer the State both Visa and Mastercard branded commercial cards, allowing the State to choose the Card brand with the most appropriate set of features and tools for your commercial card program.

#### 4.24 Goal/Objective 24 Additional Items

**The vendor should describe available options or methods for the following areas of interest to the State:**

- a) **Services available to aid participating agencies with conversion from their current operation to the vendor's proposed system**

- b) **Electronic notifications, i.e. mobile, email, online**
- c) **International card usage**
- d) **Ongoing support**

**Vendor Response:**

**a) Services available to aid participating agencies with conversion from their current operation to the vendor's proposed system**

J.P. Morgan's scale enables us to provide the extensive resources necessary to ensure a successful implementation. We will seamlessly transition your commercial card program to J.P. Morgan using a tailored approach that is designed around your specific organizational needs. Four key elements of our approach will facilitate a smooth transition: minimal disruption for cardholders, an experienced implementation team, a variety of implementation support resources using a proven methodology, and effective training for your program administrators.

**Minimal Disruption for Cardholders**

We are committed to ensuring that your cardholders have a positive experience from the start. It is important to note that J.P. Morgan can help minimize any disruption to your employees by beginning work on your implementation while your previous card provider's program is in the exiting process, and even prior to contract execution. However, in order to issue cards, a fully executed contract is required to be in place. Using cardholder data that you provide to J.P. Morgan in a standardized template format, the implementation team will process your cardholder information for card issuance.

**Experienced Implementation Team**

Our implementation team for the State, led by your designated implementation project manager, has experience with major programs comparable to yours. Drawing on the full resources of J.P. Morgan, including additional staff if needed, team members will assist you throughout your program transition and setup. The process begins with the development of a detailed implementation plan based on consultations with your organization. From that point forward, your implementation project manager will provide regular status reviews to monitor implementation deliverables.

**Implementation Resources Using Proven Methodology**

We will provide as appropriate a variety of implementation support resources, which are anchored in our proven methodology, including:

- Best practice recommendations, leveraging industry research and documented client results
- Time-bound implementation project dashboard
- A risk and issues log to track issues and resolution
- Instructions for creating program hierarchy structure
- Instructions for preparing your chart of accounts and reconciliation process
- Card plastic specifications (e.g., options for a logo card)
- Spend control options
- Billing/payment options
- Suggested methods of cardholder enrollment
- Program launch communication templates

## Training

Effective training for your program administrator, managers, and cardholders is a key element of a smooth program transition. Our dedicated and experienced training staff will provide significant assistance during the go-live stage. Our program takes a “train-the-trainer” approach in which your key administrators will be trained on program management as well as methods for teaching cardholders how to properly use their cards. Your program administrators will also be equipped with quick reference materials to cascade to cardholders.

## b) Electronic notifications, i.e. mobile, email, online

### Email

Your employees can receive email notifications when their scheduled reports, on-demand reports or new statements are available in our online system. Email notifications can also be sent when transactions are awaiting review or approval.

PaymentNet users can also receive automatic email notifications, which can be managed within their “My Profile” settings. Note that because all PaymentNet alerts are set at the user level, each user (e.g., a cardholder) must set the notifications required by the State.

### Online

Program Administrators can notify users of required actions, changes in their company's policies, or provide general information via the Message/Greetings feature of PaymentNet. Messages can be targeted to specific hierarchies and to specific user roles within a hierarchy.

The State can also create custom greetings or messages to their users of PaymentNet. These messages can be customized at the hierarchy level and to roles within each hierarchy. Further, the State can determine the period of time that the message will be displayed to the users.

## c) International card usage

J.P. Morgan Commercial Cards are accepted at millions of vendor locations around the world. The following table provides global acceptance statistics for our commercial cards:

TOTAL ACCEPTANCE		
	Visa	MasterCard
Africa/Middle East	3,124,941	1,248,079
Asia/Pacific	9,742,543	11,898,632
Europe	12,428,569	13,122,124
Latin America	8,572,803	6,386,496
Canada	972,385	1,098,798
United States	8,993,790	8,319,631
<b>Worldwide</b>	<b>43,835,031</b>	<b>42,073,760</b>

(Although this data is believed to be accurate, it has not been audited or independently verified. In some cases, the reported number of locations may be higher due to multiple counting of the same outlet by different acquiring members.)

## d) Ongoing support

Our service structure is composed of experienced commercial card experts and is designed to ensure that we provide the customized support and central points of contact our clients require at all organizational levels, from senior management to program administration to cardholders.

### J.P. Morgan Service Model



*Our service model is designed to give each area of your organization the specialized support you need.*

#### Management Team Support

Your management team can turn to your designated J.P. Morgan relationship manager, John Lee, for strategic advice, assistance with key features and tools, and help with any program-wide issues that may arise. The State will also have ongoing access to your local treasury and banking representatives, Ann Wagner, Karl Lamar and George Sesock, to leverage resources throughout JPMorgan Chase & Co.

In addition, upon contract award, the State will be assigned an implementation project manager to help you roll out your program. This individual leads an experienced team who will leverage our proven methodology to make your program deployment as smooth and seamless as possible, working closely with you to design and implement your commercial card program using a comprehensive approach that is specifically tailored to your objectives.

#### Program Administration Support

After program implementation is complete and cards have been issued, your day-to-day tasks will be attended to by our program coordinator team members, who have extensive backgrounds in supporting commercial card programs. The State's program administrator can contact our program coordinators for assistance with account management inquiries, change and operations requests, and technical issues. The program coordinator team will have access to your organization's program files and the State specific information to ensure prompt, efficient service.

Our program coordinator servicing team is empowered to make decisions, ensuring prompt action and one-call resolution. When issues cannot be resolved immediately, a time commitment for resolution is communicated back within 24 hours for telephone inquiries and 48 hours for email inquiries.

J.P. Morgan's program coordinators are a specialized group of experts that provide day-to-day operational assistance for the State's program administrator. Program coordinators handle issues associated with account management, such as hierarchy changes or creation of MCC groups. Our program coordinators are trained on all of our commercial card products, have extensive backgrounds in customer service, and have the authority

## J.P. Morgan Card Services for State of West Virginia

to make sure that your needs are met in a timely manner. The average tenure with J.P. Morgan for our program coordinators is 4 years, ensuring a depth of experience and knowledge to support each client's service needs.

Program coordinator responsibilities include:

- Performing mass cardholder updates
- Monitoring user and organization credit limits
- Assisting with account reconciliation tasks
- Providing support for reporting and card management tools
- Acting as a liaison between the State and our internal operations groups to handle disputes and technical issues
- Coordinating any ongoing software training
- Serving as a backup for your relationship manager

In addition, program coordinators are well versed in our software platform and its online help system and can assist you in troubleshooting and learning how best to take advantage of system capabilities. Program coordinator support is further augmented by 24/7/365 customer service assistance, which is available to program administrators in addition to cardholders.

Our program coordinators are available during extended business hours (specifically, Monday through Friday from 7:00 a.m. to 7:00 p.m. Central Time) to assist your program administrator.

### **Cardholder Support**

The State's cardholders receive 24/7/365 support from our commercial card call centers. Our customer service specialists are available to answer questions, resolve issues, and make sure your employees have access to the support resources they need whenever and wherever they do business. J.P. Morgan's service personnel are held to some of the highest standards in the industry, and our service organization is entirely dedicated to commercial card support—customer service team members do not handle consumer cards or other bank products. All customer service is conducted domestically—we do not offshore support. J.P. Morgan has two call centers with 100 customer service specialists dedicated to Commercial Card.

## Attachment B: Mandatory Specification Checklist

**Complete Attachment B: Mandatory Specification Checklist. By signing and dating this attachment, the Vendor acknowledges that they meet or exceed each of these specifications as outlined in Subsection Five of Section Four: Project Specifications. The State reserves the right to require documentation detailing how each is met at its discretion.**

*List mandatory specifications contained in Section 4, Subsection 5:*

### 5.1 Mandatory Requirement 1 Card Issuance

**Card Issuance requires the approval of the State Auditor's Office. The successful vendor will incur all costs associated with card issuance.**

**Vendor Response:**

There are no costs associated with card issuance for your commercial card program.

### 5.2 Mandatory Requirement 2 Card Format/Design

**It is mandatory that the vendor provide customized card designs created specifically and exclusively for the State of West Virginia Purchasing Card Program. Examples include, but are not limited to:**

- a) **The name of the 'STATE OF WEST VIRGINIA' on the face of the card, the State's official seal, or any other distinct feature approved by the Auditor's Office**
- b) **The phrase 'FOR OFFICIAL USE ONLY' on the face**
- c) **The phrase 'TAX EXEMPT' and each agency's unique tax exempt number embossed or otherwise placed on the face of the card**
- d) **The successful vendor's toll-free telephone number for reporting a card lost or stolen printed on the back of the card**
- e) **Custom background on the face of the card**

**Vendor Response:**

- a) **The name of the 'STATE OF WEST VIRGINIA' on the face of the card, the State's official seal, or any other distinct feature approved by the Auditor's Office**

The State can incorporate this information into your custom design or use the four lines available on the card for embossing. The first three lines are reserved for the account number, expiration date, and cardholder name. The fourth line is for client use and offers up to 21 custom characters (including spaces). This line can be used for an agency or department name, a tax ID number, or a combination of both.

Each card is embossed in silver with the account number, cardholder name, and expiration date.

- b) **The phrase 'FOR OFFICIAL USE ONLY' on the face**

The fourth line on your cards offers up to 21 custom characters (including spaces). This line can be used for an agency or department name, a tax ID number, or a combination of both.



**c) The phrase 'TAX EXEMPT' and each agency's unique tax exempt number embossed or otherwise placed on the face of the card**

The fourth line on your cards offers up to 21 custom characters (including spaces). This line can be used for an agency or department name, a tax ID number, or a combination of both. As an alternative, some clients include the phrase "Tax Exempt" as part of the hot stamp logo. J.P. Morgan will work with the State to develop a satisfactory design.

**d) The successful vendor's toll-free telephone number for reporting a card lost or stolen printed on the back of the card**

Our cards feature a toll-free number on the back of each card. In areas where toll-free calling is not offered, a collect number is also listed on the back of every card to ensure prompt, efficient service.

**e) Custom background on the face of the card**

J.P. Morgan will work with the State to develop a customized plastic card including custom artwork, if desired.

**5.3 Mandatory Requirement 3 Card Controls and Restrictions**

**It is mandatory that the Auditor's Office and other participating agencies have the ability to place account controls and restrictions on any card under the purchasing card program at various hierarchy levels. The vendor is to describe the controls and restrictions they have available. Such controls and restrictions shall include the following:**

- a) The ability to use or restrict card access for cash or cash-like products**
- b) MCC group templates**
- c) Vendor blocking**
- d) Single per transaction dollar limits**
- e) Number of purchasing card authorizations per day**
- f) Number of purchasing card authorizations per billing cycle/month**
- g) Temporary card maintenance based on date parameters**
- h) Dollar limits per day**
- i) Dollar limits per billing cycle/month**
- j) Dollar limits per cardholder**

**Vendor Response:**

**a) The ability to use or restrict card access for cash or cash-like products**

Our program gives the State the ability to control monthly cash advance amounts; you can also restrict cash advances entirely.

**b) MCC group templates**

We can place boundaries by Merchant Category Code (MCC) group to determine how much a cardholder can spend at a group of merchants. This MCC group limitation can be restricted by daily number of transactions, transaction amount, and monthly spend.

As a best practice, clients usually establish templates of MCC groups that apply to different cardholder profiles. Your relationship manager or program coordinator will be happy to assist you in opening or blocking MCC groups as needed.

**c) Vendor blocking**

Merchant blocking occurs at the MCC level; card limits can be set by MCC, blocking use at all unapproved merchant types. Several profiles of MCC blocking can be configured, giving different parts of the State structure their own set of MCC blocks. You can leverage up to 180 MCCs per group in as many as nine MCC groups, each of which can have a custom name applied for your internal purposes.

The State can use J.P. Morgan's policy monitor to flag transactions with vendors not approved by the State. Upon settlement, an email is sent to the cardholder and the cardholder's manager signaling that the cardholder has made a purchase from a vendor not approved by the State.

**d) Single per transaction dollar limits**

Dollar limit controls include cycle spend, transaction amount, daily spend amount, monthly spend, and spend limits by MCC.

**e) Number of purchasing card authorizations per day**

Limits can be placed on the number of transactions allowed per day.

**f) Number of purchasing card authorizations per billing cycle/month**

Limits can be placed on the number of transactions allowed per month.

**g) Temporary card maintenance based on date parameters**

Program Administrators can set beginning and ending dates to make profile adjustments to credit and daily transaction limits. These changes can be set to revert to the original account settings after a predetermined amount of time. However, adjustments to Merchant Category Code (MCC) restrictions will require manual updates from your program administrator. It's important to note that these adjustments occur in real time.

**h) Dollar limits per day**

Dollar limit controls include daily spend amount.

**i) Dollar limits per billing cycle/month**

Dollar limit controls include monthly and cycle spend amount.

**j) Dollar limits per cardholder**

Dollar limit controls include limits per cardholder.

#### 5.4 Mandatory Requirement 4 Fraud Detection

**A robust and effective fraud detection system is mandatory for the purchasing card program. The State desires to have a vendor with a system that will alert the State of any possible fraudulent transactions and desires a process to alert agency level card management personnel and to investigate suspect transactions for fraud and misuse.**

**Vendor should provide a description of how their proposed fraud system operates.**

##### **Vendor Response:**

J.P. Morgan's fraud screening process is designed to protect our clients from fraud losses. Our communication process ensures that the right person is contacted when we suspect fraud.

We provide fraud screening 24/7/365. As a result, fraud statistics for our commercial card programs are well below the industry average and a far lower rate than the fraud associated with consumer cards. This low fraud rate speaks to the strength of our fraud prevention practices as well as our partnerships with clients in establishing effective card controls.

##### **Fraud Screening**

J.P. Morgan's team of experienced fraud prevention analysts utilizes specialized screening tools to constantly monitor transactions for suspicious activity and to aid in detecting fraud and minimizing losses. Our fraud detection systems are flexible and have the ability to target both general and specific fraud trends. Criteria or rules are defined based on analysis of fraud data, providing us with current fraud trends, which we determine through analyses of:

- Fraud patterns
- Specific or high-risk MCCs
- Dollar amounts and cash advances
- Geographic location
- Specific merchants and unusual purchases such as jewelry or electronics

Our screening process uses several indicators (including the trends listed above) to identify possible fraud. The categories we monitor include unusual purchases such as jewelry or electronics, high-risk MCCs, and questionable geographic areas. Cash advances are also monitored for high-risk locations and large dollar amounts. Suspicious transactions are further identified based on details that include the authorization type, merchant type, location of recent fraud trends, account history, expiration date entered, and decline reason. If authorizations meet these pre-defined criteria, the account is sent to a fraud handling queue or blocked for referral.

If requested, our fraud team will provide a detailed walkthrough to client executives and program administrators explaining fraud performance in depth. This information includes collaboration with the client and program administrators to identify and implement ongoing improvements.

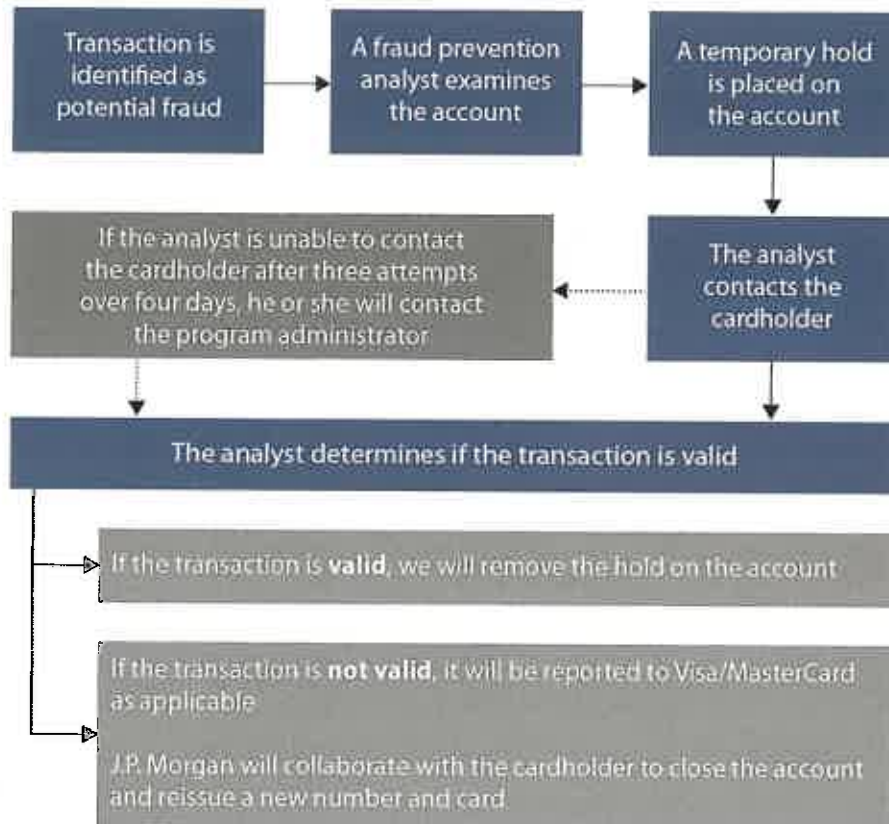
##### **Communication Process**

When a potentially fraudulent transaction is identified, a fraud analyst will evaluate the account's history and activity. If fraud is still suspected, the analyst will contact the cardholder to confirm card possession, verify the cardholder's two security identifiers on file, and validate the transaction(s). Depending on the circumstances, we may continue to monitor the account for suspicious charges or suspend it temporarily to minimize potential fraud losses. If we suspect employee misuse of funds, we will contact the State's program administrator directly.

# J.P. Morgan Card Services for State of West Virginia

Under most circumstances, a call is placed to the cardholder at the telephone number(s) on file, with messages left if contact cannot be made. After the first attempt, we will call the cardholder at both phone numbers and leave messages, as well as email the cardholder if it is after normal calling hours and an email address is available. If we are unsuccessful in reaching the cardholder after three attempts or if the phone number(s) on file is invalid, we will place a hold on the card and reach out to your program administrator.

## Process Flow for Identifying and Communicating Fraud



*By taking these steps, J.P. Morgan keeps fraud on our commercial card programs exceptionally low.*

### Additional Fraud Protection

To complement our fraud screening, we offer clients our third-party fraud waiver and MasterCard's liability waiver for employee fraud. Due to the sensitive nature of fraudulent transactions, we require that fraud be reported to an expert in the J.P. Morgan Fraud Department by phone. Reporting fraud by phone ensures that all fraudulent transactions are identified as soon as possible. The card will be blocked and no further transactions can be processed, stopping fraud attempts immediately. There are also systematic processes to ensure timeliness of opening and resolving a fraud case as well as requirements put in place by MasterCard. In most cases, we can provide a complete resolution in one call, avoiding multiple call-back attempts and saving time on resolving any open issues.

Cardholders can report fraud by calling the number on the back of their card or the direct fraud line at 888-307-2990.

### 5.5 Mandatory Requirement 5 Cardholder Information

The successful vendor shall not sell or distribute a list of participating agencies/institutions addresses, cardholder names and addresses, or any other information to any person, firm, or other entity for any purpose. Additionally, the vendor shall not contact individual cardholders for any purpose not directly related to the use of the state purchasing card.

Please confirm compliance.

#### Vendor Response:

J.P. Morgan does not sell any client information; however, in the course of our normal commercial card program activities, we may have to share some client details with our third-party partners such as Visa or MasterCard (for network-related issues) and TSYS (for transaction processing). We may also share client information among our affiliates and business units when we believe it will enhance the services we provide to clients, but only in circumstances where such sharing conforms to law, any applicable confidentiality agreements, our policies and practices, or where a client has consented to such sharing.

### 5.6 Mandatory Requirement 6 Contact Information

The successful vendor must provide customer support to the State Auditor's Office, P-Card Division and agency Purchasing Card Coordinators as designated by the State Auditor's Office. Please address personnel assignments, hours of availability, methods of access to personnel and account information and response times.

- a) 24/7/365 Customer service call center and technical support available to program coordinators/administrators and cardholders
- b) Dedicated account representative(s) for the State's normal business hours
- c) Emergency contacts

#### Vendor Response:

- a) 24/7/365 Customer service call center and technical support available to program coordinators/administrators and cardholders

The State's cardholders will be supported 24/7/365 by our customer service specialists in Elgin, Illinois, and Columbus, Ohio. By simply calling the toll-free number on the back of their cards, cardholders are identified by their card number and then routed to the proper service specialist. In areas where toll-free calling is not offered, a collect number is also listed on the back of every card to ensure prompt, efficient service. Importantly, our customer service specialists are solely dedicated to commercial card support and do not handle any other bank products.

#### Services Tailored to Cardholder Needs



*Our specialized service structure enables cardholders to access the support they require 24 hours a day.*

## J.P. Morgan Card Services for State of West Virginia

### Knowledgeable and Experienced Support

J.P. Morgan offers support from approximately 100 specialists in two locations. Each customer service specialist is trained and knowledgeable about the specific programs they support. All customer service specialists receive targeted training, enabling them to become experts in their roles.

Services and information our specialists offer for your cardholders include:

- Lost/stolen card reporting
- General account information
- Cardholder transaction information
- Fraud reporting
- Emergency assistance
- Answers to statement questions
- Balance/credit information
- Specific charge details (including declines)
- Replacement card requests
- Online password assistance
- Card activation
- Billing disputes
- Account closures/card cancellations
- Payment information

Our average response time is less than 20 seconds, and if issues cannot be resolved immediately, a time commitment will be communicated to the cardholder within 48 hours.

Additional services provided through our call center include an easy-to-use voice response unit (VRU) for commonly asked questions and an interpretation service to assist non-English-speaking cardholders in over 100 languages (e.g., Spanish, German, Italian, and French).

### Technical Support

The Client Application Support (CAS) team is your first level of help desk technical support. Available from 7:00 a.m. to 6:00 p.m. Central Time Monday through Friday with on-call emergency support available 24 hours per day, seven days per week, this knowledgeable team can resolve most concerns within the first call. The CAS team will assist the State in addressing program-specific software functionality issues, including:

- System error messages
- System outages
- System slowness
- Inability to access modules
- Actual results that are different than expected results
- Defect and incident updates
- Association (MasterCard/Visa) issues

Our approximately 30 CAS employees are located in Elgin, Illinois and Columbus, Ohio, and can be reached directly by the State or through one of our internal business partners such as your J.P. Morgan relationship manager. Regardless of who initiated the request, the CAS team will speak directly with the State and will inform your relationship manager of issue resolution.

### b) Dedicated account representative(s) for the State's normal business hours

Your management team can turn to your designated J.P. Morgan relationship manager, John Lee, for strategic advice, assistance with key features and tools, and help with any program-wide issues that may arise.

The State will also have ongoing access to your local treasury and banking representatives, Ann Wagner, Karl Lamar and George Sesock, to leverage resources throughout JPMorgan Chase & Co.

**c) Emergency contacts**

Available from 7:00 a.m. to 6:00 p.m. Central Time, Monday through Friday, with on-call emergency support available 24 hours per day, seven days per week, the Client Application Support (CAS) team can resolve most concerns within the first call. The CAS team will assist the State in addressing program-specific software functionality issues.

The State's cardholders will also be supported with 24/7/365 emergency assistance by our customer service specialists by simply calling the toll-free number on the back of their cards.

**5.7 Mandatory Requirement 7 Lost/Stolen Cards and Account Closures**

**The State of West Virginia is not liable for unauthorized or fraudulent transactions posting to an account.**

**Vendor Response:**

The State is protected from fraud if you contact J.P. Morgan immediately when you suspect a card has been lost, stolen, or compromised. Once notified, J.P. Morgan will promptly cancel the account. Subject to the terms and conditions outlined in our financial offering (*Exhibit 1*), the State will not be liable for fraudulent transactions made on that account. Merchants that do not follow transaction authorization procedures can be subject to chargebacks. If there are fraud losses, they are typically netted out of the program rebate opportunity.

**Liability for Card Misuse or Abuse**

Liability for commercial card charges resides with the organization; as a precautionary measure to protect the State, J.P. Morgan requires that all commercial cards be used only for business-related expenditures.

In general, liability includes the amount of all transactions made using authorized cards. However, the State can effectively minimize liability from employee misuse or abuse of funds by setting appropriate card limits.

**5.8 Mandatory Requirement 8 Data Transmission and Connectivity**

- a) The successful vendor must provide a secure data transmission of its account and transaction activity at least once per bank processing day, to multiple points as designated by the State Auditor's Office.**
- b) The State must receive all data fields available in the transaction output from the card processor.**
- c) The successful vendor must be able to re-transmit the data transmission file(s).**
- d) The State requires vendor to provide all data associated to account transactions including but not limited to travel folio data.**

**Vendor Response:**

- a) The successful vendor must provide a secure data transmission of its account and transaction activity at least once per bank processing day, to multiple points as designated by the State Auditor's Office.**

J.P. Morgan offers two options for generating files:

# J.P. Morgan Card Services for State of West Virginia

- **Scheduled**—Files can be set up to generate on a recurring schedule. You can choose to have files produced automatically on a daily, weekly (you select the day of the week), monthly (you select the day of the month), or cycle-based schedule. Scheduled files may be set to generate in the evening or in the morning, outside of business hours.
- **On demand**—You can produce a file whenever you need the data, applying date range criteria and other filters on an ad hoc basis.

## How to Receive Files

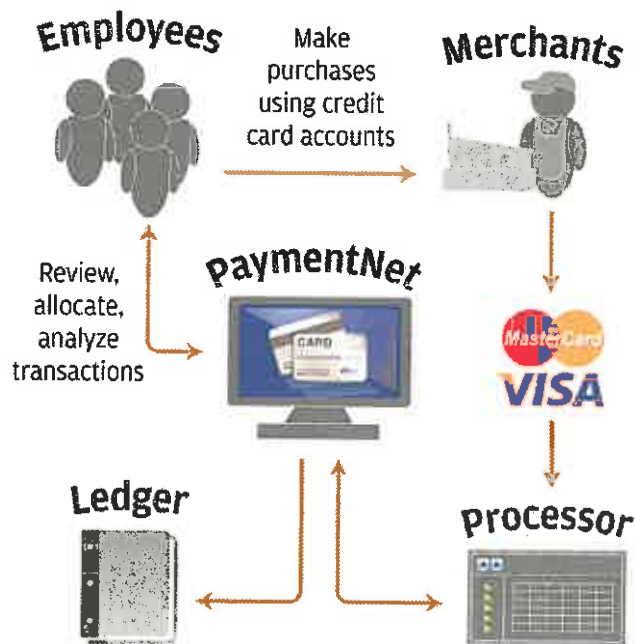
The State can receive files via two convenient options:

- **Transmission**—We offer a suite of comprehensive data communication alternatives that enable secure connectivity to virtually any system through industry-accepted standards and protocols. We recommend direct transmission to your internal system since it blocks the potential for data corruption.
- **Download**—the State can retrieve files directly from PaymentNet for manual upload into your internal system. Unless deleted by a user, files are retained in the PaymentNet user interface for 365 days.

## b) The State must receive all data fields available in the transaction output from the card processor.

PaymentNet displays all information provided by merchants at the point of sale, including level II and III detail. Complete transaction data can be downloaded from PaymentNet to the State's ERP system on a daily basis.

### Data Collection Process Flow



*All transaction data passed by merchants flows from the point of sale to PaymentNet.*

J.P. Morgan offers several file feeds customized for accounting software packages, as well as a range of data transfer options, including FTP, VAN for EDI files, XML, and HTTP over SSL.



## J.P. Morgan Card Services for State of West Virginia

After downloading your transaction data, the State can have it sent directly to your ERP system or to your PaymentNet user interface, where it will remain until a user manually downloads it to your system (files within the user interface are available for 365 days and can be deleted as necessary). The State will select your file transmission method during implementation.

**c) The successful vendor must be able to re-transmit the data transmission file(s).**

J.P. Morgan will be able to re-transmit data transmission files.

**d) The State requires vendor to provide all data associated to account transactions including but not limited to travel folio data.**

PaymentNet displays all information provided by merchants at the point of sale, including hotel folio, airline, and car rental detail when passed by the merchant. Complete transaction data can be downloaded from PaymentNet to the State's ERP system on a daily basis.

### 5.9 Mandatory Requirement 9 Rebate Documentation

**The State Auditor's Office requires the vendor to provide the backup documentation for the rebate earned at a minimum of the master account level. The vendor shall show any rebate withheld for not meeting payment due date requirements or applicable fees at the same level. The State assumes any applicable cash advance or foreign transaction fees will be charged and billed to the associated card account.**

**Vendor Response:**

J.P. Morgan offers a simple rebate calculation based on spend volume and file-turn (speed of pay). Please refer to Attachment C and Exhibit 1 in our Cost Proposal for complete details and backup documentation.

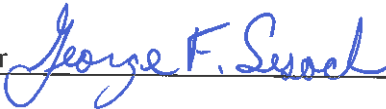
**By signing below, I certify that I have reviewed this Request for Proposal in its entirety; understand the requirements, terms and conditions, and other information contained herein; that I am submitting this proposal for review and consideration; that I am authorized by the vendor to execute this bid or any documents related thereto on vendor's behalf; that I am authorized to bind the vendor in a contractual relationship; and that, to the best of my knowledge, the vendor has properly registered with any State agency that may require registration.**

J.P. Morgan Chase Bank, N.A.

(Company)

George Sesock, Executive Director

(Representative Name, Title)



330-972-1762

(Contact Phone/Fax Number)

April 11, 2017

(Date)

## **Attachment C: Financial/Revenue Proposal**

**Complete Attachment C: Financial/Revenue Proposal included in this RFP and submit in a separate sealed envelope. Financial/Revenue should be clearly marked.**

Please refer to Attachment C in Cost Proposal.

**Attachment D: Additional Information – Spend by MCC**

Noted but not incorporated into our response.



Sample PaymentNet  
Reports

## Account Audit

Account Audit						
Date Time Filter:						Client/Owner Landscape
Selection Criteria: Change Date Is Between 12/07/2010 AND 01/03/2011						
Account Number	Change Date	Change Time	Field Name	Previous Value	New Value	Modified By
*****4720	12/07/2010	09:16:04	Expiration Date	2011-01-31 00:00:00	2011-01-31 00:00:00	System - Loader
*****4829	12/15/2010	08:53:30	Merchant Category Code Diversion Group		77 Include	System - Loader
*****4839	12/15/2010	08:53:29	Merchant Category Code Diversion Group	77 Include		System - Loader
*****4839	12/15/2010	08:53:15	Birth Date	8/24 ****	11/****	System - Loader
*****4829	12/15/2010	08:53:15	Mother's Maiden Name	*****	*****	System - Loader
*****4829	12/15/2010	08:53:15	Other Refsch Date		1003-01-01 00:00:00	System - Loader
*****4839	12/14/2010	10:31:18	Mother's Maiden Name		*****	System - Loader
*****0872	12/06/2010	11:06:10	Cardholder Address 2			System - Loader
*****0872	12/06/2010	11:06:16	Cardholder Postal Code	601247836	601247836	System - Loader
*****0872	12/06/2010	11:06:16	Cardholder Street Address	2:00 WESTFIELD DR	2:00 WESTFIELD DR	System - Loader
*****0872	11/08/2010	11:06:16	Email Address	fl@GMAIL.COM	fl@GMAIL.COM	System - Loader
*****0872	12/06/2010	11:06:16	Statement Address 2			System - Loader
*****0872	12/06/2010	11:06:16	Statement Postal Code	601247836	601247836	System - Loader
*****0872	12/06/2010	11:06:16	Statement Street Address	2:00 WESTFIELD DR	2:00 WESTFIELD DR	System - Loader

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 Account Audit

Report information includes:

- Account Number
- Change Date
- Change Time
- Field Name
- Previous Value
- New Value
- Modified By

## Account Delinquencies

Account Delinquencies												
Data/Time Period:											Creation: Landscape	
Selection Criteria:												
Account Number	Last Name	First Name	Hierarchy	Employee ID	1-30 Day	31-60 Day	61-90 Day	91-120 Day	121-150 Day	151-180 Day	Charged off	Current Balance
ROOT ROOT												
*****4712	KL-YESS		ROOT ROOT		\$37,094.54	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$37,094.54
<b>ROOT ROOT Sub-Total:</b>			1 Account(s)		\$37,094.54	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$37,094.54
<b>Grand Total:</b>			1 Account(s)		\$37,094.54	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$37,094.54

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 Account Delinquencies

Page 3 of 3

Report information includes:

- Account Number
- Cardholder Last Name
- Cardholder First Name
- Account Hierarchy
- Employee ID
- 1-30 Day (past-due amount)
- 31-60 Day (past-due amount)
- 61-90 Day (past-due amount)
- 91-120 Day (past-due amount)
- 121-150 Day (past-due amount)
- 151-180 Day (past-due amount)
- Charged Off Amount
- Current Balance
- Sub-Total: Account(s)
- Grand Total: Account(s)

## Accounts with Low Available Credit

Accounts with Low Available Credit							
SEARS70							
Date Time Printed 01/17/19 0:58:11PM						Orientation Landscape	
Selection Criteria							
Last Name	First Name	Account Number	Current Balance	Date Effective	Credit Limit	Cash Advance Limit	Available Credit
SMITH	JAMES	*****3395	\$0.00	03/14/2008	\$9,999,999	\$0.00	\$1,000,000.00
	CHRIS	*****1037	\$15,126.31	04/23/2008	\$9,999,999	\$0	\$1,184,873.62
DOE	JANE	*****5731	\$257.59	05/27/2008	\$9,999,999	\$999,950	\$1,999,042.50
SMITH	JAMES	*****4037	\$0.00	04/02/2008	\$9,999,999	\$0	\$1,997,042.48
SMITH	JAMES	*****6000	\$0.00	04/21/2008	\$9,999,999	\$0	\$3,000,407.09
SMITH	JAMES	*****8113	\$0.00	04/02/2008	\$9,999,999	\$0	\$3,000,407.09
SMITH	JAMES	*****4711	\$0.00	03/26/2008	\$9,999,999	\$0	\$3,000,407.09
SMITH	JAMES	*****8073	\$0.00	12/24/2007	\$9,999,999	\$0	\$4,000,000.00
SCOTT	JAMES	*****1833	\$0.00	03/23/2008	\$9,999,999	\$0	\$4,000,000.00
TEKO	TRIST	*****7640	\$0.00	04/03/2008	\$9,999,999	\$0	\$4,000,000.00

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 Accounts with Low Available Credit

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Report information includes:

- Cardholder Last Name
- Cardholder First Name
- Account Number
- Current Balance
- Date Effective
- Credit Limit
- Cash Advance Limit
- Available Credit

# Air Travel Activity

Air Travel Activity										
Date/Time Printed: 05/15/2012 03:45:58 PM										Orientation: Landscape
Selection Criteria: Post Date Is Between 01-01-2012 AND 05-15-2012 AND Transaction Type => 'Payment'										
Last Name	First Name	Account Number	Traveler Name	Departure Date	Transaction Date	Origination	Destination	Ticket Number	Referenced Transaction Amount	Transaction Amount
Division AAB - I Commercial Jcb										
ACCOUNT1	TEST	4807000000000000	BERTHE	05/02/2009	12/30/2011	AMS	SEA	0127238559850	(\$3,399.31)	(\$3,399.31)
ACCOUNT1	TEST	4807000000000000	BERTHE	05/06/2009	12/30/2011	CDG	AMS	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE		12/30/2011	XCC	XCC	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE	05/29/2009	12/30/2011	DLA	CDG	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE	05/29/2009	12/30/2011	MSP	CDG	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE		12/30/2011	XCC	XCC	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE	05/26/2009	12/30/2011	AMS	ACC	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE		12/30/2011	XCC	XCC	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE		12/30/2011	XCC	XCC	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE	05/28/2009	12/30/2011	ACC	NBO	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE	05/29/2009	10/30/2011	NBO	DLA	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE	05/23/2009	12/30/2011	SEA	MSP	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BAKKE/BRUCEMR	05/08/2009	01/02/2012	CMH	IAH	0052183294161	\$317.70	\$317.70
ACCOUNT1	TEST	4807000000000000	BAKKE/BRUCEMR	04/06/2009	01/02/2012	IAH	CMH	0052183294161	\$317.70	
ACCOUNT1	TEST	4807000000000000	BERTHE	05/26/2009	01/05/2012	CDG	AMS	0127238559850	(\$3,399.31)	(\$3,399.31)
ACCOUNT1	TEST	4807000000000000	BERTHE	05/29/2009	01/05/2012	DLA	CDG	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE	05/23/2009	01/08/2012	MSP	CDG	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE		01/05/2012	XCC	XCC	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE	05/24/2009	01/03/2012	ACC	NBO	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE		01/03/2012	XCC	XCC	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE	05/22/2009	01/03/2012	SEA	MSP	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE		01/03/2012	XCC	XCC	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE	05/20/2009	01/03/2012	AMS	SEA	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE	05/26/2009	01/03/2012	AMS	ACC	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE		01/03/2012	XCC	XCC	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BERTHE	05/29/2009	01/03/2012	NBO	DLA	0127238559850	(\$3,399.31)	
ACCOUNT1	TEST	4807000000000000	BAKKE/BRUCEMR	04/08/2009	01/04/2012	IAH	CMH	0052183294161	\$317.70	\$317.70
ACCOUNT1	TEST	4807000000000000	BAKKE/BRUCEMR	04/06/2009	01/04/2012	CMH	IAH	0052183294161	\$317.70	

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 Air Travel Activity

Report information includes:

- Cardholder Last Name
- Cardholder First Name
- Account Number
- Traveler Name
- Departure Date
- Transaction Date
- Origination
- Destination
- Ticket Number
- Referenced Transaction Amount
- Transaction Amount
- Sub-Total
- Grand Total



# Airline Ticket Credit Summary

Airline Ticket Credit Summary							Credit
SEARS70							Transaction
Date/Time Period: 06/08/2009 4:45:33PM							Amount
Selection Criteria:							
Ticket Number	Departure Date	Traveler Name	Merchant Name	Transaction Date	Post Date	Travel Agency	Amount
0067116169510	02/29/2008	MEACHER, DENNIS	AVIS RENT-A-CAR	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067116169510	02/29/2008	MEACHER, DENNIS	AVIS RENT-A-CAR	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067116169510	02/29/2008	MEACHER, DENNIS	AVIS RENT-A-CAR	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067116169510	02/29/2008	MEACHER, DENNIS	AVIS RENT-A-CAR	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067116169510	02/29/2008	MEACHER, DENNIS	AVIS RENT-A-CAR	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067116169510	02/29/2008	MEACHER, DENNIS	AVIS RENT-A-CAR	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067116169510	02/29/2008	MEACHER, DENNIS	AVIS RENT-A-CAR	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067116169510	02/29/2008	MEACHER, DENNIS	AVIS RENT-A-CAR	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067116169510	02/29/2008	MEACHER, DENNIS	AVIS RENT-A-CAR	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067116169510	02/29/2008	MEACHER, DENNIS	AVIS RENT-A-CAR	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067116169510	02/29/2008	MEACHER, DENNIS	AVIS RENT-A-CAR	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067116169510	02/29/2008	MEACHER, DENNIS	AVIS RENT-A-CAR	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067116169510	02/29/2008	MEACHER, DENNIS	AVIS RENT-A-CAR	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067116169510	02/29/2008	MEACHER, DENNIS	AVIS RENT-A-CAR	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067116169510	02/29/2008	MEACHER, DENNIS	AVIS RENT-A-CAR	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067116169510	02/29/2008	MEACHER, DENNIS	AVIS RENT-A-CAR	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067116169510	02/29/2008	MEACHER, DENNIS	AVIS RENT-A-CAR	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067107294134	01/25/2008	LEVY, JAY	HILTON BANQUET	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067107294134	01/25/2008	LEVY, JAY	HILTON BANQUET	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00
0067107294134	01/25/2008	LEVY, JAY	HILTON BANQUET	10/21/2009	08/04/2010	HRG NORTH AMERICA	\$0.00

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 Airline Ticket Credit Summary

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Report information includes:

- Ticket Number
- Departure Date
- Traveler Name
- Merchant Name
- Transaction Date
- Post Date
- Travel Agency
- Credit Transaction Amount
- Grand Total

# Cardholder Default Account Codes and Custom Fields

Cardholder Default Account Codes and Custom Fields												
Data Time Period:											On: 09/06/2010 Landscape	
Selection Criteria: Account Status <-> Closed AND Account Status <-> Last Or Status												
Last Name	First Name	Account Number	Status	Credit Limit	Single Amount Limit	Daily Amount Limit	Daily Transaction Limit	Cycle/Monthly Amount Limit	Cycle/Monthly Transaction Limit	Other Amount Limit	Other Transaction Limit	
AIRPLANE	JEFFERSON	*****4668	New	\$1,999,999	\$0	\$0		0		\$0		
Chart of Accounts			India									
Segment Description			Accounting Code Value	Segment Value Description								
Account Custom Fields												
Field Name			Field Value									
A			Data									
B			Data									
BOTTLE	WATER	*****0564	New	\$1,999,999	\$0	\$0				\$0		
Chart of Accounts			India									
Segment Description			Accounting Code Value	Segment Value Description								
K3-TEST	ROHIT CHHRE	*****4720	New	\$199,000	\$3,100,000,000,000,000,000,000			100,000,000,000,000,000		100,000,000,000,000,000	99,999,999,999,999,999	
Chart of Accounts			India									
Segment Description			Accounting Code Value	Segment Value Description								
Account Custom Fields												
Field Name			Field Value									
A			a									
B			b									
Grand Total:		3 Account(s)										

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 Cardholder Default Account Codes and Custom Fields

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Report information includes:

- Cardholder Last Name
- Cardholder First Name
- Account Number
- Account Status
- Credit Limit
- Single Amount Limit
- Daily Amount Limit
- Daily Transaction Limit
- Cycle/Monthly Amount Limit
- Cycle/Monthly Transaction Limit
- Account Number
- Other Amount Limit
- Other Transaction Limit
- Chart of Accounts
- Chart of Accounts Segment Description
- Accounting Code Values
- Segment Value Description
- Transaction Default Custom Field Name
- Transaction Default Custom Field Value
- Account Custom Field Name
- Account Custom Field Value
- Grand Total

# Cardholder Status

Cardholder Status											
EAUTM03											
Date/Time Printed: 07/19/2012 03:05:01 PM											
Selection Criteria: Account Status <> 'Closed' AND Account Status <> 'Lost Or Stolen'											
Omnicon Landscape											
Last Name	First Name	Hierarchy	Account Number	Open Date	Closed Date	Credit Limit	Available Credit	Single Amount Limit	Cycle/Monthly Amount Limit	Status	Account Status Reason
<b>Active</b>											
AUL423161	AUF2012020	UNASSIGNED UNASSIGNED	*****2819	05/26/2015		\$2,000	\$2,000.00		\$2,000	Active	
AUL6163597	AUF20111227	HR418771191 HR418771191	*****6069	03/20/2015		\$2,000	\$2,000.00		\$2,000	Active	
FREE	SMOKE	HR418771191 HR418771191	*****5648	05/10/2015		\$1,999,999	\$1,999,999.00		\$1,999,999	Active	
GRGG	TI FIRST	UNASSIGNED UNASSIGNED	*****0314	10/16/2015		\$2,000	\$2,000.00		\$2,000	Active	
LAST	FIRST T	UNASSIGNED UNASSIGNED	*****2499	10/08/2015		\$1,999,999	\$1,999,999.00		\$1,999,999	Active	
STOF	FIRST 34	ROOT ROOT	*****0064	11/09/2012		\$9,999,999	\$9,999,704.00		\$9,999,999	Active	
TEST	SFS	UNASSIGNED UNASSIGNED	*****4129	11/09/2012		\$1,999,999	\$1,999,999.00		\$1,999,999	Active	
TEST	SUL_H	UNASSIGNED UNASSIGNED	*****4603	03/31/2015		\$1,000	\$1,000.00	\$1,000	\$1,000	Active	
TEST	TEST	UNASSIGNED UNASSIGNED	*****4451	03/31/2015		\$3,000	\$2,000.00		\$2,000	Active	
TEST	TEST	Indis desc1	*****4137	11/09/2012		\$1,999,999	\$1,892,954.00		\$1,999,999	Active	
<b>Active Sub-Total: 18 Account(s)</b>											
<b>Total</b>											
AAAA	AAA	UNASSIGNED UNASSIGNED	*****1757	04/13/2015		\$1,999,999	\$1,999,999.00	\$500	\$1,999,999	New	
ALEX	JOHN N	HR418771191 HR418771191	*****0642	08/21/2015		\$10,000	\$10,000.00	\$10	\$10,000	New	
ALEX	JOHN N	UNASSIGNED UNASSIGNED	*****5026	08/03/2015		\$10,000	\$10,000.00	\$10	\$10,000	New	
ALEX	JOHN N	HR418771191 HR418771191	*****3563	08/21/2015		\$10,000	\$10,000.00	\$10	\$10,000	New	
ALEX	JOHN N	UNASSIGNED UNASSIGNED	*****5680	04/26/2015		\$1,000	\$1,000.00	\$100	\$1,000	New	
AU2012030185056	JAS G	UNASSIGNED UNASSIGNED	*****7970	04/26/2015		\$100	\$100.00	\$10	\$100	New	
AU2012032774343	JAS G	ROOT ROOT	*****9002	08/24/2015		\$900	\$900.00		\$900	New	
AU2012032774343	JAS G	ROOT ROOT	*****5940	08/05/2015		\$1,999,999	\$1,999,999.00		\$1,999,999	New	
AU218534	AUF20111292	UNASSIGNED UNASSIGNED	*****5423	09/20/2015		\$2,000	\$2,000.00		\$2,000	New	
AU2208094	AUF20130264	HR418771191 HR418771191	*****3936	05/26/2015		\$2,000	\$2,000.00		\$2,000	New	
AU2308094	AUF20120264	UNASSIGNED UNASSIGNED	*****4137	09/09/2015		\$2,000	\$2,000.00		\$2,000	New	
AUL315978	AUF20120254	UNASSIGNED UNASSIGNED	*****0215	05/26/2015		\$2,000	\$2,000.00		\$2,000	New	
AUL316484	AUF20120243	UNASSIGNED UNASSIGNED	*****8639	05/26/2015		\$2,000	\$2,000.00		\$2,000	New	
AUL335697	AUF20120271	UNASSIGNED UNASSIGNED	*****0159	05/26/2015		\$2,000	\$2,000.00		\$2,000	New	
AUL347113	AUF20120256	UNASSIGNED UNASSIGNED	*****6784	05/26/2015		\$2,000	\$2,000.00		\$2,000	New	
AUL371545	AUF20120325	UNASSIGNED UNASSIGNED	*****5276	05/26/2015		\$2,000	\$2,000.00		\$2,000	New	
AUL395809	AUF20111281	UNASSIGNED UNASSIGNED	*****9485	03/20/2015		\$2,000	\$2,000.00		\$2,000	New	
AUL434851	AUF20120288	HR425846 HR425846	*****0992	05/26/2015		\$2,000	\$2,000.00		\$2,000	New	
AUL497374	AUF20120282	UNASSIGNED UNASSIGNED	*****0589	05/26/2015		\$2,000	\$2,000.00		\$2,000	New	

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 Cardholder Status

Report information includes:

- Cardholder Last Name
- Cardholder First Name
- Hierarchy
- Account Number
- Open Date
- Closed Date
- Credit Limit
- Available Credit
- Single Amount Limit
- Cycle/Monthly Amount Limit
- Status
- Account Status Reason
- Sub-Total: Account(s)
- Grand Total: Account(s)

# Central Bill Reconciliation

Central Bill Reconciliation											
US60283											
Date Time Printed: 04/27/2009 10:33:22AM										Commerce: Leaseage	
Selection Criteria:											
Transaction Date	Post Date	Transaction ID	Reference Number	Merchant Name	MCC	Merchant City	Merchant State/Province	Merchant ZIP/Postal	Merchant Country	Transaction Amount	
Billed to Account: 471563800000021											
BOSSH0SS				Diverted From Account: 4715630001571548				Central Bill Account:			
10/21/2009	08/04/2010	6347	246210829500099977708	DHLW	4215					66.33	
10/20/2009	08/04/2010	3335	24324888295342001130403	WEIGELS 405 Q&S	5542					540.01	
10/21/2009	08/04/2010	6366	24621082954821588016438	CHEVRON 301 73586	5541					96.48	
10/20/2009	08/04/2010	3334	24427338295710030633992	TOWN & COUNTRY #C108	5541					85.50	
10/22/2009	08/04/2010	4334	244539829500099960129	DIXIE DELI	5812					1349.56	
10/20/2009	08/04/2010	6347	24427338295710030633995	TOWN & COUNTRY #C108	5541					138.51	
BOSSH0SS 4715630001571548 Sub-Total:				6 Transaction(s)				Central Bill Account:			2387.57
BOSSH0SS											
Diverted From Account: 4715630001571555				Central Bill Account:							
10/20/2009	08/04/2010	3334	24717058295732950212866	HAMPTON ENNS	3663					1328.47	
10/20/2009	08/04/2010	3661	247926282954814776787974	DIXIE DELI	5812					1577.50	
10/21/2009	08/04/2010	5862	2462108295432568130665	CHEVRON 0072889	5542					581.56	
10/21/2009	08/04/2010	3358	244457718295506843919292	KROGER FUEL #8564	5542					232.64	
10/21/2009	08/04/2010	5669	24761878295273246613348	TACO VILLA #007	5812					89.16	
11/20/2009	08/04/2010	3333	24427338295710030661489	TOWN & COUNTRY #C156	5541					251.56	
10/21/2009	08/04/2010	4333	241640782952183466413549	ENTREPRISE RENT-A-CAR	1403					649.93	
11/19/2009	08/04/2010	4163	24073148295900000380919	BARLEYS TAPROOM & PIZZERIA	5812					124.69	
BOSSH0SS 4715630001571555 Sub-Total:				8 Transaction(s)				Central Bill Account:			51,238.66
BOSSH0SS											
Diverted From Account: 4715630001571568				Central Bill Account:							
10/20/2009	08/04/2010	6364	24427338295812000113666	DIAMOND 2150 SHAMROCK	5542					628.17	
10/21/2009	08/04/2010	3337	247926282954814776787966	DIXIE DELI	5812					1577.50	
10/20/2009	08/04/2010	4332	244273382957100306613702	TOWN & COUNTRY #C147	5541					86.42	
BOSSH0SS 4715630001571568 Sub-Total:				3 Transaction(s)				Central Bill Account:			2492.09
471563800000021 Sub-Total:				17 Transaction(s)				Central Bill Account:			51,768.31
Billed to Account: 471563800000021											
CROCODILE				Diverted From Account: 4715630001571571				Central Bill Account:			
10/20/2009	08/04/2010	6369	24427338295312000113686	DIAMOND 2150 SHAMROCK	5542					628.17	

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 Central Bill Reconciliation

Report information includes:

- Transaction Date
- Post Date
- Transaction ID Reference Number
- Merchant Name
- MCC
- Merchant City
- Merchant State/Province
- Merchant Zip/Postal
- Merchant Country
- Transaction Amount
- Cardholder Name
- Billed To Account
- Account Number
- Central Bill Account
- Transactions
- Sub-Total: Transaction(s)
- Grand Total: Transaction(s)

## Declines

<b>Declines</b>										
<b>DEMO220</b>										
Date Time Printed: 04/05/2010 3:41:57PM										Company: Landscape
Selection Criteria:										
Last Name	First Name	Account Number	Decline Amount	Decline Date	Time	Merchant Name	Merchant City	Merchant State/Province	MCC	MCC Description
<b>01 VISA REFERRAL, CHANGE TO DECLINE</b>										
CROCCOLE		*****1334	\$592.74	10/16/2007	08:19:27 PM	PEDEX KINGS	BRIDGEPORT	CT	7338	"Quick-Copy, Reproduction and Distribution Services"
<b>01 VISA REFERRAL, CHANGE TO DECLINE Sub-Total:</b>			<b>1 Decline(s)</b>							
<b>02 MCC IS IN MCC GROUP WHEN MCC ENDC = N</b>										
THOMPSON	BOBBY	*****4909	\$69.82	10/16/2007	07:13:16 PM	EMV-DELL CORP BUS	BERLIN	CT	5732	Electronic Sales
CROCCOLE		*****0823	\$33.79	10/16/2007	10:23:37 PM	LA QUINTA MOTOR INNS	DORAVILLE	GA	5116	LA QUINTA MOTOR INNS
GEDENACDS	TST ACC 95	*****2437	\$1.00	10/16/2007	05:18:11 PM	ULTIMATE OFFICE INC	COLUMBUS	GA	1969	Direct Marketing/Not Elsewhere Classified
CROCCOLE		*****4426	\$87.73	10/16/2007	06:13:16 PM	HAMPTON INNS	MARQUETTA	GA	5663	HAMPTON INNS
LNBP01106-123	M	K	*****1017	\$69.00	10/16/2007	WAL-MART #1001	DORAVILLE	GA	5210	Discount Stores
<b>02 MCC IS IN MCC GROUP WHEN MCC ENDC = N Sub-Total:</b>			<b>5 Decline(s)</b>							
<b>Grand Total:</b>			<b>6 Decline(s)</b>							

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 Declines

Report information includes:

- Last Name
- First Name
- Account Number
- Decline Amount
- Decline Date
- Time
- Merchant Name
- Merchant City
- Merchant State/Province
- MCC
- MCC Description
- Decline Reason
- Sub-Total
- Grand Total

## Lodging Spending Analysis by Merchant

<b>Lodging Spending Analysis by Merchant</b>			
Date/Time Printed:		Orientation: Portrait	
Selection Criteria: Transaction Type ⇨ Payment AND Post Date Is Between 11/07/2010 AND 01/05/2011			
Merchant Name	Total Transaction Amount	Total Number of Transactions	Transaction Average
COURTYARD BY MARRIOTT	\$389,990.40	240	\$1,624.96
DONG HWA HOTEL	\$31,932.00	240	\$133.05
SMALLPARTS.COM	\$16,754.40	480	\$34.91
<b>Grand Total:</b>	<b>\$438,676.80</b>	<b>960 Transaction(s)</b>	<b>\$456.96</b>

Report information includes:

- Merchant Name
- Total Transaction Amount
- Total Number of Transactions
- Transaction Average
- Grand Total: Transaction(s)

# MasterCard Socio-Economic

MasterCard Socio-Economic						
Date/Time Printed:						Orientation: Landscape
Selection Criteria: Transaction Type = Payment AND Post Date Is Between 11/07/2010 AND 01/01/2011						
Classification	Total Number of Transactions	Percent of Transactions	Total Transaction Amount	Percent of Total Transaction Amount	Total Number of Vendors	Percent of Vendors
Disabled Owned	240	3.45%	\$386,467.20	6.37%	1	8.33%
Ethnic Business	240	3.45%	\$386,467.20	6.37%	1	8.33%
Minority Owned Business	1,680	24.14%	\$836,827.20	13.79%	6	50.00%
Not Classified	1,680	24.14%	(\$2,390,876.80)	39.52%	(0)	-66.67%
Small Business	720	10.34%	\$412,656.80	6.80%	3	25.00%
Small Disadvantage Business	240	3.45%	\$386,467.20	6.37%	1	8.33%
Minority/Woman Owned	1,680	24.14%	\$836,827.20	13.79%	6	50.00%
Women Owned Business	480	6.90%	\$414,970.80	6.84%	2	16.67%
<b>Grand Total:</b>	<b>6900 Transactions</b>	<b>100.00%</b>	<b>\$1,271,812.80</b>	<b>100.00%</b>	<b>12 Vendors</b>	<b>100.00%</b>

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 MasterCard Socio-Economic

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Report information includes:

- Classification
- Total Number of Transactions
- Percent of Transactions
- Total Transaction Amount
- Percent of Total Transaction Amount
- Total Number of Vendors
- Percent of Vendors

## Merchant Ranking

<b>Merchant Ranking</b>			
Date/Time Printed:		Orientation: Portrait	
Selection Criteria: Transaction Type <=> Payment AND Post Date Is Between 11/07/2010 AND 01/05/2011			
Merchant Name	Total Transaction Amount	Total Number of Transactions	Transaction Average
<b>CarRental</b>			
AVIS RENT-A-CAR	\$28,509.60	240	\$118.79
<b>CarRental Sub-Total:</b>	<b>\$28,509.60</b>	<b>240 Transaction(s)</b>	<b>\$118.79</b>
<b>Lodging</b>			
COURTYARD BY MARRIOTT	\$369,990.40	240	\$1,624.96
DONG HWA HOTEL	\$31,932.00	240	\$133.05
SMALLPARTS.COM	\$16,754.40	480	\$34.91
<b>Lodging Sub-Total:</b>	<b>\$438,676.80</b>	<b>960 Transaction(s)</b>	<b>\$456.96</b>
<b>Other</b>			
CC 161 CONVENIENCE CHK	\$84,000.00	240	\$350.00
DELOITTE & TOUCHE MPG	\$494,400.00	240	\$2,050.00
HOOVERS MOVERS INC	\$7,680.00	240	\$32.00
INTERNATIONAL TRANSACTION	\$319.20	240	\$1.33
Krishna, ADDECO	\$386,467.20	240	\$1,610.28
SOUTHWES 5362125371767abc	(\$183,360.00)	240	(\$764.00)
VERIZON-LDDS	\$7,425.60	240	\$30.94
<b>Other Sub-Total:</b>	<b>\$796,932.00</b>	<b>1,680 Transaction(s)</b>	<b>\$474.36</b>
<b>Travel</b>			
UPS*0000X868F0	\$7,694.40	240	\$32.06
<b>Travel Sub-Total:</b>	<b>\$7,694.40</b>	<b>240 Transaction(s)</b>	<b>\$32.06</b>
<b>Grand Total:</b>	<b>\$1,271,812.80</b>	<b>3,120 Transaction(s)</b>	<b>\$407.63</b>

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 Merchant Ranking

Page 1 of 1

Report information includes:

- Merchant Name
- Total Transaction Amount
- Total Number of Transaction(s)
- Transaction Average
- Sub-Total: Transaction(s)
- Grand Total: Transaction(s)



# Order Transaction Detail

Order Transaction Detail												
DEMO220												
Date Time Filter: 06/04/2010 04:30:22PM										Question, Landscape		
Selection Criteria:												
Account Number	Transaction ID	Order ID	Post Date	Transaction Date	Transaction Amount	Merchant Name	Merchant City	Merchant State/Province	MCC	MCC Description	Currency Code	Original Amount
Order ID:		4395476710253363	2	06/04/2010	10/21/2009	\$274.39	AVIS RENT-A-CAR	ROANOKE	VA	3889	AVIS RENT-A-CAR	\$274.39
Sub-Total:					\$274.39							\$274.39
Order ID:		4485909000192300	3	06/04/2010	10/21/2009	\$6.33	HILTON BANQUET	SAN FRANCISCO	CA	5811	Catering	\$6.33
Sub-Total:					\$6.33							\$6.33
Order ID:		4485909000172408	4	06/04/2010	10/21/2009	\$32.00	UNITED AIR	CHICAGO	IL	3000	UNITED	\$32.00
Sub-Total:					\$32.00							\$32.00
Order ID:		4485902022714888	22	06/04/2010	10/21/2009	\$32.00	UNITED AIR	CHICAGO	IL	3000	UNITED	\$32.00
Sub-Total:					\$32.00							\$32.00
Order ID:		4485902433461189	49	06/04/2010	10/21/2009	\$274.39	AVIS RENT-A-CAR	ROANOKE	VA	3889	AVIS RENT-A-CAR	\$274.39
Sub-Total:					\$274.39							\$274.39
Order ID:		4485902439207240	50	06/04/2010	10/21/2009	\$6.33	HILTON BANQUET	SAN FRANCISCO	CA	5811	Catering	\$6.33
Sub-Total:					\$6.33							\$6.33
Order ID:		4485902478990230	60	06/04/2010	10/21/2009	\$32.00	UNITED AIR	CHICAGO	IL	3000	UNITED	\$32.00
Sub-Total:					\$32.00							\$32.00
Order ID:		4485902531839176	63	06/04/2010	10/21/2009	\$274.39	AVIS RENT-A-CAR	ROANOKE	VA	3889	AVIS RENT-A-CAR	\$274.39
Sub-Total:					\$274.39							\$274.39
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Report information includes:

- Account Number
- Transaction ID
- Order ID
- Post Date
- Transaction Date
- Transaction Amount
- Merchant Name
- Merchant City
- Merchant State/Province
- MCC
- MCC Description
- Currency Code
- Original Amount
- Sub-Total
- Grand Total

## Restaurant Spending Analysis

<b>Restaurant Spending Analysis</b>			
demo050			
Date/Time Printed: 01/17/2011 09:52:28PM		Orientation: Portrait	
Selection Criteria: Transaction Type <=> Payment AND PostDate Is Between 10/20/2010 AND 01/17/2011			
Merchant Name	Total Transaction Amount	Total Number of Transactions	Transaction Average
K BOB'S #307	\$98.30	5	\$19.66
CHECKEN EXPRESS - EARL	\$106.35	5	\$21.27
COZYMEI'S GRAPEVINE #3	\$159.10	5	\$31.82
RUBY TEQUILA'S LUBBOCK NOR	\$81.10	5	\$16.22
CHECK-FIL-A #01618	\$119.60	5	\$23.92
TEXAS LAND AND#00171082	\$142.20	5	\$28.44
SALTGRASS	\$702.70	5	\$140.54
YAMATO JAPANESE SEAFOOD	\$300.00	5	\$60.00
BNS RESTAURANTS 422	\$230.00	5	\$46.00
NOEMI'S PLACE	\$32.30	5	\$6.46
BHOP 2836	\$181.75	5	\$36.35
PIZZA HUT #01636	\$398.45	5	\$79.69
CIELITO LINDO MEXICAN GR	\$135.05	5	\$27.01

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 Restaurant Spending Analysis

Page 1 of 1

Report information includes:

- Merchant Name
- Total Transaction Amount
- Total Number of Transactions
- Transaction Average
- Grand Total: Transaction(s)

# Statement of Account

Statement of Account - LANDSCAPE										
Date/Time Printed: 01/17/2012 12:54:15 PM										Orientation: Landscape
Selection Criteria: Transaction Type = "Payment" AND Post Date Is Between "12/01/2011" AND "12/31/2011"										
CARDHOLDER: FNCAATK2 496 AACHBC AN										Account Number : 844631*00010731 Default COA Name : Default COA Value :
CHICAGO, IL 606600000										
For Transactions posted between: 12/01/2011 to 12/31/2011										
Transaction ID	Transaction Date	Post Date	Merchant Name	Merchant City	Merchant State/Province	MCC	Original Amount	Exchange Rate	Sales Tax	Transaction Amount
70002333001	12/29/2011	12/29/2011	AMAZON.COM			5942	\$48.29	1.00	\$9.00	\$48.29
Notes :-										
			Custom Field Name	Custom Field Value						
RF										
verfield2										
not										
RF1										
70003235001	12/26/2011	12/26/2011	AUB RENT-A-CAR			3869	\$112.79	1.00	\$0.00	\$112.79
Notes :-										
			Custom Field Name	Custom Field Value						
RF										
verfield2										
not										
RF1										
70002385001	12/28/2011	12/28/2011	DELOITTE & TOUCHE MFG			5999	\$2,060.00	1.00	\$0.00	\$2,060.00
Notes :-										
			Custom Field Name	Custom Field Value						
RF										
verfield2										
not										
RF1										
70001219001	12/29/2011	12/29/2011	SOUTHWEST 0262125371767			3066	(\$74.00)	1.00	\$0.00	(\$74.00)
Notes :-										

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 Statement of Account - LANDSCAPE  
 This is not an official Statement of Account

Page 1 of 215

Report information includes:

- Transaction ID
- Transaction Date
- Post Date
- Merchant Name
- Merchant City
- Merchant State/Province
- MCC
- Original Amount
- Exchange Rate
- Sales Tax
- Transaction Amount
- Notes
- Sub-Total: Transaction(s)
- Cardholder Signature Date
- Supervisor/Manager Signature Date

## Summary Spend by MCC

<b>Summary Spend by MCC</b>				
TMC0019				
Data/Time Period: 04/29/2014 10:57:49 AM		Organization: Payment		
Selection Criteria: Post Date In Between '01/04/2013' AND '04/29/2014' AND Transaction Type <=> 'Payment'				
MCC	MCC Description	Total Number of Transactions	Total Transaction Amount	Transaction Average
0000	Unknown	6,022	\$1,057,854.63	\$175.67
3000	AIRLINE	1	\$616.92	\$616.92
3066	AIRLINE	3,011	(\$2,300,404.00)	(\$764.00)
3389	CAR RENTAL	3,011	\$357,676.59	\$118.79
3501	HOTEL	1	\$161.00	\$161.00
3690	HOTEL	3,011	\$4,892,754.56	\$1,624.96
4214	SHIPPING SERVICES	3,011	\$96,532.66	\$32.06
4814	HOTEL	3,011	\$93,160.34	\$30.94
5169	STORES	160	\$616,682.22	\$3,854.26
5300	STORES	4	\$125.06	\$31.26
5310	STORES	2	\$30.35	\$15.19
5399	MISCELLANEOUS	3,011	\$6,202,660.00	\$2,060.00
5411	STORES	2	\$90.63	\$45.32
5541	GAS	3,011	\$96,352.00	\$32.00
5542	GAS	2	\$110.09	\$55.05
5735	RECORD SHOPS	3,011	\$0.00	\$0.00
5812	RESTAURANT	13	\$920.65	\$70.82
5814	RESTAURANT	5	\$51.67	\$10.33
5942	STORES	6,022	\$210,197.91	\$34.91
7011	HOTEL	3,011	\$402,109.90	\$133.54
7361	HOTEL	3,011	\$4,545,359.05	\$1,510.28
7523	PARKING	1	\$56.70	\$56.70
<b>Grand Total:</b>		<b>41,360 Transaction(s)</b>	<b>\$16,676,323.28</b>	<b>\$399.41</b>

Report information includes:

- MCC
- MCC Description
- Total Number of Transactions
- Total Transaction Amount
- Transaction Average
- Grand Total: Transaction(s)

## T&E Expense Activity by Cardholder

<b>T &amp; E Expense Activity by Cardholder</b>				
Date/Time Printed:			Orientation: Portrait	
Selection Criteria: Transaction Type <=> Payment AND Post Date Is Between 11-07/2010 AND 01/05/2011				
Last Name, First Name	T & E Type	Total Number of Transactions	Total Transaction Amount	Transaction Average
<b>AIR, JEFF</b>				
	Airline	0	\$0.00	\$0.00
	CarRental	24	\$2,850.96	\$118.79
	Lodging	96	\$43,867.68	\$456.96
	Other	168	\$79,693.20	\$474.36
	Restaurant	0	\$0.00	\$0.00
	Travel	24	\$769.44	\$32.06
	<b>Total:</b>	<b>312 Transaction(s)</b>	<b>\$127,181.28</b>	<b>\$407.63</b>
<b>BOTTLE, WATER</b>				
	Airline	0	\$0.00	\$0.00
	CarRental	24	\$2,850.96	\$118.79
	Lodging	96	\$43,867.68	\$456.96
	Other	168	\$79,693.20	\$474.36
	Restaurant	0	\$0.00	\$0.00
	Travel	24	\$769.44	\$32.06
	<b>Total:</b>	<b>312 Transaction(s)</b>	<b>\$127,181.28</b>	<b>\$407.63</b>
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<small>Page 1 of 3</small>				

Report information includes:

- Cardholder Last Name, First Name
- T&E Type
- Total Number of Transactions
- Total Transaction Amount
- Transaction Average

# Transaction Allocation

Transaction Allocation												
TMC0019												
Date/Time Period: 04/29/2014 11:02:29 AM											Organization: Lmbcorp	
Select Criteria: Post Date Is Between '01/01/2011' AND '01/31/2011' AND Transaction Type = Payment												
Transaction ID	Last Name	First Name	Account Number	Transaction Date	Post Date	Merchant Name	Merchant City	Merchant State/Province	MCC	Sales Tax	Transaction Amount	Transaction Type
1598041070001	SMITH	JANE	5567086600020450	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
15980410781001	SMITH	JOHN	5567086600020401	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
15980410802001	SMITH	JOHN	5567086600020321	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
15980410871001			5567086600020351	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
15980410922001	SMITH	JOHN	5567086600020276	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
15980411000001	SMITH	JOHN	5567086600020288	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
15980411171001	SMITH	JANE	5567086600020492	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
15980411200001			5567086600020424	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
159804112347001	SMITH	JOHN	5567086600001785	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
159804112391001			5567086600001732	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
159804112400001	SMITH	JANE	5567086600001734	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
15980411256001	SMITH	JANE	5567086600020054	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
159804112619001			5567086600000346	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
159804113045001	SMITH	JANE	5567086600010700	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
159804113118001			5567086600010411	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
15980411148001	SMITH	JANE	5567086600020617	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
159804113151001			55670866000020656	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
159804113190001	SMITH	JANE	5567086600020815	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
159804113202001	SMITH	JOHN	5567086600020646	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
159804113208001	SMITH	JOHN	5567086600020855	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
159804113214001			5567086600018403	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check
159804113265001	SMITH	JOHN	5567086600019363	01/10/2011	01/10/2011	CC 161 CONVENIENCE CHK	SLC	UT	0000	\$0.00	\$250.00	Convenience Check

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 Transaction Allocation

Report information includes:

- Transaction ID
- Last Name
- First Name
- Account Number
- Transaction Date
- Post Date
- Merchant Name
- Merchant City
- Merchant State/Province
- MCC
- Sales Tax
- Transaction Amount
- Transaction Type
- Grand Total: Transaction(s)

# Transaction Detail

Transaction Detail										
DEMO120										
Date Time Printed: 01/29/2009 11:26:00AM										
Merchant Criteria										
Orientation: Landscape										
Transaction ID	Transaction Date	Post Date	Merchant Name	Merchant City	Merchant State/Province	MCC	Debit Amount	Credit Amount	Sales Tax	Transaction Type
000168, UNIT K 4715630001570935										
2478	10/20/2009	08/04/2010	DEWE BELL	FL GROVE	UT	5812	8377.50	\$0.00	\$0.00	Convenience Checks
2410	10/21/2009	08/04/2010	WEGGER FUEL SUPPLY	CHICAGO	IL	5540	\$82.00	\$0.00	\$0.00	Purchase
4912	10/20/2009	08/04/2010	34000'S TARTARON & PUTZMAN	SURBANE	CA	5812	\$18.69	\$0.00	\$0.00	Cash Advances
2440	10/20/2009	10/24/2010	DEWE BELL	FL GROVE	UT	5812	8377.50	\$0.00	\$0.00	Convenience Checks
2475	10/20/2009	10/24/2010	TRINIDAD SUPPLY	FL GROVE	UT	5542	\$40.91	\$0.00	\$0.00	Convenience Checks
499	10/20/2009	10/24/2010	TOWN & COUNTRY #104	FL GROVE	UT	5341	\$8.42	\$0.00	\$0.00	Convenience Checks
4930	10/20/2009	08/04/2010	DWLO	Chicago	IL	4215	\$6.53	\$0.00	\$0.00	Purchase
440	10/20/2009	10/24/2010	ENTERPRISE FLYN-SCAL	SALT LAKE CITY	UT	3405	\$439.33	\$0.00	\$0.00	Purchase
1439	10/20/2009	08/04/2010	OFFICE DEPOT SUPPLY	CHICAGO	IL	5949	\$236.38	\$0.00	\$0.00	Convenience Checks
949	10/20/2009	08/04/2010	DEWE BELL	FL GROVE	UT	5812	\$140.50	\$0.00	\$0.00	Purchase
442	10/20/2009	08/04/2010	ULTRAVATE OFFICE SUPPLY	FL GROVE	APP	3869	\$274.19	\$0.00	\$0.00	Purchase
2445	10/20/2009	10/24/2010	AELOTER	FL GROVE	UT	7361	\$702.00	\$0.00	\$0.00	Purchase
3490	10/20/2009	10/24/2010	DEWE BELL COOP SUPPLY	FL GROVE	UT	5732	\$709.80	\$0.00	\$0.00	Cash Advances
2479	10/20/2009	08/04/2010	TOWN & COUNTRY #104	FL GROVE	UT	5341	\$8.50	\$0.00	\$0.00	Convenience Checks
4927	10/20/2009	08/04/2010	TOWN & COUNTRY #104	FL GROVE	UT	5341	\$18.53	\$0.00	\$0.00	Convenience Checks
4929	10/20/2009	08/04/2010	FISHER SUPPLY	APT # 7110	SCN	5047	\$170.84	\$0.00	\$0.00	Purchase
3443	10/20/2009	08/04/2010	CARDVILLA #07	FL GROVE	APP	5812	\$9.19	\$0.00	\$0.00	Purchase
4926	10/20/2009	10/24/2010	BLANCO 2100 KHALADOCK	FL GROVE	UT	5340	\$28.17	\$0.00	\$0.00	Convenience Checks
3480	10/20/2009	08/04/2010	AELOTER	FL GROVE	UT	7361	\$1,029.43	\$0.00	\$0.00	Purchase
3442	10/20/2009	10/24/2010	CHEYRON SUPPLY	CHICAGO	IL	5542	\$91.50	\$0.00	\$0.00	Purchase
441	10/20/2009	10/24/2010	AELOTER	FL GROVE	UT	7361	\$702.00	\$0.00	\$0.00	Purchase
3477	10/20/2009	10/24/2010	TOWN & COUNTRY #104	FL GROVE	IL	5341	\$11.99	\$0.00	\$0.00	Convenience Checks
4928	10/20/2009	10/24/2010	CHEYRON SUPPLY	PROVO	UT	5542	\$8.48	\$0.00	\$0.00	Purchase
2476	10/20/2009	10/24/2010	BLANCO 2100	SURBANE	CA	5665	\$188.47	\$0.00	\$0.00	Convenience Checks
000168, UNIT K 4715630001570935 Sub-Total:							14 Transaction(s)	\$5,991.65	\$0.00	\$4,798.00
147996, TEXT 4715630001571712										
1459	10/20/2009	08/04/2010	AELOTER	FL GROVE	UT	7361	\$702.00	\$0.00	\$0.00	Purchase
5160	10/20/2009	08/04/2010	FISHER SUPPLY	APT # 7110	SCN	5047	\$170.84	\$0.00	\$0.00	Purchase
671	10/20/2009	08/04/2010	AELOTER	FL GROVE	UT	7361	\$702.00	\$0.00	\$0.00	Purchase

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 Transaction Detail

Report information includes:

- Transaction ID
- Transaction Date
- Transaction Amount
- Post Date
- Merchant Name
- Merchant City
- Merchant State/Province
- MCC
- Debit Amount
- Credit Amount
- Sales Tax
- Transaction Type
- Sub-Total: Transaction(s)
- Grand Total: Transaction(s)

# Transaction Detail by Hierarchy

Transaction Detail by Hierarchy										
DEMO126										
Dem Data Period: 08/28/2009 11:57:32AM										Customize Landscape
Internet Controls:										
Transaction ID	Transaction Date	Post Date	Merchant Name	Merchant City	Merchant State/Province	MCC	Debit Amount	Credit Amount	Sales Tax	Transaction Type
<b>Next Default Page Page</b>										
<b>CROCODILE, 471561000016017</b>										
4735	10/21/2009	08/28/2010	ENTERPRISE RENT-A-CAR	SALT LAKE CITY	UT	3400	\$639.35	\$0.00	\$0.00	Purchase
588	10/21/2009	08/28/2010	FISHER SCI APL	APT # 7113	SCN	5047	\$171.84	\$0.00	\$0.00	Purchase
1154	10/21/2009	08/28/2010	EMM BELL CORP BUS	SLC 030498	UT	3752	\$709.30	\$0.00	14.450.00	Cash Advance
2284	10/21/2009	08/04/2010	AEROTEK	PL GROVE	UT	7361	\$702.00	\$0.00	\$0.00	Purchase
1263	10/21/2009	08/04/2010	AEROTEK	PL GROVE	UT	7361	\$1,028.63	\$0.00	\$0.00	Purchase
4734	10/21/2009	08/04/2010	AEROTEK	PL GROVE	UT	7361	\$702.00	\$0.00	\$0.00	Purchase
CROCODILE, 471561000016017 Sub-Total:							6 Transaction(s)	\$3,753.62	\$0.00	\$1,182.00
<b>CROCODILE, 4715610001570933</b>										
1493	10/20/2009	08/04/2010	TOWN & COUNTRY #0104	PL GROVE	UT	5541	\$38.33	\$0.00	\$0.00	Convenience Checks
1432	10/21/2009	08/04/2010	CHEVROLET 00173386	PROVO	UT	5541	\$6.48	\$0.00	\$0.00	Purchase
4938	10/20/2009	08/04/2010	TOWN & COUNTRY #0104	PL GROVE	UT	5541	\$3.30	\$0.00	\$0.00	Convenience Checks
453	10/21/2009	08/04/2010	TACO VILLA #007		APP	5812	\$9.16	\$0.00	\$0.00	Purchase
5443	10/21/2009	08/04/2010	AEROTEK	PL GROVE	UT	7361	\$702.00	\$0.00	\$0.00	Purchase
1434	10/21/2009	08/04/2010	DKLW	Chicago	IL	4211	\$8.33	\$0.00	\$0.00	Purchase
2491	10/20/2009	08/04/2010	TOWN & COUNTRY #0047	PL GROVE	UT	5541	\$6.42	\$0.00	\$49.00	Convenience Checks
1450	10/20/2009	08/04/2010	DIAMOND 1100	PL GROVE	UT	5542	\$28.17	\$0.00	\$0.00	Convenience Checks
4841	10/20/2009	08/04/2010	EMM BELL	PL GROVE	UT	3111	\$377.30	\$0.00	\$0.00	Convenience Checks
4742	10/21/2009	08/04/2010	AEROTEK	PL GROVE	UT	7361	\$1,028.63	\$0.00	\$0.00	Purchase
1493	10/21/2009	08/04/2010	FISHER SCI APL	APT # 7113	SCN	5047	\$171.84	\$0.00	\$0.00	Purchase
449	10/20/2009	08/04/2010	OFFICE DEPOT #286	CHICAGO	IL	5843	\$234.38	\$0.00	\$0.00	Convenience Checks

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 Transaction Detail by Hierarchy

Report information includes:

- Transaction ID
- Transaction Date
- Post Date
- Merchant Name
- Merchant City
- Merchant State/Province
- MCC
- Debit Amount
- Credit Amount
- Sales Tax
- Transaction Type
- Sub-Total: Transaction(s)
- Grand Total: Transaction(s)



# Transaction Detail by Parent Merchant

Transaction Detail by Parent Merchant												
DECF0229												
Date/Time Printed: 02/06/2009 11:38:00AM											Orientation: Landscape	
Default Criteria:												
Merchant Name	Merchant City	Merchant State/Province	Merchant ZIP/Postal	MCC	Transaction Amount	Reference Number	Transaction ID	Last Name	First Name	Transaction Date	Post Date	
Parent Merchant Name: AEROTEK												
AEROTEK	PL GROVE	UT	84062-840620	7361	1702.00	24233370285004100359370	1389	TESTER	TESTING	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	1702.00	24233370285004100359370	4691	CUAD 2	THYF	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	\$1,028.63	24233370285004100359370	2005	CRDINVOUCED	TEST ACC 64	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	1702.00	24233370285004100359370	4618	CHASE	MERED K	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	\$1,028.63	24233370285004100359370	1913	CRDINVOUCED	TEST ACC 31	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	1702.00	24233370285004100359370	1120	CHASE	MERED K	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	1702.00	24233370285004100359370	1214	CRDINVOUCED	TEST ACC 39	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	1702.00	24233370285004100359370	5463	YTCUNYK	XVOIU	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	1702.00	24233370285004100359370	1104	TEST	XX	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	1702.00	24233370285004100359370	3	CRDINVOUCED	TEST ACC 64	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	\$1,028.63	24233370285004100359370	2005	YGBER	WAYGUE	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	\$1,028.63	24233370285004100359370	441	REDPSN	DEBDS	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	\$1,028.63	24233370285004100359370	397	CRDINVOUCED	M K	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	1702.00	24233370285004100359370	3139	WASHINGTON	GEORGE	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	1702.00	24233370285004100359370	2393	CRDINVOUCED	TEST ACC 43	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	\$1,028.63	24233370285004100359370	4977	ENHARTUN-211	M K	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	1702.00	24233370285004100359370	1364	LOGS1600	TESTM	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	\$1,028.63	24233370285004100359370	3110	BARCN	MEREDM	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	1702.00	24233370285004100359370	1961	GRON	HUEBY	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	1702.00	24233370285004100359370	1916	CRDINVOUCED	TEST ACC 63	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	1702.00	24233370285004100359370	128	TEST	JEM	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	\$1,028.63	24233370285004100359370	732	MERYU	KDMU	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	1702.00	24233370285004100359370	1159	LAST	TESTY	10/21/2009	02/04/2010	
AEROTEK	PL GROVE	UT	84062-840620	7361	1702.00	24233370285004100359370	2458	CRDINVOUCED	TEST ACC 34	10/21/2009	02/04/2010	

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 Transaction Detail by Parent Merchant

Report information includes:

- Merchant Name
- Merchant City
- Merchant State/Province
- Merchant Zip/Postal
- MCC
- Transaction Amount
- Reference Number
- Transaction ID
- Last Name
- First Name
- Transaction Date
- Post Date
- Sub-Total: Transaction(s)
- Grand Total: Transaction(s)

# Transaction Detail with Purchase Addendum

Transaction Detail with Purchase Addendum									
Date Time Printed: <span style="float: right;">Quantity Landscape</span>									
Selection Criteria: Transaction Type = Payment AND Post Date Is Between 11/07/2010 AND 01/05/2011									
Transaction Date	Post Date	Transaction ID	Merchant Name	Merchant City	Merchant State/Province	MCC	Debit Amount	Credit Amount	Sales Tax
AIRPLANE, JFFF 8565376600040									
11/09/2010	11/10/2010	17802921001	SMALLPARTS.COM	SEATTLE	WA	5942	\$21.52	\$0.00	\$0.00
		Quantity	Description	Unit Price	Line Item Total	Product Code	Unit of Measure		
11/10/2010	11/10/2010	17852269001	Everlast 2lb Dumbbells	SEATTLE	WA	5942	\$48.29	\$0.00	\$0.00
		Quantity	Description	Unit Price	Line Item Total	Product Code	Unit of Measure		
11/11/2010	11/12/2010	18072972001	Windows via C C-- (Pro - Developer)	SEATTLE	WA	5942	\$21.52	\$0.00	\$0.00
		Quantity	Description	Unit Price	Line Item Total	Product Code	Unit of Measure		
11/12/2010	11/12/2010	18078011001	Everlast 2lb Dumbbells	SEATTLE	WA	5942	\$48.29	\$0.00	\$0.00
		Quantity	Description	Unit Price	Line Item Total	Product Code	Unit of Measure		
11/12/2010	11/15/2010	18074638001	Windows via C C-- (Pro - Developer)	SEATTLE	WA	5942	\$21.52	\$0.00	\$0.00
		Quantity	Description	Unit Price	Line Item Total	Product Code	Unit of Measure		
11/15/2010	11/15/2010	18092176001	Everlast 2lb Dumbbells	SEATTLE	WA	5942	\$48.29	\$0.00	\$0.00
		Quantity	Description	Unit Price	Line Item Total	Product Code	Unit of Measure		
11/16/2010	11/17/2010	18615409001	Windows via C C-- (Pro - Developer)	SEATTLE	WA	5942	\$21.52	\$0.00	\$0.00
		Quantity	Description	Unit Price	Line Item Total	Product Code	Unit of Measure		
11/17/2010	11/17/2010	18620853001	Everlast 2lb Dumbbells	SEATTLE	WA	5942	\$48.29	\$0.00	\$0.00
		Quantity	Description	Unit Price	Line Item Total	Product Code	Unit of Measure		

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 Transaction Detail with Purchase Addendum

Report information includes:

- Transaction Date
- Post Date
- Transaction ID
- Merchant Name
- Merchant City
- Merchant State/Province
- MCC
- Debit Amount
- Credit Amount
- Sales Tax
- Sub-Total: Transaction(s)
- Grand Total: Transaction(s)

# Transaction Summary by Hierarchy

Transaction Summary by Hierarchy								Overview Landscape
EUS0007								
Date/Time Period: 03/10/2011 6:00:29AM								
Selection Criteria: Transaction Type: Payment								
Account Number	Last Name	First Name	Number of Debits	Debit Transaction Amount	Number of Credits	Credit Transaction Amount	Total Number of Transactions	Total Transaction Amount
<b>Total Total:</b>								
*****0007	PAPER	NEWS	5,180	\$4,924,676.05	94	(\$15,428.00)	5,274	\$4,909,248.05
<b>Total Total Sub-Total:</b>								
UNASSIGNED UNASSIGNED			5,180	\$4,924,676.05	94	(\$15,428.00)	5,274	\$4,909,248.05
*****1797	PHOENIX	TEST	5,020	\$5,352,276.28	32	(\$6,137.03)	5,052	\$5,346,139.25
*****1806	GREEN	KELLY	214	\$454,806.66	20	(\$6,462.02)	234	\$448,344.64
*****1878	HIGHWAY	VETERANS	813	\$453,193.32	20	(\$6,462.02)	833	\$446,731.30
*****1886	LEE	SUSAN	813	\$453,193.32	20	(\$6,462.02)	833	\$446,731.30
*****1894	ALARM	CAR	813	\$453,193.32	20	(\$6,462.02)	833	\$446,731.30
*****1895	HOW MUCH*	ANOTHER	823	\$455,659.69	23	(\$6,462.02)	846	\$449,197.67
*****9884	MAY	DAISY	5,177	\$4,942,467.48	94	(\$15,785.15)	5,271	\$4,926,682.33
*****9892	MEMBER	TEAM	5,150	\$4,821,844.09	95	(\$15,603.57)	5,245	\$4,806,240.52
*****9898	SISTER	OLDER	5,178	\$4,937,745.25	95	(\$15,603.57)	5,273	\$4,922,141.68
*****9918	BROTHER	YOUNGER	5,160	\$4,934,730.92	93	(\$15,416.45)	5,253	\$4,919,314.47
*****9926	FATHER	GRAND	5,172	\$4,919,871.15	95	(\$15,603.57)	5,267	\$4,894,267.58
*****9934	SHIRT	SWEAT	5,171	\$4,833,829.83	94	(\$15,784.15)	5,265	\$4,818,045.68
*****9942	SHIRT	TEE	5,137	\$4,867,359.71	3	(\$92.55)	5,140	\$4,867,267.16
*****9959	SUIT	TRACK	5,177	\$4,927,159.41	94	(\$15,785.15)	5,271	\$4,911,374.26
*****0015	CHRY	TEE	51	\$44,858.71	95	(\$16,311.71)	146	\$27,547.00
*****0081	PHOENIX	TEST	77	\$25,451.84	82	(\$15,124.70)	159	\$10,327.14
<b>UNASSIGNED UNASSIGNED Sub-Total:</b>			61,411	\$47,321,821.38	972	(\$188,143.49)	62,383	\$47,133,677.89
<b>Grand Total:</b>			66,591	\$52,246,498.43	1,066	(\$195,569.45)	67,649	\$52,050,928.98

Report information includes:

- Account Number
- Last Name
- First Name
- Number of Debits
- Debit Transaction Amount
- Number of Credits
- Credit Transaction Amount
- Total Number of Transactions
- Total Transaction Amount
- Sub-Total: Transaction(s)
- Grand Total: Transaction(s)

# Transactions Pending Review/Approval

Transactions Pending Review/Approval								DEMO220	
Date-Time Window: 05/05/2010 10:42:34AM								Orientation: Landscape	
Reference Criteria:									
Last Name	First Name	Account Number	Approval Status	Merchant Name	Post Date	Transaction Amount	Transaction Assigned To	Date Assigned	
<b>Transactions Requiring Review</b>									
000168	UNCI	K	*****9928	New	HILTON BANQUET	03/04/2010	56.33	000168.UNCI	K
000168	UNCI	K	*****2926	New	AVIS RENT-A-CAR	08/04/2010	5274.39	000168.UNCI	K
000168	UNCI	K	*****9928	New	UNITED AIR	08/04/2010	532.00	000168.UNCI	K
147996	TEST		*****1722	New	AVIS RENT-A-CAR	05/04/2010	5274.39	147996.TEST	
ADMIN	ROOT	2	*****6392	New	HILTON BANQUET	08/04/2010	56.33	ADMIN.ROOT	2
ADMIN	ROOT	2	*****9192	New	UNITED AIR	08/04/2010	532.00	ADMIN.ROOT	2
ADMIN	ROOT	2	*****9192	New	AVIS RENT-A-CAR	08/04/2010	5274.39	ADMIN.ROOT	2
ADSF	AAAFSDP	F	*****4883	New	UNITED AIR	08/04/2010	532.00	ADSF.AAAFSDF	F
ADSF	AAAFSDP	F	*****1888	New	AVIS RENT-A-CAR	08/04/2010	5274.39	ADSF.AAAFSDF	F
ADSF	AAAFSDP	F	*****1888	New	HILTON BANQUET	08/04/2010	56.33	ADSF.AAAFSDF	F
APPLE	BRIAN		*****7204	New	UNITED AIR	08/04/2010	532.00	APPLE.BRIAN	
APPLE	BRIAN		*****7204	New	HILTON BANQUET	08/04/2010	56.33	APPLE.BRIAN	
APPLE	BRIAN		*****7204	New	AVIS RENT-A-CAR	03/04/2010	5274.39	APPLE.BRIAN	
BARCN	HGERKRM		*****3181	New	UNITED AIR	08/04/2010	532.00	BARCN.HGERKRM	
BARCN	HGERKRM		*****3181	New	HILTON BANQUET	08/04/2010	56.33	BARCN.HGERKRM	
BARCN	HGERKRM		*****3181	New	AVIS RENT-A-CAR	08/04/2010	5274.39	BARCN.HGERKRM	
BOSSH055			*****0096	New	HILTON BANQUET	08/04/2010	56.33	BOSSH055	
BOSSH055			*****5066	New	AVIS RENT-A-CAR	08/04/2010	5274.39	BOSSH055	
BOSSH055			*****5066	New	UNITED AIR	08/04/2010	532.00	BOSSH055	
BOSSH055			*****6180	New	UNITED AIR	08/04/2010	532.00	BOSSH055	
BOSSH055			*****8190	New	HILTON BANQUET	08/04/2010	56.33	BOSSH055	
BOSSH055			*****8183	New	AVIS RENT-A-CAR	02/04/2010	5274.39	BOSSH055	
BOSSH055			*****3021	New	UNITED AIR	08/04/2010	532.00	BOSSH055	
BOSSH055			*****3021	New	HILTON BANQUET	03/04/2010	56.33	BOSSH055	
Card	Test		*****9771	New	HILTON BANQUET	08/04/2010	56.33	Card. Test	
Card	Test		*****9771	New	UNITED AIR	08/04/2010	532.00	Card. Test	
Card	Test		*****9771	New	AVIS RENT-A-CAR	08/04/2010	5274.39	Card. Test	

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 Transactions Pending Review/Approval

Report information includes:

- Last Name
- First Name
- Account Number
- Approval Status
- Merchant Name
- Post Date
- Transaction Amount
- Transaction Assigned To
- Transaction ID
- Transaction Date
- Date Assigned

## Transportation Spending Analysis by Merchant

Transportation Spending Analysis by Merchant			
DEMO220			
Date/Time Period: 06/22/2015 05:36:01PM		Organization: POC201	
Merchant Category:			
Merchant Name	Total Transaction Amount	Total Number of Transactions	Transaction Average
AVIS RENT-A-CAR	\$7,467.61	25	\$298.70
UNITED AIR	\$3,288.00	25	\$131.52
NELSON BANQUET	\$1,439.97	17	\$84.70
NATIONAL CAR RENTAL	\$61.32	2	\$30.66
<b>Grand Total</b>	<b>\$12,256.90</b>	<b>79</b> Transactions	<b>\$155.15</b>

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 Transportation Spending Analysis by Merchant

Page 1 of 1

Report information includes:

- Merchant Name
- Total Transaction Amount
- Total Number of Transactions
- Transaction Average

# Unusual Activity Analysis

Unusual Activity Analysis						
US00001						
Date/Time Printed: 09/29/2009 9:46:32AM						Orientation: Landscape
Selection Criteria:						
Last Name	First Name	Merchant Name	Merchant City	Merchant State/Province	Transaction Date	Transaction Amount
5000 - UNTESTED						
LASCO	TEST	UNITED AIR	CHICAGO	IL	10/21/2009	\$64.00
CRDINSOURCED15	TST ACC 65	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
CS2I UARD		UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
VELAM	PRYA	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
CRDINSOURCED9	TST ACC 52	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
TEST	DL	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
CRDINSOURCED1	TST ACC 62	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
KINSU	KINSU	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
LN907805-167	M K	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
UYZGCVJHN	NVI	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
Chc	Tom	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
HANMFLEET	BILBO Z	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
LOGIBRD	TEST16	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
INDEFN	DEFDC6	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
CRDINSOURCED15	TST ACC 54	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
CRDINSOURCED7	TST ACC 64	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
SHAMEL	DEBY	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
CRDINSOURCED9	TST ACC 22	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
CHASE	ROBE L K	UNITED AIR	CHICAGO	IL	10/21/2009	\$128.00
BCSHORS		UNITED AIR	CHICAGO	IL	10/21/2009	\$160.00
YGRHRH	UAYGLE	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
TEST	JEM	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
CUAD 2	TRUY	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
CRACODILE		UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
CRON	TRUWY	UNITED AIR	CHICAGO	IL	10/21/2009	\$5,112.00
COBBER	LENT K	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
ZBHM	CRVCH	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00
BARCN	RIGERCH	UNITED AIR	CHICAGO	IL	10/21/2009	\$32.00

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 Unusual Activity Analysis

Report information includes:

- Last Name
- First Name
- Merchant Name
- Merchant City
- Merchant State/Province
- Transaction Date
- Transaction Amount
- Sub-Total: Transaction(s)
- Grand Total: Transaction(s)

# Visa Merchant

Visa Merchant																													
Date/Time Printed: 05/13/2009 02:42:03PM																												Creation: Landscape	
Selection Criteria:																													
Merch	Addr	City	State	Zip	Phone	Fax	MCC	DBA	Legal	Corp	W	SBA	SBA	Disabl	Info	Alone	Alone	Alone	Alone	Total									
Name	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20									
AVIS	RD	RO VA	2401	58			3389	Not	CHS	062	N									4,715,777									
RENT	BOX	AN	9-24	6-3				micor	CRS	3-19										830,000									
A-CA	7427	OK	0190	66-				y	R	98										0									
		R						owned	LEA											0									
									SEN																				
									G																				
UNITE	PO	CH IL	6066	84			3000	Not	UNI	010	N									14,245,000									
DR	BOX	IC	6-40	7-2				iniant	TED	2-20				N	N	N				00									
		AG	6660	00-				y	AR	09										00									
		O		84				owned	LANE											0									
				77					S											0									
									INC											0									
NATI	PO	TU OK	7412	91			3393	Unkn	VAN	091	N									2,660,000									
GNAL	BOX	LS	1-74	8-4				wa	GRA	7-20										00									
CAR	2223	A	1213	01-				(defa)	RD	04										0									
RENT	3			91				(	CAR											0									
		AL		84					REN											0									
									TAL											0									
									USA											0									
									INC											0									
HEITO	PO	SA CA	9414	41			3811	Unkn	SP	110	N									20,000									
N	BOX	N	2-94	5-7				wa	HEIT	6-19										00									
BANQ	4208	FR	1420	71-				(defa)	CN	98										00									
LEY	68	AN		41				(	LIC											00									
		CI		57																00									
		SC																		00									
		O																		00									

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 Visa Merchant

Report information includes:

- Merchant Name
- Merchant Address
- Merchant City
- Merchant State/Province
- Merchant Zip/Postal
- Business Phone
- Business Fax
- MCC
- Merchant DBA Name
- Corporate Status Code
- Sole Proprietor First Name
- Sole Proprietor Last Name
- Woman Owned Indicator
- SBA Registered Indicator
- SBA Disadvantaged Indicator
- HUB Zone Indicator
- Disabled Veteran Indicator
- Veteran Indicator
- Vietnam Veteran Indicator
- Information Refused Indicator
- Sales Volume
- Employee Count
- Franchise Code
- Total Transaction Amount









## Global Business Resiliency

JPMorgan Chase (JPMC) is committed to providing high quality and resilient services to our customers and clients. This is done through a rigorous control program committed to meeting legal and regulatory obligations in each of the jurisdictions where we do business.

Our Global Business Resiliency program is designed to provide an integrated firmwide resiliency program aligned to our business strategy and principles, as well as the requirements of our customers and clients globally. We do this by:

- Providing continuity of client and customer services while protecting the firm's employees and assets;
- Engaging senior management on key aspects of the program, including determining the resiliency risk appetite, strategy, leadership and program oversight;
- Proactively managing resiliency risks to incorporate appropriate mitigations and controls;
- Developing and maintaining resiliency plans based on impact analysis and criticality; and
- Helping employees understand their role in recovery scenarios and undertake validation tests and exercises across critical functions and locations.

The information below provides details about the key aspects of our program.

### Regulation and Compliance:

**Our resiliency policy and standards establish requirements for resiliency planning, response and recovery across the firm.**

The program is:

- Managed by a firmwide resiliency Steering Committee, comprised of senior management from each line of business as well as relevant JPMC corporate functions;
- Reviewed and approved by the Audit Committee of the Board of Directors of JPMC on an annual basis;
- Subject to risk-based examinations by JPMC internal auditors; and
- Subject to regular inspection by regulatory authorities, including the US Office of The Comptroller of the Currency (OCC), The Federal Reserve Board (FRB), The UK Financial Conduct Authority (FCA) and Prudential Regulation Authority (PRA), the Monetary Authority of Singapore (MAS) and other national regulatory authorities.

### Crisis Management Processes:

**A robust crisis management process exists to ensure efficient, effective and timely response to incidents of varying severity and types.**

- A firm-wide notification tool is used internally to communicate in crises;
- Escalation processes are in place and are routinely tested; and
- Post event reviews are undertaken to ensure event management procedures and resiliency capabilities are continually enhanced.

## **Resiliency Planning:**

**Managers throughout the firm develop and maintain resiliency plans as part of the program.**

- Annual impact analyses are performed to determine or confirm the relative criticality of processes;
- Lines of business maintain resiliency plans, based on their business impact analysis and risk assessments, addressing business, staff, operations and technology components, and critical services provided by third parties;
- Plans address high-level absenteeism events, including pandemic and severe weather;
- Quality reviews and audit assessments are undertaken and where appropriate corrective measures implemented; and
- Senior management reviews and approves resiliency plans annually.

## **Testing and Exercising:**

**The firm employs a comprehensive testing approach to regularly validate the effectiveness of the resiliency program under different impact scenarios:**

- Tests include simulation exercises and physical tests of recovery strategies;
- Test results are communicated to the firm's senior management across business functions, as appropriate; and
- The firm regularly participates in market-wide and industry sponsored exercises.

## **Cybersecurity:**

**JPMC has over 1,000 staff dedicated to cyber operations and operates three 24/7 cyber operational centers around the globe.**

Cyber staff work to identify areas of weakness as well as proactively respond to cyber threats and attacks as they occur.

## J.P. Morgan Recommended Modifications to Terms and Conditions

J.P. Morgan (JPMC) has provided comments on the terms or conditions that we respectfully request be modified along with our recommended revisions. We are, of course, willing to discuss mutually agreeable modifications to the contract terms. The remaining terms and conditions are acceptable as stated.

The proposed changes are indicated by additions in italic underline and deletions by ~~strikethrough~~ text.

### INSTRUCTIONS TO VENDORS SUBMITTING BIDS

#### 26. SUBSEQUENT FORMS

The terms and conditions contained in this Contract shall supersede any and all subsequent terms and conditions which may appear on any form documents submitted by the Vendor to the Agency or Purchasing Division such as price list, order forms, invoices, sales agreements, or maintenance agreements, and includes internet websites or other electronic documents. Acceptance or use of Vendor's forms does not constitute acceptance of the terms and conditions contained thereon.

While we respect West Virginia's desire to use this Contract in negotiating with JPMorgan Chase Bank for commercial card services; it is the expectation of JPMC that the JPMorgan Chase Master Commercial Card Agreement (attached) be the document to govern the services provided by JPMorgan Chase Bank to West Virginia. JPMorgan Chase Bank's Master Commercial Card Agreement directly relates to and articulates the banking-related services that JPMC is proposing to West Virginia. It is JPMC's desire to work with West Virginia to reach a mutually beneficial agreement.

Please refer to Exhibit 6 – Sample Master Commercial Card Agreement.

J.P. Morgan respectfully requests the opportunity to negotiate this clause.

**28. WARRANTY:** The Vendor expressly warrants that the goods and/or services covered by this Contract will: (a) conform to the specifications, drawings, samples, or other description furnished or specified by the Agency; (b) be merchantable and fit for the purpose intended; and (c) be free from defect in material and workmanship.

This section is inapplicable for a commercial card services contract. JPMC does not make warranties relating to commercial card services including warranties that services are fit for a particular purpose.

**31. PRIVACY, SECURITY, AND CONFIDENTIALITY:** The Vendor agrees that it will not disclose to anyone, directly or indirectly, any such personally identifiable information or other confidential information gained from the Agency, unless the individual who is the subject of the information consents to the disclosure in writing or the disclosure is made pursuant to the Agency's policies, procedures, and rules. ~~Vendor further agrees to comply with the Confidentiality Policies and Information Security Accountability Requirements, set forth in <http://www.state.wv.us/admin/purchase/privacy/default.html>.~~

By activating and using JPMC's commercial cards, Cardholders consent to disclosure of information under the circumstances described in the Cardholder Agreement. As a highly regulated financial institution JPMC has internal policies in place to govern privacy, security and confidentiality, and is unable to agree to adhere to policies of individual clients.

All information furnished by either party in connection with the RFP shall be kept confidential. The foregoing obligation shall not apply to information that: (A) is already lawfully known when received without an obligation of confidentiality other than under this RFP, (B) is or becomes lawfully obtainable from other sources who are not under a duty of confidentiality, (C) is in the public domain when received or thereafter enters the public domain through no breach of this Section; (D) is developed independently by the receiving party without use of the disclosing party's confidential information; (E) is in an aggregate form non-attributable to the disclosing party; (F) is required to be disclosed to, or in any document filed with, the U.S. Securities and Exchange Commission (or any analogous body or any registrar of companies or other organizations in any relevant jurisdiction), banking regulator, or any other governmental agencies, (G) is required by applicable law to be disclosed and notice of such disclosure is given (when legally permissible) to the disclosing party, or (H)

may be disclosed as provided elsewhere in this RFP. Notice under (G), when practicable, shall be given sufficiently in advance of the disclosure to permit the other party to take legal action to prevent disclosure. Vendor may exchange confidential information with affiliates.

Please refer to our It Risk Letter – Exhibit 10.

J.P. Morgan respectfully requests the opportunity to negotiate this clause.

**37. INDEMNIFICATION:** The Vendor agrees to indemnify, defend, and hold harmless the State and the Agency, their officers, and employees from and against: (1) Any claims or losses for services rendered by any subcontractor, person, or firm performing or supplying services, materials, or supplies in connection with the performance of the Contract; (2) Any claims or losses resulting to any person or entity injured or damaged by the Vendor, its officers, employees, or subcontractors by the publication, translation, reproduction, delivery, performance, use, or disposition of any data used under the Contract in a manner not authorized by the Contract, or by Federal or State statutes or regulations; and (3) Any failure of the Vendor, its officers, employees, or subcontractors to observe State and Federal laws including, but not limited to, labor and wage and hour laws.

To the maximum extent permitted by law, in no event shall either party be liable to the other under any theory or tort, contract, strict liability or other legal or equitable theory for any exemplary, punitive, special, indirect, incidental, or consequential damages or the like, including, without limitation, lost profits, each of which are expressly excluded by agreement of the parties herein regardless of whether such damages were reasonably foreseeable and whether either party has been advised of the possibility of such damages. Contractor's maximum liability for direct damages to the State will not exceed, in the aggregate, the amount of \$500,000 during the initial term of the resulting contract.

## **SECTION FOUR: PROJECT SPECIFICATIONS**

### **4. Project and Goals:** The project goals and objectives are:

The use of the purchasing card will not be restricted to specific vendors, countries or types of purchases. Vendors may submit proposals for multiple card brands. If services vary by brand and vendors opt to submit proposals for more than one, the vendor should clearly address such differences in the applicable sections of their proposal. If differences affect the financial/revenue portion of the response, vendors will be required to complete separate financial/revenue proposals based on the attached financial/revenue scenario for evaluation purposes.

### **OFAC Compliance and Sanctions**

It is the policy of J.P. Morgan to comply with the sanctions of the Office of Foreign Assets Control (OFAC) and with applicable sanctions and laws of the foreign jurisdictions in which our offices are located. All JPMorgan Chase & Co. branches, subsidiaries, and employees worldwide are subject to and must comply with OFAC sanctions and this policy.

The United States Government imposes economic and trade sanctions ("U.S. sanctions") on specific foreign countries, terrorism-sponsoring organizations, and international narcotics traffickers based on U.S. foreign policy and national security objectives. The U.S. sanctions are imposed by various federal statutes and executive orders and are administered and enforced by the U.S. Department of the Treasury through OFAC. Some sanctions are multi-lateral within the global community and are used against targeted countries as well as groups that threaten the security, economy, and safety of the United States. OFAC and the U.S. banking regulatory agencies require U.S. financial institutions to cooperate and comply with the OFAC sanctions regulations ("OFAC sanctions").

We do not issue cards and prohibit use of our cards in any country against which the United States has imposed sanctions. A list of sanctioned countries, as well as information about sanctions, is available on the U.S. Department of the Treasury website: [treas.gov/offices/enforcement/ofac](https://treas.gov/offices/enforcement/ofac).

# MASTER COMMERCIAL CARD AGREEMENT

Version 2.0

This Master Commercial Card Agreement, which is comprised of the Master Terms together with any exhibits and Local Schedules attached thereto, as amended, supplemented or replaced from time to time (the "Master Agreement"), is made and entered into as of [\_\_\_\_\_, 20\_\_] (the "Effective Date") and sets forth the terms and conditions under which JPMorgan Chase Bank, N.A. or one or more of its Affiliates ("Bank") shall provide commercial card services to [\_\_\_\_\_] ("Client") who executes this Master Agreement and/or one or more of such Client's Affiliates. Client and Bank may be referred to in this Master Agreement individually as "Party" and collectively as the "Parties". For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, Client and Bank hereby agree as follows:

## MASTER TERMS

### 1. Definitions

Each capitalized term used in this Master Agreement shall have the following defined meanings set forth below or as otherwise set forth herein.

**Access Code** means the user identification code and password assigned to Authorized Users.

**Account** means each account established in the name of Client pursuant to the Master Agreement.

**Affiliate** means an entity controlling, controlled by, or under common control with, directly or indirectly, a Party to these Master Terms. For this purpose, one entity "controls" another entity if it has the power to direct the management and policies of the other entity (for example, through the ownership of voting securities or other equity interest, representation on its board of directors or other governing body, or by contract).

**Applicable Law** means for any country, all federal, state, provincial and local laws, statutes, regulations, rules, executive orders, supervisory requirements, licensing requirements, export requirements, directives, circulars, decrees, interpretive letters, guidance or other official releases of or by any government, any authority, department or agency thereof, or any regulatory or self-regulatory organization such as the European Union, that apply to a Party's obligations under the Master Agreement.

**Authorized Approver** or **Authorized Signer** means an individual(s) designated by Client to have authority over the Program.

**Authorized User** means an individual designated by Client to access Account and Transaction data and reports.

**Business Day** means a day on which Bank is open for business as identified in the applicable Local Schedule.

**Card** means a Network-branded card that is issued to Cardholders by the Bank upon the request of the Client and approval by the Bank, and includes any plastic card bearing a card number and accounts and card numbers with no associated plastic card, which includes Single-Use Accounts.

**Card Request** means a written or electronic transmittal from Client, requesting Bank to issue a Card(s).

**Cardholder** means: (A) an individual in whose name a Card is issued, and (B) any person or entity authorized by Client or named Cardholder to use a Card.

**Cardholder Agreement** means documentation provided by Bank to Client or Cardholder governing use of a Card by such Cardholder.

**Cardholder Credit Limit** means the maximum spending limit established in relation to a Cardholder.

**Corporate Liability** means Client is solely liable for the Transactions, subject to the Master Agreement and any Cardholder Agreement.

**Credit Card Network** or **Network** means either MasterCard International, Inc. or Visa U.S.A., Inc.

**Credit Limit** means the maximum spending limit established for Client in connection with the Program.

**Cycle** means the monthly period ending on the same day each month or, if that day is not a Business Day, then the following Business Day or preceding Business Day, as systems may require, or such other period as Bank may specify.

**Effective Date** means the date indicated as such on the introductory paragraph.

**Fraudulent Transactions** means transactions made on a Card by a person, other than Client or Cardholder, who does not have actual, implied or apparent authority for such use, and which Cardholder or Client receives no direct or indirect benefit.

**Joint and Several Liability** means Client and Cardholder are jointly and severally liable for the Transactions, subject to the Master Agreement, and the Cardholder Agreement.

**Local Schedule** means a schedule to these Master Terms which sets forth the terms and conditions applicable to the commercial card Programs provided to Client in a particular geographic region or country.

**Marks** means the name, trade name, and all registered or unregistered service marks of Client, the Network and Bank.

**Program** means the commercial card system composed of Accounts, Card-use controls, reports to facilitate purchases of and payments for business goods and services, and related services, all as established in connection with the Master Agreement.

**Program Administrator** means an individual or individuals authorized by Client to perform administrative and security functions in connection with the Program and System.

**Single-Use Account** means a one-time virtual card number generated for a single transaction.

**Systems** means the systems through which Client can access Account and Transaction data and reports.

**Tax** means any tax, levy, impost, duty or other charge or withholding of a similar nature (including any related penalty or interest).

**Tax Deduction** means a deduction or withholding for or on account of Tax from a payment under the Master Agreement.

**Transaction** means a purchase, a cash advance, fees, charges or any other activity charged to an Account in respect of a Card.

## 2. Certain Bank Services

- A. Subject to prior financial, risk management and compliance approvals by Bank, Bank shall establish Accounts in the name of Client and, where applicable, issue Cards to employees and authorized representatives of Client who are approved by Bank and are designated and authorized by Client to incur legitimate business expenses on Client's behalf. Any balance outstanding associated with an Account for which a corporate liability waiver is requested shall become immediately due and payable.
- B. Extension of Program. Upon Client's submission of a request from time to time in the form required by Bank and following Bank's agreement to do so, Bank will extend Program to Client's Affiliates. Client is responsible as principal obligor for all obligations under the Master Agreement (including, without limitation, as principal obligor with respect to all payment and other obligations as the same relate to its Affiliates and their respective Cardholders and waives any defences or offsets available to such Affiliates). Client shall cause each of its Affiliates and their respective Cardholders to comply with the Master Agreement.
- C. Notwithstanding the foregoing, Bank shall not be obligated to provide any Account to Client or any Client Affiliate or any Card to an employee or authorized representative of Client or any Client Affiliate or to process any transactions in violation of any limitation or prohibition imposed by Applicable Law, including, but not limited to, the regulations issued by the U.S. Department of Treasury's Office of Foreign Assets Control ("OFAC").
- D. Supplier Recruitment. Supplier recruitment is an optional recruitment campaign comprising of certain services provided by Bank (such services collectively, "Supplier Recruitment") in connection with certain products. Should Supplier Recruitment be requested, Client shall be deemed to have accepted and agreed to the following terms of use. Client will follow Bank suggested best practices in effect including, but not limited to, requiring or strongly suggesting supplier participation; reaching out to strategic suppliers to encourage recruitment; considering payment acceleration for participants and extending payment terms for non-participants; having internal resources available to address weekly recruitment needs; providing complete and accurate supplier information such as supplier name, remittance address, contact name, phone number, and email addresses. "Supplier Data Enrichment" is a particular Supplier Recruitment service provided by Bank should Client not have contact information available to provide to Bank. Supplier Data Enrichment entails Bank utilizing internal and external tools to obtain supplier contact information to provide to Client throughout Supplier Recruitment. Bank will use commercially reasonable efforts to validate supplier contact with supplier information provided by Client. Client is solely responsible for validating Bank obtained supplier contact information prior to issuing payment to that supplier. Client acknowledges that supplier contact information is accurate once payment has been issued. Bank reserves the right to refuse or discontinue recruitment and/or data enrichment services at any time. Furthermore, Client, on its behalf and on behalf of each of its affiliates and related persons, (i) releases and forever discharges Bank and each of its affiliates and related persons, from any and all past, present and future claims, losses, liabilities, obligations, expenses, attorney or other fees, suits, debts, liens, contracts, agreements, promises, demands and damages, of any nature whatsoever, known or unknown, suspected or unsuspected, fixed or contingent (collectively, "Claims") that Client or any of its and each of its affiliates and related persons ever had, now has, or hereafter may have against Bank and each of its affiliates and related persons, arising out of or related to, Supplier Data Enrichment, and (ii) agrees to indemnify, defend, release and hold Bank and all of and each of its affiliates and related persons harmless from any and all Claims arising under clause (i) from Client suppliers.
- E. Receipt Image Services. For purposes of this section, "**Receipt Image Services**" means the services provided by Bank to allow Client the ability to fax and/or upload and maintain image(s) of receipt(s) on the System, and "**Receipt Image(s)**" means an image of a receipt produced by a Transaction through use of Accounts and maintained on the System by Bank. Bank will receive, store, and make Receipt Images available to Client through use of the System. In order for Bank to make Receipt Images available through the System, Client shall first fax and/or upload to the System images of Client's receipts through use of its own devices. Client is responsible for verifying the accuracy of the image of its receipts and any other information uploaded and entered into the System. Client shall ensure that the information contained in the image of the receipt accurately reflects the applicable Transaction. Bank will then make the Receipt Image available online through the System for a maximum of twenty-four (24) months ("System Image Accessibility Period"). The System Image Accessibility Period includes the month of the Transaction Date. Bank may, in its sole and absolute discretion, reject Receipt Images provided by Client to be posted on the System. In addition, Bank may suspend Client's use of the Receipt Image Service at any time without prior notice to Client.

## 3. Obligations of Client



In connection with the Program, Client shall:

- A. Submit Card Requests in the form and via the method required by Bank. Client shall not give, nor cause or permit to be given, any Card to a Cardholder before the Cardholder application process defined by Bank is completed.
- B. Notify each Cardholder at the earliest opportunity: (i) that Cards are to be used only for Client's business purposes; (ii) of the Cardholder Credit Limit and any other applicable limit; (iii) of Bank suspending a Card or refusing to issue any further Cards, closing an Account, or ending the Cardholder Agreement; (iv) of revisions to any guide to the use of Cards (if applicable); and (v) of the extent, if any, to which Bank will provide Transaction and Account information to third parties at Client's request.
- C. Use commercially reasonable efforts: (i) to safeguard Accounts using reasonable security procedures; (ii) where applicable, to maintain, a process ensuring timely and accurate reimbursement of all Transactions to its Cardholders; (iii) not to exceed the Credit Limit; (iv) to collect and destroy any Cards which are no longer required; and (v) to the extent that Cardholder Agreements and Cardholder documentation are provided, cause Cardholders to comply with the Cardholder Agreements and Cardholder documentation.
- D. If not previously provided by Bank, provide to each actual and prospective Cardholder, in accordance with Bank's instructions, Cardholder documentation supplied by Bank.
- E. Immediately notify Bank: (i) of any Card or any Account which is no longer required; and (ii) by phone of any Card that Client knows or suspects has been lost, stolen, misappropriated, improperly used or compromised. In connection with Client's notifications obligations described herein and notwithstanding anything to the contrary contained in these Master Terms:
  - i. Liability for Fraudulent Transactions Following Notification. Client shall not be liable for any Fraudulent Transactions made on a Card under any Account after the effective time of such notification to Bank of such Fraudulent Transaction.
  - ii. Liability for Fraudulent Transactions Prior to Notification. Subject to the terms and conditions contained in subsection (iii) below, Client shall not be liable for Fraudulent Transactions made on a Card under any Account prior to the effective time of such notification to Bank of such Fraudulent Transactions.
  - iii. Bank reserves the right, in its sole and absolute discretion, to hold Client liable for Fraudulent Transactions should Bank determine that, subsequent to implementation of Client's Program and at the time that the Fraudulent Transaction occurred, Client failed to operate its Program in accordance with the following fraud reduction requirements:
    - a. Client must block required high risk merchant category codes ("MCC's") identified by Bank and presented to Client;
    - b. Client must maintain reasonable security precautions and controls regarding the dissemination, use and storage of Account and Transaction data; and
    - c. Client must comply with all other requirements as Bank may reasonably require from time to time.If Client fails to comply with its obligations described in this subsection (iii), and Bank determines Client to be liable for Fraudulent Transactions, Bank will either: (1) invoice Client for the amount of such Fraudulent Transaction minus any amounts collected, or (2) deduct the amount of such Fraudulent Transaction amount from Client's rebate.
- F. Notify Bank of any Transaction that Client disputes as soon as practicable after the last day of the Cycle during which such Transaction is charged to Client, and in any event within sixty (60) days of such day. Client shall use commercially reasonable efforts to assist in obtaining reimbursement from a merchant. Client or, subject to any Cardholder Agreement and in the case of Cards under any Joint and Several Liability Accounts, the Cardholder, shall not be relieved of liability for any disputed Transaction if the charge-back is rejected in accordance with the applicable Network's charge-back policy. Bank shall not be liable to Client where notice is received after such sixty (60) day period unless specified in a Local Schedule. Client shall not make a claim against Bank or refuse to pay any amount because Client or the person using the Card may have a dispute with any merchant.
- G. Provide any required notification or obtain authorization under applicable privacy or data protection legislation.
- H. Unless previously provided to Bank, obtain and provide to Bank such information as Bank may reasonably request, for the purposes of investigating the identity of an actual or prospective Cardholder or Client or the identity or financial condition of Client, evidencing authority for Card issuance requests, and assisting in any review of Bank by a regulator with relevant jurisdiction. Any information provided by Client to Bank shall be, to the best of Client's knowledge, information and belief, accurate and complete in all material respects.
- I. Make payments for all Transactions posted to Accounts no later than the payment date (the Payment Date), as specified in the periodic statement. In the event that Client makes payments other than as contemplated by the periodic statement, Bank may require, and Client shall provide, such documentation as reasonably required by Bank to reconcile such payments to the amounts stated as due in the periodic statement by the Payment Date. Any amount due which is not received by the Payment Date shall be subject to the late fees and delinquency fees as set out Exhibit 1 to the Master Terms. If collection is initiated by Bank, Client shall be liable for payment of Bank's reasonable attorneys' fees and other costs and expenses of collection.
- J. In the case of Corporate Liability Programs, be solely liable for all Transactions and Client's obligations shall be enforceable regardless of the validity or enforceability of a Cardholder's obligations. In the case of any Joint and Several Liability Account, Client shall pay Bank, within ten (10) days of written notice, for any Transactions not paid by a Cardholder within one hundred and twenty (120) days of the first billing in respect of the relevant Transaction.

- K. Unless otherwise provided to Bank, provide Bank with such financial statements and other related information annually, or as otherwise requested by Bank in form and in such detail as Bank may reasonably request.
- L. Use commercially reasonable efforts to ensure that such applicants to whom it requests Bank to issue Cards and whom Client authorizes to use the Cards are not identified on a prohibited government sanctions list, or otherwise subject to a sanctions program applicable to Client.

#### 4. Credit Limits and Certain Bank Rights

- A. Bank may establish a Credit Limit and Cardholder Credit Limit and may establish other limits from time-to-time. The establishment of a limit does not prevent such limit from being exceeded and, subject to the Master Agreement, Client is responsible for all amounts including such amounts that exceed a limit.
- B. Bank may at any time: (i) increase or decrease any Credit Limit or the Cardholder Credit Limit or any other limit in connection with any Card or any Account or the Program; (ii) refuse to authorize Transactions; (iii) vary the payment terms, or require the provision of security or additional security; (iv) suspend or terminate any Card or any Account; (v) decline to open any Account; or issue any Card or (vi) require MCC authorization restrictions in connection with a Program; (vii) apply or offset any credit balance hereunder to the payment when due of any amount owing under this Master Agreement; (viii) offset any obligation of Client to Bank under this Master Agreement or otherwise against any obligation Bank owes to Client.

#### 5. System Access

- A. Bank shall provide Client with password-protected access to Systems through use of an Access Code. Bank shall assign an initial Access Code to the Program Administrator who shall create and disseminate Access Codes to Authorized Users.
- B. Client shall adhere to security procedures, terms and conditions provided by Bank regarding the System as set forth herein. Client agrees that any access, Transaction or business conducted using an Access Code is presumed by Bank to have been in Client's name for Client's benefit.
- C. Except for unauthorized use by a Bank employee, Client is solely responsible for the genuineness and accuracy of all instructions, messages and other communications received by Bank via the System. Bank may rely and act upon all instructions and messages which are issued with Access Codes, without making any further verification or inquiry.
- D. Bank is authorized to rely upon any written instruction that designates an Authorized Signer until the authority of any such Authorized Signer is revoked by Client by written instruction to Bank, and Bank has reasonable opportunity to act on such instruction.
- E. From time to time, Bank may suspend the System when Bank considers it necessary to do so (including, without limitation, for maintenance or security purposes). Bank will use reasonable efforts to provide Client with notice prior to the suspension.

#### 6. Representations and Warranties

Each Party represents, warrants and covenants that it will comply with Applicable Laws in connection with the performance of its obligations under the Master Agreement. Each Party represents and warrants that this Master Agreement constitutes a legal, valid and binding obligation enforceable in accordance with its terms, and that execution and performance of the Master Agreement: (A) does not breach any agreement of such Party with any third party, (B) does not violate any law, rule, or regulation, or any duty arising in law or equity applicable to it, (C) are within its organizational powers, and (D) has been authorized by all necessary organizational action of such Party and validly executed by a person(s) authorized to act of behalf of such Party. Client also represents, warrants and covenants that it will use its commercially reasonable efforts to ensure that the Accounts and the Cards shall only be used for Client's business purposes. Client also represents and warrants that it will use commercially reasonable efforts to ensure that such applicants to whom it requests Bank to issue Cards to and whom Client authorizes to use the Cards/Accounts are not identified on a prohibited government sanctions list, are not located or resident in a sanctioned country, or otherwise subject to a sanctions program applicable to Client. Bank reserves the right to terminate the Master Agreement and/or cancel any of the Accounts at any time if Bank determines that a Card has been issued to a person residing in a sanctioned jurisdiction or where the Cardholder's name, or the name of an individual authorized to use a Card/Account, appears on a government sanctions list applicable to Client or Bank. EXCEPT AS SET FORTH IN THESE MASTER TERMS OR IN ANY LOCAL SCHEDULE, NEITHER PARTY MAKES ANY OTHER REPRESENTATIONS AND WARRANTIES WHETHER EXPRESS OR IMPLIED INCLUDING THE IMPLIED WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE.

#### 7. Fees and Charges

Bank may change the fees and charges payable by Client at any time, provided that Bank notifies Client at least thirty (30) days prior to the effective date of the change or such other period as is specified in the applicable Local Schedule. Bank's periodic statements represent the official record of amounts due and owing by Client to Bank regardless of the method(s) by which Client elects to receive invoice information from Bank (e.g., in electronic form, mappers or other methods). Client acknowledges that it has an obligation to verify and reconcile its payment obligations to Bank's periodic statements.

#### 8. Term and Termination

- A. This Master Agreement shall commence as of the Effective Date and continue in full force and effect for a period of [ ] ( ) years unless otherwise terminated in accordance with the terms of this Section 8. Thereafter this Master Agreement shall automatically renew for successive one-year terms unless earlier terminated as set forth herein.

- B. Either Party may terminate this Master Agreement for any or no reason upon sixty (60) days prior written notice to the other Party.
- C. Either Party may terminate this Master Agreement immediately upon the occurrence of one or more of the following events: (i) the other Party's violation of Applicable Law, (ii) the liquidation, insolvency or dissolution of the other Party, (iii) the voluntary or involuntary filing of bankruptcy proceedings or similar proceedings with respect to the business of the other Party, or (iv) with the exception of a payment obligation, a Party's breach of a material obligation under this Master Agreement that is not cured within thirty (30) days following receipt of notice of the breach from the non-breaching Party.
- D. In addition, Bank may immediately (a) terminate this Master Agreement, (b) terminate one or more services provided for in this Master Agreement, and/or (c) terminate one or more Cards upon the occurrence of one or more of the following events: (i) Client fails to remit any payment in accordance with the terms of this Master Agreement, (ii) there is a default by Client or its parent, subsidiary or affiliate in the payment of any debt owed to Bank or a Bank-related entity under any other agreement, (iii) there is a material adverse change in the business, operations or financial condition of Client, or (iv) any representation or warranty made by the Client or any financial statement or certificate furnished to Bank, shall prove to be inaccurate, false or misleading in any material respect when made.
- E. This Master Agreement shall terminate immediately upon the termination of all Accounts issued pursuant to this Master Agreement.
- F. In the event of termination of this Master Agreement by Bank in accordance with Section 8.C or Section 8.D above, Client shall immediately pay all amounts owing under the Master Agreement, without set-off or deduction.
- G. In the event of termination of this Master Agreement for any reason other than by Bank in accordance with Section 8.C or 8.D above, Client shall pay all amounts due and owing under this Master Agreement in accordance with the settlement terms of the Program, without set-off or deduction.
- H. Upon termination of this Master Agreement for any reason, Client shall promptly destroy all physical Cards furnished to Cardholders.
- I. Client (upon notice to Bank) may suspend or terminate any Account or any Card under any Account at any time and for any reason.
- J. Sections 3, 4, 5, 6, 8.D, 9, 10, and 11 of these Master Terms shall survive the termination of the Master Agreement or any Local Schedule. Notwithstanding anything to the contrary contained in this Section 8, the provisions of these Master Terms shall remain in effect until all Cards and Accounts have been cancelled.

## 9. Limitation of Liability

- A. Subject to Section 9.B below, Bank shall be liable only for Client's actual damages which Client suffers or incurs as a direct result of Bank's negligence or wilful misconduct and shall not be liable for any other loss or damage of any nature.
- B. TO THE MAXIMUM EXTENT PERMITTED BY LAW, IN NO EVENT SHALL EITHER PARTY BE LIABLE TO THE OTHER UNDER ANY THEORY OF TORT, CONTRACT, STRICT LIABILITY OR OTHER LEGAL OR EQUITABLE THEORY FOR ANY EXEMPLARY, PUNITIVE, SPECIAL, INDIRECT, INCIDENTAL, OR CONSEQUENTIAL DAMAGES OR THE LIKE, INCLUDING, WITHOUT LIMITATION, LOST PROFITS, EACH OF WHICH ARE EXPRESSLY EXCLUDED BY AGREEMENT OF THE PARTIES HEREIN REGARDLESS OF WHETHER SUCH DAMAGES WERE REASONABLY FORESEEABLE AND WHETHER EITHER PARTY HAS BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES.

## 10. Confidentiality

Except as expressly provided in the Master Agreement, all information furnished by either Party in connection with the Master Agreement, the Program or Transactions shall be kept confidential. The foregoing obligation shall not apply to information that: (A) is already lawfully known when received without an obligation of confidentiality other than under this Master Agreement, (B) is or becomes lawfully obtainable from other sources who are not under a duty of confidentiality, (C) is in the public domain when received or thereafter enters the public domain through no breach of this Section; (D) is developed independently by the receiving Party without use of the disclosing Party's confidential information; (E) is in an aggregate form non-attributable to the disclosing Party; (F) is required to be disclosed to, or in any document filed with, the U.S. Securities and Exchange Commission (or any analogous body or any registrar of companies or other organizations in any relevant jurisdiction), banking regulator, or any other governmental agencies, (G) is required by Applicable Law to be disclosed and notice of such disclosure is given (when legally permissible) to the disclosing Party, or (H) may be disclosed as provided in the Cardholder Agreement or other Cardholder-related documentation. Notice under (G), when practicable, shall be given sufficiently in advance of the disclosure to permit the other Party to take legal action to prevent disclosure. Bank may exchange (and Client insofar as necessary hereby consents to such exchange) Client and (to the extent authorized) Cardholder confidential information with Affiliates. Bank may also disclose confidential information to service providers in connection with Bank's provision of Program services; provided, that the service providers comply with the terms of this Section 10.

## 11. Miscellaneous

- A. Except as otherwise mutually agreed, neither Party shall use the Marks of the other Party without its prior written consent. If Client elects to have its Marks embossed on the Cards or provide them to Bank for other uses, Client hereby grants Bank a non-exclusive limited licence to use the Marks for the foregoing purposes.
- B. If any provision of this Master Agreement is found by an arbitrator or court of competent jurisdiction to be unenforceable, such provision shall not affect the other provisions, but such unenforceable provision shall be deemed modified to the extent necessary to render it enforceable, preserving to the fullest extent permissible the intent of the Parties set forth in this Master Agreement. The failure of either Party hereto to enforce any right or pursue any remedy hereunder shall not be construed to be a waiver thereof.

- C. Bank and Client will at all times be independent contractors. In furtherance thereof and of the parties' mutual interests in this Master Agreement, no third party will be deemed an intended or unintended beneficiary of this Master Agreement. This Master Agreement is enforceable only between the parties hereto and shall not be subject to any actual or implied right or obligations of, or commitment to, any third party without the prior written consent of Bank.
- D. In the regular course of business, Bank may monitor, record and retain telephone conversations made or initiated to or by Bank from or to Client or Cardholders.
- E. This Master Agreement shall be binding upon and inure to the benefit of Client and Bank and their respective successors and permitted assigns. This Master Agreement, or any of the rights or obligations hereunder, may not be assigned by Client without the prior written consent of Bank.
- F. This Master Agreement constitutes the entire agreement between the Parties with respect to its subject matter and supersedes all prior or contemporaneous proposals, understandings, representations, negotiations, and agreements of any kind, whether written, oral, expressed or implied, relating to the subject matter thereof. This Master Agreement may be amended or waived, subject to Applicable Law, only by notice to Client in writing from Bank.
- G. This Master Agreement may be signed in one or more counterparts, each of which shall be an original, with the same effect as if the signatures were upon the same document. Facsimile signatures shall have the same force and effect as the original.
- H. If applicable, to the extent that Client would have been able to claim sovereign immunity in any action, claim, suit or proceeding brought by Bank, Client irrevocably waives and agrees not to claim such immunity.
- I. Unless Client provides Bank with a valid applicable exemption certificate or other proof of exemption, Client will pay or reimburse Bank upon demand for any taxes, levies, imposts, deductions, charges, stamp, transaction and other duties and withholdings (together with any related interest, penalties, fines, and expenses) in connection with the Master Agreement, any Account or any Transactions, except if imposed on the overall net income of Bank. If a Tax Deduction is required by law, the amount of the payment due to Bank from Client will be increased to an amount which (after making the Tax Deduction) leaves an amount equal to the payment which would have been due to Bank if no Tax Deduction had been required.
- J. Neither Bank nor Client shall be liable for any loss or damage to the other for its failure to perform or delay in the performance of its obligations under this Master Agreement, if such non-performance or delay is caused directly or indirectly by an act of God, act of governmental authority, de jure or de facto, legal constraint, war, terrorism, catastrophe, fire, flood or electrical, computer, mechanical or telecommunications failure, or failure of any agent or correspondent, or unavailability of a payment system, or other natural disaster or any cause beyond its reasonable control.
- K. Any disputes between the Parties hereto concerning this Master Agreement shall be governed by and construed in accordance with the laws of the State of New York without regard to choice of law provisions thereof. TO THE EXTENT PERMITTED BY APPLICABLE LAW, EACH PARTY HEREBY WAIVES ANY AND ALL RIGHT TO A TRIAL BY JURY IN ANY ACTION OR PROCEEDING OF ANY KIND ARISING OUT OF, BY REASON OF, OR RELATING TO THIS MASTER AGREEMENT, THE INTERPRETATION THEREOF OR TO ANY TRANSACTIONS HEREUNDER. THIS WAIVER IS KNOWINGLY, WILLINGLY AND VOLUNTARILY MADE BY THE PARTIES.
- L. Client acknowledges that Bank prohibits the use of Cards under any Accounts to conduct transactions (including, without limitation, the acceptance or receipt of credit or other receipt of funds through an electronic funds transfer, or by check, draft or similar instrument, or the proceeds of any of the foregoing) that are related, directly or indirectly, to unlawful internet gambling. The term "unlawful internet gambling," as used here, shall have the meaning as set forth in 12 C.F.R. Section 233.2(bb).
- M. All notices and other communications required or permitted to be given under these Master Terms shall be in writing except as otherwise provided herein, and shall be effective on the date on which such notice is actually received by the Party to which it is addressed. All notices shall be sent to the address set forth below or such other address as specified in a written form from one Party to the other.

To Bank:

JPMorgan Chase Bank, N.A.  
 300 South Riverside Plaza  
 Mail Code IL1-0199  
 Chicago, IL  
 UNITED STATES  
 Attn: Commercial Card Contracts Manager

To Client:

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 Attn: \_\_\_\_\_

- N. If any credit arises on an Account in respect of a Card (for example as a result of a duplicate payment, merchant refund or refund for a disputed transaction), Bank will apply the credit to offset any amount owed to Bank, either then or at any later time, under this Master Agreement. Bank may at its option pay it to the relevant Cardholder or the Client using any method chosen by Bank.

IN WITNESS WHEREOF, the Parties have caused these Master Terms to be executed by their duly authorized representatives as of the Effective Date.

**JPMORGAN CHASE BANK, N.A.**

By \_\_\_\_\_  
Name \_\_\_\_\_  
Title \_\_\_\_\_

**Client Authorization:** The undersigned is an officer, member, manager, director, managing partner, or general partner (or person authorized to represent the foregoing), as applicable, of Client, authorized to bind Client to enter into and to perform its obligations under this Master Agreement. The undersigned certifies to Bank that the governing body of Client has adopted resolutions or other appropriate and binding measures authorizing Client to enter into and perform its obligations under this Master Agreement and that those resolutions or other appropriate and binding measures were: (a) adopted in accordance with, as applicable, all requirements of law and Client's organizational or constituent documents, (b) have been entered into the minute books or company records of Client, and (c) are now in full force and effect. Client shall provide to Bank immediately upon demand conclusive evidence of the authorizations described above.

**CLIENT**

By \_\_\_\_\_  
Name \_\_\_\_\_  
Title \_\_\_\_\_

Note: The legal name of any member, managing member or general partner who is signing but is not an individual person must appear in the signature block.

**Client Attestation:** The undersigned officer, member, manager, director, managing partner, or general partner (or person authorized to represent the foregoing) of Client, hereby certifies that the individual signing above on behalf of Client has been duly authorized to bind Client and to enter into and perform its obligations under this Master Agreement and that the person signing above on behalf of Client, whose execution of this Master Agreement was witnessed by the undersigned, is an officer, member, manager, director, managing partner, or general partner (or person authorized to represent the foregoing) of Client possessing authority to execute this Master Agreement. Client shall provide to Bank immediately upon demand conclusive evidence of the authorizations described above.

By \_\_\_\_\_  
Name \_\_\_\_\_  
Title \_\_\_\_\_

Note: The person signing the attestation shall be someone different from the person signing above on behalf of Client.

**EXHIBIT 1 to the Master Terms  
INCENTIVES & FEES**

# LOCAL SCHEDULE FOR THE UNITED STATES

This Local Schedule for the United States ("U.S. Schedule") sets forth the terms and conditions that will apply to Bank's establishment of Accounts in the name of Client and/or one or more Client Affiliates and issuance of Cards to its and their respective employees and authorized representatives in the United States. This U.S. Schedule is made a part of and incorporated into the Master Terms as though fully set forth therein. If a provision of this U.S. Schedule conflicts with the Master Terms, the provision of this U.S. Schedule will prevail.

## I. Overview

Bank shall issue Cards under the Program in the United States ("U.S. Program") in United States Dollars, and Client may participate in the U.S. Program subject to the terms of this U.S. Schedule.

## II. Definitions

Capitalized terms used but not defined in this U.S. Schedule will have the meanings given to them in the Master Terms. For purposes of this U.S. Schedule, the following terms shall be defined as set forth below:

**Business Day** means a day on which Bank and Federal Reserve Banks are open for business.

**International Transaction** means any Transaction that is made in a currency other than U.S. dollars or is made in U.S. dollars outside of the United States of America.

## III. Certain Additional Terms

Client represents and warrants that the Cards and Accounts to be issued and established under this U.S. Schedule are substitutes for accepted cards and accounts, or will be sought and issued only in response to written requests or applications for such Cards or Accounts. Client shall retain such applications (paper or electronic) for any Card when such application is not provided to Bank, for a period of twenty-five (25) months after the application has been received and acted upon.

## IV. Fees and Incentives

The fees and charges and incentives (if any) related to this U.S. Schedule are set forth on **Exhibit 1 to the Master Terms**.

## V. Notices

All notices and other communications required or permitted to be given under this U.S. Schedule shall be in writing, except as otherwise provided herein, and shall be effective on the date on which such notice is received by the party to which it is addressed. All notices shall be sent to the address set forth below or such other address as specified in a written form from one party to the other.

To Bank:

JPMorgan Chase Bank, N.A.  
300 South Riverside Plaza  
Mail Code IL1-0199  
Chicago, IL  
UNITED STATES  
Attn: Commercial Card Contracts Manager

To Client:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Attn: \_\_\_\_\_

## VI. International Transactions and Fees

If an International Transaction is made in a currency other than U.S. dollars, the applicable Network will convert the Transaction into U.S. dollars using its respective currency conversion procedures. The exchange rate each Network uses to convert currency is a rate that it selects either from the range of rates available in the wholesale currency markets for the applicable processing date (which rate may vary from the rate the respective entity itself receives), or the government-mandated rate in effect on the applicable processing date. The rate in effect on the applicable processing date may differ from the rate on the date when the International Transaction occurred or when the Card was used. Bank reserves the right to charge an International Transaction Fee, as specified herein. The International Transaction fee will be calculated on the U.S. dollar amount provided to Bank by the Network.

## VII. Governing Law

This U.S. Schedule and any matters arising out of or in relation to this U.S. Schedule shall be governed by and construed in accordance with the laws of the State of New York without reference to the principles of conflicts of that State.

## LOCAL SCHEDULE FOR CANADA

This Local Schedule for Canada (“**Canada Schedule**”) sets forth the terms and conditions that will apply to Bank’s establishment of Accounts in the name of Client and/or one or more of Client Affiliates and issuance of Cards to its and their respective employees and authorized representatives in Canada. This Canada Schedule is made a part of and incorporated into the Master Terms as though fully set forth therein. If a provision of this Canada Schedule conflicts with the Master Terms, the provision of this Canada Schedule will prevail.

### I. Overview

Bank shall issue Cards under the Program in Canada (“**Canada Program**”) in Canadian Dollars, and Client may participate in the Canada Program subject to the terms of this Canada Schedule.

### II. Definitions

Capitalized terms not otherwise defined in this Canada Schedule have the same defined meanings as set forth in the Master Agreement. For purposes of this Canada Schedule, the following terms shall have the following meanings:

**Business Day** means a day other than a Saturday, Sunday or legal holiday on which Bank is open for business in Toronto, Ontario.

**International Transaction** means any Transaction that is made in a currency other than Canadian dollars or is made in Canadian dollars outside of Canada.

**Schedule of Fees** means a list of the fees and finance charges that may be charged to the Accounts.

### III. Additional Client Obligations

In connection with the Program, Client: (A) shall initially provide Bank with a Card Request for the number of Cards it desires in connection with the Program; (B) confirms that it has obtained and shall obtain the written consent of any existing or proposed Cardholder to permit Bank to investigate the identity of said Cardholder by obtaining, verifying, recording, using and potentially disclosing personal identifying information and, if reasonably necessary, obtain such information from third parties; (C) shall co-operate with Bank in all efforts to obtain and verify any personal information in respect of Cardholders required by applicable law and take all such action and provide all such information and documents as may be reasonably requested by Bank to comply with any legislation, guidance or regulation applicable to Bank.

### IV. Fees and Incentives

The fees and charges and incentives (if any) related to this Canada Schedule are set forth on **Exhibit 1 to the Master Terms**.

### V. Notices

All notices and other communications required or permitted to be given under this Canada Schedule shall be in writing except as otherwise provided herein, and shall be effective on the date on which such notice is received by the party to which it is addressed. Notices so given shall be deemed accepted upon the earlier of (i) actual receipt by the party to which notice is given, or (ii) on the fifth (5th) day following mailing. All notices shall be sent to the address set forth below or such other address as specified in a written form from one party to the other.

To Bank:

JPMorgan Chase Bank, N.A., Toronto Branch  
200 Bay Street, Royal Bank Plaza  
South Tower, Suite 1800  
Toronto, ON  
M5J 2J2  
CANADA  
Attention: Commercial Card Product Manager

To Client:

[\_\_\_\_\_  
[\_\_\_\_\_  
[\_\_\_\_\_  
Attn: [\_\_\_\_\_

### VI. Service Providers

Client acknowledges that Bank outsources various services it provides in connection with the Accounts and the Cards to Affiliates and other service providers outside of Canada. As such, Client acknowledges that personal information (including personal information of Cardholders) may be processed outside of Canada and accordingly, subject to the legal requirements applicable in such foreign jurisdictions. Bank’s ability to offer credit and perform its obligations in respect of the Cards and the Accounts will depend on the ability of its Affiliates and service providers to perform the services in respect of the Cards and the Accounts which will, in turn, be subject to the laws of the foreign jurisdictions where those Affiliates or service providers are located.



## VII. Privacy

Each of Client and the Bank agrees to manage all personally identifiable information in accordance with the *Personal Information Protection and Electronic Documents Act (Canada)*. Client agrees to cooperate with the Bank and to execute additional documentation and/or implement processes in relation to obtaining consents from its Employees in order to comply with the previous sentence.

## VIII. Usury Laws

If any provision of this Canada Schedule would oblige Client to make any payment of interest or other amount payable to Bank in an amount or calculated at a rate prohibited by law or would result in a receipt by Bank of interest at a criminal rate (as such terms are construed under the Criminal Code (Canada)), then notwithstanding such provision, such amount or rate shall be deemed to have been adjusted with retroactive effect to the maximum amount or rate of interest, as the case may be, as would not be so prohibited by law or so result in a receipt by Bank of interest at a criminal rate, such adjustment to be effected, to the extent necessary, as follows: (A) firstly, by reducing the amount or rate of interest required to be paid to Bank under this Local Schedule; and (B) thereafter, by reducing any fees, commissions, premiums and other amounts required to be paid to Bank that would constitute interest for purposes of section 347 of the Criminal Code (Canada); but in all circumstances after taking into account and offsetting any incentive awards paid to Client. Notwithstanding the foregoing and after giving effect to all adjustments contemplated thereby, if Bank receives an amount in excess of the maximum permitted by the foregoing, then Client shall be entitled, by notice in writing to Bank, to obtain reimbursement from Bank in an amount equal to such excess, and pending such reimbursement, such amount shall be deemed to be an amount payable by Bank to Client. Any amount or rate of interest referred to in the foregoing shall be determined in accordance with Canadian generally accepted accounting practices and principles as an effective annual rate of interest over the term of this Canada Schedule on the assumption that any charges, fees or expenses that fall within the meaning of "interest" (as defined in the Criminal Code (Canada)) shall, if they relate to a specific period of time, be pro-rated over the period of time.

## IX. International Transactions and Fees

If an International Transaction is made in a currency other than Canadian dollars, the Network will convert the Transaction into Canadian dollars using its currency conversion procedures. The exchange rate the Network uses to convert currency is a rate that it selects either from the range of rates available in the wholesale currency markets for the applicable processing date (which rate may vary from the rate the Network receives), or the government-mandated rate, if any, in effect on the applicable processing date. The rate in effect on the applicable processing date may differ from the rate on the date when the International Transaction occurred or when the Card was used. Bank will charge an International Transaction Fee as disclosed in the fee schedule attached hereto. The International Transaction Fee will be calculated on the Canadian dollar amount provided by the Network. The same process and charges may apply if any International Transaction is reversed. The exchange rate used by the Network may not be reflective of the exchange rate available to Client elsewhere.

## X. Complaints

In the event that the Client wishes to register a complaint regarding the Bank or the Program, the following escalation process shall apply:

- A. The Client should contact its relationship manager or other Bank contact for the Program, as applicable.
- B. If after speaking with the relationship manager or other Bank contact for the Program, as applicable, the Client believes its concern remains unresolved, the Client may contact the Bank's Ombudsman at the following address:

JPMC Ombudsman Office  
Attention: Deputy Ombudsman  
JPMorgan Chase Bank, N.A.  
2220 Walkley Rd, Floor 1  
Ottawa, On K1G 5L2  
Fax: 1-877-919-3589

- C. If the Bank's Ombudsman is unable to resolve the concern to the satisfaction of the Client within 90 days of raising the complaint with the Bank's Ombudsman, the Client has the right to refer its complaint to:

The Ombudsman for Banking Services and Investments  
401 Bay Street  
Suite 1505, P.O. Box 5  
Toronto, Ontario M5H 2Y4  
Toll free telephone: 1-888-451-4519  
Toll free fax: 1-888-422-2865  
Toronto area telephone: 416-287-2877  
Toronto area fax: 416-225-4722  
E-mail: [ombudsman@obsi.ca](mailto:ombudsman@obsi.ca)  
Website: [www.obsi.ca](http://www.obsi.ca)

- D. If the Client has a complaint regarding the Bank, it may in addition file a written complaint with:

The Financial Consumer Agency of Canada

6th Floor, Enterprise Building  
427 Laurier Avenue West  
Ottawa, ON K1R 1B9  
Website: <http://www.fcac-acfc.qc.ca/eng/>

## **XI. English Language**

Bank and Client have expressly requested that this Canada Schedule and all related documents, including the Terms and notices, be drawn up in the English language. Le Banque et le titulaire ont expressement demandes que ce contrat et tout documents y afferent, y compris tout avis, soient rediges dans la lange anglaise.

## **XII. Governing Law**

This Canada Schedule and any non-contractual obligations or matters arising out of or in relation to this Canada Schedule shall be governed by and construed in accordance with the laws of the province of Ontario and the federal laws of Canada applicable in the Province of Ontario.

## **XIII. Taxes**

Any amount payable under this Canadian Schedule by Client is exclusive of any value added tax or any other Tax of a similar nature which might be chargeable in connection with that amount. If any such Tax is chargeable, Client shall pay to Bank (in addition to and at the same time as paying that amount) an amount equal to the amount of that Tax.

# VENDOR PREFERENCE CERTIFICATE

Certification and application is hereby made for Preference in accordance with **West Virginia Code, §5A-3-37**. (Does not apply to construction contracts). **West Virginia Code, §5A-3-37**, provides an opportunity for qualifying vendors to request (at the time of bid) preference for their residency status. Such preference is an evaluation method only and will be applied only to the cost bid in accordance with the **West Virginia Code**. This certificate for application is to be used to request such preference. The Purchasing Division will make the determination of the Vendor Preference, if applicable.

**1. Application is made for 2.5% vendor preference for the reason checked:**

- Bidder is an individual resident vendor and has resided continuously in West Virginia for four (4) years immediately preceding the date of this certification; **or**,
- Bidder is a partnership, association or corporation resident vendor and has maintained its headquarters or principal place of business continuously in West Virginia for four (4) years immediately preceding the date of this certification;
- Bidder is a resident vendor partnership, association, or corporation with at least eighty percent of ownership interest of bidder held by another entity that meets the applicable four year residency requirement; **or**,
- Bidder is a nonresident vendor which has an affiliate or subsidiary which employs a minimum of one hundred state residents and which has maintained its headquarters or principal place of business within West Virginia continuously for the four (4) years immediately preceding the date of this certification; **or**,

**2. Application is made for 2.5% vendor preference for the reason checked:**

- Bidder is a resident vendor who certifies that, during the life of the contract, on average at least 75% of the employees working on the project being bid are residents of West Virginia who have resided in the state continuously for the two years immediately preceding submission of this bid; **or**,

**3. Application is made for 2.5% vendor preference for the reason checked:**

- Bidder is a nonresident vendor that employs a minimum of one hundred state residents, or a nonresident vendor which has an affiliate or subsidiary which maintains its headquarters or principal place of business within West Virginia and employs a minimum of one hundred state residents, and for purposes of producing or distributing the commodities or completing the project which is the subject of the bidder's bid and continuously over the entire term of the project, on average at least seventy-five percent of the bidder's employees or the bidder's affiliate's or subsidiary's employees are residents of West Virginia who have resided in the state continuously for the two immediately preceding years and the vendor's bid; **or**,

**4. Application is made for 5% vendor preference for the reason checked:**

- Bidder meets either the requirement of both subdivisions (1) and (2) or subdivision (1) and (3) as stated above; **or**,

**5. Application is made for 3.5% vendor preference who is a veteran for the reason checked:**

- Bidder is an individual resident vendor who is a veteran of the United States armed forces, the reserves or the National Guard and has resided in West Virginia continuously for the four years immediately preceding the date on which the bid is submitted; **or**,

**6. Application is made for 3.5% vendor preference who is a veteran for the reason checked:**

- Bidder is a resident vendor who is a veteran of the United States armed forces, the reserves or the National Guard, if, for purposes of producing or distributing the commodities or completing the project which is the subject of the vendor's bid and continuously over the entire term of the project, on average at least seventy-five percent of the vendor's employees are residents of West Virginia who have resided in the state continuously for the two immediately preceding years.

**7. Application is made for preference as a non-resident small, women- and minority-owned business, in accordance with West Virginia Code §5A-3-59 and West Virginia Code of State Rules.**

- Bidder has been or expects to be approved prior to contract award by the Purchasing Division as a certified small, women- and minority-owned business.

Bidder understands if the Secretary of Revenue determines that a Bidder receiving preference has failed to continue to meet the requirements for such preference, the Secretary may order the Director of Purchasing to: (a) rescind the contract or purchase order; or (b) assess a penalty against such Bidder in an amount not to exceed 5% of the bid amount and that such penalty will be paid to the contracting agency or deducted from any unpaid balance on the contract or purchase order.

By submission of this certificate, Bidder agrees to disclose any reasonably requested information to the Purchasing Division and authorizes the Department of Revenue to disclose to the Director of Purchasing appropriate information verifying that Bidder has paid the required business taxes, provided that such information does not contain the amounts of taxes paid nor any other information deemed by the Tax Commissioner to be confidential.

**Bidder hereby certifies that this certificate is true and accurate in all respects; and that if a contract is issued to Bidder and if anything contained within this certificate changes during the term of the contract, Bidder will notify the Purchasing Division in writing immediately.**

Bidder: J.P. Morgan Chase Bank, N.A.

Signed: George F. Serach

Date: 4/6/2017

Title: Executive Director

STATE OF WEST VIRGINIA  
Purchasing Division

**PURCHASING AFFIDAVIT**

**MANDATE:** Under W. Va. Code §5A-3-10a, no contract or renewal of any contract may be awarded by the state or any of its political subdivisions to any vendor or prospective vendor when the vendor or prospective vendor or a related party to the vendor or prospective vendor is a debtor and: (1) the debt owed is an amount greater than one thousand dollars in the aggregate; or (2) the debtor is in employer default.

**EXCEPTION:** The prohibition listed above does not apply where a vendor has contested any tax administered pursuant to chapter eleven of the W. Va. Code, workers' compensation premium, permit fee or environmental fee or assessment and the matter has not become final or where the vendor has entered into a payment plan or agreement and the vendor is not in default of any of the provisions of such plan or agreement.

**DEFINITIONS:**

**"Debt"** means any assessment, premium, penalty, fine, tax or other amount of money owed to the state or any of its political subdivisions because of a judgment, fine, permit violation, license assessment, defaulted workers' compensation premium, penalty or other assessment presently delinquent or due and required to be paid to the state or any of its political subdivisions, including any interest or additional penalties accrued thereon.

**"Employer default"** means having an outstanding balance or liability to the old fund or to the uninsured employers' fund or being in policy default, as defined in W. Va. Code § 23-2c-2, failure to maintain mandatory workers' compensation coverage, or failure to fully meet its obligations as a workers' compensation self-insured employer. An employer is not in employer default if it has entered into a repayment agreement with the Insurance Commissioner and remains in compliance with the obligations under the repayment agreement.

**"Related party"** means a party, whether an individual, corporation, partnership, association, limited liability company or any other form or business association or other entity whatsoever, related to any vendor by blood, marriage, ownership or contract through which the party has a relationship of ownership or other interest with the vendor so that the party will actually or by effect receive or control a portion of the benefit, profit or other consideration from performance of a vendor contract with the party receiving an amount that meets or exceeds five percent of the total contract amount.

**AFFIRMATION:** By signing this form, the vendor's authorized signer affirms and acknowledges under penalty of law for false swearing (W. Va. Code §61-5-3) that based on knowledge, information, and belief upon due inquiry neither vendor nor any related party owe a debt as defined above and that neither vendor nor any related party are in employer default as defined above, unless the debt or employer default is permitted under the exception above.

**WITNESS THE FOLLOWING SIGNATURE:**

Vendor's Name: JPMORGAN CHASE BANK, N.A.

Authorized Signature: George F. Sewell Date: April 7, 2017

State of Ohio

County of Summit, to-wit:

Taken, subscribed, and sworn to before me this 7th day of April, 2017.

My Commission expires 12/26, 2017

AFFIX SEAL HERE



NOTARY PUBLIC

Peggy A. Tyrakowski  
Purchasing Affidavit (Revised 08/12/05)



Purchasing Division  
 2019 Washington Street East  
 Post Office Box 50130  
 Charleston, WV 25305-0130

State of West Virginia  
 Request for Proposal  
 14 - Financial

Proc Folder: 299821

Doc Description: Addendum No. 1 - PROVIDE PURCHASING CARD SERVICE

Proc Type: Central Master Agreement

Date Issued	Solicitation Closes	Solicitation No	Version
2017-03-27	2017-04-11 13:30:00	CRFP 1200 AUD1700000001	2

**BID RECEIVING LOCATION**

BID CLERK  
 DEPARTMENT OF ADMINISTRATION  
 PURCHASING DIVISION  
 2019 WASHINGTON ST E  
 CHARLESTON WV 25305  
 US

**VENDOR**

Vendor Name, Address and Telephone Number:  
 J.P. Morgan Chase Bank, N.A.  
 1111 Polaris Parkway, Columbus, OH, 43240  
 (614) 436-3055

**FOR INFORMATION CONTACT THE BUYER**

Tara Lyle  
 (304) 558-2544  
 tara.l.lyle@wv.gov

Signature X *George F. Serock*

FEIN # 13-4994650

DATE 4/6/2017

All offers subject to all terms and conditions contained in this solicitation

**ADDENDUM ACKNOWLEDGEMENT FORM**  
**SOLICITATION NO.: CRFP AUD1700000001**

**Instructions:** Please acknowledge receipt of all addenda issued with this solicitation by completing this addendum acknowledgment form. Check the box next to each addendum received and sign below. Failure to acknowledge addenda may result in bid disqualification.

**Acknowledgment:** I hereby acknowledge receipt of the following addenda and have made the necessary revisions to my proposal, plans and/or specification, etc.

**Addendum Numbers Received:**

(Check the box next to each addendum received)

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> Addendum No. 1 | <input type="checkbox"/> Addendum No. 6  |
| <input type="checkbox"/> Addendum No. 2            | <input type="checkbox"/> Addendum No. 7  |
| <input type="checkbox"/> Addendum No. 3            | <input type="checkbox"/> Addendum No. 8  |
| <input type="checkbox"/> Addendum No. 4            | <input type="checkbox"/> Addendum No. 9  |
| <input type="checkbox"/> Addendum No. 5            | <input type="checkbox"/> Addendum No. 10 |

I understand that failure to confirm the receipt of addenda may be cause for rejection of this bid. I further understand that that any verbal representation made or assumed to be made during any oral discussion held between Vendor's representatives and any state personnel is not binding. Only the information issued in writing and added to the specifications by an official addendum is binding.

JP Morgan Chase Bank, N.A.  
Company

George F. Sesack  
Authorized Signature

April 11, 2017  
Date

NOTE: This addendum acknowledgement should be submitted with the bid to expedite document processing

**James A. LaFleur**  
Managing Director  
Chief Technology Controls Officer

**Rohan M. Amin**  
Managing Director  
Chief Information Security Officer

## **JPMorgan Chase's Program to Safeguard Customer Information and Provide a Secure Information Technology Environment**

Dear Valued Customer,

At JPMorgan Chase (JPMC), we are committed to safeguarding our customers' data and have developed a rigorous program to do so. We are also committed to observing the data protection laws and regulations in each of the jurisdictions in which we do business.

Our Information Security Program is designed to:

- Provide clear guidance regarding the protection of customer information;
- Monitor our systems for threats to customer information;
- Provide security solutions that minimize the threat to customer information;
- Help employees understand their responsibilities with respect to the protection of customer information and the security of our systems;
- Expect our relevant third-party service providers to adhere to specific security policies and standards, as well as regulatory obligations as applicable;
- Address all customer notification and other requirements regarding information protection.

The Information Security Program is governed by the following principles:

- The foundation of the Program is a set of IT Risk and Security Policies and Standards that establish rules for safeguarding the JPMC IT environment.
- The Program has oversight by the Global Technology Operating Committee and is managed by a firmwide Global Technology Controls Committee, composed of representatives of each line of business and relevant JPMC corporate functions.
- The Program is reviewed and approved by the JPMC Audit Committee of the Board of Directors on an annual basis.
- Our IT programs and processes are subject to reviews on an ongoing basis by JPMC internal and external Auditors.
- The Program is subject to periodic inspections by regulatory authorities across the world in countries where JPMC operates.

## Areas of Focus

Key areas of the JPMC Information Security Program are:

### 1. Cybersecurity Program

The cyber defense strategy is designed to ensure the security of the firm's IT infrastructure, as well as coordinating firmwide response to security-related events via an integrated approach across the bank and the external ecosystem. This strategy is designed to:

- Engineer security from the ground up to build a fortress foundation that provides resiliency, which includes security embedded throughout the technology stack and adapting security and controls to global business, regulatory and threat environments.
- Innovate strong security operations that are risk-based and intelligence-led, including comprehensive insider and third-party threat protection.
- Fully engage the business and external ecosystem as cyber defense partners, and ensure business awareness and preparedness through robust training and simulation, increasing our reach through global partner engagement.
- Safeguard business data at all levels, by identifying and implementing protection technology for information leaving JPMC and within the firm – including differential protection for critical information assets and appropriate disposal of assets, media and portable devices

The Firm's Cybersecurity Program has comprehensive security policies, procedures and control measures, which are designed to provide an enterprise-wide strategy to defend the bank, minimize threats to customer information and ensure a stable and secure operating environment. The program includes: Network & Email Security, Endpoint Security, Data Protection & Cloud, Application Security, Vulnerability Reduction, Security Event & Incident Management, Digital Forensics, Fraud & Protect the Client, and Data Management.

### 2. Identity and Access Management

The primary focus of the Identity and Access Management function is the institution of access standards and controls across the firm's infrastructure and applications, particularly those that contain customer information. These controls are designed to provide services to authenticate users, permit authorized access, enforce consistent administration procedures, maintain segregation of duties, and ensure timely changes through certification/termination/transfer processes for firmwide information systems.

### 3. Resiliency Management

The Global Resiliency program is designed to provide an integrated firmwide resiliency program aligned to our business strategy and principles, as well as the requirements of our customers and clients globally. We do this by planning, preparing and testing:

- Providing continuity of client and customer services while protecting the firm's employees and assets;



- Engaging senior management on key aspects of the program, strategy, leadership and program oversight;
- Proactively managing resiliency risks to incorporate appropriate mitigations and controls;
- Developing and maintaining resiliency plans based on impact analysis and criticality;
- Helping employees understand their role in recovery scenarios and undertake validation tests and exercises across critical functions and locations.

Global Resiliency program is intended to ensure that the Firm has the ability to recover its critical business functions and supporting assets (i.e., staff, technology and facilities) in the event of a business interruption.

#### 4. **Physical Security, Investigation and Crisis Management**

The Physical Security and Business Resiliency and Crisis Management programs, managed by the Global Security and Investigations (GS&I) organization, are designed to protect JPMC's physical assets from theft, damage or destruction and to coordinate firmwide response to global and regional crises. Among other things, it is designed to ensure controls on physical access to JPMC locations. Specific restrictions are also placed on computer facilities within JPMC locations that contain critical systems or confidential information and logs are maintained with regard to access to those locations. GS&I is also responsible for performing background checks and fingerprinting on all U.S.-based employees with responsibilities for, or access to, customer information.

GS&I plays a key role in underpinning the security of the firm. The group achieves this by seeking to minimize fraud losses and meeting all regulatory reporting requirements relating to fraud, security, and crimes against the bank. The Investigations group proactively determines and investigates both fraud instances and employee wrongdoings, and in so doing, assists in identifying control gaps and recommending remediation solutions.

#### 5. **Third-Party Risk Management**

The Third-Party Risk Management Program establishes the risk management governance framework for the firm's third-party relationships. The framework includes identifying, assessing, addressing and monitoring risk emanating from third-party vendors and partners and leveraging integrated reporting and analysis for effective risk posture management.

#### 6. **Production Assurance**

The Production Assurance program is aimed at ensuring the existence and use of appropriate processes, tools, and governance surrounding Change Management, Problem Management and Incident Management of production systems across the firm. The focus is to ensure the stability of the production environment, and to promote and enact strict controls that maintain the integrity of the firm's production systems.

#### 7. **Risk Assessment**

As part of the Information Security Program, there are processes in place to inventory and protect certain asset classes for Personal Information, including business applications, third

party vendors, email content, data backups, and laptops. An enhanced IT Risk Framework provides improved risk assessment processes and leverages synergies and automation.

In addition, the IT Risk & Security Management functions govern or participate in the following supplemental assessment initiatives:

- Periodic Risk Assessments
- Risk-Control Self-Assessment (RCSA)
- Application Risk Assessment Review (ARA)
- Perimeter Infrastructure Risk Assessment (PIRA)
- Vulnerability Scans
- Third Party Risk Assessment
- Project Risk Assessments
- Location Control Assessment (LCA)

#### 8. **Compliance Measurement and Reporting**

Monitoring for compliance with the requirements of the Information Security Program is incorporated in multiple assessment reports and techniques including:

- Risk and Control Self-Assessment Process
- IT Control Metrics Monthly Review Process
- Monthly Data Protection Steering Committee Meeting
- Monthly Global Technology Operating Committee Business Controls Committee Meeting
- JPMC Internal Audits

The following additional activities ensure that the Information Security Program is adjusted to address appropriate risk priorities:

- Global Production Assurance Process
- Security Event Management Process
- Vulnerability Assessment Process
- Application Security Assessment Process
- Third Party Oversight Process
- Weekly Global Technology Control Committee
- Monthly Technology Business Controls Committee
- Lines of Business Risk and Controls Committees
- Policy and Standards Lifecycle and Approval Process

#### 9. **Privacy**

The *JPMorgan Chase Privacy Program* is managed by the JPMC Chief Privacy office and is designed to comply with global privacy regulatory requirements through the development of policies, standards, controls, advisory services and process enhancements.

## 10. Training and Awareness

Information Security Awareness is supported jointly from the Corporate Technology & Risk (CTR) and Cybersecurity teams, in partnership with the Chief Learning Office, to ensure ongoing communication with Regional and Business representatives.

- The IT Risk Training program offers live, virtual and computer-based training to all IT risk and controls practitioners across the firm.
- In addition, as per the JPMC Global Privacy Program, all employees are required to take annual awareness training on data privacy, which includes confidentiality, security and responding to the unauthorized access to or use of information.
- Cybersecurity training has been rolled out across the firm as a firmwide mandate. The training is based on the firm's cybersecurity policies and standards, and is supplemented by a firmwide cyber awareness program and testing initiatives (i.e. phishing tests); staff members who fail spear phishing tests receive immediate awareness and education.
- There is regular coverage of Cybersecurity themes to all employees globally, along with outreach to targeted audiences for awareness and training on how to help ensure securing access controls.
- The firm has executed thirteen Cybersecurity Simulations in 2015, consisting of tabletop exercises with each major line of business as well as operational-level drills with Global and LoB Cyber Teams; the firm will continue to expand the scope and sophistication of simulation exercises into 2016 and beyond.

Thank you for your continued confidence in JPMorgan Chase.



**James A. LaFleur**  
Managing Director  
Chief Technology Controls Officer



**Rohan M. Amin**  
Managing Director  
Chief Information Security Officer