

July 30, 2008

Department of Administration
Purchasing Division
2019 Washington Street East, PO Box 50130
Charleston, WV 25305-0130

RE: RFQ WWV09851

Dear Mr. Abbott,

We appreciate WORKFORCE West Virginia's consideration to evaluate ADP as a business partner for your Electronic Payment Card (EPC) Services Request for Quotation. ADP has been providing quality services to the Public Sector arena for several decades and we understand the unique environment in which WORKFORCE West Virginia is operating. On behalf of ADP, Inc. (ADP) I am pleased to provide you with our response to RFQ WWV09851.

ADP has formed the strongest team in the industry to help WORKFORCE West Virginia provide a cost effective proven payment consolidation solution to its Claimants. ADP will implement a TotalPay® Card Services program that yields cost savings and improves the Claimant experience. ADP's team includes VISA Debit Processing Service (DPS) and Palm Desert National Bank (PDNB), an FDIC member bank, as well as the Allpoint® ATM network—the largest surcharge-free ATM network in the U.S. The associates assembled to deliver TotalPay Services to the State bring industry-leading expertise, best practices, and proven program implementation methods.

ADP has been in the business of data and transaction processing for over 55 years and delivers world-class services resulting in 95% retention and average 20-year Client tenure. We move over a trillion dollars a year—second only to the Social Security Administration as one of the largest volume processors in the U.S. and have the financial stability that has earned us a AAA rating from both Moody's and Standard & Poors.

At ADP we are proud of our contributions to our many Public Sector Clients and our ability to support them in meeting their Strategic Sourcing goals. In partnering with organizations of all sizes and sectors, we help to maximize transactional efficiency and improve participant, Agency and staff experience through automation.

For your reference ADP's response to this RFQ is respectfully supplemented by clarification of the RFQ Mandatory Requirements noted below. ADP is prepared to engage in meaningful discussions as we look forward to the next phase of the contract process.

- Requirement S.: ADP will not deny any Claimants participation in the TotalPay program unless required by applicable state, federal, or banking regulations, including but not limited to the Currency and Foreign Transactions Reporting Act, also known as the "Bank Secrecy Act" (31 USC §§5311-5330 and 12 USC §§1818(s), 1829(b) and 1951-1959), the USA Patriot Act of 2001 (P.L. 107-56, Oct. 26, 2001; 115 Stat. 272), and the Office of Foreign Assets Control regulations at 31 CFR Parts 500, 501, 505, et al.
- Requirement EE: ADP will work with the State to determine the optimal approach for returning unclaimed funds to the State for those instances when it might become necessary and when such return of funds is permissible within applicable banking and regulatory guidelines.



TotalPaySM

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PURCHASING DIVISION
STATE OF WV

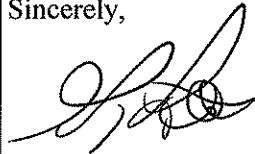
- Requirement JJ: The TotalPay Card program will disallow any transaction that causes debit card program participants to exceed the amount available in the account. All transactions initiated electronically with the TotalPay Card are settled real-time to avoid overdrafts. At times, overdraft conditions are created as a result of delayed but valid charges by a merchant. In the odd event of an overdraft, the State will not be held responsible for the overdraft.

We at ADP look forward to the opportunity to take part in Workforce West Virginia's procurement process, and we welcome the opportunity to further serve the State of West Virginia.

If you have questions or would like further information, please feel free to contact **Jon Springer** at (909) 971-5803 or via e-mail to jon_springer@adp.com. You are also welcome to contact me by phone at (909) 592-6587 or via e-mail to gary_lott@adp.com.

Thank you.

Sincerely,



Gary Lott
Division Vice President & General Manager
ADP TotalPay
400 Covina Blvd
San Dimas, CA 91773



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 Department of Administration
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 JOHN ABBOTT
 304-558-2544

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SHIP TO

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 OFFICE OF ADMIN. SUPPORT-5302
 112 CALIFORNIA AVENUE
 CHARLESTON, WV
 25305-0112 558-2634

DATE PRINTED	TERMS OF SALE	SHIP VIA	FOB	FREIGHT TERMS
07/08/2008				
BID OPENING DATE: 07/31/2008		BID OPENING TIME 01:30PM		

LINE	QUANTITY	UOP	CAT NO	ITEM NUMBER	UNIT PRICE	AMOUNT
0001	1	LS		946-35		
ELECTRONIC PAYMENT CARD (EPC) SERVICES						
EXHIBIT 3						
<p>LIFE OF CONTRACT: THIS CONTRACT BECOMES EFFECTIVE ON AND EXTENDS FOR A PERIOD OF ONE (1) YEAR OR UNTIL SUCH "REASONABLE TIME" THEREAFTER AS IS NECESSARY TO OBTAIN A NEW CONTRACT OR RENEW THE ORIGINAL CONTRACT. THE "REASONABLE TIME" PERIOD SHALL NOT EXCEED TWELVE (12) MONTHS. DURING THIS "REASONABLE TIME" THE VENDOR MAY TERMINATE THIS CONTRACT FOR ANY REASON UPON GIVING THE DIRECTOR OF PURCHASING 30 DAYS WRITTEN NOTICE.</p> <p>UNLESS SPECIFIC PROVISIONS ARE STIPULATED ELSEWHERE IN THIS CONTRACT DOCUMENT, THE TERMS, CONDITIONS AND PRICING SET HEREIN ARE FIRM FOR THE LIFE OF THE CONTRACT.</p> <p>RENEWAL: THIS CONTRACT MAY BE RENEWED UPON THE MUTUAL WRITTEN CONSENT OF THE SPENDING UNIT AND VENDOR, SUBMITTED TO THE DIRECTOR OF PURCHASING THIRTY (30) DAYS PRIOR TO THE EXPIRATION DATE. SUCH RENEWAL SHALL BE IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE ORIGINAL CONTRACT AND SHALL BE LIMITED TO TWO (2) ONE (1) YEAR PERIODS.</p> <p>CANCELLATION: THE DIRECTOR OF PURCHASING RESERVES THE RIGHT TO CANCEL THIS CONTRACT IMMEDIATELY UPON WRITTEN NOTICE TO THE VENDOR IF THE COMMODITIES AND/OR SERVICES SUPPLIED ARE OF AN INFERIOR QUALITY OR DO NOT CONFORM TO THE SPECIFICATIONS OF THE BID AND CONTRACT HEREIN.</p>						

SEE REVERSE SIDE FOR TERMS AND CONDITIONS

SIGNATURE	TELEPHONE	DATE
TITLE	FEIN	ADDRESS CHANGES TO BE NOTED ABOVE

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<p>OPEN MARKET CLAUSE: THE DIRECTOR OF PURCHASING MAY AUTHORIZE A SPENDING UNIT TO PURCHASE ON THE OPEN MARKET, WITHOUT THE FILING OF A REQUISITION OR COST ESTIMATE, ITEMS SPECIFIED ON THIS CONTRACT FOR IMMEDIATE DELIVERY IN EMERGENCIES DUE TO UNFORESEEN CAUSES (INCLUDING BUT NOT LIMITED TO DELAYS IN TRANSPORTATION OR AN UNANTICIPATED INCREASE IN THE VOLUME OF WORK.)</p> <p>QUANTITIES: QUANTITIES LISTED IN THE REQUISITION ARE APPROXIMATIONS ONLY, BASED ON ESTIMATES SUPPLIED BY THE STATE SPENDING UNIT. IT IS UNDERSTOOD AND AGREED THAT THE CONTRACT SHALL COVER THE QUANTITIES ACTUALLY ORDERED FOR DELIVERY DURING THE TERM OF THE CONTRACT, WHETHER MORE OR LESS THAN THE QUANTITIES SHOWN.</p> <p>ORDERING PROCEDURE: SPENDING UNIT(S) SHALL ISSUE A WRITTEN STATE CONTRACT ORDER (FORM NUMBER WV-39) TO THE VENDOR FOR COMMODITIES COVERED BY THIS CONTRACT. THE ORIGINAL COPY OF THE WV-39 SHALL BE MAILED TO THE VENDOR AS AUTHORIZATION FOR SHIPMENT, A SECOND COPY MAILED TO THE PURCHASING DIVISION, AND A THIRD COPY RETAINED BY THE SPENDING UNIT.</p> <p>BANKRUPTCY: IN THE EVENT THE VENDOR/CONTRACTOR FILES FOR BANKRUPTCY PROTECTION, THIS CONTRACT IS AUTOMATICALLY NULL AND VOID, AND IS TERMINATED WITHOUT FURTHER ORDER.</p> <p>THE TERMS AND CONDITIONS CONTAINED IN THIS CONTRACT SHALL SUPERSEDE ANY AND ALL SUBSEQUENT TERMS AND CONDITIONS WHICH MAY APPEAR ON ANY ATTACHED PRINTED DOCUMENTS SUCH AS PRICE LISTS, ORDER FORMS, SALES AGREEMENTS OR MAINTENANCE AGREEMENTS, INCLUDING ANY ELECTRONIC MEDIUM SUCH AS CD-ROM.</p>						
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	REV. 04/11/2001					
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). A. APPLICATION IS MADE FOR 2.5% PREFERENCE FOR THE REASON CHECKED: <input type="checkbox"/> 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 <input type="checkbox"/> BIDDER IS A PARTNERSHIP, ASSOCIATION OR CORPORATION RESIDENT VENDOR AND HAS MAINTAINED ITS HEAD-QUARTERS OR PRINCIPAL PLACE OF BUSINESS CONTINUOUSLY IN WEST VIRGINIA FOR FOUR (4) YEARS IMMEDIATELY PRECEDING THE DATE OF THIS CERTIFICATION; OR 80% OF THE OWNERSHIP INTEREST OF BIDDER IS HELD BY ANOTHER INDIVIDUAL, PARTNERSHIP, ASSOCIATION OR CORPORATION RESIDENT VENDOR WHO HAS MAINTAINED ITS HEADQUARTERS OR PRINCIPAL PLACE OF BUSINESS CONTINUOUSLY IN WEST VIRGINIA FOR FOUR (4) YEARS IMMEDIATELY PRECEDING THE DATE OF THIS CERTIFICATION; OR <input type="checkbox"/> BIDDER IS A CORPORATION 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.						

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LINE	QUANTITY	UOP	CAT. NO.	ITEM NUMBER	UNIT PRICE	AMOUNT
<p>B. APPLICATION IS MADE FOR 2.5% PREFERENCE FOR THE REASON CHECKED:</p> <p>() 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;</p> <p>OR</p> <p>() BIDDER IS A NONRESIDENT VENDOR EMPLOYING A MINIMUM OF ONE HUNDRED STATE RESIDENTS OR IS A NONRESIDENT VENDOR WITH AN AFFILIATE OR SUBSIDIARY WHICH MAINTAINS ITS HEADQUARTERS OR PRINCIPAL PLACE OF BUSINESS WITHIN WEST VIRGINIA EMPLOYING A MINIMUM OF ONE HUNDRED STATE RESIDENTS WHO CERTIFIES THAT, DURING THE LIFE OF THE CONTRACT, ON AVERAGE AT LEAST 75% OF THE EMPLOYEES OR BIDDERS' AFFILIATE'S OR SUBSIDIARY'S EMPLOYEES ARE RESIDENTS OF WEST VIRGINIA WHO HAVE RESIDED IN THE STATE CONTINUOUSLY FOR THE TWO YEARS IMMEDIATELY PRECEDING SUBMISSION OF THIS BID.</p> <p>BIDDER UNDERSTANDS IF THE SECRETARY OF TAX & 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 ISSUED; 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.</p> <p>BY SUBMISSION OF THIS CERTIFICATE, BIDDER AGREES TO DISCLOSE ANY REASONABLY REQUESTED INFORMATION TO THE</p>						
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<p>PURCHASING DIVISION AND AUTHORIZES THE DEPARTMENT OF TAX AND 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.</p> <p>UNDER PENALTY OF LAW FOR FALSE SWEARING (WEST VIRGINIA CODE 61-5-3), 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.</p> <p>BIDDER: <i>ADP, INC - Gary Lott</i></p> <p>DATE: <i>7/30/08</i></p> <p>SIGNED: <i>[Signature]</i></p> <p>TITLE: <i>DVP-GM, ADP Totalpay</i></p> <p>* CHECK ANY COMBINATION OF PREFERENCE CONSIDERATION(S) IN EITHER "A" OR "B", OR BOTH "A" AND "B" WHICH YOU ARE ENTITLED TO RECEIVE. YOU MAY REQUEST UP TO THE MAXIMUM 5% PREFERENCE FOR BOTH "A" AND "B". (REV. 12/00)</p> <p>NOTICE</p>						

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<p>A SIGNED BID MUST BE SUBMITTED TO:</p> <p>DEPARTMENT OF ADMINISTRATION PURCHASING DIVISION BUILDING 15 2019 WASHINGTON STREET, EAST CHARLESTON, WV 25305-0130</p>						
<p>THE BID SHOULD CONTAIN THIS INFORMATION ON THE FACE OF THE ENVELOPE OR THE BID MAY NOT BE CONSIDERED:</p> <p>SEALED BID</p> <p>BUYER: JOHN ABBOTT-----</p> <p>RFQ. NO.: WWV09851-----</p> <p>BID OPENING DATE: 7/31/2008-----</p> <p>BID OPENING TIME: 1:30 PM-----</p> <p>PLEASE PROVIDE A FAX NUMBER IN CASE IT IS NECESSARY TO CONTACT YOU REGARDING YOUR BID:</p> <p>-----</p> <p>CONTACT PERSON (PLEASE PRINT CLEARLY):</p> <p>-----</p>						

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STATE OF WEST VIRGINIA
Purchasing Division

PURCHASING AFFIDAVIT

VENDOR OWING A DEBT TO THE STATE:

West Virginia Code §5A-3-10a provides that: 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 the debt owed is an amount greater than one thousand dollars in the aggregate.

PUBLIC IMPROVEMENT CONTRACTS & DRUG-FREE WORKPLACE ACT:

West Virginia Code §21-1D-5 provides that: Any solicitation for a public improvement construction contract shall require each vendor that submits a bid for the work to submit at the same time an affidavit that the vendor has a written plan for a drug-free workplace policy in compliance with Article 1D, Chapter 21 of the West Virginia Code. A public improvement construction contract may not be awarded to a vendor who does not have a written plan for a drug-free workplace policy in compliance with Article 1D, Chapter 21 of the West Virginia Code and who has not submitted that plan to the appropriate contracting authority in timely fashion. For a vendor who is a subcontractor, compliance with Section 5, Article 1D, Chapter 21 of the West Virginia Code may take place before their work on the public improvement is begun.

ANTITRUST:

In submitting a bid to any agency for the state of West Virginia, the bidder offers and agrees that if the bid is accepted the bidder will convey, sell, assign or transfer to the state of West Virginia all rights, title and interest in and to all causes of action it may now or hereafter acquire under the antitrust laws of the United States and the state of West Virginia for price fixing and/or unreasonable restraints of trade relating to the particular commodities or services purchased or acquired by the state of West Virginia. Such assignment shall be made and become effective at the time the purchasing agency tenders the initial payment to the bidder.

I certify that this bid is made without prior understanding, agreement, or connection with any corporation, firm, limited liability company, partnership or person or entity submitting a bid for the same materials, supplies, equipment or services and is in all respects fair and without collusion or fraud. I further certify that I am authorized to sign the certification on behalf of the bidder or this bid.

LICENSING:

Vendors must be licensed and in good standing in accordance with any and all state and local laws and requirements by any state or local agency of West Virginia, including, but not limited to, the West Virginia Secretary of State's Office, the West Virginia Tax Department, West Virginia Insurance Commission, or any other state agencies or political subdivision. Furthermore, the vendor must provide all necessary releases to obtain information to enable the Director or spending unit to verify that the vendor is licensed and in good standing with the above entities.

CONFIDENTIALITY:

The vendor agrees that he or she 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. Vendors should visit www.state.wv.us/admin/purchase/privacy for the Notice of Agency Confidentiality Policies.

Under penalty of law for false swearing (West Virginia Code §61-5-3), it is hereby certified that the vendor acknowledges the information in this said affidavit and is in compliance with the requirements as stated.

Vendor's Name: _____

Authorized Signature:  _____ Date: 3/20/08

TotalPay Card Solution for Workforce West Virginia.

A closer look at ADP

Headquartered in Roseland, New Jersey, ADP is a publicly owned, global company with more than \$8 billion in annual revenue and 44,000 associates. ADP is one of the largest independent computing, data communications, software, and information services organizations in the global marketplace – the company is best known as the leading provider of payroll, human resources, benefits, and tax filing services. ADP provides some form of service to 1 in 6 working Americans and pays more than 31 million individuals in the United States. Our services are used by nearly 50 percent of the Fortune 1000 and by over 5,000 Public Sector organizations. ADP currently manages and moves over \$800 billion annually, second only to the U.S. Social Security Administration.

ADP has been delivering world-class service and solutions since 1949, and the company has grown revenues and earnings every year. ADP is one of the most financially sound, stable companies listed on the New York Stock Exchange and is 1 of only 4 publicly traded companies with a AAA credit rating from both Moody's and Standard & Poors. ADP's Dun & Bradstreet credit rating is 5A1, Dun & Bradstreet's highest rating. Our stellar growth record is a testament to the ADP approach – as well as to our clients' increasing demands to outsource highly transactional, non-strategic processing areas. In fact, we've never experienced a down year, and we are highly confident in our future performance.

ADP's Employer Services division is the leading full-service provider of a comprehensive range of human resource services, including traditional and Internet-based outsourcing solutions that help more than 500,000 employers staff, manage, pay, and retain their employees. Employer Services includes business units that serve the outsourcing needs of employers in all market segments, including the Public Sector. National Account Services is the business unit that delivers services to organizations with more than 1,000 employees.

Experience Delivering TotalPay Card Solutions and Implementations

ADP's experience working on thousands of project implementations allows us to bring many project best practices and effective risk management to Workforce West Virginia. ADP has issued 475,000 TotalPay Cards and implemented debit card solutions and programs for over 2,600 Clients. These Clients represent a variety of industries, including retail, service, delivery, hospitality and public sector entities seeking to cut costs and streamline operations by eliminating paper checks. Many of ADP's current TotalPay Card Clients are large employers with thousands of employees. From a money movement perspective ADP processed 393 million transactions and moved \$328 billion in FY06. ADP's TotalPay Card solution is wholly scalable to meet the needs of any sized client.

This ability to tailor implementation of ADP's TotalPay Card solution to the needs of clients, coupled with our knowledge of and adherence to legislative guidelines, has set ADP apart within the debit card arena. For this reason, ADP is looked to by partners in the industry for guidance on industry trends, as evidenced by our membership in the American Payroll Association's (APA) Government Affairs Taskforce Paycard Committee. Our experience with implementing debit card programs and our partnership with the APA have established our instrumental role in crafting a new industry tool published by the APA, providing guidance to employers and policy makers trying to navigate the payroll card legislative landscape.

ADP's solution allows Workforce West Virginia to operate without disruption to other important service deliveries while



providing cost savings and a premium Claimant benefit.

ADP's National Account Services

Effectively managing the operations of a large business requires both flexibility and control. That's why National Account Services offers a full suite of tailored products and services designed to meet the needs of large organizations. Our outsourcing model embraces a system, process, and service philosophy that is flexible over the life of a client's partnership with ADP. Many specific business partnerships have evolved into much broader outsourcing arrangements as the client's business needs changed.

Financial and Compliance Services

ADP's expertise in providing comprehensive employer solutions has promoted the development of a world-class suite of financial and compliance solutions. ADP's Financial and Compliance Services (FACS) division was created in 1997 and serves clients in both the private and public sector, with populations ranging from 1,000 to more than 1 million employees. Our core competency is managing confidential data transactions, Debit Card applications and other money movement functions.

These ancillary services include:

- Payroll tax services
- Wage garnishment processing services
- Unemployment compensation and management services
- Payroll Cards
- Direct deposit banking services
- Check printing and distribution services
- W-2 and 1099 services

The FACS division has a 95 percent client retention rate, which is due to our reputation of providing tailored solutions, world-class service, and seamless integration processes for large organizations.

Outsourcing these highly transactional functions helps our clients better leverage their internal business systems through improved processing controls, insulation from rapidly changing technology, and relief from administrative burdens. Full integration of our FACS solutions is a proven strategy to improve core business productivity and maximize scale efficiencies. ADP has helped more clients by providing services to handle reporting, tax filing and depositing, garnishments, and payment solutions than any other company.

Client Integration Services

To complete our solution offering, ADP also offers professional implementation services. A full range of implementation services is provided, including strategic planning, project management, self-service solutions, and technical support. Integration services are focused on the areas of strategic planning, systems integration, and implementation of the project from beginning to end – and based on specific client needs.

"With this implementation, we've done something that the city hasn't been able to do before; we have kept focused, kept on target, kept an eye on the end result."

*Michael Broache
Chief of the Bureau of Accounting and
Payroll Services
The City of Baltimore*

A Partner to the Public Sector

ADP has a long-standing relationship with governmental agencies throughout the United States. ADP remits over 19.7

million Federal, State and Local tax returns with annual tax liabilities totaling \$417 billion. Through a working partnership with the various agencies, ADP has been able to streamline processes that have saved countless processing hours and have led to an unprecedented accuracy rate of 99.9 percent as determined by the Internal Revenue Service.

ADP currently provides services to roughly 5,000 public sector clients of all sizes, several of which are listed in the table below.

ADP Public Sector Clients Include:

Allegheny Valley School District	City of Springfield MA	Northeast ISD TX
Anne Arundel County MD	City of Stamford CT	Public Schools in State of Oregon
City of Atlanta GA	City of Toledo OH	Santa Clara County CA
City of Baltimore MD	City of Trenton NJ	Smithsonian Institute
City of Bellaire TX	Cobb County GA	State of California
City of Cleveland OH	DeKalb County GA	State of Georgia
City of Denver CO	Federal Reserve Bank	State of Michigan
City of Green Bay WI	Fort Bend County TX	United States Air Force
City of Humble TX	Howard County MD	United States Navy
City of Los Angeles CA	King County WA	University of California
City of Scottsdale AZ	Lancaster CA Public Schools	U.S. Postal Service
City of Seattle WA	Maricopa County AZ	Florida International University

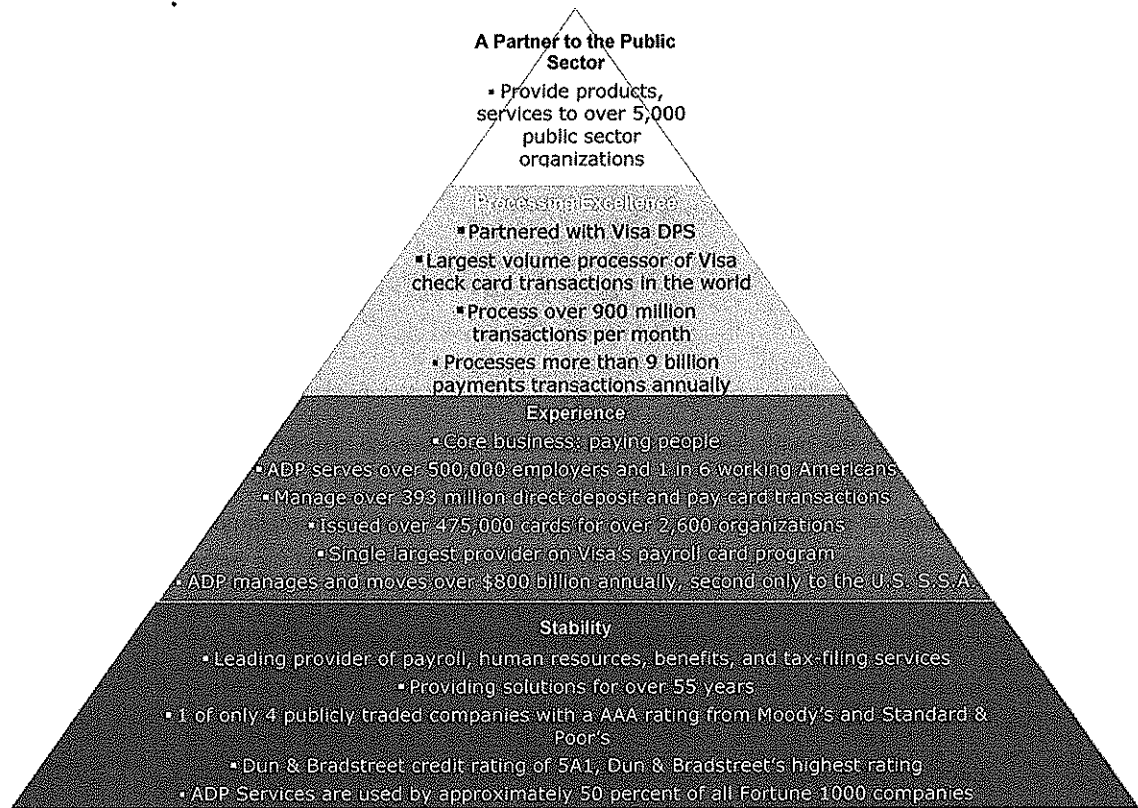
ADP's track record in the public sector, as well as its unique service breadth, has made it the partner of choice for hundreds of government institutions across the United States. Central to ADP's government offering is its ability to deliver a full range of proven Debit Card and payroll/HR solutions that complement an organization's existing staff and skills, while delivering the accuracy and accountability needed to manage the organization effectively.

By incorporating proven best practices and a flexible service-based model, ADP helps public organizations to:

- Implement debit card solutions for delivery of benefits and payroll
- Automate and streamline payroll, HR and benefit administration processes
- Provide accurate and timely payroll processes that reduce re-work and improve management reporting
- Reduce risks and penalties associated with regulatory non-compliance, especially in the areas of tax filing and wage garnishments
- Expand participant services to include self service, direct deposit, flexible spending accounts, commuter benefits and other valuable services
- Compensate for the retirement or loss of key payroll, HR or IT staff
- Modernize and manage systems without straining capital budgets or IT resources

Summary

ADP's background and experience as a leader in HR, benefits, and payroll administration outsourcing through the management of highly confidential data and money movement functions helps us understand the challenges of our Clients in both the public and private sectors. Our job is to ensure that you have the right infrastructure to manage your business and achieve your goals. ADP's solutions encompass our Client's need for HR-related customer service, transaction processing, and data management. By outsourcing with a proven leader, you will have the tools to succeed -- that's the power of partnering with ADP.



Read on for highlights of ADP's TotalPay Card offering...

Management Overview

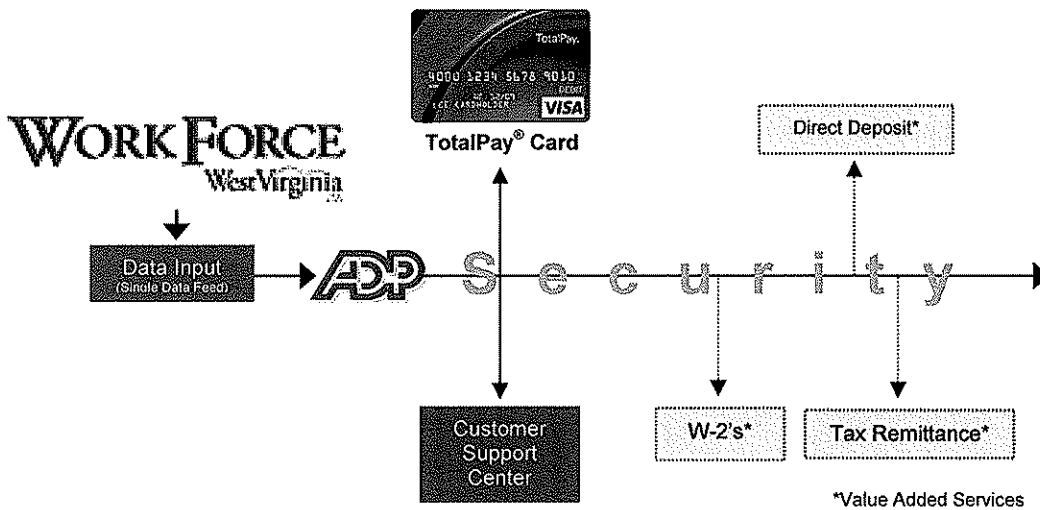
ADP’s proposed solution for TotalPay Card services addresses **five key issues** that Workforce West Virginia and other large employers face by using ADP’s proven debit card systems that ADP operates today for over 2,600 clients in the United States. This is only a summary of the services that will be provided by ADP’s proposed solution and more detailed responses demonstrating our capacity for responding to these five issues can be found throughout this proposal.

To date, ADP has issued over 475,000 TotalPay cards. Since January 1, 2006, over \$775 million has been loaded through ADP’s TotalPay Card programs. Currently, ADP manages over 393 million TotalPay Card and direct deposit transactions, totaling over \$328 billion for these clients. ADP’s TotalPay Card solution delivers measurable process and program improvements, provides improved operational effectiveness and administrative cost reductions to Workforce West Virginia and provides cardholder customer services with the highest financial integrity.

With ADP’s deep payroll, data processing, and financial services experience, ADP will implement a state-of-the-art debit card solution that enables Workforce West Virginia to achieve all goals and exceed the highest industry standards.

Workforce West Virginia seeks to provide Workforce West Virginia Claimants with another option for receiving their benefits—an option that minimizes costs to participants and Workforce West Virginia, as well as improving security for those Claimants without an existing bank account. The solution is timely, accurate and easily accessible to the Cardholder.

ADP will provide a cost-saving debit card solution that includes the option of unbranded PIN-based cards as well as Visa branded cards for the delivery of funds to Claimants, eliminating the need for issuance of paper checks, this Regulation E compliant program brings together the experience of ADP, Visa Inc., Visa Debit Processing Service, and Palm Desert National Bank to offer a cost effective program to Workforce West Virginia.



2

Electronic payment processes must meet or exceed all regulatory requirements, adhere to NACHA guidelines, include confidentiality of data and proven disaster recovery plans to ensure no interruption of service.

ADP together with our banking sponsor are each NACHA members who adhere to regulatory and banking guidelines in delivery of services to our Clients. Our program provides an end-to-end debit card solution that protects confidentiality of data and is bolstered by a thorough and reliable approach to providing uninterrupted access.

- **Access to Benefits** – prompt delivery of net wages in a manner adherent to NACHA guidelines that provides Cardholders with immediate, local, and low/no cost access to funds
- **Transaction Processing** – a complete processing solution distinguished by leading-edge technology and unsurpassed system reliability

ADP will deliver TotalPay Card services in adherence to NACHA guidelines, Regulation E and other regulatory requirements ensuring confidentiality, state of the art disaster recovery measures, and uninterrupted access.

3

Processor's qualifications, experience, and references will establish that the debit card solution proposed by the vendor and can be delivered with high quality and within timelines established by the Employer with little or no risk to the Employer.

ADP crafted a program that integrates proven technologies with a demonstrated track record for quality implementation and operation of debit card programs.

ADP's solution meets or exceeds Workforce West Virginia's goals and objectives and implements a debit card program that delivers vital benefits to your Claimants. ADP's customizable solution was formulated based on experience on other similar, large-scale debit card system implementations and the complexities involved in such implementations, as well as Workforce West Virginia's unique requirements and strategic goals and objectives. Factored into the proposed solution was also ADP's industry-leading understanding of transaction and disbursement processes, products, and services and direct experience working with hundreds of thousands of employers to successfully transmit and receive data in a secure and reliable environment.

ADP will apply experience and best practices to deliver a best-in-class solution that will be implemented within timelines established by Workforce West Virginia and at little to no risk to Workforce West Virginia and its Claimants.

4

Services provided to cardholders must meet the very highest of standards in terms of customer service.

ADP's TotalPay Card program provides a host of customer services from implementation throughout the life of the program. Whether it is direct ongoing Client support for Workforce West Virginia personnel, or around-the-clock availability to Cardholders who have questions—our program has got it.

- **Customer Service** – world-class customer service provided to Cardholders and Workforce West Virginia personnel
- **Education & Marketing** – marketing, training, and communication support throughout the life of the program aimed at keeping Cardholders and Workforce West Virginia personnel informed
- **Cardholder Services** – 24x7x365 Cardholder Service available via toll-free customer service line and Cardholder Services Web site.

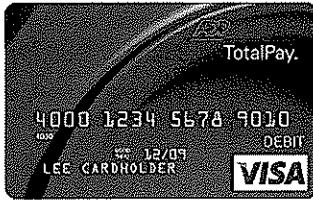
ADP will provide a debit card solution with complete, round-the-clock access to cardholder customer service cultivated by a demonstrated track record of World Class Service.

Services provided to Workforce West Virginia must meet or exceed all data management, reporting and other requirements while being sufficiently flexible to address future needs of Workforce West Virginia.

This is an area in which ADP excels in the industry and a brief highlight of such services is further supported by the detailed responses contained in ADP's proposal. A summary of such services includes:

- **Data Management** – complete and secure management of account information, payment information data and online or on-demand reporting
- **Web-based Program Administration** – convenient and easy access to data and tools for administering the TotalPay Card program
- **Transaction Processing** – a complete processing solution distinguished by leading-edge technology and unsurpassed system reliability

ADP will provide data management services, tools, providing Workforce West Virginia with the data and flexibility allowing Workforce West Virginia to make the most of this cost-saving electronic payment solution.



ADP TotalPay Card In a Nutshell

The TotalPay Card is a pre-paid Visa-branded Debit card that is loaded with Claimant benefits each disbursement period. The card carries full Visa functionality and operates globally via the Visa network. The card supports both Personal Identification Number (PIN) and signature-based transactions. Cardholders can access their funds at any Visa, PLUS, Interlink, and Allpoint (surcharge fee-free) ATM. In addition, cardholders can use the card for fee-free point-of-sale (POS) transactions at any merchant displaying the Visa logo. Cardholders can also get fee-free cash back on POS transactions, avoiding an extra trip to the ATM. Visually, the TotalPay looks very similar to the bank debit card that banks issue to their account holders today.

TotalPay Card can be used at ATMs and merchants displaying the following logos:



ADP's TotalPay Card is a debit card solution that enables ADP, via our back-office processing partner, Visa DPS, to send pay to a stored-value card account, providing unparalleled security, processing power, and best practices. This **low/no-cost** blend of experience, processing excellence, and the mixture of features and benefits shown below truly provide Workforce West Virginia with a unique electronic payment solution.

It is one thing to offer a Visa branded card, but to have a *Visa processing relationship* adds and industry-leading infrastructure and demonstrated track record for processing excellence. Here are a few highlights:

Key Visa Debit Processing Service (DPS) Facts

- Visa DPS is the largest volume processor of Visa check card transactions in the in the world.
- Visa DPS is the largest issuing processor of all VisaNet cards.
- 40 percent of all Visa check cards in the industry.
- More than 900 million transactions per month
- More than 400 million completed or settled transactions a month.
- For 4 of the top 5 Visa check card issuers and 31 of the top 100
- For 10 of the top 25 credit unions in asset size and 25 of the top 100
- Visa DPS processes more than 9 billion payment transactions annually
- Visa DPS is certified with over 22 software vendors
- Visa DPS has 22 regional and national network interfaces

TotalPay Card features include

- Provides electronic first pay option via instant issue at Workforce West Virginia's locations.
- No credit check required

- Reloadable indefinitely; the paycard is automatically funded every time the Claimant is paid.
- "Portable" card enables funds from other sources to be loaded onto the card
- PIN-based unbranded card allows TotalPay Cardholders to only spend or withdraw up to the available balance (no credit line).
- Secure and convenient access to cash
- Access to the Allpoint ATM network—the largest surcharge-free ATM network in the U.S.
- Secondary card option enables trusted friends and family members to obtain a TotalPay Card—providing a convenient way to share funds
- Card balance alerts; cardholders can receive weekly e-mail/text messages alerting them of the card account balance
- 24/7/365 account access via Cardholder Services Web site; cardholders can review account balance, transaction history, submit dispute form, and transfer funds through the user-friendly interface
- Pay Bills with Visa provides a convenient and fee-free method of paying bills.

TotalPay Card benefits for Workforce West Virginia

- Cardholder education guiding cardholders to fee-free funds access
- Reduced administration; quick and efficient payment method.
- ~~Over the counter (OTC) Visa cash advance methodology that drives 100% electronic pay, providing "pay-to-the-penny" access.~~
- Funds distribution logistics removed; ensures access to funds for all during national disasters, delivery errors, etc.
- Easy transition from paper checks to electronic delivery of funds; provides an efficient means of making payments "on the spot".
- Fraud exposure virtually eliminated.
- No new technology required for Workforce West Virginia, merchants, or Cardholders.
- Batch enrollment option
- Claimant self-service enrollment and ongoing customer services—all Workforce West Virginia has to do is process disbursements just like direct deposit—we take care of the rest.

A Proven Implementation Approach

The TotalPay Card program furnishes Clients with an implementation team for complete support in all areas during the implementation roll out and ongoing for the life of the program.

The TotalPay Card program provides as much implementation support as required by the Client to ensure a successful rollout of the program. This can include but not limited to, training of Workforce West Virginia staff, supply marketing/education materials as well as communication templates, customize an implementation timeline, provide account management and customer service support, as well as share in best practices derived from nearly 3,000 implementations.

The TotalPay Card program will provide a train-the-trainer process to ensure Workforce West Virginia Trainers/Managers understand the program and are comfortable implementing the program at the associate level. This training is provided via “webinars”. Workforce West Virginia’s dedicated account team will always be available via phone or email for follow up training as needed, or to assist with questions during the life of the program.

In addition to training activities noted above, Training & Marketing materials are provided including the following:

- Brochures;
- PowerPoint Presentations,
- FAQ Documents;
- Fact sheets;
- Posters;
- Flyers;
- Check Stuffers.

A Regulation E (Reg. E) Compliant Solution

Debit card programs are subject to Regulation E and other regulations. ADP’s TotalPay Card program, with its various card options complies with Federal Reserve Regulation E, NACHA rules, & OCC guidelines. Our partner bank is a member of the Federal Reserve and follows all rules and regulations under Reg. E guidelines.

ADP TotalPay Card program assumes all Regulation E responsibility. Furthermore, all of our services are compliant with Regulation E. Since inception of its TotalPay Card program, ADP has designed its billing, customer service and disclosure features to comply with Regulation E. As a result, Cardholders have the ability to receive prompt provisional credits for disputed transactions, get periodic account statements and advance written notice of any program changes.

All can be done using the following means:

- Cardholder access to secure Web site, where cardholders can verify card balance and review transaction history, and transfer money from the TotalPay Card to a checking or savings account.
- Monthly statements mailed to cardholders detailing TotalPay Card transaction activity for statement period for no fee.
- Multi-lingual Customer Service VRU system using a toll free number enabling participants to verify card balance, review transaction history, report a lost/stolen card, and change their PIN number.

Regulation E consumer fraud protections include:

- Initial disclosures of the terms and conditions
- Change-in-terms notices
- Error resolution notices
- Mandatory receipts at electronic terminals
- Mandatory periodic statements
- Procedures for resolving EFT errors

Cardholders will be informed of their Regulation E protections via the Cardholder Card Kits they receive when first enrolled in the program.

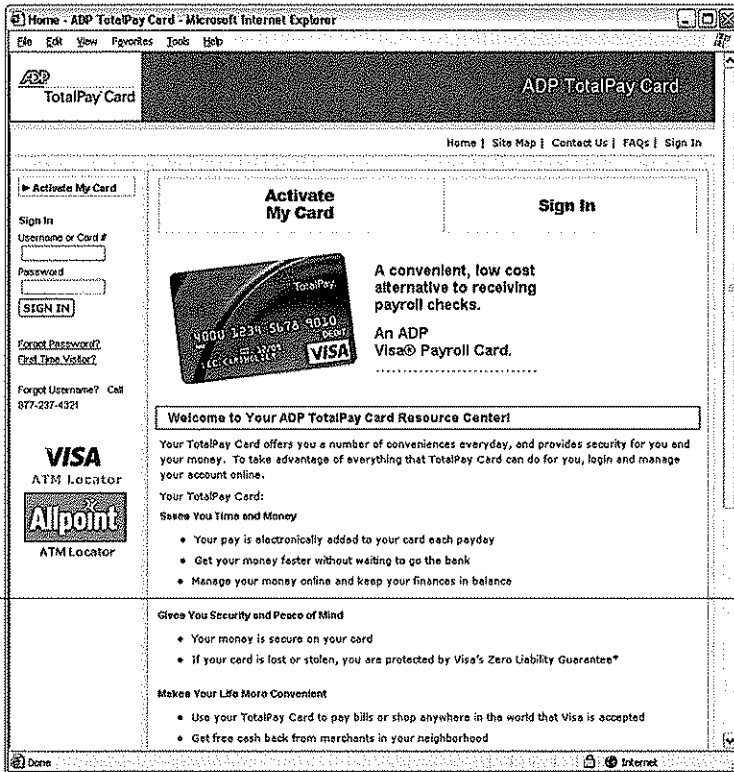
Web Based Tools Provide Convenient Access to Information

The TotalPay Card program leverages various web-enabled technologies in order to provide TotalPay Card services to both Workforce West Virginia personnel and program participants.

The Cardholder Services Web site is an Internet-based application that allows the cardholder to manage his/her cardholder account in a secure and user-friendly environment. The cardholder can manage the following items on their TotalPay Card account via the site:

1. **Activate Card:** allows the cardholder to activate a new or replacement card and select a user id, password and select a secret question and answer. This will be used in the future should the cardholder forget their password.
2. **View Transactions:** provides the cardholder with their ledger and available balance and view pending and posted transactions and fees. The cardholder is presented with detailed information on each transaction that impacts their balance. This includes:
 - Date and Time
 - Merchant Name
 - Amount
 - Transaction Description
3. **View Profile:** allows the cardholder to update their demographic data so that they can successfully complete a mail order-telephone order (MOTO) transaction and address verification service (AVS) will be successful for card not present transactions.
4. **Select/Change/Forgot PIN process:** allows the cardholder to select/change their pin or reset their pin in the case of a forgotten pin
5. **Change password:** allows the cardholder to change the password used for logging into the consumer website
6. **Dispute transactions:** downloadable form in English and Spanish for disputing a transaction
7. **Additional Information:** this includes FAQ, Terms and Condition and Privacy Statement and are available to the cardholder for review
8. **ATM locator buttons:** allows the cardholder to search for ATMs based on the cardholder location
9. **Secondary Card Application:** allows the cardholder to request a secondary card for a spouse, dependant child or other trusted family member

Below is a snapshot of the TotalPay Card self service Web site available to your TotalPay Card program participants:



The TotalPay Card program supports a WCAG 2.0 (Web Content Accessibility Guidelines) compliant consumer website that allows individuals with disabilities to utilize the Consumer website with assistive technology.

WCAG is an evolving set of international guidelines for Best Practices when designing websites based on the following:

- W3C Recommendations 5-May-1999 (version 1.0)
- W3C Working Draft 23 November 2005 (Version 2.0)

The Cardholder Services Web site was designed using an inclusive approach for delivering electronic information to people of varying levels of abilities including both cognitive and physical.

The site has been tested and validated through automated validation tools, human review and the actual use of assistive technology.

ADP will provide Workforce West Virginia with access to the Prepaid Program Administration Tool (PAT). PAT provides you with a secure website through which administration of certain elements of the TotalPay Card can take place. The PAT site provides various reports to you. In addition, there are various other offline reports and on-demand reports available to Workforce West Virginia. These reports include but are not limited to the following:

Reports	
• ACH Settled Transactions Detail	• ACH Returned Transactions Unknown Account/RTN
• ACH Settle Transactions Summary	• New Cardholder Accounts Added
• ACH Processed Transactions Detail	• Cardholder List
• ACH Processed Transactions Summary	• Funding Activity
• ACH Returned Transactions Detail	• Pending Cards Ordered
• ACH Returned Transactions Summary	• Denied Cards Ordered

Here are some more highlights of the PAT tool:

- The Prepaid Program Administration Tool (PAT) will serve as your primary data interface

- Website for employers (or for ADP on behalf of employers) to administer the TotalPay Card program
- PAT is a browser-based application and does not require direct connectivity
- Each session is secured using SSL/HTTPS and each user must have a User ID and Password
- Bulk cardholder enrollment is available
 - Workforce West Virginia can create a .CSV file for bulk enrollment of Claimants
 - Receive new DDA/RTN numbers via New Cardholder Added Report and export via .CSV for input into legacy systems.
- Claimant self-service enrollment
 - Claimants may enroll via a secure Web-based interface
 - Information is captured and process is run nightly to create new Claimant accounts
 - DDA/RTN numbers available immediately to Employer through the PAT tool.

World-class Customer Service

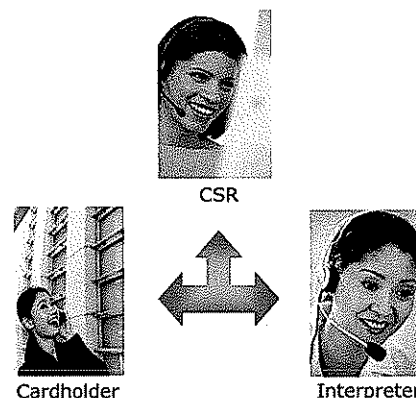
Customer services are delivered to Cardholders in partnership with Visa DPS through a toll-free Voice Response Unit (VRU), a live customer service center with a dedicated ADP customer service team, and the Cardholder Services Web site. Access to card balance and transaction information is available 24 hours a day, 7 days a week, 365 days a year. The VRU and live customer support are available in both English and Spanish through a toll-free number. Support for some 144 other languages is available through Language Line services.

TTY will be available to hearing impaired cardholders in order to provide access to customer service. In addition, hearing impaired cardholders with Internet access can use the Cardholder Services Web site for their self-service customer needs. All consumer-facing websites are World Wide Web Consortium (W3C) compliant based on the Web Content Accessibility Guidelines for hearing and visually impaired individuals.

Customer services are delivered to Employers by our Client Services team by phone, e-mail, and web-based tools. The Client will have a dedicated Account Manager responsible for ongoing support.

The Voice Response Unit (VRU) and live customer support are available in both English and Spanish through a toll-free number. Within our program, Cardholders who speak languages other than English and Spanish may encounter limitations with the VRU menu. For this reason, we have enlisted the help of Language Line Services, providing additional services to those whose native language may not be supported by the VRU. Support for other languages is provided via Language Line Services. Language Line service provides over-the-phone interpretation by professionally trained and tested interpreters. Here's how it works:

- ADP's CSR will identify the cardholder's preferred language
- CSR will place the cardholder on hold briefly
- CSR will dial Language Line
- CSR will request the language the cardholder speaks



- Interpreter will be connected
- CSR will conference-in cardholder

Language Line Services support: Vietnamese, Farsi, Cantonese, French, Korean, Arabic and Mandarin, Hakka - China, Hakka - Taiwan, Shanghainese, Szechuan and Taiwanese which as all Chinese variations. Beyond this, we have access to another 144 languages. A list of languages supported by Language Line Services can be found at:

http://www.language.com/main/files/Language_List.pdf .

Conclusion

We at ADP are very confident that our TotalPay Card program brings great value, benefits, convenience, and security to Workforce West Virginia and its Claimants. It is our hope that this document has provided you with insight into this feature-rich service. We would be happy to discuss this solution further, answer any questions you might have, and ultimately—earn the opportunity to partner with you in delivering TotalPay Card services.

WWV09851 BID FORM

ADP, Inc.

Type of Service	Estimate Quantities*	Claimant's Unit Fee	Claimant's Total	
Setup fee	10,000	\$0.00	\$0.00	
Monthly Account Services	10,000	\$0.00	\$0.00	
<u>ATM Withdrawal</u>				
Minimum 2 free ATM withdrawal transactions per month	10,000	Four (4) Free per month	\$0.00	
Additional ATM withdrawals per month	10,600	\$2.00	\$21,200.00	
ATM transactions performed outside of U.S.	100	\$2.00	\$200.00	
ATM withdrawal at non affiliated ATM	100	\$2.00	\$200.00	
<u>Balance Inquiry</u>				
Telephone balance inquiries through toll-free IVR	10,000	\$0.00	\$0.00	Two (2) Free per month; \$0.50 thereafter
Web balance inquiries	10,000	\$0.00	\$0.00	
ATM balance inquiries	10,000	\$0.00	\$0.00	Two (2) Free per month; \$0.50 thereafter
ATM balance inquiries at non affiliated ATM	10,000	\$0.50	\$5,000.00	
Account Overdraft	1,000	\$10.00	\$10,000.00	
Denial for insufficient Funds	1,000	\$0.00	\$0.00	
Account inactivity beginning 12 months after last account activity	1,000	\$0.00	\$0.00	
<u>Card Issuance Services</u>				
Card deactivation	1,000	\$0.00	\$0.00	
Card reactivation	1,000	\$0.00	\$0.00	
Expired card replacement	1,000	\$0.00	\$0.00	
Additional card issuance	1,000	\$1.50	\$1,500.00	
One card replacement requested by cardholder	1,000	\$0.00	\$0.00	
Additional card replacements requested by cardholders	1,000	\$10.00	\$10,000.00	
Web account services	10,000	\$0.00	\$0.00	
Cardholder contact to customer services	10,000	\$0.00	\$0.00	Two (2) Free per month; \$0.50 thereafter
Change of PIN	1,000	\$0.00	\$0.00	
Account transaction research	1,000	\$0.00	\$0.00	
Point of Sale (POS)	10,000	\$0.00	\$0.00	
Conversion of foreign currency	100	2.5% of transaction dollar amount	Varies	
Overnight delivery services requested by cardholder	100	\$10.00	\$1,000.00	
Monthly Operating Fee	100	\$0.00	\$0.00	
<u>ACH Origination and Routing</u>				
ACH Monthly Maintenance	10,000	\$0.00	\$0.00	
ACH Credits Originated	10,000	\$0.00	\$0.00	
ACH Debits Originated	10,000	\$0.00	\$0.00	
ACH Transmission	10,000	\$0.00	\$0.00	
ACH Return	10,000	\$0.00	\$0.00	
ACH Notification of Change	10,000	\$0.00	\$0.00	
<u>ACH Implementation</u>				
ACH Debit Blocking Maintenance	1,000	\$0.00	\$0.00	
DDA Account Maintenance	1,000	\$0.00	\$0.00	
Credits/Debits Posted	1,000	\$0.00	\$0.00	
Miscellaneous Depository Items	1,000	\$0.00	\$0.00	
Balance Reporting Maintenance	1,000	\$0.00	\$0.00	
Balance Reporting Accounts	1,000	\$0.00	\$0.00	
Balance Reporting Items	10,000	\$0.00	\$0.00	
Total				