



State of West Virginia  
 Department of Administration  
 Purchasing Division  
 2019 Washington Street East  
 Post Office Box 50130  
 Charleston, WV 25305-0130

# Purchase Order

PURCHASE ORDER NO.  
**AIRFARE14C**

PAGE  
**1**

BLANKET RELEASE  
**00**

CHANGE ORDER  
**2**

CORRECT PURCHASE ORDER NUMBER  
 MUST APPEAR ON ALL PACKAGES,  
 INVOICES, AND SHIPPING PAPERS.  
 QUESTIONS CONCERNING THIS PUR-  
 CHASE ORDER SHOULD BE DIRECTED  
 TO THE BUYER AS NOTED BELOW.

INVOICE TO

ALL STATE AGENCIES  
 AND POLITICAL SUBDIVISIONS  
 VARIOUS LOCALES AS INDICATED  
 BY ORDER

## AGENCY COPY

VENDOR

\*A22102548      404-715-2701  
 DELTA AIRLINES  
 1030 DELTA BLVD  
 ATLANTA GA 30354

SHIP TO

ALL STATE AGENCIES  
 AND POLITICAL SUBDIVISIONS  
 VARIOUS LOCALES AS INDICATED  
 BY ORDER

DATE PRINTED		TERMS OF SALE		FEIN/SSN		FUND	
05/15/2014		NET 30		580218548			
SHIP VIA		F.O.B		FREIGHT TERMS		ACCOUNT NUMBER	
BEST WAY		DESTINATION		PREPAID		MUL-MUL	
LINE	QUANTITY	UOP	VENDOR ITEM NO.		UNIT PRICE	AMOUNT	
	DELIVERY DATE	CAT. NO.	ITEM NUMBER				
	09/30/2014		962-87				
	DISCOUNT AIRFARE						
	THIS CHANGE ORDER IS ISSUED TO PUBLISH A LETTER OF AUTHORIZATION, AND TO UPDATE EXHIBIT "A", PER THE ATTACHED.						
	ALL PROVISIONS OF THE ORIGINAL CONTRACT AND SUBSEQUENT CHANGE ORDERS NOT MODIFIED HEREIN SHALL REMAIN IN FULL FORCE AND EFFECT.						
						PURCHASING DIVISION CERTIFIED ENCUMBERED	
						MAY 21 2014	
						<i>Beverly Toler</i>	
						PREVIOUS PO TOTAL==>      OPEN END PO NET CHANGE (+)==>	

IF APPROVAL AS TO FORM IS REQUIRED BY ATTORNEY GENERAL, CHECK HERE

*Dalton*

*Guy Nisbet*  
 5/15/2014

GUY NISBET      304-558-2596

BY \_\_\_\_\_

PURCHASING DIVISION AUTHORIZED SIGNATURE

APPROVED AS TO FORM BY  
 ASSISTANT ATTORNEY GENERAL

## **Amendment to the State Discount Agreement**

This Amendment ("Amendment") dated March 12, 2014 (the "Effective Date") to the Corporate Agreement is entered into by and between:

**SOCIETE AIR FRANCE** ("Air France" or "AF") with a capital of 126,748,775 Euros, registered in the « Registre du Commerce et des Sociétés de Bobigny » under number: 420 495 178. Its headquarters are located 45 rue de Paris, 95747 Roissy CDG Cedex France;

**ALITALIA – Compagnia Aerea Italiana S.p.A.** ("Alitalia" or "AZ") with its principal place of business at Piazza Almerico da Schio Pal RPU 00054 Fiumicino (RM) Ititalia, registered with the Commerce Registry under the no. RM – 1225709 and having the Tax Identification Number 02500880121;

**DELTA AIR LINES, INC.** ("Delta" or "DL"), a Delaware corporation having its registered office at 1030 Delta Boulevard, Hartsfield Jackson International Airport, Atlanta, Georgia 30320 U.S.A.;

**KONINKLIJKE LUCHTVAART MAATSCHAPPIJ N.V.** ("KLM Royal Dutch Airlines" or "KL"), a public limited liability company incorporated under the laws of the Netherlands and registered under the number 33014286 and having its registered office at Amsterdamseweg 55, Amstelveen, The Netherlands;

**VIRGIN ATLANTIC AIRWAYS LIMITED** ("Virgin Atlantic" or "VS"), a company registered in England with registered number 1600117, whose registered office is at The Office Manor Royal, Crawley, West Sussex, RH10 9NU, England;

and

**State of West Virginia** ("Company")

### **PREAMBLE**

WHEREAS, Air France, Alitalia, Delta, KLM and the Company entered into that certain Corporate Agreement dated effective as of March 12, 2014 (as amended from time to time, the "Agreement");

WHEREAS, the Agreement sets out the terms and conditions under which the Carriers established a corporate discount program with Company to provide Company with a discount on the purchase of tickets offered for sale by the Carriers;

WHEREAS, the Carriers and Company desire to amend the Agreement to add Virgin Atlantic as a Party to the Agreement on the terms set forth in this Amendment;

NOW, THEREFORE, in consideration of the covenants contained herein the parties hereto, intending to be legally bound hereby, agree to amend the Agreement as follows:

### **Article 1 – Amendment**

The Parties hereby amend the Agreement as follows:

1. Effective as of the Effective Date, Virgin Atlantic is added as a Party to the Agreement and is included as a "Carrier" within the scope of the Agreement.
2. The discount terms of Virgin Atlantic to be added to the corporate incentive program made available to the Company under the Agreement will be effective within fourteen (14) business days following Delta's receipt of an executed Amendment from Company. Such discount terms will be set forth on a new Exhibit A to the Agreement which shall (a) be delivered to the Company within thirty (30) days after the appropriate fare filing is complete and (b) replace in its entirety the existing Exhibit A to the Agreement as of such date.

### **Article 2 –Miscellaneous**

1. Capitalized terms used herein but not defined herein shall have the respective meanings set forth in the Agreement.

2. This Amendment, together with the Agreement, constitutes the entire agreement between the Parties with respect to the subject matter hereof.
3. All terms and conditions of the Agreement, including any Exhibits thereto, not modified herein will remain in full force and effect.
4. This Amendment may be executed in any number of counterparts and by the Parties on separate counterparts, each of which counterparts when executed and delivered shall be an original, but all of which shall together constitute one and the same instrument.

*{signatures appear of the following page}*

In witness whereof, the Parties hereto have caused this Amendment to be executed by the duly authorized officers on the Effective Date above stated.

**Company's signature:**

Agreed to:

W. Michael Sheets  
Assistant Director  
State of West Virginia

BY:

  
\_\_\_\_\_


DATE:

05/14/14  
\_\_\_\_\_

**The Carriers' signatures:**

Steven M Sear  
Senior Vice President, Global Sales,  
on behalf of Delta, Air France, KLM  
and Alitalia

BY:


  
\_\_\_\_\_

DATE:

March 7, 2014  
\_\_\_\_\_

Christopher Rossi  
Vice President North America  
Virgin Atlantic Airways Limited

BY:

  
\_\_\_\_\_

DATE:

March 7, 2014  
\_\_\_\_\_

## Exhibit A - Customer Report

Contract : State of West Virginia 13-15	Company : State of West Virginia
Account Manager : Chapman, Christine	2019 Washington St E
Account Analyst : Dirdick, Jarrett	Charleston, WV 25305
Contract Dates : 2013-10-01 - 2015-09-30	Customer Contact : DeMarco, Catherine
Ticket Designator : XX64U	Title : Travel Manager
Tour Code : Tour Code	Email : catherine.a.demarco@wv.gov
Bulletin Type : None	Phone : 3045582613
	FAX :

Term	DL Fare Class	KL Fare Class	AF Fare Class	Other Fare Class	POS Ticketing
<b>State of West Virginia 13-15</b>					
DOM HUB	Travel Dates: 2013-10-01 - 2016-09-30				

**Performance Requirements :** 5% Share Gap

**Market Pair (Between)** DL - F, A, J, C, D, Y Fares : 7%

ATL <-> US 50 DL - B, M, S, H, Q Fares : 6%

CVG <-> US 50 DL - K, L Fares : 2%

SLC <-> US 50 DL - U, T Fares : 2%

DTW <-> US 50 DL - X, V Fares : 2%

MEM <-> US 50

MSP <-> US 50

ATL <-> Canada

CVG <-> Canada

SLC <-> Canada

DTW <-> Canada

MEM <-> Canada

MSP <-> Canada

Applicable fare rules apply to Point of Sale (POS) Discounts.

<b>DOM NON-HUB</b>	Travel Dates: 2013-10-01 - 2016-09-30	
<b>Performance Requirements :</b> 1% Share Gap		
<b>Market Pair (Between)</b>	DL - F, A, J, C, D, Y Fares : 8%	
US 50 <-> US 50	DL - B, M, S, H, Q Fares : 7%	
US 50 <-> Canada	DL - K, L Fares : 3%	
Not Equals Canada <-> Canada	DL - U, T Fares : 2%	
Market Not equals Into or Out of Atlanta, GA, Cincinnati, OH, Salt Lake City, UT, Detroit, MI, Memphis, TN, Minneapolis, MN	DL - X, V Fares : 2%	

Applicable fare rules apply to Point of Sale (POS) Discounts.

Excludes travel to/from  
ATL/CGV/SLG/DTW/MEM/MSP

<b>US50 to Intl All Other (Xid 21APR14)</b>	Travel Dates: 2013-10-01 - 2016-09-30	
<b>Performance Requirements :</b> No Requirement		
<b>Market Pair (Directional)</b>	DL - Business - J/C/D/I (EMEA) : 2%	AF/KL - Business - J/C/D/I Fares : 2%
US 50 -> Africa	DL - Premium Economy - W Fares : 2%	AF - Premium Economy - W/S/A Fares : 2%
US 50 -> Europe	DL - Economy - Y/B/M/S/H Fares (EMEA) : 2%	AF/KL - Economy - Y/B/M/U/K Fares : 2%
US 50 -> India	DL - Discount Economy - Q,K,L,U (EMEA) : 2%	AF/KL - Discount Economy - H,L,Q,T Fares : 2%
US 50 -> Middle East		AF/KL - Discount Economy - H,L,Q,T Fares : 2%
		AZ - Business - J/E/D Fares : 2%
		AZ - Premium Economy - P/A Fares : 2%
		AZ - Economy - Y/B/M/H Fares : 2%
		AZ - Discount Economy - K, V, T, N Fares : 2%

See Private Fare Rules

<b>Market Pair (Directional)</b>	DL - Business - J/C/D Fares (TPAC) : 2%	
US 50 -> Asia Combined	DL - Economy - Y/B/M/S/H Fares (TPAC) : 2%	
	DL - Discount Economy - Q,K,L,U (TPAC) : 2%	

See Private Fare Rules



## Exhibit A - Customer Report

Term	DL Fare Class	KL Fare Class	AF Fare Class	Other Fare Class	POS Ticketing
State of West Virginia 13-15					
Market Pair (Directional) US 50 -> Caribbean US 50 -> Mexico US 50 -> PR & USVI US 50 -> Central America US 50 -> South America	DL - Business - J/C/D/I (LAT/CRB/MX) : 2% DL - Economy - Y/B/M/S/H Fares(LAT/CRB/MX) : 2%				US, CA
See Private Fare Rules					
Market Pair (Directional) US 50 -> Caribbean US 50 -> PR & USVI	DL - Discount Economy - Q, K (Caribbean) : 2%				US, CA
See Private Fare Rules					
Market Pair (Directional) US 50 -> Mexico US 50 -> Central America US 50 -> South America	DL - Discount Economy - Q,K,L,U (LAT/MX) : 2%				US, CA
See Private Fare Rules					
US50 to Intl All Other VS1 (Eff. 27APR14) Travel Dates: 2014-04-22 - 2016-09-30					
Performance Requirements : No Requirement					
Market Pair (Directional) US 50 -> Africa US 50 -> Europe US 50 -> India US 50 -> Middle East	DL/VS - Business - J/C/D/I (EMEA) : 2% DL/VS - Premium Economy - W Fares : 2% DL - Economy - Y/B/M/S/H Fares (EMEA) : 2% DL - Discount Economy -Q,K,L,U (EMEA) : 2%	AF/KL - Business - J/C/D/I Fares : 2% AF/KL - Economy - Y/B/M/U/K Fares : 2% AF/KL - Discount Economy - H,L,Q,T Fares : 2%	AF/KL - Business - J/C/D/I Fares : 2% AF - Premium Economy - W/S/A Fares : 2% AF/KL - Economy - Y/B/M/U/K Fares : 2% AF/KL - Discount Economy - H,L,Q,T Fares : 2%	AZ - Business - J/E/D Fares : 2% AZ - Premium Economy - P/A Fares : 2% AZ - Economy - Y/B/M/H Fares : 2% AZ - Discount Economy - K, V, T, N Fares : 2%	US, CA
See Private Fare Rules					
Market Pair (Directional) US 50 -> Asia Combined	DL - Business - J/C/D Fares (TPAC) : 2% DL - Economy - Y/B/M/S/H Fares (TPAC) : 2% DL - Discount Economy - Q,K,L,U (TPAC) : 2%				US, CA
See Private Fare Rules					
Market Pair (Directional) US 50 -> Caribbean US 50 -> Mexico US 50 -> PR & USVI US 50 -> Central America US 50 -> South America	DL - Business - J/C/D/I (LAT/CRB/MX) : 2% DL - Economy - Y/B/M/S/H Fares(LAT/CRB/MX) : 2%				US, CA
See Private Fare Rules					

Exhibit A - Customer Report

Term	DL Fare Class	KL Fare Class	AF Fare Class	Other Fare Class	POS Ticketing
State of West Virginia 13-15					
Market Pair (Directional) US 50 -> Caribbean US 50 -> PR & USVI	DL - Discount Economy - Q, K (Caribbean) : 2%				US, CA
See Private Fare Rules					
Market Pair (Directional) US 50 -> Mexico US 50 -> Central America US 50 -> South America	DL - Discount Economy - Q,K,L,U (LAT/MX) : 2%				US, CA
See Private Fare Rules					

## Exhibit A - Customer Report

### Criteria

Contract Name Equals State of West Virginia 13-15

### Report Set

Report Set

Date Range

Currency

Country

Distance Indicator

Time Indicator

Report Category

Report Name

Report Code

Submitted

Screen

### Report Options Selected

No report options.

Contract Management (11 38 48 - 4)

United States Dollars

United States

Miles

12 hour clock

Contract Management

Exhibit A - Customer Report

CM-EXB-A-ZDL

Christine Chapman

Contract Profile




## Letter of Authorization

Request for a Joint Corporate Discount Program from Société Air France (Air France), Delta Air Lines, Inc. (Delta), KLM Royal Dutch Airlines (KLM), Alitalia-Compagnia Aerea Italiana S.p.A (Alitalia) and Virgin Atlantic Airways Limited (Virgin Atlantic).

This letter is to confirm our company's desire to be considered for a joint corporate discount program from Air France, Delta, KLM, Alitalia and Virgin Atlantic (the "Carriers") which may include their respective code-share partners. In making this request, we understand that:

1. We have the option of requesting separate proposals from the Carriers any time. However, we understand that during the period that the airlines are responding to our request in the context of this letter, they will not be submitting independent competing bids to our company for services exit most countries and on most routes. We acknowledge that the Carriers may not be in a position to offer a joint proposal on certain overlapping routes. If this restriction is applicable, we acknowledge that we will be given a choice on the preferred routing to be included in the joint corporate program and also offered the opportunity to enter into a separate agreement with the omitted Carrier with regard to those routes. We also acknowledge that the Carriers will jointly manage the Carriers' Agreements that result from this joint corporate discount program.
2. We will allow you access to our historical travel data, pricing data, and projections concerning our anticipated travel needs for next year to allow the Carriers representatives including, if applicable, representatives of their respective code-share partners, to jointly analyze and confirm the advantages of a multiple carrier discount agreement. Our company's travel data is confidential and is provided subject to the understanding that the Carriers and, if applicable, their respective code-share partners, will maintain the confidentiality of this data and, except as required by law, regulation or judicial process, use it solely for the purpose of the administration of the Carriers' corporate programs generally, and assessing and, if appropriate, preparing a joint corporate discount proposal.
3. We confirm that the Carriers can share the terms and conditions of the existing corporate agreements between Air France, Delta, KLM, Alitalia, Virgin Atlantic, and our company for the sole purpose of assessing and preparing a joint corporate discount proposal and that we waive confidential obligations which may be contained therein.

STATE OF WEST VIRGINIA



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By: W. Michael Sheets

Title: Assistant Director

Company's Headquarters Address:  2019 Washington Street Charleston, WV 25305	Company's Principal Place of Business Address (if different):  <u>Company's Principal place of Business Address</u>  <u>Company's Principal place of Business Address</u>
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