



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

State of West Virginia
Master Agreement

Order Date: 2016-04-18

CORRECT ORDER NUMBER
 MUST APPEAR ON ALL PACKAGES,
 INVOICES, AND SHIPPING PAPERS.
 QUESTIONS CONCERNING THIS
 ORDER SHOULD BE DIRECTED TO
 THE DEPARTMENT CONTACT.

| | |
|--|----------------------------------|
| Order Number: CMA 1200 1200 AUD115000A | Procurement Folder: 196104 |
| Document Name: RE-ISSUE OF CMA AUD115000 | Reason for Modification: |
| Document Description: PROVIDE PURCHASING CARD SERVICES | |
| Procurement Type: Central Master Agreement | |
| Buyer Name: Linda Harper | |
| Telephone: (304) 558-0468 | |
| Email: linda.b.harper@wv.gov | |
| Shipping Method: Best Way | Effective Start Date: 2010-11-11 |
| Free on Board: FOB Dest, Freight Prepaid | Effective End Date: 2017-11-10 |

| VENDOR | DEPARTMENT CONTACT |
|---|--|
| Vendor Customer Code: 000000104806 CITIBANK NA 388 GREENWICH ST NEW YORK NY 10013 US Vendor Contact Phone: (999) 999-9999 Extension: Discount Percentage: 0.0000 Discount Days: 0 | Requestor Name: Susan Cunningham Requestor Phone: (304) 558-2251 Requestor Email: susan.cunningham@wvsao.gov <div style="text-align: center; font-size: 2em; font-weight: bold;">16</div> <div style="text-align: center;">FILE LOCATION <u>357A</u></div> |

| INVOICE TO | SHIP TO |
|--|--|
| STATE AUDITOR'S OFFICE 1900 KANAWHA BLVD E 1900 KANAWHA BLVD E CHARLESTON WV 25305-0230 US | STATE AUDITORS OFFICE 1900 KANAWHA BLVD E CHARLESTON WV 25305-0230 US |

Total Order Amount: _____ Open End

Purchasing Division's File Copy

4-20-16
 BPT

LBH 4/19/2016

SCANNED

ENTERED

| | | |
|--|---|--|
| PURCHASING DIVISION AUTHORIZATION SIGNED BY: <i>[Signature]</i> DATE: 4/20/16 ELECTRONIC SIGNATURE ON FILE | ATTORNEY GENERAL APPROVAL AS TO FORM SIGNED BY: <i>[Signature]</i> DATE: 4/25/16 ELECTRONIC SIGNATURE ON FILE | ENCUMBRANCE CERTIFICATION SIGNED BY: <i>[Signature]</i> DATE: 4-28-16 ELECTRONIC SIGNATURE ON FILE |
|--|---|--|

Extended Description:

To re-issue CMA AUD115000 with the same terms and conditions contained in the original contract including all authorized change orders. CMA AUD115000 was cancelled and is re-issued as CMA AUD115000A due to an incorrect tax id number.

Also, to renew the contract per the terms, conditions and attached documentation dated 03/14/2016.

Effective dates of renewal: 11/11/2015 - 11/10/2017

Renewals remaining: (0)

All provisions of the original Contract and subsequent Change Orders not modified herein shall remain in full force and effect.

| Line | Commodity Code | Manufacturer | Model No | Unit | Unit Price |
|------|---------------------|-------------------|----------|------|------------|
| 1 | 84141602 | | | JOB | \$0.000000 |
| | Service From | Service To | | | |
| | | | | | |

Commodity Line Description: CREDIT CARD, CHARGE CARD SERVICES

Extended Description:



State of West Virginia

Glen B. Gainer III

State Auditor

April 12, 2016

Office of the State Auditor
1900 Kanawha Boulevard, East
State Capitol, Building 1, Suite W-100
Charleston, West Virginia 25305

Toll Free: (877) 982-9148
Telephone: (304) 558-2251
Fax: (304) 558-5200
www.wvsao.gov

David Tincher, Purchasing Director
2019 Washington Street, E
State Capitol Complex Building 15
Charleston, West Virginia 25305

Dear Mr. Tincher,

The State Auditor's Office has been in the process of renewing the Contract for Credit Card and Charge Card Services (PO AUD115000 – August 23, 2010).

The State Auditor's Office intends to renew the contract until its terms expire in November, 2017. Since this contract has no annual encumbrances or expenditures that are paid to the vendor, or any other party under this contract, barring any other State Codes or directives to the contrary, please consider renewing this contract as indicated for the two year period versus "two" one year renewals to take advantage of the change in basis points calculation.

Based on the contract renewal information, the change to the contract in volume and rebate would result in the following:

In calendar year 2015, the State of West Virginia's annual spend was just over \$430,000,000. To illustrate the change in historical numbers:

1. The *current* basis points at 167 equals \$7,181,000 annually
2. The *offered* basis points of 169 equals \$7,267,000 annually
3. Over the two year period, an increase of \$86,000/year, or \$172,000
4. The current change in volume from Fiscal Year 2015 to Fiscal Year 2016 is approximately 6%

As always, thank you for your assistance and continued support of the Purchasing Card Program. If you have any questions or specific concerns with this contract renewal, please contact Amy Lewis, Deputy State Auditor of the Purchasing Card Division at (304)558-2251, or amy.lewis@wvsao.gov.

Sincerely,

A handwritten signature in blue ink, appearing to read "Glen B. Gainer III".

Glen B. Gainer III
West Virginia State Auditor

GBGIII/nlp

Citibank, N.A.
701 E. 60th St. North
Sioux Falls, SD 57117



February 22, 2016

Office of the Auditor
Susan Cunningham
State Capitol, Building 1
Charleston, WV 25305

Re: Vendor Identification Number for Citibank, N.A. Purchase Order
AUD115000

Dear Ms. Cunningham:

Citibank, N.A. ("Citibank") currently has a Commercial Card Program Vendor ID with the State of West Virginia of 189548 which is currently associated with Tax ID #460358360. The entity Citibank, N.A. with Tax ID #460358360 never existed and should be removed from your Vendor records. The entity Citibank, N.A. with Tax ID #135266470 and Vendor Number #104806 is the entity to which contract AUD115000 should be assigned. Please update your records to reflect the correct entity and Tax ID.

Thank you for your consideration of this request and please do not hesitate to contact Robert Robbins if you have any questions. Mr. Robbins can be reached at 302-323-3894 or by email at robert.s1.robbins@citi.com.

Sincerely,

A handwritten signature in black ink, appearing to read "G. Latif-Schmitt". The signature is fluid and cursive, written in a professional style.

Citibank, N.A.
Name: Gonca M. Latif-Schmitt
Title: Managing Director



State of West Virginia

Office of the State Auditor
1900 Kanawha Boulevard, East
State Capitol Complex, Building 1, Room W-100
Charleston, West Virginia 25305

Glen B. Gainer III
State Auditor

Telephone: (304) 558-2251
FAX: (304) 558-5200
www.wvsao.gov

March 14, 2016

Mr. Robert Robbins
CitiBank N.A.
701 E. 60th St. North
Sioux Falls, SD 57117

Re: Citi AUD115000 CO#4

Mr. Robbins,

The purpose of this letter is to modify the existing terms of the contract to ensure uninterrupted program through the original contract term and the two option periods ending on November 10, 2017. Specifically, to eliminate the option periods provided for the contract and instead enter into a modification to extend the original contract term through November 10, 2017, in order to allow the State's program management team to dedicate their full attention to program expansion. Plus a list of contract modifications:

- Eliminate the concept of option periods provided for in the original contract and instead extend the original contract term through November 10, 2017
- Product line continues to be an integrated Card program permitting any combination of Purchase, Travel and Fleet. These transactions would qualify for rebate according to the modified pricing as set forth in attachment A.
- Increase the sales volume basis points by 2 for the top two spend tiers of \$400,000,000 - \$424,999,999 and \$425,000,000 and greater

The WV State Auditor's Office is offering to renew subject contract under the same terms conditions and pricing with modifications as stated above and on Attachment A. The Renewal dates are 11/11/2015 – 11/10/2017. If your company agrees to this renewal, please sign below and return the original to my attention as soon as possible.

Also, attached is an Affidavit that is to be part of the purchase order and is required to be signed and dated

If you have any questions or need additional information, please call me at 304-558-2261 X2157

Very Truly Yours,


Susan Cunningham
Procurement Officer

We agree to renew the contract for the period terms and conditions in the original purchase order plus the modification listed above.

Conca Latt-Schwitt / [Signature]
Name/Signature

3/15/16
Date

Managing Director
Title

ATTACHMENT A

Pricing Overview

Citi is pleased to provide The State of West Virginia with a competitive and transparent financial incentive proposal for the State's One Card Program. We understand the critical importance of the State's existing One Card Program and the tremendous budgetary constraints all States and local governments are managing.

ONE CARD ADDENDUM A for The State of West Virginia

This Addendum A is an integral part of the Citibank One Card Agreement. This Citibank One Card Program is corporate liability with central bill and central payment.

Spending Limit: \$ 100,000,000 (subject to change by the Bank)

1. Fees and Charges

| | |
|--|--|
| Annual Membership Fee: | WAIVED |
| Transaction Fee: | N/A |
| Convenience Check Fee: | (Not included per West Virginia request) |
| Convenience Check Stop Payment Fee: | (Not included per West Virginia request) |
| ATM Cash Advance Fee: | (Not included per West Virginia request) |
| Cash Advance from Teller Fee: | (Not included per West Virginia request) |
| \$350,000 Common Carrier Insurance: | No Charge |
| \$1,500 Los Luggage Insurance: | No Charge |
| Returned Check Fee: | \$10 |
| Implementation Fee (one site): | No Charge* |
| Implementation Training Fee (one site): | No Charge* |
| Foreign Transaction Fee: | The Bank will pass along all charges assessed by the bankcard associations. In addition, the Bank will charge a fee of 1%. |
| Report Fee (Standard Reports): | N/A |
| CitiDirect or Adhoc Reporting (web-based): | N/A |
| Reporting Training Fee (one site): | No Charge |
| Flat File or Standard EDI File Fee (one file): | No Charge |
| Additional Files: | No Charge |
| Custom File Programming: | \$225/hr. |
| Standard Card Design: | No Charge |
| Custom Card Design: | No Charge |

2. Payment Due Date

Payment in full is due 25 days after billing statement date.

3. Late Payment Interest Rate

Per West Virginia Code

4. Pricing

The pricing term for this Agreement shall be effective for **two (2) years commencing as of November 11, 2015** or for the term of this Agreement, whichever time is shorter.

5. Rebates

The State of West Virginia shall be eligible for rebates according to the rebate parameters set forth below. Pricing is inclusive of any financial support that may be provided by the Bankcard Associations. Transactions associated with reduced large ticket interchange will receive 50 basis points rebate. The combined sales volume of regular and large ticket transactions will determine the sales volume tier for sales volume. Rebate payments will be remitted to the State of West Virginia quarterly. The sales volume at each rebate period will be annualized to determine the appropriate sales volume threshold for basis point calculation. At the end of each 12 month period, actual annual sales volume will be determined beginning with the first day of the 12 month period and the necessary adjustments will be made and included in the final quarter's payment. The method for calculating the payment performance is based on the monthly pay date for each month in the quarter. The annual sales volume will be calculated as purchases less returns, credits, cash advances and convenience checks. Rebates are net of all credit losses and, upon a Termination Event, net of the full outstanding balance due from the Company under this Agreement and any other commercial card program between the Bank and Company or any of Company's Affiliates. The Bank reserves all rights of setoff under applicable law.

If cost of funds varies significantly, pricing is subject to change. For every twenty-five (25) basis point increase in the Base Fed Funds rate, the Rebates outlined below will be reduced by two and one half (2.5) basis points. Base Fed Funds rate is that rate which is effective as of November 11, 2015.

| One Card Annual Sales Volume Tiers (excludes large ticket rebate 50bps) | Cycle | 30 | 30 | 30 | 30 |
|--|-------|-------|-------|-------|-------|
| | | Grace | 3** | 7 | 19*** |
| < \$325,000,000 | | 1.83% | 1.79% | 1.67% | 1.61% |
| \$325,000,000 to \$349,999,999 | | 1.85% | 1.81% | 1.69% | 1.63% |
| \$350,000,000 to \$374,999,999 | | 1.86% | 1.82% | 1.70% | 1.64% |
| \$375,000,000 to \$399,999,999 | | 1.87% | 1.83% | 1.71% | 1.65% |
| \$400,000,000 to \$424,999,999 | | 1.90% | 1.86% | 1.74% | 1.68% |
| \$425,000,000 + | | 1.91% | 1.87% | 1.75% | 1.69% |

- * Subject to increase based on the Early Payment Incentive
- ** 3 day grace period cycle requires electronic billing statements
- *** Current Payment Performance Cycle
- **** Citi is offering the State of West Virginia 50bps for large ticket items

Example of Actual Rebate based on Spend Cycle

| One Card Annual Sales Volume Tiers (excludes large ticket rebates 50bps) | Cycle | 30 | 30 | 30 | 30 |
|---|-------|--------------|--------------|--------------|--------------|
| | | Grace | 3 | 7 | 19 |
| < \$325,000,000 | | \$5,947,500 | \$5,817,500 | \$5,427,500 | \$5,232,500 |
| \$325,000,000 to \$349,999,999 | | \$6,475,000 | \$6,335,000 | \$5,945,000 | \$5,705,000 |
| \$350,000,000 to \$374,999,999 | | \$6,975,000 | \$6,825,000 | \$6,375,000 | \$6,187,500 |
| \$375,000,000 to \$399,999,999 | | \$7,480,000 | \$7,320,000 | \$6,840,000 | \$6,680,000 |
| \$400,000,000 to \$424,999,999 | | \$8,075,000 | \$7,905,000 | \$7,395,000 | \$7,140,000 |
| \$425,000,000 + | | \$9,550,000* | \$9,350,000* | \$8,750,000* | \$8,450,000* |

Note: Rebate is based on the highest spend within tier
 *\$500,000,000 used as spend volume

6. **Early Payment Incentive:** As set forth above as a note to the Rebate Schedule, for payments made as early as the third day after the billing statement date, Contractor shall add one (1) basis point for every day early (prior to day 25) that the State remits payment. For payments received from day 26 through day 35, Contractor shall decrease one (1) basis point for each day up through day 35. Sales volume associated with a payment received after day 35 will not qualify for rebates.
7. **Signing Incentive:** Citibank will not be providing a Signing Incentive.
8. **Large Ticket Rebate:** Citi is offering the State 50bps rebate on all large ticket items.