

**STANDARD AGREEMENT**

STD 213 (Rev 06/03)

AGREEMENT NUMBER 5159906
REGISTRATION NUMBER:

1. This Participating Agreement is entered into between the below Participating Entity and the Contractor named below:

PARTICIPATING ENTITY'S NAME

CONTRACTOR'S NAME

Citibank, N.A.

2. Term of this agreement: November 1, 2016 through October 31, 2019

3. The maximum amount of this Agreement is: \$0.00 No maximum. Agreement is under DGS MSA for Travel Payment System. See Exhibit B for payment provisions and prompt payment incentives.

This Participation Agreement is entered into between the Contractor and the Participating Entity pursuant to MSA # 5159906 ("MSA") entered into as of [ July 27 , 2016] between the State of California, Department of General Services ("DGS") and Citibank, N.A. ("Contractor"). The terms of the MSA are incorporated herein by reference. By signing this Participating Agreement, the Participating Entity agrees to be bound by the terms and conditions contained in this Participating Agreement and in the MSA. Participating Entity acknowledges and agrees that should DGS and Contractor execute modification to the MSA, the Participating Entity agrees to be bound by the terms of the MSA, as modified. Further, the undersigned Participating Entity agrees to the methodology for rebate calculation and terms for rebate payment, as appropriate, as set forth in the MSA. All notices to each of the Contractor and the Participating Entity shall be sent to the respective addresses set forth below in Exhibit A, unless either such party designates another address in writing. The undersigned does hereby state and certify to the DGS and Contractor that he or she possesses the express authority to sign the Participating Agreement on behalf of the named Participating Entity and to contractually bind the Participating Entity to the terms of the Participating Agreement and Contract.

Exhibit A – Scope of Work

1 page

Exhibit B – Budget Detail and Payment Provisions

1 page

**IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto.**

<b>CONTRACTOR</b>		CALIFORNIA <b>Department of General Services</b> Use Only
CONTRACTOR'S NAME (If other than an individual, state whether a corporation, partnership, etc.) Citibank, N.A.		
BY (Authorized Signature) 	DATE SIGNED 3 Aug 2016	
PRINTED NAME AND TITLE OF PERSON SIGNING Paul Horn, VP/Managing Director		
ADDRESS 388 Greenwich Street, New York, NY 10013, Contact: Diane Rivera 25 <sup>th</sup> Floor		
<b>PARTICIPATING ENTITY</b>		
AGENCY NAME		
BY (Authorized Signature)	DATE SIGNED	
PRINTED NAME AND TITLE OF PERSON SIGNING		
ADDRESS		
		<input type="checkbox"/> Exempt per _____

**EXHIBIT A**

**SCOPE OF WORK**

1. Contractor agrees to provide Participating Entity Travel Payment System services as described in the MSA 5159906.
2. **Program Type:** (Check Card or Account type selected)  
 Individual Liability Cards  
 Direct Bill Accounts  
 Virtual Card Number Accounts

3. The Contractor's Contract Administrator will be:

Contractor's Contract Administrator

<b>Contact's Name:</b>	Erin Means-Reynoso
<b>Address:</b>	710 Riverpoint Court West Sacramento, CA 95605
<b>Phone Number:</b>	Office: 916-341-2355; Cell: 347-510-7610
<b>Email Address:</b>	erin.meansreynoso@citi.com

4. The Participating Entity's Contract Administrator:

Agency's Contract Administrator

<b>Contact's Name:</b>	
<b>Address:</b>	
<b>Phone Number:</b>	
<b>Email Address:</b>	

**EXHIBIT B**

**BUDGET DETAIL AND PAYMENT PROVISIONS**

**1. Invoicing and Payment**

- A. Contractor shall bill Participating Entity and Participating Entity agrees to pay Contractor for charges incurred in accordance with the California Prompt Payment Act, as specified in the MSA.
- B. Invoices shall be submitted on a monthly basis in arrears to the address and contact listed for the billing account during the implementation and as maintained by an authorized user.
- C. Prompt Payment Incentives shall be calculated and paid annually to Participating Entity as specified in the MSA and Citi Payment Instruction for Rebates form.
- D. Total Spend Incentives shall be paid directly to the Department of General Services, as specified in the MSA.

## OPTIONAL USER INTAKE FORM

Under the terms of MSA 5159906 (as amended, the “MSA”) between the State of California, Department of General Services (“DGS”) and Citibank, N.A. (“Contractor”), each Optional User is required to complete Exhibit A to this Intake Form and provide to the Contractor the documentation specified herein. Capitalized terms used but not defined in this document shall have the respective meanings assigned to such terms in the MSA.

Before the Optional User may have access to the services under the MSA and have Cards issued to its employees, Contractor must first perform a risk assessment and credit evaluation of the Optional User. Acceptance into the Program is contingent upon Contractor being satisfied, in its discretion, with such risk assessment and credit evaluation. The documentation required to be submitted for this assessment includes:

1. **Audited financial statements for the past two (2) years to initiate the credit evaluation**  
**Note: Preferred method of delivery is a link to the last two years of financials. If a link is not available, please send PDF copies. Send via e-mail to: [erin.meansreynoso@citi.com](mailto:erin.meansreynoso@citi.com)**
2. **A statement giving the Optional User's full legal name and Federal Tax ID and primary type of business or governmental entity**
3. **A fully completed copy of the request form on Exhibit A to this document**

**Documents** are to be forwarded to:  
**Erin Means-Reynoso**  
**Via email to: [erin.meansreynoso@citi.com](mailto:erin.meansreynoso@citi.com) or via**  
**US mail to:**  
Citibank N.A.- **Erin Means-Reynoso**  
710 Riverpoint Ct, Suite 100  
West Sacramento, CA 95605

Upon a positive completion of the risk assessment and credit evaluation, Contractor will contact the Optional User via e-mail to initiate the completion of a Participating Agreement, substantially in the form attached to the MSA.



**EXHIBIT A**

**Optional User's Program Request Form**

Optional User Legal Name: \_\_\_\_\_

Optional User Street Address: \_\_\_\_\_  
\_\_\_\_\_

Optional User Federal Tax ID: \_\_\_\_\_

Optional User Contact: \_\_\_\_\_

Contact E-mail Address: \_\_\_\_\_

Contact Telephone Number \_\_\_\_\_

Program Type\*: (Check Card or Account type selected)  
 Individual Liability Cards  
 Direct Bill Accounts  
 Virtual Card Number Accounts \*\* (future account type for hotel/lodging)

\* *All Cards and Accounts are centrally billed and the liability of the Optional User, other than Individual Liability Cards which are individually billed and for which the Cardholder is liable.*

Estimated Annual Spend for Individual Liability Cards: \_\_\_\_\_

Estimated Annual Spend for Direct Bill Accounts: \_\_\_\_\_

\*\*Estimated Annual Spend for Virtual Card Number Accounts: \_\_\_\_\_  
(Estimated Annual Hotel/Lodging Spend)

Estimated Number of Individual Liability Cards: \_\_\_\_\_

Estimated Number of Direct Bill Accounts: \_\_\_\_\_

\*\*Estimated Number of Virtual Card Number Accounts: \_\_\_\_\_  
(Estimated Hotel/Lodging Stays Annually)

*\*\*Estimates for Virtual Card annual spend and estimated number of Virtual Card Number Accounts should be based upon historical annualized spend and the number of hotel/lodging stays currently paid via expense reimbursement.*



14000 Citi Cards Way  
Jacksonville, FL 32258

Citi Commercial  
Cards

## Payment Instructions for Rebates

### Fed-wire or ACH

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To enable payments for rebates and incentives, the following information must be provided by a Program Administrator for the noted company.

Company Name: \_\_\_\_\_

Card Program (s): \_\_\_\_\_

Check one: New bank info \_\_\_\_\_ Change existing bank info \_\_\_\_\_

### **Bank Information**

Bank Name: \_\_\_\_\_

Client Name: \_\_\_\_\_

Bank routing (ABA) number: \_\_\_\_\_

Bank account number: \_\_\_\_\_

Fed-wire or ACH?: \_\_\_\_\_

Special Instructions: \_\_\_\_\_

Citibank will use the above instructions to pay rebates to the noted client. These instructions will be kept securely on record and will be used until written notification is received of any changes to be made.

### **Program Administrator Information**

Name of Program Administrator completing form: \_\_\_\_\_

Program Administrator phone number: \_\_\_\_\_

Program Administrator e-mail address: \_\_\_\_\_

Effective Date/Date Form completed: \_\_\_\_\_