

STANDARD AGREEMENT
STD 213 (Rev. 06/03)

Harbor Department
Agreement 16-3418
City of Los Angeles

AGREEMENT NUMBER 5159906
REGISTRATION NUMBER:

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

PARTICIPATING ENTITY'S NAME Port of Los Angeles
CONTRACTOR'S NAME Citibank, N.A.
- Term of this agreement: November 1, 2016 through October 31, 2019
- 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.

CONTRACTOR	CALIFORNIA Department of General Services Use Only	
CONTRACTOR'S NAME (If other than an individual, state whether a corporation, partnership, etc.) Citibank, N.A.		
BY (Authorized Signature) <i>Paul Horn</i>		DATE SIGNED <i>3 Aug 2016</i>
PRINTED NAME AND TITLE OF PERSON SIGNING Paul Horn, VP/Managing Director		
ADDRESS 388 Greenwich Street, New York, NY 10013, Contact: Diane Rivera 25 th Floor		
PARTICIPATING ENTITY		
AGENCY NAME Port of Los Angeles		
BY (Authorized Signature) <i>Eugene Seroka</i>	DATE SIGNED <i>9/19/16</i>	
PRINTED NAME AND TITLE OF PERSON SIGNING Eugene Seroka, General Manager Harbor Department		
ADDRESS 425 S. Palos Verdes Street., San Pedro, CA. 90731		
<input type="checkbox"/> Exempt per _____		

APPROVED AS TO FORM AND LEGALITY
Deaf. Z 2016
MICHAEL N. FEUER, City Attorney
By *[Signature]*
Assistant City Attorney

[Signature]
Board Secretary

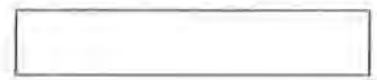


EXHIBIT A

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

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

4. The Participating Entity's Contract Administrator:

Agency's Contract Administrator

Contact's Name:	Kenneth Choa
Address:	425 S. Palos Verdes St., San Pedro, Ca. 90731
Phone Number:	310-732-3215
Email Address:	kchoa@portla.org

APPROVED AS TO FORM AND LEGALITY
20
MICHAEL M. FUEHL, City Attorney
BY _____
Assistant City Attorney

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.