



**State of West Virginia
Agency Master Agreement**

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

Order Date: 2016-05-31

| | |
|--|---|
| Order Number: AMA 1300 1300 STO12E02 | Procurement Folder: 36247 |
| Document Name: Merchant Card Services | Reason for Modification: Change Order To increase the contract in accordance with the attachment fourth amendment. |
| Document Description: Merchant Card Services - Required use per WV Code 12-3A-3 | |
| Procurement Type: Agency Master Agreement | |
| Buyer Name: | |
| Telephone: | |
| Email: | |
| Shipping Method: Vendor | Effective Start Date: 2014-12-01 |
| Free on Board: FOB Dest, Freight Prepaid | Effective End Date: 2017-11-30 |

| VENDOR | DEPARTMENT CONTACT |
|---|---|
| Vendor Customer Code: 000000213792 BB & T 300 SUMMERS ST CHARLESTON WV 25301-1624 US Vendor Contact Phone: (304) 348-7278 Extension: Discount Percentage: 0.0000 Discount Days: 0 | Requestor Name: Bryan Archer Requestor Phone: (304) 341-0713 Requestor Email: bryan.archer@wvsto.com |

| INVOICE TO | SHIP TO |
|--|--|
| WEST VIRGINIA STATE TREASURERS OFFICE 322 70TH ST SE CHARLESTON WV 25304 US | WEST VIRGINIA STATE TREASURERS OFFICE 322 70TH ST SE CHARLESTON WV 25304 US |

| | |
|---------------------------|-----------------|
| Total Order Amount | Open End |
|---------------------------|-----------------|

DEPARTMENT AUTHORIZED SIGNATURE
SIGNED BY: Bryan Archer
DATE: 2016-05-31
ELECTRONIC SIGNATURE ON FILE

Extended Description:

Change Order

To Increase the contract per the attached fourth amendment.

| Line | Commodity Code | Manufacturer | Model No | Unit | Unit Price |
|------|---------------------|-------------------|----------|------|------------|
| 1 | 84121500 | | | EA | \$0.000000 |
| | Service From | Service To | | | |

Commodity Line Description: Banking institutions

Extended Description:

FEES for POS Expenses related to Merchant/Credit Card Services

| Line | Commodity Code | Manufacturer | Model No | Unit | Unit Price |
|------|---------------------|-------------------|----------|------|------------|
| 2 | 43211720 | | | EA | \$0.000000 |
| | Service From | Service To | | | |

Commodity Line Description: Point of sale payment terminal

Extended Description:

Various types of POS terminals - rental or purchase. Price varies

| Line | Commodity Code | Manufacturer | Model No | Unit | Unit Price |
|------|---------------------|-------------------|----------|------|------------|
| 3 | 43212112 | | | EA | \$0.000000 |
| | Service From | Service To | | | |

Commodity Line Description: Point of sale POS receipt printers

Extended Description:

Various types of printers - price varies

| Line | Commodity Code | Manufacturer | Model No | Unit | Unit Price |
|------|---------------------|-------------------|----------|------|------------|
| 4 | 14111608 | | | EA | \$0.000000 |
| | Service From | Service To | | | |

Commodity Line Description: Gift certificate

Extended Description:

Agencies use of Gift Card Program

| Line | Commodity Code | Manufacturer | Model No | Unit | Unit Price |
|------|---------------------|-------------------|----------|------|------------|
| 5 | 43211505 | | | EA | \$0.000000 |
| | Service From | Service To | | | |

Commodity Line Description: Point of sale POS terminal

Extended Description:

PIN Pads/ Card Readers/ Check Readers

FOURTH AMENDMENT

to

AGREEMENT

between

WEST VIRGINIA STATE TREASURER'S OFFICE ("STO")

and

BRANCH BANKING & TRUST CO. ("BB&T")

This **FOURTH AMENDMENT** ("Fourth Amendment") is made effective June 1, 2016, and amends the Agreement dated December 1, 2011, known as Purchase Order STO12E02, by and between the WEST VIRGINIA STATE TREASURER'S OFFICE (STO) and BRANCH BANKING & TRUST CO. (BB&T).

WHEREAS, the STO and BB&T entered into the Agreement for merchant card services; and

WHEREAS, the Agreement reserves the right of the STO to amend the Services under the Agreement as mutually agreed between the parties; and

WHEREAS, the parties desire to amend the Agreement by adding one (1) additional type of merchant machine described herein and adding its corresponding cost to the Equipment listing located in Exhibit B.

NOW, THEREFORE, THIS AMENDMENT WITNESSETH:

The parties covenant and agree as follows:

- 1. Equipment:** The parties agree to add the SecureKey™ M130/M100 merchant machine to the updated Equipment listing in Exhibit B to this Agreement. The M-130/M100 machine, as manufactured by SecureKey, is an encrypting keypad with a magnetic stripe reader. It encrypts sensitive magnetic strip and keyed-in data as part of its standard processing while transmitting the data in an encrypted format to the processor. This particular machine is being added to reflect the processing needs of individual state agencies and their Point of Sale processing. This additional machine is required for interfacing between the physical Point of Sale terminal located at an agency with other software systems the agency may use for their processing and reporting. The cost of these machines is listed in Exhibit B attached to this Agreement.

2. **Compensation:** Exhibit B of the Agreement is hereby deleted and the attached Exhibit B is substituted therefor.
3. **Remaining Terms and Conditions:** This Fourth Amendment constitutes the entire understanding and agreement of the parties with respect to the subject matter and supersedes all prior agreements, written or oral, between the parties with respect thereto. All other terms and conditions of the Agreement, as amended, shall remain in full force and effect.
4. **Execution in Duplicate:** This Fourth Amendment may be executed in duplicate, each of which shall be considered an original.

WITNESSETH THE FOLLOWING SIGNATURES:

WEST VIRGINIA STATE TREASURER'S OFFICE:

Shelley Murray
Approval Signature

DT-P
Title

5/31/16
Date

BRANCH BANKING & TRUST CO.

Michael Holtshear
Approval Signature

SVP
Title

5/26/2016
Date

This document was drafted by:
M. Lindsay Marchlo, Esq.
West Virginia State Treasurer's Office
322 70th Street SE
Charleston, WV 25304
(304) 340-5023

**Exhibit B
Fee Schedule
STO12E02**

| Section 1: Services for Operating Accounts (DDA) | | Unit Rate |
|---|--------------------------------------|------------------|
| * | DDA Account Maintenance (3.3.2) | \$100.00 |
| | Per Transaction or Item Fees (3.3.3) | |
| | ACH Credit | \$0.10 |
| | ACH Debit | \$0.10 |
| ** | Wire Transfers | \$0.25 |

*DDA maintenance fees will be billed through the Cash Management contract STO27E as long as BB&T handles both contracts.

**BB&T currently handles both the Cash Management Services STO27E as well as the Merchant Card Services STO12E02. Wire transfers handled through CMOL are considered debit transfers charged at a discounted rate through the Cash Management Contract STO27E.

| | Account Transfers - Credits & Debits | \$1.00 |
|--|---|--|
| | Credit Advices: Deposit Adjustments | \$0.25 |
| | Debit Advices: Deposit Adjustments | \$0.25 |
| | Other (Daily Earnings Credit Rate for average daily available balances) | 0.00001096 |
| | | |
| Section 2: Services for Credit Cards | | Unit Rate |
| | Merchant Discount Rates (3.3.5) Effective January 1, 2015** | |
| *** | VISA | 1.83% |
| *** | MasterCard (MC settles w/ VISA) | 1.83% |
| *** | Discover (will have same rate and will settle w/ VISA when MAP conversion is complete and Discover contract is terminated) | 1.83% |
| **** | Small Ticket Purchase Fee- | 1.83% + \$0.20 |
| | Card Brand Pass Thru Fees | \$0.02 |
| | PIN Entered EBT (PIN Required) Transaction Fee | \$0.45 |
| | Cardholder Disputes (3.3.22, 4.3.6) | \$0.00 |
| | Gateway Monthly Fee (4.3.4) | \$15.00 |
| | Other Transaction Fees | \$0.00 |
| | Training & Support (3.3.12, 4.2.4, 4.2.5) | \$0.00 |
| | PCI Compliance Fee | \$0.00 |
| | Electronic Banking Statements | \$0.00 |
| | Research (4.5.5) | \$0.00 |
| | Web-based Access to Reports (4.5.6) | \$0.00 |
| | Terminal Replacement Fees | \$100.00 |
| | Terminal Upgrades | Upgrade pricing is based on the equipment pricing list |
| | Terminal Supplies to STO and/or Agencies | \$0.00 |
| | | |
| Check Program (paper, no conversion) | | |
| | > Guarantee Rate | 1.30% |
| | > Transaction Fee | \$0.20 |
| | > Monthly Minimum Fee | \$35.00 |
| | > Voice Authorization Fee | \$3.00 |
| | > Annual Fee | \$50.00 |
| | | |
| Check Conversion Program | | |
| | > Administrative Set-Up | \$25.00 |
| | > Monthly Minimum Charge | \$15.00 |
| | > Guarantee Rate | 1.15% |
| | > Transaction Fee | \$0.25 |
| | > Check Image Retrieval | \$2.50 |
| | > Chargebacks | \$4.00 |
| | | |
| Purchasing/Corporate Card Payments - Effective February 1, 2015 | | |
| | Level 1 Processing Fee where Level 2 or 3 is Available | 2.95% |
| | Level 1 ticket items will be charged 2.95% as opposed to 1.83%, the standard rate, when Level 2 data is not entered. Those agencies accepting Pcards for internal and external transactions will be subject to the higher pricing unless all Level 2 data as well as AVS are entered into the merchant system at the time the transaction is processed. | |

**Exhibit B
Fee Schedule
STO12E02**

| Equipment (3.5, 4.2.2) | Purchased New | Purchased Refurbished | Monthly Rental |
|--|----------------------|------------------------------|---|
| Terminals | | | |
| Ingenico iCT220 | \$350.00 | \$300.00 | Available for 6/9/12 month payment schedule |
| Ingenico iCT220 contactless | \$350.00 | \$300.00 | Available for 6/9/12 month payment schedule |
| Ingenico iCT250 | \$350.00 | \$300.00 | Available for 6/9/12 month payment schedule |
| Ingenico iWL 255 (3G Wireless Terminal - See Wireless Section for additional pricing) | \$700.00 | \$500.00 | Available for 6/9/12 month payment schedule |
| Ingenico iWL 252 (BlueTooth Wireless Terminal - See Wireless Section for additional pricing) | \$600.00 | \$500.00 | Available for 6/9/12 month payment schedule |
| Verifone Vx520 | \$350.00 | \$300.00 | Available for 6/9/12 month payment schedule |
| SecureKey™ M130/M100 | \$120 | | |

Terminals with comparable features and functionalities will be offered at the price stated above.

The price of all other terminals will be defined in future amendments.

| Obsolete Terminal Models. We will continue supporting replacements as available. | | | |
|---|----------|----------|---|
| Tranz 330- Tranz 380 - Tranz Swivel Stand | | | |
| Omni 3750 - Omni 3740 - Omni 3200SE | | | |
| Hypercom T7P - T7PT - T7Plus | | | |
| POS Partner PC Software | | | |
| Hypercom S-9 PIN pad | | | |
| Verifone Vx510 | | \$200.00 | Available for 6/9/12 month payment schedule |
| Verifone Vx570 | | \$300.00 | Available for 6/9/12 month payment schedule |
| Verifone Vx570 Dual Comm | | \$300.00 | Available for 6/9/12 month payment schedule |
| Hypercom 4205 | | \$200.00 | Available for 6/9/12 month payment schedule |
| Hypercom 4420 Dual Comm | | \$300.00 | Available for 6/9/12 month payment schedule |
| Omni 3750 not available for distribution after September 2013. | | | |
| PIN pads | | | |
| Omni P1000SE PIN pad | \$125.00 | N/A | N/A |
| Ingenico iPP310 (EMV Capable) | \$250.00 | N/A | N/A |
| Ingenico iPP320 | \$350.00 | N/A | N/A |
| Vx805 | \$250.00 | N/A | N/A |
| Printers | | | |
| Verifone P-900 | \$225.00 | N/A | N/A |
| Epson Receipt Printer (T-20) | \$250.00 | N/A | Available for 6/9/12 month payment schedule |
| Card Readers | | | |
| Magtek Reader | \$90.00 | N/A | N/A |
| ID Tech (PAYware PC only) | \$100.00 | N/A | N/A |
| Check Readers | | | |
| RDM Check Reader 6014f (Ttech) | \$375.00 | N/A | N/A |
| Magtek Mini MICR | \$240.00 | N/A | N/A |
| Check Manager | \$300.00 | N/A | N/A |
| Other | | | |
| Imprinters | \$0.00 | N/A | N/A |
| Sales Slips/Return Slips | \$0.00 | N/A | N/A |
| Printer Paper and Ribbon | \$0.00 | N/A | N/A |

New purchased equipment is warranted for a period of six months, or replaced at no cost.

Refurbished equipment is warranted for a period of three months, or replaced at no cost.

Damages from acts of God or through user abuse is not covered under warranty.

| Gift Card Program | | |
|---|----|-------------|
| Gift Card (Custom Program) | | |
| >Monthly Fee per location | \$ | 10.00 |
| >Per Transaction Fee | \$ | 0.15 |
| >Prepress Fee (per card type) | \$ | 100.00 |
| >Graphic Design (per card type) | \$ | 75.00 |
| >Additional Card Production | | \$0.45/card |
| >Additional Locations (set-up) | \$ | 75.00 |
| Additional Terminals (set-up) | \$ | 10.00 |
| Global Virtual Terminal | | |
| > License Fee (one-time per acct) | \$ | 75.00 |
| > Monthly Gateway Fee | \$ | 9.95 |
| > Transaction Fee | \$ | - |
| Trust Commerce | | |
| > License Fee (one-time per acct) | \$ | 99.00 |
| > Monthly Gateway Fee (see #6) | \$ | 15.00 |
| > Transaction Fee | \$ | 0.09 |
| >Citadel Monthly Fee | \$ | 11.00 |
| >Citadel Per Transaction Fee | \$ | 0.08 |
| Payware | | |
| > License Fee (one-time, per acct) includes one card sleeve | \$ | 99.00 |
| > Monthly Gateway Fee (per mobile device) | \$ | 15.00 |
| >Additional Card Sleeve | \$ | 50.00 |
| Authorize.Net | | |
| > License Fee | | \$70.00 |
| > Monthly Gateway Fee | | \$14.95 |
| > Transaction Fee | | \$0.06 |
| ACH Fees | | |
| Monthly Fee | | \$10.00 |
| Returned Item Fee | | \$3.00 |
| Chargeback Fee | | \$25.00 |
| Per Transaction Fee | | \$0.50 |
| Per Batch Fee | | \$0.30 |
| Systems East | | |
| > License Fee (one-time, per account) | | \$75.00 |
| > Monthly Gateway Fee | | \$9.95 |
| > Transaction Fee | | \$0.06 |
| Other Items | | |
| **** Other Card Types - American Express | | 0.30% |
| 24-hr Batch Close Fee | \$ | - |
| Merchant "Daily Letter" | \$ | - |

| GlobalBay Merchant | |
|--|----------------------|
| Basic - 1 User Monthly Fee | \$ 49.00 |
| Small - 3 Users Monthly Fee | \$ 59.00 |
| Medium - 5 Users Monthly Fee | \$ 69.00 |
| Enterprise - Unlimited Users Monthly Fee | \$ 99.00 |
| Global Bay Equipment | |
| Printer | \$ 339.00 |
| Cash Drawer | \$ 159.00 |
| Vx805 EMV Device | \$ 249.00 |
| iPad Stand | \$ 159.00 |
| iPad 4 WiFi 16 GB | \$ 499.00 |
| Barcode Scanner | \$ 279.00 |
| >BB&T Bundle without iPad or Scanner | \$ 900.00 |
| >BB&T Bundle with scanner (no iPad) | \$ 1,200.00 |
| >BB&T Bundle with iPad 4 (no scanner) | \$ 1,400.00 |
| >BB&T Bundle with iPad 4 and scanner | \$ 1,700.00 |
| >Each Bundle Includes: | |
| iPad Stand | |
| Cash Drawer | |
| Printer | |
| Vx805 EMV device | |
| Audio Jack Reader | |
| A Router is required for GlobalBay and must be provided by the merchant | |
| Ingenico Wireless IWL 255 | |
| | New \$700.00 |
| > Ingenico IWL 255 Terminal | Refurbished \$500.00 |
| > Wireless Setup Fee (one time, per terminal) | \$35.00 |
| > Monthly Wireless Fee (per terminal) | \$20.00 |
| > Transaction Fee | \$0.05 |
| This terminal is supported only by AT&T. Pricing for wireless service does not include service provided by the wireless company. Subject to phone service provider availability/pricing. | |

** The Merchant Discount Rate of 1.83% shall take effect January 1, 2015. The Merchant Discount Rate effective December 1, 2014, through December 31, 2014 shall be 1.75%.

***Visa, MasterCard, and Discover rates are based on the current interchange rate structure including all pending adjustments to signature and PIN debit transaction related to the recent Dodd-Frank Financial Reform Bill (including the Durbin Debit Interchange Amendment) that take effect on October 1, 2011. Should interchange costs change based on Federal Government and/or Federal Reserve rules and regulations, BB&T may propose pricing adjustment for the STO's approval.

****Effective January 1, 2015, Small Ticket Pricing for MIDs averaging or having the majority of the transactions less than or equal to \$15.00 per transaction will be assessed a \$0.20 transaction fee. Service fee accounts will not be subject to the surcharge. Rates and other fees will apply per schedule above. The \$.20 per transaction fee will be assessed to all transaction accounts with sales related to Parking and Food Service MID's with average transactions equal to or less than \$15 each.

*****BB&T proposes to assume and manage the State Agency Discover MIDs in order to settle the funds within 24 hours and with the V/MC settlement dollars. Until such time we are able to do the same with American Express settlements, we will continue to assess the 0.300 basis point processing fee for American Express transactions.

Pricing for wireless service does not include service provided by the wireless company. Subject to phone service provider availability/pricing.