

STATE OF CALIFORNIA
STANDARD AGREEMENT
 STD. 213 (Rev. 06/03)

AGREEMENT NUMBER	
DGS-OFA-OPPS-06	
REGISTRATION NUMBER	

- This Agreement is entered into between the State Agency and the Contractor named below:
STATE AGENCY'S NAME
 Department of General Services
CONTRACTOR'S NAME
 American Express Corporate Services and US Bank Voyager Fleet Systems, Inc.
- The term of this Agreement is: November 1, 2006 through October 31, 2009
- The maximum amount of this Agreement is: \$ 0
- The parties agree to comply with the terms and conditions of the following exhibits which are by this reference made a part of the Agreement:

Exhibit A - Scope of Work	Page(s) 2-3
Exhibit B - Special Terms and Definitions	Page(s) 4
* Exhibit C - General Terms and Conditions	GTC-1005
Attachment 1 - Bid/Bidder Certification Sheets	Page(s) 5-6
Additional Signature Block	Page(s) 7

- * RFP-DGS-OFA-OPPS-06 and Addendum 1 are hereby incorporated by reference and made part of this agreement as if attached hereto.
- * American Express Corporate Services' response proposal to RFP-DGS-OFA-OPPS-06 is hereby incorporated by reference and made part of this agreement as if attached hereto.

Items shown with an Asterisk (), are hereby incorporated by reference and made part of this agreement as if attached hereto. These documents can be viewed at www.dfs.dgs.ca.gov/StandardLanguage*

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

CONTRACTOR (see page 7 for additional signature block)		California Department of General Services Use Only h.m.
CONTRACTOR'S NAME (if other than an individual, state whether a corporation, partnership, etc.) American Express Corporate Services		
BY (handwritten signature) <i>Anne Williams</i>	DATE SIGNED (Do not type) <u>10/12/06</u>	<div style="border: 1px solid black; padding: 5px; text-align: center;"> APPROVED OCT 23 2006 </div> DEPT OF GENERAL SERVICES <i>[Signature]</i>
PRINTED NAME AND TITLE OF PERSON SIGNING Anne Williams, EVP-U.S. Commercial Card		
ADDRESS 200 Vesey St. 24th Fl. New York, NY 10285		
STATE OF CALIFORNIA		
AGENCY NAME Department of General Services		<input type="checkbox"/> Exempt per
BY (handwritten signature) <i>Rob Cook</i>	DATE SIGNED (Do not type) <u>10/16/2006</u>	
PRINTED NAME AND TITLE OF PERSON SIGNING Rob Cook, Deputy Director		
ADDRESS 800 Q Street, Sacramento, CA 95814		

**Exhibit A
SCOPE OF WORK**

General Requirements

1. Contractor will provide a One Provider Payment System for the purchase of fleet and travel-related services.
2. Contractor will transition all current card holders over to the new payment system in a 2-month time period or less.
3. Contractor will provide all training and related materials to ensure optimal use of the payment system. There will be no cost to the State associated with the training or materials.
4. Contractor will provide a single point of contact for account management of the One Provider Payment System available 8:00 a.m.-5:00 p.m. (pst), Monday through Friday.
5. Contractor will provide all services described in this RFP at no cost to the State of California or participating governmental entities.
6. Contractor will provide: 24-hour customer support; a 24-hour toll free number for reporting lost or stolen cards; and 24-hour on-line access for account maintenance, reporting and billing information.
7. Contractor will provide both standard and ad-hoc report generating capabilities from a centralized web-based location.
8. Contractor will have the capability to generate real-time reports for both fuel/maintenance and travel-related transactions.
9. Contractor will ensure that the State of California will not assume liability for charges on cards reported lost, stolen or cancelled.
10. Contractor will have the capability to invoice State departments and other participating governmental entities individually.

Fleet Payment Solution Requirements

1. Contractor's fleet payment system will be accepted at all major fueling locations Nationwide.
2. Contractor will have the capability to assign a fuel and maintenance payment mechanism to either a State-owned vehicle and/or State employee.
3. Contractor will have the ability to provide federal excise tax exemptions on all gasoline and diesel transactions at no cost to the State of California and must have the ability to bill these transactions to the State net of taxes for the life of this agreement.
4. Contractor will provide Level III data capture on 100% of transactions from all merchants that accept their card.
5. Contractor will provide a dedicated account manager available 8:00 a.m. – 5:00 p.m. (pst), Monday through Friday for the Fleet Payment System. This is in addition to the overall account manager for the One Provider Payment System.
6. Contractor will provide a system for authorizing payment of State-owned vehicle maintenance based on specific business rules provided by the State.
7. Contractor's maintenance payment system will be accepted at preauthorized commercial repair vendors.

Travel Payment Solution Requirements

1. Contractor's travel payment system will be accepted by all major airlines, commercial rental car companies, taxis, hotels and other travel industry providers worldwide.
2. Contractor will offer a combination of centrally-billed accounts and individual government cards. Government cards must have the capability to be issued in either the State traveler's individual credit or in the State's credit.
3. Contractor will have the capability to issue government cards in the State traveler's own individual credit. All cards must be clearly marked as "Official Government Business".
4. Contractor will have the capability to issue government cards to State travelers that are in the State's credit. All cards must be clearly marked as "Official Government Business".
5. Contractor's report generating system will have drill-down (ability to capture and report detailed expenditure information) capabilities.
6. Contractor will provide a dedicated travel account manager available 8:00 a.m.-5:00 p.m. (pst), Monday through Friday for the Travel Payment System. This is in addition to the overall account manager for the One Provider Payment System.

Travel Portal Solution Requirements

1. Contractor will develop an on-line Travel Portal that facilitates on-line booking for State employee's travel for airlines, car rental, lodging and enforcement of travel policies.
2. Contractor will develop an on-line Travel Portal that will link State travelers directly to one of the 25 State authorized travel agencies, State Garage on-line reservation system, or airline portals based on specific business rules.
3. Contractor will develop an on-line Travel Portal with the capability to capture user's travel reservation request data, and generate utilization reports and exception reports for travel not in compliance with set travel policy. Corresponding travel data will be owned by the State of California and be easily accessible.
4. Contractor will develop an on-line Travel Portal that adheres to the State's Internet standards and policies and complies with all security, confidentiality, and privacy requirements.
5. The DGS will own and host the URL and redirect users to the contractor's Travel Portal. All maintenance and further development will be required by the contractor.
6. Contractor will ensure that the development, maintenance and further evolution of the on-line Travel Portal will be at no cost to the State of California.
7. Contractor will provide a dedicated system manager available 8:00 a.m. – 5:00 p.m. (pst), Monday through Friday for the Travel Portal. This is in addition to the overall account manager for the One Provider Payment System.

**Exhibit B
SPECIAL TERMS AND CONDITIONS**

1. **No Contract Until Signed**
No agreement between DGS and the successful respondent is in effect until a contract is signed by both parties and approved by the DGS, Office of Legal Services, in accordance with Government Code, Section 14831.
2. **RFP Incorporated into Final Contract**
The terms and conditions of this RFP will be incorporated into the final contract.
3. **News Releases**
News releases pertaining to any award from this RFP may not be made without the prior written approval of the State's Primary Contact Person.
4. **Authorized Users**
Through the contract awarded as a result of this RFP, the successful respondent shall offer a payment system for the purchase of fuel, vehicle maintenance authorization, and travel-related services to:
 - 240-plus agencies (including boards and commissions)
 - California State Universities
 - California Community CollegesThe following entities may participate under this contract, however the successful respondent must receive pre-approval from the DGS/OFA prior to providing service:
 - The Universities of California
 - California Cities and Counties
 - Political Subdivisions including special districts

subject to the credit review and approval of the successful respondent
ART (US&Voyager)
A.A. (American Express)
5. **Terms and Conditions of Participating Governmental Entities**
To implement the contract, DGS specifies the terms and conditions for entity participation. Terms and conditions include: (1) specific requirements for complying with State procurement law; and (2) general guidelines covering internal procedures for participating governmental entities.
6. **Settlement of Dispute**
In the event of a dispute, successful respondent shall file a "Notice of Dispute" with DGS/OFA, Attn: Deputy Director, Interagency Support Division within ten (10) days of the discovery of the problem. Within ten (10) days, the Deputy Director and OFA Chief shall meet with the successful respondent for purposes of resolving the dispute. The decision of the Deputy Director shall be final.
7. **Alternative Dispute Resolution**
In the event a dispute arises with respect to the interpretation of, performance of, or the relationship created by, all or any part of this Agreement, the parties shall attempt in good faith to resolve the dispute. If such efforts prove unsuccessful, each party agrees to consider the use of mediation, mini-trial, arbitration or other alternative dispute resolution techniques prior to resorting to litigation. If the parties utilize mediation, mini-trial, arbitration or other alternative dispute resolution techniques, each party agrees that no award or decision resulting therefrom shall include punitive damages.
8. **Quantities**
The State or participating governmental entities cannot, and will not guarantee any quantity of use of, the One Provider Payment System or business volume.
9. **Termination or Cancellation**
The State reserves the right to terminate for any reason at the State's sole discretion any contract awarded pursuant to this RFP upon thirty (30) days written notice.

STATE OF CALIFORNIA

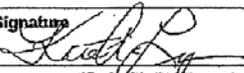
REQUEST FOR PROPOSAL
RFP-DGS-OFA-OPPS-06

BID/BIDDER CERTIFICATION SHEET

This Bid/Bidder Certification Sheet must be signed and returned along with all the "required attachments" as an entire package 4 copies with original signatures. The bid must be transmitted in a sealed envelope in accordance with RFP instructions.

- A. The Bid/Bidder Certification Sheet must be received to validate RFP information.
- B. All required attachments are included with this certification sheet.
- C. I have read and understand the DVBE participation requirements and have included documentation demonstrating that I have met the participation goals or have made a good faith effort. (not applicable- In lieu of this process, please refer to Section 8.4)
- D. The signature affixed hereon and dated certifies compliance with all the requirements of this bid document. The signature below authorizes the verification of this certification.

An Unsigned Bid/Bidder Certification Sheet May Be Cause For Rejection

1. Company Name American Express Travel Related Services		2. Telephone Number (877) 306-9083	2a. Fax Number (415) 227-4955
3. Address 49 Stevenson Street, Suite 900, San Francisco, CA, 94105			
Indicate your organization type:			
4. <input type="checkbox"/> Sole Proprietorship		5. <input type="checkbox"/> Partnership	6. <input checked="" type="checkbox"/> Corporation
Indicate the applicable employee and/or corporation number:			
7. Federal Employee ID No. (FEIN) 13-4922250		8. California Corporation No.	
Indicate applicable license and/or certification information:			
9. Contractor's State Licensing Board Number		10. PUC License Number CAL-T-	11. Required
12. Bidder's Name (Print) Kata A. Leeper		13. Title Director, Account Development	
14. Signature 		15. Date April 17, 2006	
16. Are you certified with the Department of General Services, Office of Small Business Certification and Resources (OSBCR) as:			
a. Small Business Enterprise Yes <input type="checkbox"/> No <input type="checkbox"/> If yes, enter certification number: _____		b. Disabled Veteran Business Enterprise Yes <input type="checkbox"/> No <input type="checkbox"/> If yes, enter your service code below: _____	
NOTE: A copy of your Certification is required to be included if either of the above items is checked "Yes". Date application was submitted to OSBCR, if an application is pending: _____			

**REQUEST FOR PROPOSAL
RFP-DGS-OFA-OPPS-06**

BID/BIDDER CERTIFICATION SHEET

This Bid/Bidder Certification Sheet must be signed and returned along with all the "required attachments" as an entire package 4 copies with original signatures. The bid must be transmitted in a sealed envelope in accordance with RFP instructions.

- A. The Bid/Bidder Certification Sheet must be received to validate RFP information.
- B. All required attachments are included with this certification sheet.
- C. I have read and understand the DVBE participation requirements and have included documentation demonstrating that I have met the participation goals or have made a good faith effort. (not applicable in lieu of this process, please refer to Section 8.4)
- D. The signature affixed herein and dated certifies compliance with all the requirements of this bid document. The signature below authorizes the verification of this certification:

An Unsigned Bid/Bidder Certification Sheet May Be Cause For Rejection

1. Company Name US Bank Voyager Fleet Systems, Inc.		2. Telephone Number (832) 486-1057	2a. Fax Number (832) 486-1100
3. Address 738 Highway 6 South, Ste 600, Houston, TX, 77079			
Indicate your organization type:			
4. <input type="checkbox"/> Sole Proprietorship		5. <input type="checkbox"/> Partnership	6. <input checked="" type="checkbox"/> Corporation
Indicate the applicable employee and/or corporation number:			
7. Federal Employee ID No. (FEIN) 76-0476053		8. California Corporation No.	
Indicate applicable license and/or certification information:			
9. Contractor's State Licensing Board Number		10. PUC License Number CAL-T-	11. Required
12. Bidder's Name (Print) Robert Meyer		13. Title Senior Vice President	
14. Signature <i>Robert Meyer</i>		15. Date 4/24/2006	
16. Are you certified with the Department of General Services, Office of Small Business Certification and Resources (OSBCR) as:			
a. Small Business Enterprise Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> If yes, enter certification number: _____		b. Disabled Veteran Business Enterprise Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> If yes, enter your service code below: _____	
NOTE: A copy of your Certification is required to be included if either of the above items is checked "Yes". Date application was submitted to OSBCR, if an application is pending: _____			

ADDITIONAL SIGNATURE BLOCK

CONTRACTOR	
CONTRACTOR'S NAME (If other than an individual, state whether a corporation, partnership, etc.) US Bank Voyager Fleet Systems, Inc.	
BY (Authorized Signature) 	DATE SIGNED (Do not type) 10/12/06
PRINTED NAME AND TITLE OF PERSON SIGNING CHARLES L. WILKINS - SENIOR VICE PRESIDENT	
ADDRESS 738 HIGHWAY 6 SOUTH #600 HOUSTON, TX 77079	