

STANDARD AGREEMENT

STD 213 (Rev 06/03)

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	
CONTRACTOR'S NAME Citibank, N.A.	
- Term of this agreement: November 1, 2016 through October 31, 2019 With (2) two-year options to extend.
- 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.

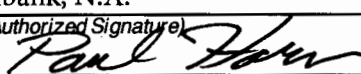
CONTRACTOR	CALIFORNIA Department of General Services Use Only
CONTRACTOR'S NAME (If other than an individual, state whether a corporation, partnership, etc.) Citibank, N.A.	
BY (Authorized Signature) 	DATE SIGNED 3 Aug 2016
PRINTED NAME AND TITLE OF PERSON SIGNING Paul Horn, VP/Managing Director	
ADDRESS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

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:	
Address:	
Phone Number:	
Email Address:	

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.