

STATE OF OHIO
DEPARTMENT OF ADMINISTRATIVE SERVICES
GENERAL SERVICES DIVISION
OFFICE OF PROCUREMENT SERVICES
4200 SURFACE ROAD, COLUMBUS, OH 43228-1395

AMENDMENT FOR CHANGE
AMENDMENT NO. 4

TO: ALL STATE AGENCIES, STATE INSTITUTIONS OF HIGHER EDUCATION AND PROPERLY REGISTERED MEMBERS OF THE COOPERATIVE PURCHASING PROGRAM OF THE DEPARTMENT OF ADMINISTRATIVE SERVICES

FROM: ROBERT BLAIR, DIRECTOR, DEPARTMENT OF ADMINISTRATIVE SERVICES

SUBJECT: CONTRACT FOR FLEET CREDIT CARD SERVICES

Attached are pages 4 through 8 to this contract. Remove these pages from the existing contract and replace with the attached pages on the effective and/or revision date.

This amendment is issued to add the Fleet Virtual Pay program and re-paginate the document.

All other prices, terms and conditions remain unchanged.

This Amendment, the main Requirements Contract and any additional amendments thereto are available from the DAS Web site at the following address:

<http://www.ohio.gov/procure>

Affected Contractor(s):

213990
Voyager Fleet Systems
12800 Foster Street
Overland Park, KS 66213
mark.hess1@usbank.com

*FLEET VIRTUAL PAY

The parties agree to add the U.S. Bank Fleet Virtual Pay® (“Fleet Virtual Pay”) Accounts, a U.S. Bank commercial card feature available through and processed by MasterCard, to Contract No. CSP902014. U.S. Bank will process Fleet Virtual Pay MasterCard transactions and transfer such transactions to the Voyager Processing System. The State desires to expand the Contract so that the State, its Agencies, and its Political Subdivisions may utilize Fleet Virtual Pay and present Fleet Cards to those Merchants who do not accept Fleet Cards but will accept MasterCard. The State, its Agencies, and its Political Subdivisions shall continue to use the Fleet Card for the purchase of fuel and fuel related purchases, and any purchases and/or transactions not accepted on the Voyager Processing System, through the implementation of Fleet Virtual Pay, when accepted by MasterCard Merchants, shall be transferred to and processed by MasterCard. U.S. Bank shall provide the State, its Agencies, and its Political Subdivisions with Statements through the Voyager Processing System.

1. Glossary.

- a. “Account” means any account established by U.S. Bank pursuant to this Fleet Virtual Pay Addendum in the name of the State, its Agencies and its Political Subdivisions and/or Cardholders who may be permitted to participate in Contract No. CSP902014, to which Debt is charged, whether or not a Card is issued in conjunction with such Card.
- b. “MasterCard” means MasterCard® USA, Inc., and/or MasterCard International.
- c. “Merchant” means an entity that has entered into an agreement that governs the acceptance of Cards.
- d. “Merchant Category Code” means the code established by the Associations that identifies and classifies goods or services offered by a Merchant. Each Merchant designates its Merchant Category Code to the applicable Association.
- e. “Voyager Processing System” means the network used to process Fleet Card transactions, owned and operated by U.S. Bank.

2. Account Issuance. U.S. Bank shall issue Fleet Virtual Pay Accounts to the State, its Agencies, and its Political Subdivisions and/or cardholders who may be permitted to participate in Contract No. CSP902014 pursuant to the terms and conditions herein. The State is solely liable to U.S. Bank for all charges on the Accounts for itself and its Agencies only. A Political Subdivision is solely liable to U.S. Bank for all charges on the Accounts for itself under a program of its own.

3. Minimum Performance Requirements. U.S. Bank will make no Revenue Share calculation unless:

- a. The State has qualified for and earned a Performance Incentive pursuant to the terms and conditions stated in the Contract;
- b. The File Turn Days Payment Performance for all Account Statements of the State and its Agencies is equal to or less than forty (40); and
- c. The Net Quarterly Charge Volume is equal to or greater than two-hundred-fifty thousand U.S. dollars (\$250,000.00).

*Indicates change 08/11/15.

COST SUMMARY

Fleet Credit Card Services
 CSP902014
 UNSPSC CATEGORY CODE: 80161505

Contractor: U.S. Bank National Association

<u>Description</u>	<u>Unit Name</u>	<u>No. of Units</u>	<u>Unit Cost</u>	<u>Total Cost</u>
Cost per card (if any):				
1. Card cost.	each card	1	\$ 0.00	\$ 0.00
2. Card replacement cost.	each card	1	\$ 0.00	\$ 0.00
3. Any service cost including mailing fees, overnight fees, data file fees, report fees, etc.	each card	1	\$ 0.00	\$ 0.00
4. Transaction fees for maintenance data capturing, coding etc (specify).	per transaction	1	\$ 0.00	\$ 0.00
Total Card Cost			\$ 0.00	\$ 0.00

Discounts, Shared Revenue and Other Incentives (if any):	N/A	N/A	N/A	
5. Discount opportunities from participating retailers. Vehicle Maintenance and repair utilizing National Account and/or GSA maintenance and repair pricing schedules, etc.	N/A	N/A	N/A	\$ 0.00
Note: Estimated \$11,280.50 Cost Savings Annually. Contractor will apply a two cent (\$0.02) per gallon pass through discount (at time of monthly billing) to all gallons purchased at third (3 rd) party participating locations in the merchant discount network program.				
6. Detailed revenue sharing.	N/A	N/A	N/A	\$ 0.00
Note: Estimated \$420,000 Cost Savings Annually. Contractor will apply Performance, Volume and Speed of Payment Incentives as illustrated below.				
7. Other incentives (provide detailed data and information on any added services or financial incentives.).	N/A	N/A	N/A	\$ 0.00
Total Discounts, Shared Revenue and Other Incentives (if any).	N/A	N/A	N/A	\$ 0.00
Note: Estimated \$431,280.50 Total Estimated Cost Savings Annually.				

<u>Other Rates / Charges:</u>				
8. Transaction fees for uploading and integrating internal fuel tank data into the Offeror's reporting system.	N/A	N/A	N/A	\$ 0.00
9. Card reader pricing per unit. Up to three configurations will be accepted. All specifications, features and descriptions must be included.	N/A	N/A	N/A	\$ 0.00
10. Polling / data storage hardware (PC / server) per unit.	N/A	N/A	N/A	\$ 0.00
11. Card reader and tank unit installation costs.	N/A	N/A	N/A	\$ 0.00
12. Others (specify).	N/A	N/A	N/A	\$ 0.00

All costs must be in U.S. Dollars.

*Indicates change 08/11/15.

Performance Incentive: Contractor offers the State the opportunity to earn an incentive payment based on net annual charge volume and speed of payment. The incentive opportunity has two parts that, while calculated separately, are dependent on each other: The State must qualify for both parts of the incentive to receive an incentive payment. If the State qualifies, the total incentive payment will be paid to the State annually.

Performance Volume Incentive: At the end of each year, Contractor will calculate the net annual charge volume for the entire State program. The result will be compared to the following performance volume matrix to determine the qualifying incentive opportunity:

VOLUME REBATE PERCENTAGE MATRIX:	
Minimum Quarterly Sales Volume	Bps of Sales
\$ 3,750,000	1.500%
\$ 5,000,000	1.560%
\$ 6,250,000	1.600%
\$ 7,000,000	1.620%
\$ 7,750,000	1.640%
\$ 8,500,000	1.650%
\$ 9,250,000	1.660%

Speed of Payment Incentive: At the end of each year, the Contractor will calculate the speed of payment performance for the entire fleet card program based on file turn days. File turn days are calculated by taking the sum of the daily accounts receivable balances for the rebate period divided by the total sales for the same rebate period inclusive of the beginning and ending dates. The result will be applied to the speed of payment matrix, below, to determine the qualifying incentive opportunity.

EARLY PAY INCENTIVE:					
File Turn Days	Rebate	File Turn Days	Rebate	File Turn Days	Rebate
0	0.2000%	14	0.1300%	28	0.0600%
1	0.1950%	15	0.1250%	29	0.0550%
2	0.1900%	16	0.1200%	30	0.0500%
3	0.1850%	17	0.1150%	31	0.0450%
4	0.1800%	18	0.1100%	32	0.0400%
5	0.1750%	19	0.1050%	33	0.0350%
6	0.1700%	20	0.1000%	34	0.0300%
7	0.1650%	21	0.0950%	35	0.0250%
8	0.1600%	22	0.0900%	36	0.0200%
9	0.1550%	23	0.0850%	37	0.0150%
File Turn Days	Rebate	File Turn Days	Rebate	File Turn Days	Rebate
10	0.1500%	24	0.0800%	38	0.0100%
11	0.1450%	25	0.0750%	39	0.0050%
12	0.1400%	26	0.0700%	40	0.0000%
13	0.1350%	27	0.0650%		

* File turn days are calculated by taking the sum of the daily accounts receivable balances for the rebate period divided by the total sales for the same rebate period inclusive of the beginning and ending dates.

*Indicates change 08/11/15.

*Fleet Virtual Pay Volume Rebate. U.S. Bank shall pay to the State a portion of its aggregate Net Quarterly Charge Volume through a rebate ("Volume Rebate"). U.S. Bank will base the Volume Rebate on the Net Quarterly Charge Volume. U.S. Bank will make the Volume Rebate calculation in accordance with the table below.

Fleet Virtual Pay Volume Rebate	
Net Quarterly Charge Volume	Volume Rebate Percentage
\$250,000.00	1.0500%
\$500,000.00	1.1000%
\$750,000.00	1.1500%
\$1,000,000.00	1.2000%
\$1,250,000.00	1.2500%
\$2,500,000.00	1.3000%
\$3,750,000.00	1.3500%
\$5,000,000.00	1.3750%
\$6,250,000.00	1.4000%

Virtual Pay Revenue Share Calculation.

1. U.S. Bank will calculate the Net Quarterly Charge Volume for the Addendum Quarter to find the Volume Rebate Percentage on Table A for the Volume Rebate.
2. Next, U.S. Bank will multiply the Volume Rebate Percentage by the Net Quarterly Charge Volume for that same Addendum Quarter. The result will be the gross Revenue Share.
3. U.S. Bank will subtract any Charge-offs that have not been subtracted at any time during any of the past Addendum Quarter(s) from the gross Revenue Share. The result will be the net Revenue Share.
4. Any Charge-offs in excess of the net Revenue Share from one (1) Addendum Year will be subtracted from one (1) or more of the following Addendum Quarters.
5. Upon termination of the Contract or the Fleet Virtual Pay Addendum, if the net Revenue Share is a negative dollar amount due to Charge-offs, U.S. Bank may request the State reimburse, U.S. Bank up to the dollar amount previously paid by U.S. Bank to the State and the State agrees to comply with such request

CONTRACTOR INDEX

CONTRACTOR AND TERMS:

213990
 Voyager Fleet Systems
 12800 Foster Street
 Overland Park, KS 66213
 Website: www.usbpayment.com

CONTRACT NO. CSP902014-3

TERMS: Net 30

CONTRACTOR'S CONTACT(S):

Mark Hess,
 Vice President Relationship Manager, Public Sector
 U.S. Bank National Association
 200 South Sixth Street
 Minneapolis, MN 55402

Office: (612) 436-6544
 E-mail: mark.hess1@usbank.com

Oaks Item Id: 4725 Fleet Credit Card Services (ea)
Oaks Item Id: 10409 Fleet Credit Card Services (amt)
 UNSPSC: 80161505

*Indicates change 08/11/15.

SUMMARY OF AMENDMENTS

Amendment Number	Effective Date	Description
4	08/11/15	To add the Fleet Virtual Pay Program and re-paginate the document.
3	08/01/15	To renew the contract an additional twenty-four (24) months, effective August 1, 2015 through July 31, 2017.
2	10/16/13	To make this contract available to all state agencies, State institutions of higher education and properly registered members of the Cooperative Purchasing Program of the Department of Administrative Services.
1	09/23/13	To indicate a revision of the Contractor's name and OAKS ID number; to update the address for Contractor's contact and; to add the Summary of Amendments page.

*Indicates change 08/11/15.