

**AMENDMENT NO. 9 TO MERCHANT CARD SERVICES AGREEMENT**  
**State of North Carolina Contract No. 14-008474**

THIS AMENDMENT NO. 9 (the “Amendment”) to Contract No. 14-008474 is hereby made and entered into effective March 31, 2024, by and between (i) the North Carolina Office of State Controller (“NCOSC”) and the North Carolina Department of State Treasurer (“NCDST”) (NCOSC and NCDST hereinafter referred to collectively as the “State”), (ii) First Data Merchant Services, LLC (“FDMS” or “Servicer”), and (iii) Wells Fargo Bank, N.A. (“Wells Fargo” or “Bank”), as successor-in-interest to SunTrust Bank, N.A. (now Truist Bank) in SunTrust, N.A.’s capacity as a party to that portion of Contract No. 14-008474 identified as the “SunTrust Merchant Services, LLC Bankcard Addendum to Master Services Agreement” (Servicer, Bank and the State hereinafter referred to collectively as the “Parties”).

**RECITALS**

- A.** The Parties entered into an agreement on January 31, 2015 (Contract No. 14-008474) (the “Agreement”) for the provision of merchant card processing services by Servicer and Bank to the State (the “MCP Services”), with an initial term of five (5) years and the option, at the sole discretion of the State, to extend the Agreement for two (2) additional one (1) year periods.
- B.** The Parties subsequently executed Amendment No. 1 to the Agreement on December 21, 2015 to provide for the quarterly reimbursement of certain administrative fees paid by the State in association with the State’s use of the MCP Services.
- C.** The Parties subsequently executed Amendment No. 2 to the Agreement on November 22, 2016 in order to (i) make electronic benefits transfer (“EBT”) services part of the MCP Services generally available to the State under the Agreement; (ii) add EBT processing and balance inquiry fees to the schedule of fees associated with the MCP Services generally; and (iii) conform the Agreement to recently enacted legislation, N.C. Session Law 2016-85, which modified certain provisions of Chapter 143B of the North Carolina General Statutes governing the State’s procurement of information technology.
- D.** The Parties subsequently executed Amendment No. 3 to the Agreement on November 4, 2019 in order to make the following products and services part of the MCP Services generally available to the State under the Agreement: (i) Convenience Fee Services, (ii) CardConnect Gateway and SnapPay Services, and (iii) Clover Services and Equipment.
- E.** The Parties subsequently exercised the first one-year renewal option available under the Agreement by executing a Notice of Extension dated January 29, 2020, thereby extending the terms of the Agreement for an additional one-year period, effective January 31, 2020 through January 30, 2021.
- F.** The Parties subsequently executed Amendment No. 4 to the Agreement effective December 3, 2020, in order to make Data File Manager Services part of the MCP Services generally available to the State under the Agreement, as well as to provide for additional point-of-sale equipment and pricing.
- G.** The Parties subsequently exercised the second one-year renewal option available under the Agreement by executing a Notice of Extension dated February 1, 2021, thereby extending the terms of the Agreement for an additional one-year period, effective January 31, 2021 through January 30, 2022.
- H.** On January 24, 2022, in contemplation of the Agreement’s impending expiration on January 30, 2022 (with the Parties having already exercised both one-year renewal options provided for under the original terms of the Agreement), the Parties executed Amendment No. 5 to the Agreement to provide for a

one-year extension of its terms, with the period for extension to commence on January 31, 2022 and to expire on January 30, 2023.

- I. The Parties subsequently executed Amendment No. 6 to the Agreement effective December 20, 2022 in order to incorporate account validation services into the PayPoint Services already available to the State under “Schedule H” to that portion of the Agreement identified as the “SunTrust Services, LLC Bankcard Addendum to Master Services Agreement.”
- J. The following month, the Parties executed Amendment No. 7 to the Agreement (i) to provide for another one-year extension of its terms, with the period for extension to commence on January 31, 2023 and to expire on January 30, 2024, and (ii) to memorialize Bank and Servicer’s assumption of all rights and obligations accruing to Bank and Servicer’s predecessors-in-interest under the terms of the Agreement (as amended).
- K. Nearly one year later, in anticipation of the Agreement’s expiration on January 30, 2024, the Parties executed Amendment No. 8 to the Agreement, to provide for a sixty-day extension of its terms, effective January 31, 2024 through March 30, 2024. The purpose of this extension was to ensure that the State would maintain access to the MCP Services subsequent to the Agreement’s expiration on January 30, 2024, pending finalization of the competitive bidding process by which the State had already begun soliciting offers for the provision of merchant card processing services under a new and separate contract to be formed in the near future.
- L. Since Amendment No. 8 was executed in January 2024, circumstances have evolved leading the State to believe that the contract resulting from the aforementioned competitive bidding process will not be finalized prior to expiration of the 60-day extension period (and the Agreement generally) on March 30, 2024. Thus, to ensure that the State maintains access to the MCP Services pending finalization the new contract, the State now wishes to extend the Agreement for an additional period of sixty days, and Bank and Servicer have indicated they are amenable to such an extension.

NOW, THEREFORE, in consideration of their mutual promises as hereinafter set forth, the Parties hereto do mutually agree as follows:

1. Extension. The Agreement between the Parties, as amended, and all rights and obligations attendant thereto, shall be extended for period of sixty days, with such period to commence on March 31, 2024 and to expire at midnight on May 29, 2024.
2. Effect of Amendment. This Amendment modifies the Agreement (as previously amended) only as expressly provided herein. All other terms, conditions, and provisions of the Agreement, as amended, shall remain in full force and effect, modified only to the extent necessary to accomplish the purpose of this Amendment.
3. Counterparts. The Parties may execute this Amendment in multiple counterparts, each of which constitutes an original, and all of which, collectively, constitute only one Amendment.

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IN WITNESS WHEREOF, the Parties have caused their duly authorized representatives to execute this Amendment as of the dates written below.

**NORTH CAROLINA OFFICE OF STATE CONTROLLER**

3512 Bush Street  
Raleigh, NC 27609

**NORTH CAROLINA OFFICE OF STATE TREASURER**

3200 Atlantic Avenue  
Raleigh, NC 27604

Nels Roseland

Name

state controller

Title

DocuSigned by:

*Nels Roseland*

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Signature

3/27/2024 | 16:54 PM EDT

Date

W. T. Brinn, Jr.

Name

W.T. Brinn, Jr.

Title

DocuSigned by:

*W. T. Brinn, Jr.*

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Signature

3/27/2024 | 16:36 PM EDT

Date

**WELLS FARGO BANK, N.A.**

By Power of Attorney to First Data Merchant Services, LLC

**FIRST DATA MERCHANT SERVICES, LLC**

2900 Westside Parkway  
Alpharetta, GA 30004

Shane McCullough

Name

Authorized signer

Title

DocuSigned by:

*Shane McCullough*

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Signature

3/27/2024 | 12:04 PM CDT

Date

Shane McCullough

Name

Authorized signer

Title

DocuSigned by:

*Shane McCullough*

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Signature

3/27/2024 | 12:04 PM CDT

Date