

AMENDMENT NO. 3 TO MERCHANT CARD SERVICES AGREEMENT
State of North Carolina Contract No. 14-008474

THIS AMENDMENT NO. 3 (“Amendment”) to Contract No. 14-008474 is hereby made and entered into between 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”), SunTrust Merchant Services, LLC (“STMS”), and First Data Merchant Services Southeast, LLC (“FDMS”) (STMS and FDMS hereinafter referred to collectively as the “Servicers”) (the State and the Servicers hereinafter referred to collectively as the “Parties” and singularly as “Party”).

RECITALS

WHEREAS, the Parties entered into an agreement on December 4, 2014 (the “Agreement”) for the provision of merchant card processing services by the Servicers to the State (the “MCP Services”); and

WHEREAS, 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; and

WHEREAS, 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; and

WHEREAS, the State wishes for the Servicers to transfer certain additional products and services part of the MCP Services generally available to the State under the Agreement; and

WHEREAS, the Servicers are willing and able to provide such additional products and services and likewise wish to make them part of the MCP Services generally available to the State under the Agreement;

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

1. The Servicers shall make the products and services identified in subsections a.-c. below part of the MCP Services generally available to the State under the Agreement. Each such service shall be subject to the terms and conditions set out in the schedule to which it corresponds. As used herein, “schedule” refers to one of the various service, fee or other schedules associated with that portion of the Agreement identified as “SunTrust Merchant Services, LLC Bankcard Addendum to Master Services Agreement,” of which the schedules established in subsections a.-c. shall become a part.
 - a. Convenience Fee Services, as described more fully in the schedule to be known as “Schedule O: Convenience Fee Services” (Attachment A);
 - b. CardConnect Gateway and SnapPay Services, as described more fully in the schedule to be known as “Schedule P: CardConnect Gateway and SnapPay Services” (Attachment B);
 - c. Clover Services and Equipment, as described more fully in the schedule to be known as “Schedule Q: Clover Services and Equipment” (Attachment C);
2. This Amendment modifies the Agreement only as expressly provided herein. All other terms, conditions and provisions of the Agreement shall remain in full force and effect, modified only to the extent necessary to accomplish the purpose of this Amendment.

- 3. The Parties may execute this Amendment in multiple counterparts, each of which constitutes an original, and all of which, collectively, constitute only one Amendment.
- 4. This Amendment shall take effect as of the latest date of signature below.

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

STATE OF NORTH CAROLINA

N.C. Office of State Controller

Dr. Linda Combs

Printed Name

North Carolina State Controller

Title

DocuSigned by:
Dr. Linda Combs
Signature 7EAA6B6731BC44A...

N.C. Department of State Treasurer

Dale R. Folwell

Printed Name

NC Treasurer

Title

DocuSigned by:
Dale R. Folwell
Signature FF1D282DCCD543D...

SERVICERS

SunTrust Merchant Services, LLC

Jacqueline Engle

Printed Name

Vice President

Title

DocuSigned by:
Jacqueline Engle
Signature 81A278934920404...

First Data Merchant Services Southeast, LLC

Jacqueline Engle

Printed Name

Vice President

Title

DocuSigned by:
Jacqueline Engle
Signature 81A278934920404...