**OHIO TURNPIKE AND
INFRASTRUCTURE COMMISSION**
682 Prospect Street
Berea, Ohio 44017

**REQUEST FOR PROPOSALS
TO PROVIDE CREDIT CARD PROCESSING SERVICES
TO THE OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION**

ADDENDUM NO. 2

RFP Issue Date: August 29, 2016

Inquiry End Date: 5:00 P.M., (Eastern) on September 12, 2016

**Proposals from Acquirers to be received no later than
5:00 P.M. (Eastern) on October 7, 2016**

ATTENTION OF RESPONDENTS IS DIRECTED TO:

ANSWERS TO QUESTIONS RECEIVED THROUGH END OF INQUIRY PERIOD

MODIFICATION TO THE RFP PROVISIONS ESTABLISHING A FIVE YEAR INITIAL TERM WITH THREE TWO-YEAR OPTIONS TO RENEW

ANSWERS TO QUESTIONS RECEIVED THROUGH END OF INQUIRY PERIOD:

Q#2   What type of software and equipment is being used for the in lane toll transactions?

A#2   The in-lane transactions use the TransCore SATS Toll System and Ingenico Model IPP320 POS devices.

Q#3   What type of software and equipment is being used for the automated toll payment machine transactions?

A#3   Xerox/ACS ATPM Software which connects through the TransCore Integrated Toll Management System (ITMS) CSC Software to USAePay. UIC Model MSR280 and UIC Model 680 payment card readers are used in the ATPMs.

Q#6   What point of sale software are you using for each line of the business? Specifically, what online software are you using for loading EZ-Pass accounts?

A#6   All Real-time and replenishment transactions through the Customer Service Center ("CSC") are handled through the TransCore ITMS CSC Software, while the transactions through www.ohioturnpike.org are processed through USAePay. Please see the responses to Q#2 and Q#3 for in-lane and ATPM lines of business transactions.

Q#7   What gateway is integrated with each software solution?

A#7   Real-time, Replenishment, ATPM and WWW utilizes USAePay. The Ingenico Model IPP320 devices are directly integrated to TSYS.

Q#13   What security features does the current provider have in place to provide the Commission with a secured transaction?

A#13   The Commission declines to detail or otherwise describe its current security measures. Please describe your proposed solution responding to the submission requirements identified in the RFP.

Q#16   Requirement indicates that Selected Acquirer shall provide any necessary dial-up services, web/internet services and interface control specifications, for transaction processing. Can you clarify what this specifically means? Are phone lines and internet service lines already installed for each device with cost assumed by the Commission, or

are you requiring the Acquirer to be responsible for installing and/or covering the cost of the phone/internet service through which each would connect to our processing solution?

A#16   The Commission will supply the necessary internet connections.

Q#17   Are the terminals and ATPMs currently configured for dial back-up in the event internet service is non-responsive? If not, do you want them to be?

A#17   Dial up is not established for ATPMs and the Commission does not anticipate a need to establish such connections.

Q#18   Does the Commission seek to enable EMV in the Ingenico devices? If so, what additional connection-to-response time would it consider acceptable?

A#18   Optimally the EMV would be enabled; but due to the nature of the deployment in lanes of vehicle traffic, the Commission would only consider allowing for an additional 1 to 2 seconds on the response time beyond the five seconds or less average response time specified in the RFP.

Q#19   The RFP indicates the make/model of card readers embedded in the ATPMs, but can you expand on this to provide the name of the credit card processing interface or software currently used to pass the card data from the reader to the host network for authorization and back?

A#19   Please see the response to Q#3.

Q#23   Is Ohio Turnpike PCI compliant? Does Ohio Turnpike use an outside PCI vendor for assessments? If so, what is the name of that company?

A#23   The Commission is classified a Level 2 Merchant and subject to self-assessments annually and quarterly scanning from a ASV. The Commission works with an outside consulting firm for assistance with PCI compliance on an ongoing basis.

Q#24   Does payment channel 1. Real-time Credit Card Transactions through the CSC process through Commission Transaction Processing Interface or direct to processor?

A#24   The Real-time Credit Card Transactions through the CSC process via the TransCore ITMS CSC Software which connects to USAePay.

Q#25 Do your customer service representatives in your CSC use an encrypted device to key enter card numbers for phone transactions today? if so, what devices?

A#25 *CSC personnel do not use an encrypted device to key the transactions, but the credit card number is masked and encrypted at the database level once the credit card number is submitted through the TransCore ITMS CSC Software.*

Q#26 Does payment channel 2. Replenishment Credit Card Transactions through the CSC. process through Commission Transaction Processing Interface or direct to processor?

A#26 *The Replenishment Credit Card Transactions through the CSC process through the TransCore ITMS CSC Software which connects to USAePay.*

Q#27 Can you describe the process for batch replenishment transactions in the CSC? Do you build a file and send each day, week, month, or schedule the payments in a recurring payments solution?

A#27 *On a nightly basis the TransCore ITMS CSC Software builds a list of credit cards to be charged, containing all pertinent information, which are submitted to USAePay in an automated and sequential manner for processing.*

Q#28 Does payment channel 3. Credit card transactions in the toll lanes process through Commission Transaction Processing Interface or direct to processor?

A#28 *The credit card transactions in the lanes are approved directly by the processor, but the Ingenico IPP320 devices update the TransCore SATS Toll System with the transaction approval information.*

Q#29 For credit card transactions in the toll lanes, are you accepting payments with stand-alone terminals or using Ingenico iPP320 devices integrated to a proprietary point of sale? Please describe (if stand-alone terminals what model?)

A#29 *Please see the response to Q#28.*

Q#30 Does Ohio Turnpike own its POS equipment or rent from its existing processor?

A#30 *The Turnpike owns all of its POS equipment.*

Q#31 Does payment channel 4. Automated Toll Payment Machine transactions in the toll lanes

process through Commission Transaction Processing Interface or direct to processor?

A#31   Please see the response to Q#3.

Q#32   Are the Automated Toll Payment Machine transactions in the toll lanes processed
through a proprietary POS or something developed by a third party? Please describe (if
developed by a third party please provide POS Company name, application name, and
version number)

A#32   Please see the response to Q#28.

Q#33   Does The Commission manage Transaction Processing Interface and POS interfacing
with Ingenico iPP320 and UIC devices to connect to processing platform? Please
describe.

A#33   Please see the responses to Q#28 and Q#3.

Q#34   Please describe in detail how Transaction Processing Interface manages Ingenico and
UIC devices and transaction flow for this processing solution. e.g. does Ingenico and UIC
devices connect directly to processor or does Transaction Processing Interface facilitate
the connection and connect to processor?

A#34   Please see the responses to Q#28 and Q#3.

Q#35   Does payment channel 5. Credit Card Transactions through the ohioturnpike.org Website
process through Commission Transaction Processing Interface or direct to processor?

*A#35   The credit card transactions through the ohioturnpike.org Website are approved
directly by the processor.*

Q#36   Please describe your card not present (eCommerce) transaction flow in detail including,
points of sale (POS) software applications.

*A#36   Payment Channel 1 and 2 transactions utilize the TransCore ITMS CSC Software
which connects to USAePay. Payment Channel 5 transactions are approved directly by
the processor (USAePay) upon submission through the website.*

Q#37   Please describe the payment technology being used for ohioturnpike.org Website. Is it an
API integration, iFrame, or other technology? Please describe.

*A#37   Please reference https://wiki.usaepay.com/developer/dotnet for information about the
USAePay API.*

Q#38   Is ohioturnpike.org Website utilizing a payment gateway today? If so, what payment
gateway?

A#38   Please see the response to Q#37.

Q#39   Does Ohio Turnpike currently utilize Tokenization? If so, what company is providing
these services?

A#39   Please see the response to Q#41.

Q#40   Please describe the current tokenization solution, e.g. token format, where tokens are
stored, when tokens are used. etc.

A#40   *Please see the response to Q#41.*

Q#41   Please describe the current encryption solution, e.g. encryption point, decryption point
etc.

*A#41   For ATPM transactions, the pertinent Credit Card data is encrypted and passed to the
TransCore ITMS CSC Software. The data is decrypted by the TransCore ITMS CSC
Software and is then re-encrypted using permanent SQL Server Database encryption.
Transmission to USAePay is done from the database where the transmission is
encrypted using a security token, and sent for processing.*

*For CSC transactions, the pertinent Credit Card data is encrypted using permanent
SQL Server Database encryption. Transmission to USAePay is done from the database
where the transmission is encrypted using a security token, and sent for processing.*

*More information on the USAePay transmission can be found here:
https://wiki.usaepay.com/developer/soap-1.4/methods/runsale*

Q#42   Does Ohio Turnpike currently have mobile application solutions deployed? If yes, please
describe.

A#42   The Commission does not have a mobile application for accepting payment.

Q#43   Please describe any fraud screen techniques that are currently being utilized.

A#43   *Please see the response to Q#13.*

Q#44   What is Ohio Turnpike's strategy for supporting EMV?

A#44   *The Commission replaced all card readers in its lanes with equipment that has the ability to accept EMV.*

Q#45   Will Ohio Turnpike IT resources integrate to "Selected Acquirer" transaction processing platforms? Please describe Ohio Turnpike capabilities.

A#45   *The Commission has a fully staffed technology department that is supported by its toll collection system integrator, TransCore, which performs maintenance and support services for its collection system.*

Q#46   What time is your end of day cut time?

A#46   *The end of day cut time is 12AM.*

Q#47   When do you submit batches for settlement?

A#47   *The batches from the Ingenico Model IPP320 devices are currently submitted nightly on a varying schedule from 11PM to 11:30PM.*

Q#48   How soon is Ohio Turnpike receiving funds today? What time is the current batch transmitted?

A#48   *The Turnpike receives payment on the next business day for all transactions.*

Q#49   How many merchant numbers do you use today?

A#49   *Please see the July merchant statement attached to Addendum 1 for a list of the Commission's merchant numbers.*

Q#50   What data does Ohio Turnpike currently populate in reporting fields "Comment Field 1" and "Comment Field 2"? E.g. Invoice/Ticket number? How many characters?, What

format? Alphanumeric, numeric, please describe.

A#50 *We are currently not using the "Comment Field 1" and "Comment Field 2" reporting fields. See the response to Q#113 for further response.*

Q#51 Does Ohio Turnpike receive Interchange Management services today? If so, please describe the current service?

A#51 *The Commission does not receive such services.*

Q#52 **Page 3. & 11.** Will the Commission consider a three year or five year term, with optional three additional two year renewals? Financially, cost and effective pricing is lower for longer terms.

A#52 *Yes, the Commission is modifying the RFP through this Addendum No. 2 at PART I, PART IV and the Form Contract to provide for an initial five-year term consisting of with three additional two-year options to renew. Accordingly, the term of the contract where described in the RFP is revised to state as follows:*

The Contract entered into with the Selected Acquirer shall have term of five (5) years. The Commission shall thereafter have the option to extend the Contract for three (3) possible two (2) year renewals pursuant to the same terms, conditions and rates.

Q#53 Do you currently split your merchant services between two or more processors?

A#53 *No. The Commission currently has one processor.*

Q#54 When does your current contract(s) with extension periods expire?

A#54 *February 1, 2017.*

Q#56 What are your transition plans and time period from your existing processor to a new processor?

A#56 *If any transition is necessary, the Commission will work with the new provider and its toll collection system integrator to develop a plan for transition over the two months preceding the expiration of its current agreement. The Commission also anticipates responding acquirers to describe its implementation process as part of its proposal. See PART VIII, Subpart A, Section 5 of the RFP.*

Q#57   Who is your current bank for settlement/depository funds?

*A#57   **Huntington Bank.***

Q#58   How many merchant accounts (MIDS) do you use for processing today?

*A#58   **See the July statement furnished with Addendum No 1.***

Q#59   Pricing – Are the numbers listed on the document, the current breakout of credit card sales volume by card type?

*A#59   **Yes.***

Q#60   Pricing – Are the numbers listed on the document, the current number of credit card transactions processed today by card type?

*A#60   **Yes.***

Q#61   Pricing - Are the numbers listed on the document, the current breakout of web based, card swiped, and replenishment (MO/TO)percentages?

*A#61   **Yes.***

Q#62   What stand-alone credit card terminals are used today, the number of each, manufacturer, make and model and if owned, rented or leased?

*A#62   **All units are owned by the Commission. Please see the response to Q63, Q64, and Q65 for detailed quantities.***

Q#63   How many Ingenico Model IPP320 POS devices are used today?

*A#63   **There are 132 Ingenico Model IPP320 POS devices in use at present.***

Q#64   How many UIC Model MSR280 payment card readers are installed in the ATPMs today? Are they used at any other locations other than the ATPMs, if so how many?

*A#64   **There are 56 UIC Model MSR280 payment card readers in use at present.***

Q#65   How many UIC Model 680 payment card readers are installed in the ATPMs today? Are they used at any other locations other than the ATPMs, if so how many?

A#65   *There are 56 UIC Model 680 payment card readers in use at present.*

Q#66   Please provide the company name, product name and version, including service packs of the POS system used in the ATPMs? Is the payment interface provided the POS system or a third-party gateway or vendor? If Third-party please provide company name and product name of the solution, and of any additional interfaces that can be used with the POS system? If the POS System and payment interface was developed internally are resources available to interface to the new processing system?

A#66   *Please see the response to Q#6.*

Q#67   Is the same POS system with the same payment interface used in the Commission's Customer Service Center for over the counter, mail, telephone or replenishment payment processing as with the ATPMs? If not please provide the company name, product name and version, including service packs of the POS system used, and the company name and product name of any third-party payment software/middleware application, software or gateway payment interface used or that can be used with the POS system? If the POS System and payment interface was developed internally are resources available to interface to the new processing system?

A#67   *Please see the response to Q#6.*

Q#68   Is the same POS system with the same payment interface used in the 17 Toll Plazas without ATPMs e as the 14 Toll Plazas with the ATPMs? If not please provide the company name, product name and version, including service packs of the POS system used, and the company name and product name of any third-party payment software/middleware application, software or gateway payment interface used or that can be used with the POS system? If the POS System and payment interface was developed internally are resources available to interface to the new processing system?

A#68   *Exit Lanes at all 31 Toll Plazas have Ingenico Model IPP320 devices. The 14 Toll Plazas with ATPMs have ATPM POS in addition to the Ingenico Model IPP32 devices. Please see the response to Q#6 for additional information.*

Q#69   If a third-party payment gateway or payment application or software is used for web payment processing at ohioturnpike.org, please provide the company name and product

name of the payment interface? If the web payment interface was developed internally are resources available to interface to the new processing system?

A#69   *Please see the response to Q#37.*

Q#70   What is your settlement cut off time?

A#70   *See the response to Q#46.*

Q#71   What is the time frame of your current funding for payment of your settlement items?

A#71   *The Turnpike receives payment on the next business day for all transactions.*

Q#72   How are you funded via wire or ACH?

A#72   *ACH.*

Q#73 Is the website ohioturnpike.org payment interface via a hosted order page or application programming interface?

A#73   *The ohioturnpike.org website utilizes an application programming interface to connect to USAePay for transaction processing.*

Q#74   G. Reporting System Functions, 1. Daily Activity Report. What is the purpose of the Comment Field 1; Comment Field 2; requirement fields? What does the Commission see in these fields today? Where and what initiates the field population? Is there a specific length and format? What Visa and what MasterCard specification fields are used to insert the information for Comment Field 1 and Comment Field 2? Is this information provided from your current acquirer's out-cleared transaction settlement reporting today or is it provided by the payment interface gateway or application?

A#74   *Please see the response to Q#50 and Q#113.*

Q#75   G. Reporting System Functions, 3. Settlement Reports, What is the purpose of the Comment Field 1; Comment Field 2; requirement fields? What does the Commission see in these fields today? Where and what initiates the   field population? Is there a specific length and format? What Visa and what MasterCard specification fields are used to insert the information for Comment Field 1 and Comment Field 2? Is this information provided

from your current acquirer's out-cleared transaction settlement reporting today or is it provided by the payment interface gateway or application?

A#75 *Please see the response to Q#50 and Q#113.*

Q#76 Are you PCI compliant today and what is your PCI level?

A#76 *See the response to Q#23.*

Q#77 Does any location utilize tokenization today, if so please provide the tokenization method and product used?

A#77 *Please see the response to Q#41.*

Q#78 Does any location utilize point-to-point (P2P) or end-to-end (E2E) encryption today, if so please provide the encryption method and product used?

A#78 *Please see the response to Q#41.*

Q#79 When do you plan to award the contract? Would you be willing to negotiate and sign our merchant agreement instead of using the proposal as the contract?

A#79 *The Commission anticipates making a formal selection at its November Commission meeting, and the Commission would entertain proposed terms deviating from the Commission's RFP that are described fully in the Responding Acquirer's Proposal. See PART V of the RFP.*

Q#80 Will you be willing to waive the Up-time Guarantee and Liquidated Damages, Downtime Liquidated Damages, and Failure to Timely Provide Reports requirements?

A#80 *Only for events that are outside the control of the Selected Acquirer that constitute a force majeure event excusing the failure to perform.*

Q#81 We do not believe the performance bond is necessary for our type of services, will you be willing to waive the bond requirement?

A#81 *Commission reduced the bond requirement to $500,000.00 through Addendum No. 1.*

Q#83   **Real-time Credit Card Transactions through the CSC.** The first type of transaction referenced above is processed through the Commission's CSC located in Berea, Ohio. These include **E-ZPass^{SM}** credit card transactions processed in real-time by customer service representatives in the CSC or by customers through the Commission's website. Transactions will be processed via an Internet connection. When a customer calls into the CSC how is the transactions processed? Does the CSR get up from their desk walk over to a stand-alone POS device and enter the credit card information or is there an application within the CSC program that allows a CSR to enter the credit card information, hit process and receive an authorization code within seconds?

A#83   *The CSR utilizes the TransCore ITMS CSC Application for processing Real-time Credit Card Transactions.*

Q#84   For the real-time transactions at the CSC are the transactions settled immediately (real-time) or are the authorized transactions sent before EOD for settlement?

A#84   *They are settled immediately (real-time).*

Q#85   If all authorized transactions are sent in one file(batch) what is the cut-off time for settlement of the batch?

A#85   *Not applicable. See the response to Q#84.*

Q#86   **Replenishment Credit Card Transactions through the CSC.** These include credit card transactions to replenish customers **E-ZPassSM** accounts. These are batch processed between midnight and 5 am each day. Transactions will be processed via an Internet connection. Are these transactions stored in a file inside the Ohio Turnpikes firewall? Does Ohio Turnpike maintain this file?

A#86   *Please see the response to Q#27.*

Q#87   How does Ohio Turnpike update credit cards on file expiration dates?

A#87   *Credit Card expiration dates are updated through the TransCore ITMS CSC Application either by the customer through the Ezpassoh.com Website or over the phone utilizing a Commission Customer Service Representative.*

Q#88   **Prepaid Accounts** – Does the Ohio Turnpike assess the $3.00 shipping and handling fee for each transponder order as a separate transaction to be charged on a credit card?

A#88 *The fee is not assessed as a separate transaction. Rather, the amount is deducted from the account after the full amount is charged.*

Q#89 **Chargebacks** - On average, how many chargebacks does the Ohio Turnpike receive per month?

A#89 *Approximatly twelve per month.*

Q#90 What is the average dollar amount for the chargeback, collective and individual?

A#90 *Approximatly $14.00 per chargeback.*

Q#91 **Surety Bond** - Do you accept credit card for the surety bond?

A#91 *No.*

Q#92 **Current Credit Card Processing Provider-**Who is Ohio Turnpikes current credit card processing provider?

A#92 *See response to Q#1.*

Q#93 What is the current rate and rate structure Ohio Turnpike pays for credit card processing?

A#93 *See the invoice attached to Addendum No. 1.*

Q#94 What if any are the ancillary fees being paid by Ohio Turnpike for credit card processing?

A#94 *See the invoice attached to Addendum No. 1.*

Q#95 Would the Turnpike provide 1-month merchant statements?

A#95 *See the invoice attached to Addendum No. 1.*

Q#96 Since we may entertain picking up the UIC terminals we would need to get a copy of those specs or get UIC to add our integration into their application. Can you provide a copy of the specs?

A#96   See the responses to Q#2 and Q#3.

Q#97   How many UIC terminals does the Ohio Turnpike have? It might be more cost effective
to just provide brand new.

A#97   See the response to Q#64.

Q#98   Could you provide a copy of the contract with the current e-payment vendor or direct us
where we could find if available online?

A#98   See the attached.

Q#99   Which company manufactured the ATPMs? Which company provides technical support
for the ATPMs?

*A#99   The ATPMs are manufactured by Xerox/ACS and TransCore provides the necessary
support and maintenance services.*

Q#100 Please confirm that the term "Acquirer" does not limit respondents to acquiring banks,
and that payment processors or gateways who partner with Acquirers to process
transactions may respond.

A#100 Yes, "Acquirer" is not limited to acquiring banks.

Q#101 Does the Commission intend to maintain its separate contract with American Express or
would the Commission prefer that the processing and settlement of American Express
transactions be included as part of the services for the new contract?

*A#101 The Commission's current provider performed processing services for American
Express, but settlement and payment is compensated under the State Term Schedule.
The Commission would have an interest in combining the necessary services under a
single contract if the pricing is less than the 2.25% currently charged under the State
Term Schedule.*

Q#102 Part 1, Page 4. Are both acceptance environments (1). Real-time Credit Card
Transactions through the CSC and (2.) Replenish Credit Card Transactions through the
CSC – collecting card data via the phone?

A#102 *No, only real-time transactions through the CSC are available through the phone. However, both real time and establishing replenish accounts can be processed over the phone or internet.*

Q#103 What payment gateway are you currently utilizing for your transactions at the following acceptance points? Ohioturnpike.org; Automated Toll payment machines; Real time card transactions processed by your customer service representatives; Credit Card transactions in the toll lanes.

A#103 *Please see the response to Q#6.*

Q#104 What language (java, php, .net) does your web development team code in?

A#104 *The Commission's E-ZPass Website is developed in .net and the ohioturnpike.org website is developed in a combination of .net and C#.*

Q#105 How many users/operators will need access to a payment acceptance tool at your Customer Service Centers?

A#105 *All Customer Service Center employees have access through the integrated toll collection system.*

Q#106 Will any payments conducted at the Customer Service Center by in person and able to swiped?

A#106 *No.*

Q#107 How many individual, unique credit card accounts (Merchant ID's) are you wanting to have? Will you also need a Master/Bill to account?

A#107 *See the invoice attached to Addendum No. 1.*

Q#108 Will credit card payments need to be accepted at the various EZPass retail locations listed on the site ohioturnpike.org?

A#108 *No. The Commission's E-ZPass retail program participants accept payments through their own systems.*

Q#109 At your CSC, what percentage of payments are operator/customer service representative initiated vs. card holder initiated?

A#109 All transactions are initiated by the cardholder either through the phone or internet.

Q#110 Does the commission have a preference of if the requested reporting be pushed to the Commission, or does the Commission prefer to pull these reports?

A#110 The Commission does not have a preference.

Q#111 Can you provide in detail the current technology stack, both hardware and software being used for the drive through toll transactions.   (RFID, Contactless etc)

A#111 See the responses to Q#2, Q#3, Q#6 and Q#7.

Q#112 Will the finalists be able to present to the Commission in person if selected as a finalist?

A#112 See PART IX of the RFP. The Commission may meet with the top-ranked respondent to ensure a common understanding.

Q#113 We have identified two open items and would like clarification if these 2 merchant assignable fields will satisfy the Commetns1 and Commetns2 field requirements?

externalReferenceID	**This value must be unique for 24 hours**	**AN** **Min Length = 2** **Max Length =100**
orderNumber	**The merchant defined transaction invoice number. This does not impact transaction functionality. It is used for reporting purposes.**	**AN** **Min Length = 2** **Max Length = 30**

A#113 The Commission does not currently utilize the Comment1 or Comment2 field; however, the Commission will consider proposals to use such fields for the purpose of lowering fees incurred in attaining the services.

Receipt of Request for Proposals to Perform Credit Card
Processing Services to Addendum No. 2 is hereby acknowledged:

_____

(Firm Name)

_____

(Signature)

_____

(Typed Name)

FORM CONTRACT
CREDIT CARD PROCESSING SERVICES

This Contract is made and entered into on the _1st_ day of _February_, 2009, by and between the **Ohio Turnpike Commission** (the "Commission"), 682 Prospect Street, Berea, Ohio 44017, and **Electronic Merchant Systems** (also referred to as the "Selected Qualified Acquirer"), 5005 Rockside Road, Independence, Ohio 44131.

RECITALS

WHEREAS, the Commission conducted a Request for Proposal ("RFP") process to select a firm to serve as the Commission's Qualified Acquirer as more fully described in the RFP; and

WHEREAS, the Selected Qualified Acquirer submitted the Proposal deemed by the Commission deemed to be a good combination of service value and price; and

WHEREAS, the Selected Qualified Acquirer is qualified and willing to provide the Credit Card Processing Services as outlined in the RFP, which is incorporated by reference as if fully rewritten herein, but which, due to its length, is not attached hereto as an Exhibit; and

WHEREAS, the Commission, via Resolution No. 1-2009, has awarded the Contract for Credit Card Processing Services to Electronic Merchant Systems.

NOW THEREFORE, in consideration of the mutual promises, covenants and terms and conditions set forth in the RFP and the Selected Qualified Acquirer's Proposal, the parties have entered into this Contract.

AGREEMENTS

ARTICLE 1 – <u>CONTRACT DOCUMENTS</u>

1.1   The Contract Documents shall consist of the following documents: The Form Contract; the RFP and any Exhibits thereto; the Selected Qualified Acquirer's Proposal and Fee Proposal; and all insurance certificates and bonds or letters of credit to be provided by the Selected Qualified Acquirer in accordance with the requirements of the **PART XII, Section Q** of the RFP.

ARTICLE 2 – <u>DESCRIPTON OF CONTRACT AND TERM</u>

2.1   Subject to the terms and conditions hereof and the "Contract Documents" as defined herein, the Commission shall designate Electronic Merchant Services as its Qualified Acquirer for Credit Card Processing Services.

Subject to the Terminations provisions set forth at **PART XII, Section P**, the Contract shall have an initial term of two (2) years. The parties may extend the Contract pursuant to the same terms and conditions for three (3) possible two (2) year terms as set forth in the RFP and as determined by the Commission.

ARTICLE 3 – <u>PAYMENTS</u>

3.1   Payments to the Selected Qualified Acquirer shall be made in accordance with **PART XII, Section E** of the RFP and the Selected Qualified Acquirer's Price Proposal, which shall be attached to this Form Contract and incorporated by reference herein. The

Commission shall annually reimburse the Selected Acquirer for the cost of the premium to cover its Performance Bond or Letter of Credit.

ARTICLE 4 – MODIFICATIONS TO RFP TERMS AND CONDITIONS

4.1   PART XII, Section Q of the RFP entitled "Insurance, Bonds, Injuries and Litigation" is hereby superseded and modified as follows. Modifications are shown in bold/italicized text and deletions are ~~struck through~~:

v.   **The Selected Qualified Acquirer shall purchase and maintain Professional Liability Insurance (Errors & Omissions Liability Insurance)** coverage (including contractual liability coverage) with a limit of liability of not less than *One* ~~Two~~ Million Dollars ($~~2,000,000~~*1,000,000*) per claim and *One* ~~Four~~ Million Dollars ($~~4,000,000~~*1,000,000*) annual aggregate covering damages arising or resulting from the Selected Qualified Acquirer's services rendered, or which should have been rendered, pursuant to the Contract, including, without limitation, liability or losses arising out of, resulting from, or relating to damage to, loss to, loss of, loss of use of, theft of, misuse of, corruption of, inability to access, or inability to properly manipulate, personal identifying information, electronic data including equipment operated by electronic data, and credit or debit card information. Each of the Selected Qualified Acquirer's subcontractors that are required to render or provide services pursuant to the Contract shall purchase and maintain liability insurance coverage as required of the Selected Qualified Acquirer herein, with limits of liability not less than and coverage no

less broad than that currently existing and maintained by each such subcontractor's liability policy as of the effective date of the Contract.

ARTICLE 5 – <u>ENTIRE CONTRACT</u>

5.1   The Contract Documents embody the entire understanding of the Commission and the Selected Qualified Acquirer and form the basis of the Contract between the Commission and the Selected Qualified Acquirer. The Contract Documents shall be considered to be incorporated by reference into this Form Contract as if fully rewritten herein.

5.2   The Contract and any modifications, amendments or alterations thereto shall be governed, construed and enforced by and under the laws of the State of Ohio.

5.3   If any term or provision of the Contract, or the application thereof to any Person or circumstance, is finally determined, to be invalid or unenforceable by a court of competent jurisdiction, the remainder of the Contract or the application of such term or provision to other Persons or circumstances, shall not be affected thereby, and each term and provision of the Contract shall be valid and enforced to the fullest extent permitted by law.

5.4   The Contract shall be binding on the Selected Qualified Acquirer and the Commission, their successors and assigns, in respect to all respective covenants and obligations contained in the Contract Documents, but the Contract may not be assigned

by the Selected Qualified Acquirer without the prior written consent of the Executive Director of the Commission.

ARTICLE 6 - <u>EXECUTION</u>

6.1   The Contract shall become binding and effective upon execution by the Commission.

ARTICLE 7 – <u>ORIGINAL CONTRACT FORMS</u>

7.1   This Form Contract has been executed in several counterparts, each of which shall constitute a complete original Form Contract that may be introduced in evidence or used for any other purpose without production of any other counterparts.

ARTICLE 8 - <u>WARRANTY OF SIGNATORY</u>

8.1   The undersigned signatory for the Selected Qualified Acquirer hereby represents and warrants that he or she has full and complete authority to execute the Contract on behalf of the Selected Qualified Acquirer. This representation and warranty is made for the purpose of inducing the Commission to execute the Contract.

ARTICLE 9 – <u>NOTICE</u>

9.1   For purposes of providing any written Notices required under the Contract: Notices to the Commission shall be provided in writing to: CFO/Comptroller, c/o The Ohio Turnpike Commission, 682 Prospect Street, Berea, Ohio 44017, Telephone (440) 234-2081, ext. 1131.

9.2.   Notices to the Selected Qualified Acquirer shall be provided in writing to: John Capka, CFO, c/o Electronic Merchant Systems, 5005 Rockside Road, Independence, Ohio 44131, Telephone (216) 524-0900 ext. 1355.

IN WITNESS WHEREOF, the parties have hereto set their respective hands on the day and year first above written and have executed the foregoing Contract.

OHIO TURNPIKE COMMISSION   **SELECTED QUALIFIED ACQUIRER**

ELECTRONIC MERCHANT SYSTEMS
(Name of Company)

L. GEORGE DISTEL,   By: _John Capka_
EXECUTIVE DIRECTOR   JOHN CAPKA

                                       CFO
                                (Title)

1/29/09   1/27/09
(Date)   (Date)

APPROVED AS TO FORM:
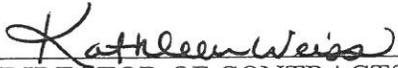
DIRECTOR OF CONTRACTS ADMINISTRATION

1/28/09
(Date)

G:\TOLLING SYSTEM\CREDIT CARD PROCESSING FORM CONTRACT 2009.doc

6