

## **AGENCY PARTICIPATION AGREEMENT FOR MERCHANT CARD PROCESSING SERVICES**

This Agency Participation Agreement (APA) for Merchant Card Processing Services (“Agreement”) is entered into between \_\_\_\_\_ (“Participant”), the Office of the State Treasurer, (“STO”) and SunTrust Merchant Services, LLC (“STMS”) and SUNTRUST BANK (“BANK”) as of \_\_\_\_\_, 20\_\_.

WHEREAS, on February 1, 2008 SunTrust Merchant Services, LLC (“Contractor”) entered into a State Contract with the State of South Carolina to provide a variety of merchant card processing services to eligible participating entities (hereinafter referred to as “Participants;”) and

WHEREAS, the above referenced Participant desires to subscribe to certain services (“Subscribed Services”) available under the State Contract;

NOW THEREFORE, The parties to this Agreement hereby agree as follows:

1. Contractor hereby agrees to provide Subscribed Services to the Participant pursuant to the terms and conditions of the resulting contract of State Solicitation RFP No. 08-S7569, which are incorporated herein by reference.
2. Participant acknowledges receipt of a copy of the Merchant Services Bankcard Agreement and agrees to be bound by the terms and conditions therein.
3. Participant represents that it has obtained approval from the STO to enter into this Agreement, as evidenced by the signature of the State Treasurer or his designee in this Agreement.
4. Participant agrees to abide by all policies promulgated by the STO pertaining to Electronic Commerce, specifically for merchant card processing.
5. Participant agrees to abide by all applicable Card Associations’ Rules.
6. Participant and Contractor each agree to the method of payment for all Subscribed Services provided in accordance with the resulting contract of State Solicitation RFP No. 08-S7569.
7. The Participant may terminate this Agreement at any time before the expiration of the resulting contract of State Solicitation RFP No. 08-S7569 by giving the other parties written notice. Otherwise, this agreement terminates upon termination/expiration of the resulting contract of State Solicitation RFP No. 08-S7569.

The parties hereto have caused this Agreement to be executed by their duly authorized officers.  
**THIS AGREEMENT IS NOT BINDING UPON CONTRACTOR UNTIL SIGNED BY ALL PARTIES.**

SUNTRUST MERCHANT SERVICES, LLC

STATE OF SOUTH CAROLINA OFFICE OF  
STATE TREASURER

By: \_\_\_\_\_  
(authorized signature)

By: \_\_\_\_\_  
(authorized signature)

\_\_\_\_\_  
(printed name of person signing above)

\_\_\_\_\_  
(printed name of person signing above)

Its: \_\_\_\_\_  
(title of person signing above)

Its: \_\_\_\_\_  
(title of person signing above)

Date: \_\_\_\_\_

Date: \_\_\_\_\_

SUNTRUST BANK

PARTICIPANT: \_\_\_\_\_

By: \_\_\_\_\_  
(authorized signature)

By: \_\_\_\_\_  
(authorized signature)

\_\_\_\_\_  
(printed name of person signing above)

\_\_\_\_\_  
(printed name of person signing above)

Its: \_\_\_\_\_  
(title of person signing above)

Its: \_\_\_\_\_  
(title of person signing above)

Date: \_\_\_\_\_

Date: \_\_\_\_\_