

**FIRST ADDENDUM
TO
PRIME AGREEMENT
BETWEEN THE COUNTY OF SAN MATEO AND BANK OF AMERICA**

THIS ADDENDUM (the "Addendum") is dated July 17, 2014 by and between County of San Mateo ("County") and FIA Card Services, N.A. a Bank of America company, ("Contractor") and amends the Prime Agreement between the parties dated May 21, 2013 (the "Agreement").

WHEREAS, the parties desire to add to and modify certain terms of the Agreement;

NOW, THEREFORE, for valuable consideration, the parties hereby agree as follows:

1. DEFINITIONS

Terms capitalized herein and not otherwise defined shall be given the meaning ascribed to them in the Agreement.

2. AMENDMENT

2.1 The Exhibit C – ePayables Service Agreement is amended by deleting the title Bank of America ePayables Service Agreement and replace the title with the following:

Bank of America ePayables Service and Corporate Card Agreement

2.2 Exhibit C is amended by deleting the third paragraph of the Introductory Section and replacing it with the following:

With our Corporate Card Services you are allowed to open Card Accounts for your business purposes. You may select one or more of the following card programs: account payable (ePayables) card program, procurement card program, travel card program, or fleet card program (each a "Service" collectively, the "Services"). You may begin using the Services once we have approved such use and we have received all required and properly executed forms and you have successfully completed any testing or training requirements. Whenever you use the Service, you agree to be bound by this Agreement, as amended from time to time, and to follow the procedures in the applicable Materials.

2.3 Section 1. Exhibits and Attachments of the Agreement is amended by adding new Exhibit A-1 Description of Procurement Card Service, Exhibit A-2 Description of Travel Card Service, and A-3 Description of Fleet Card Service to the list of exhibits immediately after Exhibit A.

2.4 Section 2. Services to be performed by Contractor of the Agreement is deleted in its entirety and replaced with the following:

Contractor shall perform services for County and provide rebates to the County in accordance with the term, conditions and specifications set forth herein and in Exhibits A (Description of Services), A-1 (Description of Procurement Card Service), A-2 (Description of Travel Card Service), A-3 (Description of Fleet Card Service), B (Schedule of Fees, Charges and Rebates), C (ePayables Service and Corporate Card Agreement), and D (ePayables Addendum).

2.5 The Bank of America and County acknowledge and agree that all ePayables Transaction Volume, procurement Card Transaction Volume, and any other card program Transaction Volume that County may select under the Agreement will be aggregated for the purpose of determining the quarterly three month "Calculation Period" rebate and the "Signing Bonus Incentive" based on the Cumulative Spend by End of 12 Month Period in accordance with the chart set out in the Exhibit B Schedule of Rebates dated May 23, 2013.

3. RATIFICATION

All of the terms of the Agreement not expressly modified herein shall continue in full force and effect and are hereby ratified by the parties hereto.

IN WITNESS WHEREOF, the parties have executed this ADDENDUM as of the date shown above.

County of San Mateo

By: _____

Print name: _____

Title: _____

Date: _____

FIA Card Services, N.A. a Bank of America Company

By: Jonathan Millard

Print name: JONATHAN MILLARD

Title: SENIOR VICE PRESIDENT

Date: July 17, 2014

ATTEST:

By: _____

Clerk of Said Board

EXHIBIT A-1

Description of Procurement Card Service

OVERVIEW

The Bank of America Corporate Procurement Card is an all-in-one solution that can help increase your purchasing power, reduce costs associated with routine business purchases and streamline your reporting and accounts payable activities. Our Corporate Procurement Card is designed to meet your needs:

- Streamline accounts payable and reduce administrative costs
- Save hard and soft dollars when converting checks to card payments
- Control unauthorized spending when you leverage greater security features
- Negotiate discounts with preferred vendors

The implementation of your Procurement Card program will be the same as, to the extent applicable, the implementation process set out in Exhibit A.

EXHIBIT A-2

Description of Travel Card Service

The Bank of America Merrill Lynch Corporate Travel Card is an all-in-one solution that brings power to your purchasing, cost-efficiency to your accounts payable and flexibility to managing your expenses.

- Simplify process, reduce paperwork and eliminate costs associated with managing your T&E expenses
- Streamline accounts payable and reduce administrative costs
- Control unauthorized spending when you leverage greater security features
- Negotiate discounts with preferred vendors
- Partner with experts who understand your industry and your unique payments cycle and processes

Key features

Access anytime, anywhere

- Access a worldwide network of Visa® and MasterCard® credit card merchants and ATMs
- Make payments locally and globally online through a single point of contact
- Chip and PIN cards for U.S. international travelers

Internet reporting capabilities

- Gain real-time control of your business with robust web-based tools
- Improve card management, eliminate paperwork and convert spending data into variable information
- Enjoy easy electronic access to receipts for reporting and reconciliation purposes

Spending controls

- Enforce corporate and individual spending policies and practices with flexible spending controls
- Increase a cardholder's credit limit for a one-time, approved transaction

Value-added protection

- Protect your organization from card misuse by employees¹ with liability insurance of up to \$100,000
- Give your cardholders travel protection with Automatic Accidental Death and Dismemberment insurance of up to \$500,000
- Lost Luggage Insurance provides up to \$3,000 coverage of both lost checked and carry-on luggage not covered by the common carrier¹

Billing and payment options

- Choose the frequency cycle that's right for your organization

Powerful tools

Effective expense management with Concur® Expense Service. This service further automates the employee expense reporting and reimbursement process, reducing the time and cost involved in tracking, reconciling and managing employee expenses.

- Can help eliminate paper expense reports
- Helps to speed up expense report processing and reimbursement
- Intuitive browser and off-line interfaces make data entry simple from anywhere, any time

Innovative program management with Works® helps expand your card program beyond traditional limits, elevating cards to your preferred payment method. This web-based solution automates, streamlines and integrates your existing payment authorization and reconciliation process and allows you to:

- Manage cards in real time – Change transaction limits and available funds within seconds with Active Card Control®
- View statements online
- Issue declining balance charge cards and zero dollar charge cards for optimized control
- Spend monitors to track and report spending
- Receipts imaging – Store faxed receipt images for travel transactions when an expense report is created

Our Online PIN Check feature is available for our Chip & PIN-enabled cardholders in the U.S., Canada and EMEA.

- Allows cardholders the convenience of viewing their PIN quickly in a safe online environment
- Accessible at www.BAML.com/PINCheck

Complementary services

Our Global Corporate Travel and Purchase Card program provides exceptional support for multinational companies with global operations. This solution offers simplified processing and robust reporting capabilities, helping you gain greater control over your travel and procurement expenses throughout the world. Our global card program enables you to:

- Make payments locally and globally
- Manage your program locally, regionally or globally with web-based management and administration tools
- Consolidate reporting across multiple currencies and countries
- Minimize foreign exchange expense with local currency settlement and payment

Extras

- Let your cardholders earn points redeemable for travel, merchandise, cruises and more
- Give your cardholders access to full concierge services and more than 350 airport VIP lounges throughout the world irrespective of their class of travel, choice of airline or membership in an airline lounge program²
- Increase executives' travel accident insurance up to \$1,000,000 and lost luggage coverage up to \$5,000

Convenient and recognized customer service

- Receive strategic relationship management, implementation and servicing through our world-class service model
- Gain confidence from our #1 Javelin ranking in the U.S. for Best-in-Class Fraud Prevention.
- Bank of America Merrill Lynch Corporate and Commercial Banking Call Centers have been recognized by J.D. Power and Associates for providing "An Outstanding Customer Service Experience" three years in a row.³

Work with a global treasury leader

Bank of America Merrill Lynch partners with you to understand your unique processes and to deliver integrated electronic invoice and payment solutions designed to free up your time and working capital while increasing efficiency, visibility and control. We welcome the opportunity to put our Corporate Travel Card program to work for you.

To learn more, including terms and conditions that apply, contact your Bank of America Merrill Lynch representative today. Visit bankofamerica.com.

The implementation of your Travel Card program will be the same as, to the extent applicable, the implementation process set out in Exhibit A.

¹ Certain restrictions, exclusions and limitations apply. Benefits subject to change without notice

² Provided by Lounge Club™. Certain terms, conditions, and exclusions apply. For full terms and conditions, please refer to the Conditions of Use section of your LOUNGE CLUB™ Lounge Directory you will receive upon enrollment.

³ For J.D. Power and Associates 2012 Call Center Certification Program SM information, visit www.jdpower.com. "Bank of America Merrill Lynch" is the marketing name for the global banking and global markets businesses of Bank of America Corporation. Lending, derivatives, and other commercial banking activities are performed globally by banking affiliates of Bank of America Corporation, including Bank of America, N.A., member FDIC. Securities, strategic advisory, and other investment banking activities are performed globally by investment banking affiliates of Bank of America Corporation ("Investment Banking Affiliates"), including, in the United States, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Merrill Lynch Professional Clearing Corp., all of which are registered broker-dealers and members of FINRA and SIPC, and, in other jurisdictions, by locally registered Guaranteed. BA-AB-0329ED 10-2012 ©2012 Bank of America Corporation.

EXHIBIT A-3

Description of Fleet Card Service

With a MasterCard Corporate Fleet Card® program, you'll find the control and flexibility you need to keep your fleet running efficiently. Save more time on the road with a variety of tools that help track spending, improve compliance, and strengthen overall fleet performance.

Acceptance

Whether your fleet is large or small; you will appreciate the vast number of locations that accept the MasterCard Corporate Fleet Card. More than 175,000 fuel locations across the United States accept the card. Your drivers will be able to use their card virtually anywhere they travel – in the U.S. and around the globe.

Control

Combining fleet expenses within a single payment program helps to provide a clearer picture of travel expenses. We offer reporting options available through our GRAM on line reporting solution. This online account management system allows you to easily monitor monthly spending.

Flexible Solutions

Two options are available to create the ideal fleet program for your company.

1. Vehicle Assigned Cards - Cards can be assigned to a specific vehicle(s) and used by multiple drivers to cover expenses.
2. Driver Assigned Cards - Designated employees can be issued a card to make purchases for their individual vehicle travel expenses allowing you to track by individual driver.

You can also limit purchase options for either type of card. Purchases can be limited exclusively for fuel and maintenance. The number and dollar amount or category of purchases can also be limited by card.

GLOBAL REPORTING AND ACCOUNT MANAGEMENT (GRAM)

Efficiency for administrators with real-time account management and monitoring functionality, including opening new cards, viewing balance and authorization information, amending credit limits, closing cards and issuing replacement cards.

- Data is available for 36 months; added to the application Tuesdays through Saturdays
- Real time view 24/7 from a web browser
- Ability to pull data and ad hoc reports directly from the application
- Online statements
- Available in 21 languages
- Expense management capability
- Company or bank-defined organizational structure

Reduce Costs, controls expenses

Reduce costs and improve efficiency

- Users submit, review and approve expenses online
- Using preconfigured business rules, Global Reporting and Account Management automatically assigns your company's accounting codes to each card transaction, on an automated basis, as they load into the tool
- Expense data can be exported from the tool in standard formats and uploaded to your accounting system

Track, analyze, and control expenses

- Manage expenses with standard reports that provide important company, organizational hierarchy and cardholder statistics
- Provides actionable exception reporting to help adhere to company policies and preferred vendor guidelines
- Consolidate and convert card spend in multiple currencies into a single reporting currency to help you more effectively negotiate discounts with key vendors globally.

The implementation of your Fleet Card program will be the same as, to the extent applicable, the implementation process set out in Exhibit A.