



**State of California Participating Addendum No. 7-14-99-22
Local Agency Subscription Agreement**

This Local Agency Subscription Agreement (“**Local Agency Subscription Agreement**”) constitutes an agreement to participate under the terms and conditions of the Purchase Card Services Participating Addendum No. 7-14-99-22 (“**Participating Addendum**”) signed September 29, 2014 and entered into by U.S. Bank National Association (“**U.S. Bank**”) and the State of California, Department of General Services (“**State**”). This Local Agency Subscription Agreement is entered into by U.S. Bank and the “**Local Governmental Agency**” identified herein, and shall become effective upon signing by U.S. Bank (“**Effective Date**”).

RECITALS

- A.** The State has entered into the Participating Addendum for the purpose of making available a Purchase Card Program as described in the Participating Addendum for use by State of California state agencies and local governmental agencies;
- B.** The State is willing to permit Local Governmental Agency to participate in the Purchase Card Program provided that Local Governmental Agency assumes all responsibility and liability for Local Governmental Agency’s performance of the terms and conditions of the Participating Addendum as if Local Governmental Agency was the entity signing the Participating Addendum, but Local Governmental Agency shall not be liable for the acts and omissions of the State under the Participating Addendum or this Local Agency Subscription Agreement. The State shall not bear liability or responsibility for Local Governmental Agency under the Participating Addendum or this Local Agency Subscription Agreement; and
- C.** Local Governmental Agency has received a copy of the Participating Addendum from the State, and after a thorough review of the Participating Addendum, desires to participate as a Local Governmental Agency under the Participating Addendum. Participating Addendum No. 7-14-99-22 is incorporated into this Local Agency Subscription Agreement in its entirety and all terms and conditions of the Participating Addendum apply to the Local Governmental Agency.

AGREEMENT

Now therefore, in consideration of the foregoing Recitals, the mutual premises and covenants set forth in the Participating Addendum, which are incorporated herein by reference, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, all parties agree as follows:

- 1. Local Governmental Agency Responsibility.** Local Governmental Agency agrees to accept and perform all duties, responsibilities and obligations required of Participating Agencies as set forth in the Participating Addendum.



2. Authority. The representations, warranties and recitals of Local Governmental Agency set forth in this Local Agency Subscription Agreement and the Participating Addendum constitute valid, binding and enforceable agreements of Local Governmental Agency. All extensions of credit made to Local Governmental Agency pursuant to this Local Agency Subscription Agreement and the Participating Addendum will be valid and enforceable obligations of Local Governmental Agency and Local Governmental Agency shall pay to U.S. Bank all Debts incurred by Local Governmental Agency in accordance with the terms of the Participating Addendum and this Local Agency Subscription Agreement. The execution of this Local Agency Subscription Agreement and the performance of the obligations hereunder and under the Participating Addendum are within the power of Local Governmental Agency, have been authorized by all necessary action and do not constitute a breach of any contract to which Local Governmental Agency is a party or is bound.

3. Purpose of Card Use. Local Governmental Agency declares that cards shall be used for official Local Governmental Agency purchases only, and shall not be used for individual consumer purchases or to incur consumer debt. Local Governmental Agency warrants that it possesses the financial capacity to perform all of its obligations under the Participating Addendum and this Local Agency Subscription Agreement.

4. The notice address for Local Governmental Agency is:

Attn: _____

5. Rebate Payment. To receive payment, Local Governmental Agency must register in the manner prescribed by U.S. Bank. U.S. Bank will not make any payments until Local Governmental Agency has registered. If Local Governmental Agency fails to register by the end of the first Addendum Year, Local Governmental Agency forfeits any payments for that Addendum Year and any subsequent Addendum Years in which Local Governmental Agency fails to register. Local Governmental Agency designates the following person to register Local Governmental Agency.

Authorized Person's Name
Authorized Person's Email Address

6. Billing Statements. Local Governmental Agency may choose to have Statements for all Accounts with Central Billing (1) delivered by U.S. mail ("**Paper Statements**"); (2) made available electronically ("**Electronic Statement(s)**") for Local Governmental Agency to access on its own through the account management system or (3) both delivered as Paper Statements and made available as Electronic Statements. If Local Governmental Agency chooses Electronic Statements only, that is, option (2) herein, U.S. Bank will suppress delivery of Paper Statements.



- 7. Authorization.** Local Governmental Agency certifies to U.S. Bank that the person executing this Local Agency Subscription Agreement is authorized by Local Governmental Agency in accordance with its organization rules and applicable law to bind Local Governmental Agency to the terms and conditions of this Local Agency Subscription Agreement, including the authority to incur Debt in the name of Local Governmental Agency.

- 8. Execution.** By signing below, the individual(s) signing this Local Agency Subscription Agreement is/are acting in his or her capacity as an authorized signing officer of Local Governmental Agency and not in his or her personal capacity, and certifies and warrants that (1) all action required by Local Governmental Agency organizational documents to authorize the signer(s) to act on behalf of Local Governmental Agency in all actions taken under this Local Agency Subscription Agreement, including but not limited to, the authority to incur Debt on behalf of Local Governmental Agency, has been taken, (2) each signer is empowered in the name of and on behalf of Local Governmental Agency to enter into all transactions contemplated in this Local Agency Subscription Agreement, and (3) the signatures appearing on all supporting documents of authority, if any, are authentic.

- 9. Reliance.** Local Governmental Agency has read, understands and agrees to all terms and conditions in this Local Agency Subscription Agreement and the Participating Addendum, and U.S. Bank is entitled to act in reliance upon the authorizations and certifications set forth herein.

IN WITNESS WHEREOF, the parties have, by their authorized representatives, executed this Local Agency Subscription Agreement.

Dated this ____ day of _____, 20__	Dated this ____ day of _____, 20__
By Local Governmental Agency:	By U.S. Bank:
_____	U.S. Bank National Association
(Name)	
_____	_____
(Signature of Authorized Signer)	(Signature of Authorized Signer)
_____	_____
(Printed Name of Authorized Signer)	(Printed Name of Authorized Signer)
_____	Vice President
(Printed Title of Authorized Signer)	(Printed Title of Authorized Signer)



Approved as to form:

(Signature of Attorney for Local
Governmental Agency)

(Printed Name of Attorney)



**CERTIFICATE OF AUTHORITY
INSTRUCTIONS**

Before completing the Certificate of Authority, please read:

- If the Local Agency Subscription Agreement being signed was “**approved as to form**” by an attorney, it is not necessary to complete the attached Certificate of Authority (C of A).
- If the Local Agency Subscription Agreement was not “approved as to form” by an attorney, please complete the attached C of A (page 7).
- Be sure to date all documents upon signing. Undated documents cannot be accepted and will be returned for dating.

**Signing Instructions for
Certificate of Authority**

Note that three (3) different individuals must sign and date the C of A. If the Local Governmental Agency does not have three individuals who are authorized to sign on behalf of the Local Governmental Agency, please refer to page 6.

Section 1 Organizational Information- Enter the legal Local Governmental Agency name and the tax ID number on the C of A. Note: The legal name of the Local Governmental Agency name is required. The legal name is usually the name on the Local Governmental Agency’s financial statements.

Section 2 Authorized Persons - The individual who signed the Local Agency Subscription Agreement must complete and sign in Section 2.

Section 3 Execution Requirement - Check only one box in Section 3 to indicate how many individuals (either 1 or 2) that the Local Governmental Agency requires to sign legal documents on behalf of the Local Governmental Agency.

Section 4 Execution - No action required.

Section 5 Certification - Two (2) individuals must sign and date Section 5 as well as insert their names and titles. Note: The individual(s) who signed in Section 2 cannot sign in Section 5 or this document is invalid.

- An officer of the Local Governmental Agency (“**Officer One**”) is required to sign the top area of Section 5 attesting to the signatures in Section 2.
- One other officer of the Local Governmental Agency (“**Officer Two**”) must sign the bottom area of Section 5 attesting to the signature of Officer One.

Please see examples below:

5. Certification. I certify that I am the **Secretary** and I am acting in my official capacity as an authorized officer who has been given the authority by the Local Governmental



Agency to certify that the Authorized Person(s) has/have the full power and authority under applicable law and the governance rules relating to the Local Governmental Agency to execute and deliver to U.S. Bank, on behalf of the Local Governmental Agency, and to bind the Local Governmental Agency under, the Documents for the purpose of establishing and extending the Services. I also certify that the name(s) and title(s) of the Authorized Person(s) set forth above are correct and that the signature appearing beside each name is a true and genuine specimen of his/her signature.

JOHN DOE

**↑ PRINTED NAME OF THE SECRETARY OF THE LOCAL GOVERNMENTAL AGENCY ↑
(CANNOT BE AN AUTHORIZED PERSON LISTED IN SECTION 2)**

↑ Signature of the **Secretary** of the Local Governmental Agency ↑ **DATE**

I certify that I am an officer of the Local Governmental Agency, and as such, I certify that the above-named **Secretary** is acting in such capacity on behalf of the Local Governmental Agency, the signature below is my genuine signature and the signature above is the genuine signature of such Secretary.

JANE SMITH, TREASURER

↑ PRINTED NAME & TITLE OF INDIVIDUAL SIGNING BELOW ↑ (CANNOT BE AN AUTHORIZED PERSON LISTED IN SECTION 2)

↑ Signature ↑ Attested by One (1) Other Individual of the Local Governmental Agency **DATE**



**EXAMPLES TO Signing Instructions
for
Certificate of Authority (C Of A)**

EXAMPLE 1:

1. One (1) person is required to sign legal documents, and
2. Local Governmental Agency has more than two (2) authorized signatories who can attest to signatures of other signatories.

Local Agency Subscription Agreement: Person A signs.
C of A Section 2: Person A completes and signs.
C of A Section 3: First box is checked.
C of A Section 5: Person B (preferably the Secretary) signs attesting to the signature of Person A

AND

Person C signs attesting to Person B's authority and signature.

EXAMPLE 2:

1. Two (2) people are required to sign legal documents, and
2. Local Governmental Agency has more than two (2) authorized signatories who can attest to signatures of other signatories.

Local Agency Subscription Agreement: Persons A and B sign.
C of A Section 2: Persons A and B complete and sign.
C of A Section 3: Second box is checked.
C of A Section 5: Person C (preferably the Secretary) signs attesting to the signatures of Persons A and B

AND

Person D signs attesting to Person C's authority and signature.

EXAMPLE 3:

1. One (1) person is required to sign legal documents, and
2. Local Governmental Agency has only one (1) other authorized signatory who can attest to signatures of other signatories.

Local Agency Subscription Agreement: Person A signs.
C of A Section 2: Person A completes and signs.
C of A Section 3: First box is checked.
C of A Section 5: Person B (preferably the Secretary) signs attesting to the signature of Person A.

NOTE: If the Secretary can sign the C of A, than they cannot be Person A; they must be Person B.

AND



Person A signs attesting to Person B's authority and signature.

EXAMPLE 4:

1. Two (2) people are required to sign legal documents, and
2. Local Governmental Agency has only one (1) other authorized signatory who can attest to signatures of other signatories.

Local Agency Subscription Agreement: Persons A and B sign.
C of A Section 2: Persons A and B complete and sign.
C of A Section 3: Second box is checked.
C of A Section 5: Either Person A or B (preferably the Secretary) signs attesting to the signature of Persons A and B.
NOTE: If the Secretary can sign the C of A, than they must sign in Section 4 and the other person must sign in Section 5 AND the Person who did not sign Section 4 signs attesting to the signing authority and signature of the person who did sign in Section 4, subject to the note above.



CERTIFICATE OF AUTHORITY

- Organizational Information.** This Certificate of Authority has been completed on behalf of the following Local Governmental Agency (the "Local Governmental Agency"):

Local Governmental Agency
 Legal Name: _____

Federal Tax Identification
 Number: _____

- Authorized Persons.** In accordance with the governance rules relating to the Local Governmental Agency, the following individuals (the "Authorized Person(s)") are authorized, on behalf of the Local Governmental Agency, to execute and deliver to U.S. Bank National Association ("U.S. Bank") and/or its affiliates the applicable contract(s), any applicable addenda and/or amendments thereto and any other documents or writings required by U.S. Bank (collectively, the "Documents") for the purpose of establishing one (1) or more card programs, extending credit and providing related services to the Local Governmental Agency with U.S. Bank in the United States (collectively, the "Services"):

Name	Title	Signature

- Execution Requirements.** The governance rules relating to the Local Governmental Agency require the following number of Authorized Persons to sign the Documents for the Services (choose only one box):

- One (1) Authorized Person
- Two (2) Authorized Persons

- Execution.** By signing the Documents, each individual signing in his or her capacity as an authorized signing officer of the Local Governmental Agency and not in his or her personal capacity, certifies and warrants that (a) all action required by Local Governmental Agency's organizational documents to authorize the signer(s) to act on behalf of the Local Governmental Agency in all actions taken under the Documents, including but not limited to, the authority to incur debt on behalf of the Local Governmental Agency, has been taken, (b) each signer is empowered in the name of and on behalf of the Local Governmental Agency to enter into all transactions and Services contemplated in the Documents, and (c) the signatures appearing on all supporting documents of authority are authentic.



5. **Certification.** I certify that I am the _____ and I am acting in my official capacity as an authorized officer who has been given the authority by the Local Governmental Agency to certify that the Authorized Person(s) has/have the full power and authority under applicable law and the governance rules relating to the Local Governmental Agency to execute and deliver to U.S. Bank, on behalf of the Local Governmental Agency, and to bind the Local Governmental Agency under, the Documents for the purpose of establishing and extending the Services. I also certify that the name(s) and title(s) of the Authorized Person(s) set forth above are correct and that the signature appearing beside each name is a true and genuine specimen of his/her signature.

↑ Printed Name of the _____ of the Local Governmental Agency↑ (Cannot be an Authorized Person listed in Section 2)

↑ Signature of the _____ of the Local Governmental Agency↑ **Date**

I certify that I am an officer of the Local Governmental Agency, and as such, I certify that the above-named _____ is acting in such capacity on behalf of the Local Governmental Agency, the signature below is my genuine signature and the signature above is the genuine signature of such _____.

↑ Printed Name & Title of Individual Signing Below ↑ (Cannot be an Authorized Person listed in Section 2)

↑ Signature ↑ Attested by One (1) Other Individual of the Local Governmental Agency **Date**