

Agreement for Government Banking Services

This Agreement for Government Banking Services (the "Agreement") is made as of this 11th day of October, 2011, between St. Johns County School District (the "Client") and Bank of America, N.A., a national banking association (the "Bank").

WHEREAS, the Client issued a Request for Proposal (the "RFP") more fully identified below, for providing banking services identified in the RFP (the "Services"): RFP NO.: 2010-34; and

WHEREAS, the Bank was the successful bidder under the RFP, having submitted its bid response dated March 11, 2011 (the "Bid Response"); and

WHEREAS, the parties wish to enter into this Agreement for the purpose of specifying the term and constituent documents of the agreement between the Client and the Bank regarding the Services.

NOW, THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the parties hereby agree as follows:

1. **Integrated Agreement.** The entire and integrated agreement between the Client and the Bank related to the Services shall consist of this Agreement, the Bank's Treasury Terms and Conditions Booklet in connection with the Services (including their respective user documentation and set-up forms), the Bank's Bid Response and the Client's RFP as modified by the Bid Response. In the event of conflict among any of the preceding documents, such documents shall govern in the following order of precedence: (1) this Agreement, (2) the Bank's Treasury Terms and Conditions Booklet (including user documentation and set-up forms), (3) the Bid Response, and (4) the RFP. The integrated agreement supersedes all prior negotiations, representations, statements and agreements, whether written or oral, regarding the Services.
2. **Commencement of Performance.** Except as otherwise agreed by the parties, the Bank shall begin performing each Service upon execution and delivery of this Agreement, the pertinent service-level agreement and the related set-up forms. The Bank shall continue to perform such Services during the term of this Agreement.
3. **Term.** This Agreement is for an initial term of five (5) years. This Agreement may be extended by mutual consent of the parties as set forth in the RFP for up to five (5) additional one-year terms.

1. Notices. Except as may otherwise be specified in the applicable service-level agreement or set-up form, notices to the Client and the Bank shall be sent to the addresses set forth below:

Client: St. Johns County School District
Michael Degutis
40 Orange Street
St. Augustine, Florida 32084-3633

Bank: Bank of America, N.A.
Kristin Harrison
315 South Calhoun St., 2nd floor
Tallahassee, FL 32301

Changes in the respective address set forth above may be made from time to time by any party upon written notice to the other party.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

Client: St. Johns County School District

By: 

Name: Joseph G. Joyner

Title: Superintendent of Schools

Bank of America, N.A.

By: 

Name: Kristin Harrison

Title: Senior Vice President