

AMENDMENT TO CONTRACT

AMENDMENT 1

This Amendment 1 ("Amendment") is by and between NORTH CENTRAL TEXAS COUNCIL OF GOVERNMENTS ("NCTCOG") and GOVERNMENT PAYMENT SERVICE, INC. ("GPS") and amends the Master Contract between North Central Texas Council of Governments and Government Payment Service, Inc., effective January 14, 2013 ("Contract").

FOR GOOD AND VALUABLE CONSIDERATION, the parties agree as follows:

- **Effect of Amendment.** This Amendment is entered into pursuant to section 8 of the Contract. Capitalized terms not defined in this Amendment shall have the meaning given to them in the Contract. Terms of the Contract not amended by this Amendment shall continue unchanged, in full force and effect.
- **Effective Date.** The first line of the first paragraph of the Contract is amended by replacing the phrase "DAY, MONTH 2012" with the date "January 14, 2013."
- **Merchant Warranty.** Without limiting in any manner the warranties of GPS provided in section 5 of the Contract, GPS warrants that it is a merchant for bail and criminal justice related payments, as determined pursuant to the Visa International Operating Regulations ("Visa Regulations") and that the services GPS provides as a merchant and as described in the GPS Proposal in response to the NCTCOG RFP are in compliance with Visa Regulations.
- **Indemnification Covenant.** The parties agree that the indemnification by GPS of NCTCOG and the Participants under Paragraph 17 of the Contract shall include, but not be limited to, all claims that may arise during the contract against NCTCOG and/or the Participants relating to GPS' charging of percentage (%) credit processing fees.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment by their duly authorized representatives or agents as of the date written below.

**NORTH CENTRAL TEXAS COUNCIL OF
GOVERNMENTS**



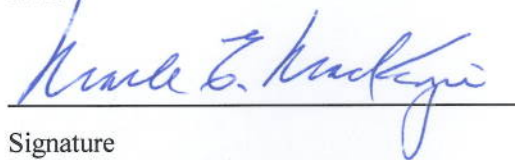
Signature

Monte Mercer

Deputy Executive Director

Date: 2/4/13

**GOVERNMENT PAYMENT SERVICE,
INC.**



Signature

Mark E. MacKenzie

Chief Executive Officer

Date: 02/04/13