[This Agreement must be executed substantially in the form below with any Third Party Vendor, or the following language must be substantially included in any agreement with a Third Party Vendor. NOTE: a Third Party Vendor is a service provider that is directly involved in transmitting, processing, or storing cardholder data on behalf of OSU or provides services that control or could impact the security of cardholder data. The provisions are required in order for OSU to comply with the Payment Card Industry Data Security Standards and its agreement with its merchant processor.]

PCI Agreement with Third Party Vendors

This Agreement is made as of the ___ day of _____, 20__ by and between The Ohio State University ("OSU") and _____, a _____ corporation (the "Third Party Vendor").

For purposes of this Agreement, the following terms have the following definitions:
  (i)   "cardholder data" refers to primary account number, cardholder name, expiration date and/or service code, and security-related information (including but not limited to card validation codes/values, full track data, PINs and PIN blocks) used to authenticate cardholders and/or authorize payment card transactions;
  (ii)   "cardholder data services" means services provided by Third Party Vendor to OSU that are directly involved in transmitting, processing or storing cardholder data on behalf of OSU or that control or could impact the security of cardholder data or possession of cardholder data by Third Party Vendor on behalf of OSU;
  (iii) "Merchant Account" means the account assigned to a Merchant (as defined in PCI DSS) by OSU's acquiring bank (as defined in PCI DSS) to process cardholder payments for such Merchant;
  (iv)   "Merchant Equipment" means any and all equipment OSU uses in connection with card authorization, clearing, completing, settling, transmitting or other related processing;
  (v)   "Merchant Processor" means OSU's credit card processing servicer;
  (vi)   "Merchant Systems" means any and all card acceptance and processing systems used by OSU's acquiring bank (as defined in PCI DSS) ; and
  (vii) "PCI DSS" means the Payment Card Industry (PCI) Data Security Standard requirements as then in effect.

  A. PCI Acknowledgment. Third Party Vendor acknowledges to OSU that it is responsible for (i) the security of cardholder data that it possesses or otherwise stores, processes or transmits on behalf of OSU, or to the extent that it could impact the security of OSU's cardholder data environment; (ii) providing all cardholder data payment processing services for every Merchant Account for which it is processing such payments; and (iii) managing and maintaining all PCI DSS requirements. Third Party Vendor shall at all times comply with PCI DSS.

  B. PCI Certification. Third Party Vendor represents and warrants to OSU that it has been certified as a Level 1 service provider per PCI DSS and covenants that it will maintain such certification.

  C. Merchant Processor Registration Process, Reporting and Review. Third Party Vendor agrees to comply with (i) the registration process required by Merchant Processor which can involve site inspections, background investigations, provision of financial statements and any other information required by a card organization, and (ii) the periodic and other reporting required by a card organization. Upon request and reasonable notice, Third Party Vendor agrees to provide Merchant Processor (and its designees) prompt access to its facilities and records during normal business hours for the purposes of performing any inspection and copying books or records pertaining to cardholder data.

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D. Examinations and Audits. Upon reasonable advance written notice, Third Party Vendor agrees to permit Merchant Processor (and its designees) to conduct a review of the books, records, operations and Merchant Equipment, if applicable, during normal business hours. In addition, upon reasonable prior written notice and as directed by any card organization, Third Party Vendor agrees to permit any person acceptable to that card organization to examine and audit the records, operations and Merchant Systems, if applicable, relevant to such card organization. Third Party Vendor agrees to provide reasonable access to Merchant Systems, if applicable, facilities and records during normal business hours for examination purposes to any state or federal agencies with jurisdiction over Merchant Processor or any card organization.

E. Notice of Data Breach. In the event of any suspected, alleged or confirmed loss, disclosure, theft or compromise of cardholder data or card transaction information relating the cardholder data services (a "Compromised Data Event"), Third Party Vendor shall immediately notify by fax The Ohio State University Office of the Treasurer, 614-292-7568 and by overnight mail delivered to The Office of the Treasurer at The Ohio State University, 1590 North High Street, Suite 400 Columbus, Ohio 43201, and in the manner required in the PCI DSS requirements, and provide the PCI Council, the card organizations, the acquiring financial institution, Merchant Processor, and their respective designees immediate access to conduct an examination of Third Party Vendor's Merchant Equipment and Systems, if applicable, facilities and all pertinent procedures and records. Third Party Vendor shall fully cooperate with any examinations provided for in this paragraph. Upon Third Party Vendor's suspected or actual discovery of a Compromised Data Event, Third Party Vendor will not alter or destroy any related records and will maintain complete and accurate documentation regarding any modifications made to the records. Third Party Vendor agrees to permit Merchant Processor to conduct remote scans of its Merchant Systems.

F. Business Continuity. Third Party Vendor shall maintain appropriate business continuity procedures and systems to ensure security of cardholder data in the event of a disruption, disaster or failure of Third Party Vendor's primary data systems.

G. Compliance with Applicable Law. Third Party Vendor shall comply with all applicable laws relating to cardholder data services.

H. Term. The term of this Agreement shall commence on the date hereof and continue so long as Third Party Vendor provides cardholder data services.

[THIRD PARTY VENDOR]   THE OHIO STATE UNIVERSITY

_____   _____
Name: Name:
Title: Title:

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