



TO:	Jestin D. Johnson City Administrator	FROM:	Erin Roseman Director of Finance
SUBJECT:	Contracts for Primary Banking Depository and Custodial Services	DATE:	November 21, 2024
City Administrator Approval		^{Date:} Nov 25, 2024	

RECOMMENDATION

Staff Recommends That The City Council Adopt The Following Pieces Of Legislation:

- A Resolution Authorizing The City Administrator To: (1) Negotiate And Execute An Agreement With U.S. Bank To Provide Primary Depository Services For The City At An Estimated Annual Cost Of Three Hundred Fifty Thousand Dollars (\$350,000) For A Five-Year Period With Three One-Year Options To Renew Commencing January 1, 2025, And (2) Negotiate With U.S Bank For Such Additional Banking Services As They May From Time To Time Deem Appropriate, At Costs They Deem Reasonable; And (3) Waiving The Requirements Of The Living Wage Ordinance And Of The Linked Banking Services Program Ordinance
- 2) A Resolution Authorizing The City Administrator To: (1) Negotiate And Execute An Agreement With U.S. Bank To Provide Primary Custodial Services For The City At An Estimated Annual Cost Of Seventy-Five Thousand Dollars (\$75,000) For A Five-Year Period With Three One-Year Options To Renew, And (2) Negotiate With U.S. Bank For Such Additional Banking Services As They May From Time To Time Deem Appropriate, At Costs They Deem Reasonable; And (3) Waiving The Requirements Of The Living Wage Ordinance And Of The Linked Banking Services Program Ordinance

EXECUTIVE SUMMARY

Depository and custodial banking services are integral to supporting the City of Oakland's (the "City") daily cash management operations and serving Oakland's residents and businesses. Currently, U.S. Bank (the "US Bank") is the City's depository banking services provider and the City's custodian banking services provider. The current contract expires on December 31, 2024. On April 8, 2024, staff issued a request for proposals ("RFP") for depository and custodial banking services. A panel of finance professionals, including City staff and outside associates, were selected to review the proposals and interview the finalists based on criteria detailed in the RFP. Based on the proposal, interview, client references, and City resources, staff proposes that the City enter into two new agreements for the separate portions of its banking services with US Bank: (1) a new agreement to provide the City's primary depository banking services at an estimated annual cost of \$350,000 and (2) a new agreement to provide the City's primary security custodial banking services at an estimated annual cost of \$75,000. Staff proposes that each agreement be for a period of five years, commencing January 1, 2025, with the ability to renew for three periods of one-years each at the City's option. This type of long-term award for banking services is reflective of other cities due to the intense process and resources incurred by the City when changing bank providers.

BACKGROUND / LEGISLATIVE HISTORY

On June 5, 2018, the City Council adopted Resolution No. <u>87229</u> C.M.S. and Resolution No. <u>87228</u> C.M.S. authorizing the execution of an agreement with MUFG Union Bank, N.A. (the "Union Bank") to provide banking services for the City of Oakland. In May 2023, the City successfully transitioned to US Bank due to the acquisition of MUFG Union Bank, N.A. (the "Union Bank") by US Bank.

Depository and custodial banking services are essential to the daily operations of the City and its ability to serve Oakland's residents and businesses. Currently, the City uses two types of banking services: (1) depository services and (2) custodial services. The City's depository bank's primary responsibility is to process cash transactions, enabling the City to make, receive, and account for payments. This includes but is not limited to providing balanced reporting, detailing debit/credit information, performing fund transfers, direct deposit for citywide payroll, electronic file transfer, issuing stop payments, obtaining reports, etc. The City's custodian bank's primary responsibility is to provide for the safekeeping of the City's securities, enabling the City to invest its cash for safety, liquidity, and yield. The City's banking operations are high volume, quite complex, and require sophisticated institutions offering a wide array of services with expert customer service representatives to manage the City's accounts. US Bank currently provides depository and custodial banking services to the City with contractual agreements expiring on December 31, 2024.

The City's banking services are complex for several reasons. The City currently maintains seventy-two (72) accounts. Fifty-nine (59) of these accounts are zero balance subaccounts whose balances sweep into the general account daily. Every month, the City utilizes countless numbers of banking services, including but not limited to account maintenance, lockbox services, depository services, online reporting, paper disbursement services, paper disbursement reconciliation services, general Automated Clearing House (ACH) services, merchant card services, web services, and wires. The depository bank is responsible for secure, timely, and accurate processing and reporting of these transactions. In addition, the City has over sixty (60) merchant accounts related to Visa/MasterCard, American Express and Discover transactions. Therefore, only sophisticated banking institutions are best suited to handle the City's high volume of activities as well as being able to provide a designated representative knowledgeable to each area of service.

On April 8, 2024, the City issued an RFP for depository and custodial banking services to thirty-four (34) financial institutions, as well as, published on iSupplier. The City's primary objective is

to evaluate the current banking services offerings and market environment, to execute new agreements with financially secure banks that are best suited to meet the business needs and offer the highest quality of services at a competitive price to the City.

Responses to the RFP were received on June 14, 2024. Two (2) banks submitted proposals to provide depository services – US Bank and JP Morgan Chase Bank, N.A. ("JP Morgan Chase"). Three (3) banks submitted responses to provide custodial services – US Bank, JP Morgan Chase, and Principal Financial Group.

After careful evaluation of the proposals, staff selected US Bank, JP Morgan Chase, and Principal Financial Group to move forward to the interview process with an evaluation panel comprised of City staff from the Treasury Bureau, Controller's Bureau, Information Technology Department, and Housing & Community Development Department, as well as finance professionals from the Port of Oakland and the City of Alameda. The panel conducted an extensive evaluation based on a detailed consideration of overall qualifications, scope, and level of services, pricing, other commitments and services, additional questions from the panel, and reference checks. The interview panel has ranked the banks proposing to provide depository banking services and custodian services as follows:

Devester	
Depository	/ Services

1. US Bank

2. JP Morgan Chase

Custodial Services

- 1. US Bank
- 2. JP Morgan Chase
- 3. Principal Financial Group

ANALYSIS AND POLICY ALTERNATIVES

The interview panel considered the overall quality of each bank's proposal and interview, along with its current services, costs, and the City's resources. Each bank that was interviewed met the City's general requirements for financial strength and capabilities. Client references for the banks were generally positive. Two key considerations for staff are competing projects and resources and implementing ePaybles, a new service that can increase efficiency and generate potential revenues for the City.

The COVID-19 pandemic has caused a shift in the bank services and volumes used by City departments. During the COVID-19 pandemic, many vendors requested that the City make payments using Virtual Card or ACH for faster payment processing. ePayables are essentially virtual cards, serve as electronic payment alternatives to paper checks, and help expedite payments. Card payments are quicker and easier to process, requiring less labor and saving valuable time. By utilizing ePayables, the department can increase efficiency, reduce costs by eliminating manual processes, and boost revenue through rebate opportunities. Additionally, suppliers in the Virtual Card program are not required to process 1099s, as the merchant processor will handle that component. Based on the City's 2022 data of vendor payments, it is estimated to generate approximately \$400,000 in rebates back to the City.

In June 2024, the City Council approved Resolution No. <u>90303</u> C.M.S., a contract with CityBase, Inc. to implement an electronic cashiering system which overseeing the collection of revenues across multiple departments is a huge undertaking. This is a critical project and to

ensure continuity that the project gets implemented and successfully completed in the summer of 2025 will require tremendous staffing from various departments, leaving limited staffing to implement and transition to a new bank. Additionally, by retaining US Bank, the City can focus on implementing a new service, ePayables, which will provide an opportunity for revenue sharing and cost reduction.

The recommendation to retain US Bank for depository and custodial services is based on the complexity of the required depository services as summarized below, limited City resources, competing projects and revenue sharing opportunities. US Bank has shown commitment to bringing efficiencies and innovative solutions to the City's banking operations and needs, making them more cost-effective in the long run. Due to the current contract expiring on December 31, 2024, it is critical to retain a bank for continuity. This proposed policy would allow the City to enter into a new contact with US bank for depository and custodial services to carry out daily operations and help sustain the Citywide priorities in housing, economic, and cultural security, of a vibrant, sustainable infrastructure and responsive, trustworthy government. When banking services are not delivered securely, timely, and efficiently, departments and residents who rely on banking services are impacted, as well as services, programs and projects that goes to revitalize neighborhoods, preserve affordable housing, and having a positive impact on the environment. By ensuring business continuity, this policy enables the endurance and functionality of banking services that help ensure the City is running effectively and efficiently.

Depository Services:

The recommendation to select US Bank is based on several factors, including its current services and customer service, local lockbox services, competitive pricing, and streamlining of depository services:

 Current Services. Each proposing bank demonstrated that it could provide a full range of standard banking and depository services currently utilized by the City, including reporting, accepting credit and debit cards, providing expedited lockbox processing for certain revenue streams, implementing electronic data transfers with anti-fraud measures, and providing direct deposit of payroll.

However, JP Morgan Chase does not offer paycard services which is a service that the City utilizes. The City has programs that require the use of paycards for youth who are under the age of 18 as well as employees who do not have access to bank accounts. US Bank provides paycard services, which is convenient as it allows the City to keep this service with the same bank.

• *Customer Service.* Both banks will designate a customer service representative to the City. It is imperative that the team assigned to the City's account is knowledgeable and responsive because banking-related issues are time-sensitive. Any miscommunication or delayed response will impact the City's daily banking operations.

After a thorough evaluation and review of the bank references, staff has concluded that both banks can provide quality banking services and are highly recommended for their customer service and commitment. Currently, the US Bank team assigned to the City's account consists of experienced industry veterans who specialize in best practices and have shown commitment to innovative solutions for government banking clients. Furthermore, the team's

knowledge of the City's banking operations, gained through previous experience with the City, gives staff confidence that US Bank can deliver quality customer service and meet all the City's banking needs.

• Lockbox Services.

While lockbox services, both wholesale and retail, are essential for the City, the structure of the City's retail lockbox system is particularly complex. The processing instructions require extensive manual input and vary depending on the type of declaration being submitted. If these instructions are not followed precisely at the lockbox processing center, errors occur, which must then be manually corrected by staff. This process consumes significant resources and staff time, as each declaration and the associated checks must be individually reviewed and reconciled with any incorrectly processed items in the system. Additionally, the City requires that any checks received at the lockbox center without accompanying declarations be returned to the City. This would help avoid lengthy refund processes for the check owners if the payment was not intended for the City.

Currently, US Bank manages our lockbox transactions efficiently with minimal errors. By continuing with US Bank, the City can avoid the challenges of transitioning to a new bank. A key benefit is that US Bank's lockbox facility is located locally in Richmond, while JP Morgan Chase's facility is in Southern California. Having a local lockbox allows the City to address issues promptly by visiting the facility, gaining insight into the processing procedures, and suggesting changes as needed. The quality and timeliness of US Bank's services were significant factors for staff. Additionally, US Bank can accommodate the City's need to return checks received without declarations, which other banks cannot accommodate.

Pricing:

Staff carefully evaluated the service costs proposed by the three finalists, with JP Morgan Chase offering the lowest cost based on the volume of banking operations outlined in the RFP, but US Bank offered a higher Earnings Credit Rate (ECR) at 4.5% with transition credits of \$210,000 to reduce costs. All the account analysis fees can be offset by earnings credit, and earnings credit may be carried over month to month, quarterly, semi-annually, or annual settlement. In addition, ECR can apply to all bank fees, including custodial and merchant fees. However, pricing was not the sole factor in the recommendation to the Council.

All banks' merchant card fee rates are comparable at approximately 2.8% per transaction. This rate includes bank authorization fees and pass through charges from the payment brand (Visa/Mastercard, Discover, America Express, etc.).

Table 1 below presents the estimated annual cost and the ECR, an earning allowance based on the City's average investable balance.

Table 1 Estimated Annual Cost (1st Year)

	US Bank (4.5%)	JP Morgan Bank (4.0%)	Principal Financial Group
Depository Charges (12 mths)	\$343,725	\$315,516	N/A
Custody Charges	\$75,000	\$125,000	\$37,502
Earnings Credit ¹	Base on balance	Base on balance	N/A
Transition Credit	(\$210,000)	(\$250,000) ²	N/A
Annual Total	\$208,725	\$440,516	\$37,502

¹ ECR is a daily calculation of interest that is paid to the City on deposits with the bank that is used to offset bank fees.

² This amount can only apply to transition expenses to a new bank, which cannot be used to offset bank fees.

US Bank is offering the City 4.5% ECR along with a \$210,000 transition credit to be used for bank supplies and equipment, and applies to all bank-related fees, including deposit coverage fees and merchant fees. If the City retains US Bank for depository and custodial, there is no transition required, therefore, the City can apply the transition credit (\$210,000) to cover the bank fees instead of supplies or equipment. With a higher ECR, the City can reduce costs further. Also, the City will not need to operate two banks and pay two bank fees for a minimum of six (6) months if the City remains with US Bank.

JP Morgan Chase is offering the City 4.0% ECR along with a \$250,000 transition credit that can be used towards bank supplies and equipment. JP Morgan Chase transition credit **cannot** be applied to bank fees because it is used to purchase new supplies and equipment when transitioning to a new bank. Also, there will be additional costs to the City with a new bank because the City will have to operate two banks and pay two bank fees for a minimum of six (6) months in order to unwind the previous bank and clear all outstanding items.

 Branch Locations. Each of the banks expressed that they would devote significant resources in their commitment to serving the City. Locally, JP Morgan Chase has nine (9) branches, including a Community Center branch and thirty (30) ATMs in Oakland. US Bank has seventeen (17) conventional branches within Alameda County, two (2) traditional branches in Oakland, one (1) college branch inside Laney Community College (non-traditional branch), and fifteen (15) ATMs located in Oakland.

Community Presence/Involvement

The City desires to have a relationship with a banking institution that provides not only exceptional banking services at a cost effective rate but also has a positive presence in the City and its community. US Bank's Community Reinvestment Act (CRA) received an overall

rating of Outstanding and Satisfactory for California from the Office of the Controller of the Currency (OCC) for the period of 2016 – 2020. During 2023, US Bank reported \$66,934,000 in CRA qualified investments in the Oakland-Berkeley-Livermore Metropolitan Division. These investments supported affordable housing and community services for low-and moderate-income individuals, and the revitalization and stabilization of low- and moderate-income geographic areas. And economic development activities JP Morgan Chase's received an overall rating of Satisfactory and Outstanding for California for CRA activities from 2014 – 2019.

US Bank has demonstrated the support and willingness to continue proactively working with the City to provide solutions to the community. US Bank is a national supporter of the African American National Association of Real Estate Brokers, which includes the Oakland chapter of CAREB. Their mission is to empower their real estate professionals known as Realtist by strengthening through federal and local policy, education, social leverage, legal work, and economic advances all to remediate disparities in housing and property ownership policies. They also support East Bay Asian Local Development Corp (EBALDC) located in Oakland. Their primary pillars are affordable rental housing options, expanding income/wealth building opportunities, increased resident and community engagement, and supporting strong neighborhood partnership networks.

Impact for communities and the environment

US Bank strives to build inclusive, sustainable communities, and the community development loans and investments to help revitalize neighborhoods, preserve affordable housing, and support sustainable energy projects. Recent initiatives include:

- Offering an Affordable Housing special purpose credit program (SPCP), an Impact Capital Program launched in 2022 that provides lending capital to emerging developers, including developers of color, who expand access to affordable housing for LMI communities, as well as investment capital.
- Awarding a total of \$300,000 in new grants in 2023 to five nonprofit organizations that are collaborating with developers, including developers of color, to help them build capacity and capabilities.
- Launching a Minority Depository Institution (MDI) Resource Guide and a curated suite of products and services to address the needs required to grow and sustain MDIs.
- Investing over \$2.6 billion of renewable energy tax equity and committing \$658 million of debt to finance the development of renewable energy projects across the country through U.S. Bancorp Impact Finance in 2023.
- Providing \$500,000 in grant capital to organizations supporting the energy and financial needs of residents in LMI communities in 2023.

To date, U.S. Bank has invested in 70 affordable housing projects in the Oakland-Hayward-Berkeley.

Mortgage Lending

The U.S. Bank Access Home initiative is designed to address some of the historical obstacles that minority communities face in the homeownership process. They continue to expand access to homeownership with their US Bank Access Home Loan product, a mortgage special purpose credit program (SPCP) that provides up to \$12,500 in down

payment assistance and up to an additional \$5,000 lender credit with down payments as low as 3% and assistance funds that can be used towards a down payment, closing costs, required repairs or improvements. US Bank also works with local governments and organizations with down payment assistance programs and offers a cost assistance program that works similar to a down payment assistance program. US Bank also partners with local organizations to promote homeownership, including East Bay Housing Organizations (EBHO) and Richmond Neighborhood Housing Services. Inc.

In 2023, US Bank graduated the first cohort of new-to-industry mortgage loan officers (MLOs) serving underserved communities, starting with the Black community. These officers are valued community partners as they help clients navigate the homebuying process. The program expanded in 2024 to include new-to-industry bilingual MLOs who will participate in a yearlong, comprehensive training and development program and support multilingual communities.

Small Business

US Bank reported 2,693 small business loans totaling \$64,151,000 during 2023 in Alameda County, California. Of these loans:

- 639, or 24%, went to borrowers in low- and moderate-income census tracts
- 2,126, or 79%, went to borrowers with gross annual revenues up to \$1 million
- 2,606, or 97%, were up to \$100,000 in size

US Bank works with community development financial institutions (CDFIs) to provide funding to entrepreneurs in underserved communities. CDFIs play a critical role in bringing investment and resources to underserved communities, and those who may not be eligible for traditional small business financing.

In March 2023, US Bank launched an enhanced Business Diversity Lending Program, a special purpose credit program (SPCP) that provides credit and financing to help minority-, woman- and veteran-owned businesses grow and thrive. SPCPs, permitted by the Equal Credit Opportunity Act (ECOA), are specifically designed to improve access to capital for members of economically disadvantaged classes. Businesses are eligible for the Business Diversity Lending Program if they are at least 51% owned and operated by one or more individuals who self-identify as a woman, minority, and/or veteran.

The US Bank Business Access Advisor (BAA) program launched in 2021 as part of the US Bank Access Commitment, with a focus on helping businesses in underserved communities, including communities of color, gain access to capital. US Bank started with a focus on the Black community as that is where the gap is the largest and expanded Access Commitment to the Hispanic market in 2023. US Bank started with nine BAAs, with one serving Oakland, California. Because of its success, US Bank is also expanding the BAA program in California, hiring three additional BAAs in Los Angeles, Riverside, and San Diego, and growing support for business owners in Hispanic communities.

Volunteerism

U.S. Bank encourages and supports employee community involvement through their volunteer program, through which they provide access to benefits and events that support both company-sponsored volunteer activities and individual interests. In 2023, employees volunteered 360,000 hours in service to schools, nonprofits, and community organizations, equating to a \$11.4 million investment back into our communities (volunteer hours estimated at \$31.80 per hour in 2023 per the Independent Sector).

Community Development Lending

During 2023, U.S. Bank reported \$23,913,000 in community development loans in the Oakland-Berkeley-Livermore Metropolitan Division. These loans supported affordable housing for low- and moderate-income individuals.

Safekeeping/Custodial Services: Custodian banking services for the City's securities and investments were considered separately, as they are distinct from depository services, and need not be provided by the same banking institution. Three finalists offered custodial services: US Bank, JP Morgan Chase, and Principal Financial Group. In considering a custodial service provider, staff analyzed the same considerations as with the depository service, provider, including the range of services provided, quality/capability of customer service, technological capability, and pricing. All the finalists demonstrated that they could offer the general services and customer support that the City would require, however synergy benefits for combing depository and custodial services were taken into consideration as well.

The cost for custodial services for US Bank is stated on the table above and it is expected that the City's transition credit and excess earnings will absorb some of its costs. It is noted that the current custody service provider US Bank has changed its pricing matrix and moved away from fixed costs to basis points based on cost value of assets held by custody. Principal Financial Group has provided a cost of \$37,502 based on an estimated \$2 billion assets for management, and J.P. Morgan Chase has provided flat fixed costs of \$125,000.

As per the staff's analysis for depository services, the City recommends US Bank for custodial services as well based on several factors, including the quality and scope of services offered, pricing, and customer service. There are several advantages to having the same bank for both depository and custodial banking services. These advantages include the cost and ease of transferring of funds, coordinated account services, and comprehensive attention by the bank for the overall relationship. In particular, cash proceeds resulting from asset sales, income payments, and maturities in the City's custody account can be automatically transferred to the City's deposit account using the DDA Sweep function, eliminating the need for daily wire transfers. In addition, cash required for asset purchases can be transferred from the City's deposit account to the custody account in the same automated fashion, thus saving the City wire transfer costs. Funds are also timely in order to settle trades quicker with no costs for trade failures.

Furthermore, no transition is needed. US Bank is the only bank allowing US custody fees to be billed through analysis and paid with excess earning credit. Staff is confident that US Bank can continue to provide excellent service and can meet the City's custodial needs, and provide cost reductions as well.

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Local/Small Local Business Enterprise ("L/SLBE") Program: The City's Local and Small Local Business Enterprise Program has been waived for this project. However, banks are encouraged to utilize the services of L/SLBE firms where appropriate.

Living Wage Ordinance: Each of the banks confirmed that full compliance with the language of the City's Living Wage Ordinance would not be possible. Due to the extremely large number of different employees who could be involved with servicing the City's day-to-day cash handling, securities custody, and processing services, it would be extremely difficult, if not impossible, to identify all of the employees who would actually handle the work for the City. However, in all cases, the bank staff directly related to the City's accounts are in compliance with the Living Wage levels, and the banks each stated their willingness to comply as much as legally possible with the records-access requirements of the Living Wage Ordinance.

Therefore, in order to obtain the necessary depository and custodial services, staff requests that the Council continues to waive the requirements of the ordinance.

Other City of Oakland Contract Conditions: All proposals submitted meet the required contract conditions (City of Oakland Campaign Contribution Limits and Project Consultant Team Listing) set by the City's Contract and Compliance Department at the time of submittal. Other City contract requirements will be submitted prior to full contract execution.

- Arizona Resolution (Schedule B-2)
- Ownership, Ethnicity, and Gender Questionnaire (Schedule D)
- Pending Dispute Disclosure Policy (Schedule K)
- Declaration of Compliance (Schedule N)
- Equal Benefits Declaration of Non-Discrimination (Schedule N-1)
- Combined Form: Declaration of Compliance with Americans with Disabilities
- Act; Nuclear Free Zone Disclosure: Compliance Commitment Agreement: and an
- Affidavit of Non-Disciplinary or Investigative Action (Schedule C-1, V)
- Independent Consultant Questionnaire, Parts A (Schedule M)
- Insurance Requirement: Schedule Q (proof of compliance must be submitted)
- Slavery Era Disclosure Affidavit (Schedule S)
- Border Wall Prohibitions (Schedule W)

Linked Banking Ordinance: Currently, no bank qualifies as an "Eligible Depository" per the specific criteria of the Linked Banking Ordinance. Therefore, in order to obtain the necessary banking services which are critical to the daily operation of the City, staff requests that the City Council waive the requirements per section 5 of Ordinance No. 12066.

Alternatives:

An alternative is to extend the existing contract with US Bank for one year and transition a year later if the City desire to have a new bank. This will allow more resources to be assigned to the implementation and transition. However, the City will not be able to realize cost reductions on bank fees and revenue sharing opportunities implementing ePayables.

FISCAL IMPACT

Banking services are an essential function of the City. The actual future costs will depend largely on the volume of services provided to the City and the levels of offsetting cash balances in the City's accounts. Staff estimates the annual costs of \$350,000 and \$75,000 for depository and custodial services respectively and to be included in future budgets for the term of the contracts.

PUBLIC OUTREACH / INTEREST

This item did not require public outreach other than the required posting on the City's website.

COORDINATION

This report has been prepared by the Treasury Bureau in coordination with the Finance Department, Housing and Community Development Department, City Attorney's Office and Budget Bureau.

SUSTAINABLE OPPORTUNITIES

Economic: There are no economic opportunities associated with this report.

Environmental: There are no environmental opportunities associated with this report.

Race & Equity: There are no social equity opportunities associated with this report.

ACTION REQUESTED OF THE CITY COUNCIL

Staff Recommends That The City Council Adopt The Following Pieces Of Legislation:

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For questions regarding this report, please contact David Jones, Finance Department Treasury Administrator, at (510) 238-6508.

Respectfully submitted,

ERIN ROSEMAN Director of Finance, Finance Department

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