City of Carroll

112 E. 5th Street Carroll, Iowa 51401-2799 (712) 792-1000 FAX: (712) 792-0139

MEMO TO: Mike Pogge-Weaver, City Manager MPW

FROM: Laura A. Schaefer, Finance Director/City Clerk las

DATE: May 21, 2019

SUBJECT: Bankers Trust Paying Agent Assignment

For years, the City of Carroll has used Bankers Trust as the city's paying agent for debt issuances. Basically, this means the City pays Bankers Trust and Bankers Trust takes care of paying the bond holders of the city's debt. Currently, the city has two outstanding debt issuances that Bankers Trust is the paying agent.

In March 2019, the City received notice from Bankers Trust that UMB Bank n.a. is acquiring Bankers Trust's Corporate Trust business which includes paying agent services. The acquisition is expected to close on June 10, 2019.

Attached is the notification letter and a Notice of Assignment. Kristin Cooper, Ahlers & Cooney, has advised that Council approve a motion to assign our paying agent agreement with Bankers Trust to UMB Bank n.a. Staff has had no issues with Bankers Trust and anticipate that UMB Bank n.a. will continue with the same level of service.

RECOMMENDATION: Council approval, by motion, acknowledging the assignment of Trustee, Escrow Agent and Paying Agent Agreement with Bankers Trust Company to UMB Bank n.a.

1869 Carroll 2019
150 YEARS

BankersTrust.
453 7th Street
Des Moines, IA 50309

March 15, 2019

CITY OF CARROLL
ATTN: CITY CLERK
112 E 5TH ST
CARROLL, IA 51401

Re: Service Transition

On behalf of Bankers Trust Company, I want to thank you for turning to us to handle your Corporate Trust needs. We appreciate the trust you've placed in us and feel fortunate to have built a strong relationship with you.

We also feel fortunate to have been presented with the opportunity to transition our Corporate Trust business to one of the industry's most experienced and respected Corporate Trust firms. I am pleased to let you know that Bankers Trust has accepted an offer from UMB Bank, n.a. to acquire our Corporate Trust business.

UMB is headquartered in Kansas City, Missouri, and is one of the largest institutions in the country in the Corporate Trust business. In addition to its demonstrated expertise in this area, UMB will have a local, familiar feel. UMB intends to open an office in Des Moines and anticipates that your account will continue to be managed at the same high level of service by familiar faces you may have worked with at Bankers Trust, but as UMB employees.

We are excited to transition administration of our Corporate Trust clients' accounts to UMB for several reasons, including UMB's:

- Demonstrated expertise and experience as a Corporate Trust fiduciary and service provider;
- Clear long-term commitment to the Corporate Trust business;
- Quality service focus that is consistent with our own;
- Employment of existing Corporate Trust team members; and
- Strong management and depth of talent.

The acquisition is expected to close on or about June 10, 2019. Between now and the closing date, teams from both organizations will prepare for the transition. The mechanism for the transition will be an assignment of your Trustee, Escrow Agent and/or Paying Agent agreement(s) to UMB Bank. The acquisition agreement contemplates that following the closing of the transaction, Bankers Trust will no longer serve as Trustee, Escrow Agent and/or Paying Agent, and UMB will perform all of Bankers Trust's responsibilities and obligations under your agreement(s). Bankers Trust will cease to have any responsibilities or obligations as Trustee, Escrow Agent and/or Paying Agent. The formal written notice of this assignment is attached to this letter. To ensure you continue to receive uninterrupted service, UMB has requested you sign and return the attached Acknowledgement. This Acknowledgement is included as part of the enclosed Notice.

I am sure you will have questions and your relationship officer will reach out to you to discuss the transition. I am also available to answer any questions or concerns you may have. Be assured that both Bankers Trust and UMB are focused on providing you with a smooth transition and continued high-quality service.

Thank you for your business. It has been a pleasure to work with you.

Sincerely,

Kevin Chorniak
Sr. Managing Director, Wealth Management & Institutional Trust Services

NOTICE OF ASSIGNMENT

CITY OF CARROLL

This will constitute notice that contingent upon and effective as of the closing of the acquisition by UMB Bank, n.a. ("UMB") of the trust business of Bankers Trust Company, anticipated to occur on or about June 10, 2019 (the "Effective Date"), the Trustee, Escrow Agent and/or Paying Agent Agreement(s) or equivalent arrangement(s) by and between you and Bankers Trust Company will be assigned to UMB. The assignment will transfer all of Bankers Trust Company's rights, responsibilities and obligations under the Agreement(s) to UMB. As a result of this assignment, as of the Effective Date, UMB will be deemed to be the successor trustee, escrow agent and/or paying agent and will assume Bankers Trust Company's responsibilities and obligations under the Agreement(s). On the Effective Date, Bankers Trust Company will no longer be the Trustee, Escrow Agent and/or Paying Agent and will cease to have any responsibility or obligations under the Agreement(s), such responsibility having been assumed by UMB as successor to Bankers Trust Company.

BANKERS TRUST COMPANY

By

Kevin Chorniak, Senior Managing Director

Institutional & Wealth Management Services

UMB BANK, n.a.

By

Austin Braithwait, Executive Director

Corporate Trust

ACKNOWLEDGMENT TO ASSIGNMENT

The undersigned hereby acknowledges the assignment of the Trustee, Escrow Agent and/or Paying Agent Agreement(s) as set forth above, including the removal of Bankers Trust Company and succession of UMB as Trustee, Escrow Agent and/or Paying Agent as of the Effective Date. From and after the Effective Date, the undersigned hereby agrees Bankers Trust Company will no longer be the Trustee, Escrow Agent and/or Paying Agent and will cease to have any responsibility or obligations under the Agreement(s), such responsibility having been assumed by UMB as successor to Bankers Trust Company.

CITY OF CARROLL
Issuer/Client

By_____

Title_____ Date_____