

# CITY CLERK ORIGINAL

C-6668-6  
03/24/2015

## AMENDMENT NO. 5

### BANKING SERVICES AGREEMENT 05-53 (Contract No. C-6668)

This Amendment to the Service Agreement is made this 24 day of March, 2015 ("Effective Date"), by and between the City of Glendale, an Arizona municipal corporation ("City") and Bank of America authorized to do business in Arizona ("Contractor").

#### RECITALS

- A. City and Contractor entered into Banking Services Agreement, Contract No. C-6668 dated December 1, 2006; and
- B. The Agreement had an initial two-year term beginning December 1, 2006 through November 30, 2008 providing the option to extend the term for an additional eight (8) years in two-year increments; and
- C. City and Contractor previously entered into Amendment No 1, extending the term of the Agreement from December 2, 2009 through December 3, 2011, and
- D. City and Contractor previously entered into Amendment No. 2, extending the term of the Agreement from December 4, 2011 through December 3, 2012; and
- E. City and Contractor previously entered into Amendment No. 3, extending the term of the Agreement from December 4, 2012 through December 3, 2013; and
- F. City and Contractor previously entered into Amendment No. 4, extending the term of the Agreement from December 1, 2013 through November 30, 2014; and
- G. City and Contractor wish to modify and amend the Agreement, subject to and strictly in accordance with the terms of this Agreement.

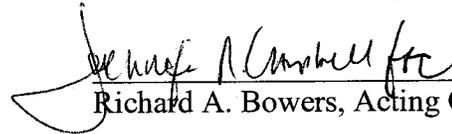
#### AGREEMENT

In consideration of the mutual promises set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the City and Contractor hereby agree as follows:

1. **Recitals.** The recitals set forth above are not merely recitals, but form an integral part of this Amendment.

2. **Term.** The term of the contract is hereby extended from December 1, 2014 through November 30, 2016, unless terminated, canceled or extended as provided within the contract. All other provisions of the contract shall remain in their entirety.
3. **Specifications.** The Specifications for Services remain unchanged.
4. **Compensation.** Exhibit A reflects changes in price for depository, cash vault, ACH, Disbursements, wire transfers, account reconciliation, image and miscellaneous services.
5. **Ratification of Agreement.** City and Contractor hereby agree that except as expressly provided herein, the provisions of the Agreement shall be, and remain in full force and effect and that if any provision of this Amendment conflicts with the Agreement, then the provisions of this Amendment shall prevail.

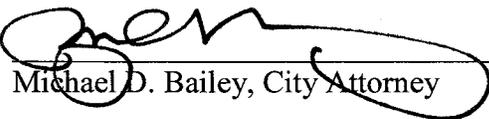
CITY OF GLENDALE, an Arizona  
Municipal Corporation

  
Richard A. Bowers, Acting City Manager

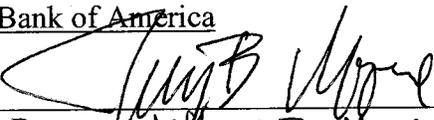
ATTEST:

  
Pamela Hanna, City Clerk (SEAL)

APPROVED AS TO FORM:

  
Michael D. Bailey, City Attorney

Bank of America

  
By: Jeffrey B. Moore  
Its: Director, Treasury Officer

**A Proposed Depository Analysis Statement**  
**Glendale, AZ City of      EXHIBIT A - PRICING**



Month of:                      November 2014

Bid Term(year):              2

Balance Summary	Balance
AVG POSITIVE LEDGER BALANCE	\$51,597,969.00
AVG LEDGER BALANCE	\$51,597,969.00
LESS AVG FLOAT	\$1,874,731.00
AVG COLLECTED BALANCE	\$49,723,238.00
AVG NEGATIVE COLL BALANCE	\$27,354.00
AVG POSITIVE COLL BALANCE	\$49,750,592.00
LESS RESERVES	\$0.00
AVAIL BAL FOR EARNINGS CREDIT	\$49,750,592.00
AVAIL BALANCE REQUIRED	\$54,250,715.56
NET AVAIL BALANCE	(\$4,500,123.56)
REQ RESERVES ON NET AVAIL BALANCE	\$0.00
DEFICIT COLL BALANCE	(\$4,500,123.56)
AVAIL BAL FOR EARNINGS CREDIT	\$49,750,592.00
EARNINGS ON AVAIL BALANCE	\$6,133.64
LESS TOTAL SERVICE CHARGES	\$6,688.45
DEFICIT POSITION	(\$554.81)
CURRENT PERIOD SERVICE CHARGE	\$554.81
<b>RATE INFORMATION</b>	
EARNINGS ALLOWANCE RATE	0.15%
RESERVE REQUIREMENT RATE	0.00%
COLLECTED OVERDRAFT INTEREST CHARGE RATE	*see footnote below
MULTIPLIER (POSITIVE COLLECTED BALANCE REQUIRED PER \$1.00 OF SERVICE CHARGE)	8,111.11

The Earnings Allowance Rate (EAR) on your account is used to calculate your Earnings Allowance, which is based on your average investable balance. Your EAR may vary; and, at our discretion, we may change this rate at any time. When determining the EAR rate, Bank of America considers a number of prevailing market indicators.

The Collected Overdraft Interest Charge Rate on your account is used to calculate your Collected Overdraft Interest Charge, which is based on your negative collected balance. The rate on your account may vary; and, at our discretion, we may change this rate at any time. When determining this rate, Bank of America considers a number of factors and generally bases this rate on our Prime Rate plus a margin. The margin may change from time to time.

Prices are valid for 90 days from receipt of this pro-forma.  
 Other fees may be assessed in accordance with Bank of America's Schedule of Fees.

**Confidential to Bank of America/Merrill Lynch**

**A Proposed Depository Analysis Statement**  
**Glendale, AZ City of      EXHIBIT A - PRICING**



Month of:                      November 2014

Bid Term(year):              1

AFP Code	Service Description	R/T	Volume Range	Number of Units	Proposed Price	Service Charge	Balance Required
<b>Depository Services</b>							
010000	ACCOUNT MAINTENANCE		1+	10	\$8.0000	\$80.00	\$648,888.80
010020	ZBA MASTER ACCOUNT MAINT		1+	1	\$15.0000	\$15.00	\$121,666.65
010021	ZBA SUBSIDIARY ACCOUNT MAINT		1+	3	\$10.0000	\$30.00	\$243,333.30
010100	DEBITS POSTED ELECTRONIC		1+	150	\$0.0900	\$13.50	\$109,499.99
010100	DEBITS POSTED-OTHER		1+	28	\$0.1000	\$2.80	\$22,711.11
010101	CREDITS POSTED ELECTRONIC		1+	691	\$0.3500	\$241.85	\$1,961,671.95
010310	DEPOSIT ACCOUNT STATEMENTS	T	1-1	0	\$0.0000	\$0.00	\$0.00
010310	DEPOSIT ACCOUNT STATEMENTS	T	2+	9	\$0.0000	\$0.00	\$0.00
010310	PAPER DEPOSIT STATEMENT MAILED		1+	1	\$25.0000	\$25.00	\$202,777.75
100000	BANKING CENTER DEPOSIT		1+	1	\$0.3500	\$0.35	\$2,838.89
100100	ITEM PROCESSING DEPOSIT		1+	1	\$0.3500	\$0.35	\$2,838.89
100100	VAULT DEPOSIT		1+	357	\$0.3500	\$124.95	\$1,013,483.19
100200	CHECK DEPOSIT-ICL or RDSO		1+	36	\$0.2500	\$9.00	\$72,999.99
100209	TRANSMISSION MAINTENANCE		1+	2	\$100.0000	\$200.00	\$1,622,222.00
10021Z	CKS DEP PRE-ENCODED ITEMS		1+	5,020	\$0.0420	\$210.84	\$1,710,146.43
100229	IMAGE DEPOSITED ITEMS-ICL		1+	20,368	\$0.0014	\$28.52	\$231,289.92
100229	IRD DEPOSITED ITEMS- ICL		1+	0	\$0.0018	\$0.00	\$0.00
10022Z	CKS DEP UN-ENCODED ITEMS		1+	19	\$0.0019	\$0.04	\$292.81
100310	CKS DEPOSITED FOREIGN ITEMS		1+	6	\$0.0000	\$0.00	\$0.00
100400	RETURNS-CHARGEBACK		1+	30	\$2.0000	\$60.00	\$486,666.60
100401	RETURNS-ALTERNATE ADDRESS SVCS		1+	1	\$0.0000	\$0.00	\$0.00
100402	RETURNS-RECLEAR		1+	27	\$1.5000	\$40.50	\$328,499.96
100402	RETURNS-RECLEAR SERVICES		1+	1	\$0.0000	\$0.00	\$0.00
150102	GENERAL CHECKS PAID TRUNCATED		1+	1,211	\$0.1000	\$121.10	\$982,255.42
150410	STOP PAY AUTOMATED>12 MONTHS		1+	3	\$10.0000	\$30.00	\$243,333.30
<b>Total Depository Services</b>						<b>\$1,233.79</b>	<b>\$10,007,416.95</b>
<b>Commercial Deps-Cash Vault</b>							
100106	DEP CONDITIONING-SURCHG-VAULT		1+	40	\$0.0000	\$0.00	\$0.00
100111	COIN DEPOSIT-NON STD BAG-VLT		1+	22	\$4.0000	\$88.00	\$713,777.68
100113	COIN DEPOSIT-STD BAG-VLT		1+	1	\$2.0000	\$2.00	\$16,222.22
10011Z	CURR/COIN DEP/\$100-VLT		1+	7,348	\$0.0900	\$661.32	\$5,364,039.27
100142	CHANGE ORDER-AUTO-VLT		1+	3	\$2.0000	\$6.00	\$48,666.66
100142	CHANGE ORDER-STANDING-VLT		1+	25	\$2.0000	\$50.00	\$405,555.50
100144	COIN SUPPLIED/ROLL-VLT		1+	1,030	\$0.0900	\$92.70	\$751,899.90

# A Proposed Depository Analysis Statement

Glendale, AZ City of      EXHIBIT A - PRICING



100148	CURRENCY SUPP/\$100-NONSTD-VLT		1+	341	\$0.0800	\$27.28	\$221,271.08
10014A	CURRENCY SUPP/\$100-STD-VLT		1+	1	\$0.0600	\$0.06	\$486.67
100501	DEPOSIT CORRECTION-CASH		1+	4	\$4.0000	\$16.00	\$129,777.76
101010	BANK CONTRACTED TRANSP-VAULT		1+	1	\$1,743.2000	\$1,743.20	\$14,139,286.95
109999	CHANGE ORDER REFUSAL-VLT		1+	1	\$0.0000	\$0.00	\$0.00
<b>Total Commercial Deps-Cash Vault</b>						<b>\$2,686.56</b>	<b>\$21,790,983.68</b>

**General ACH Services**

250000	ACH LV-MONTHLY MAINTENANCE		1+	1	\$10.0000	\$10.00	\$81,111.10
250000	ACH MONTHLY MAINTENANCE		1+	5	\$15.0000	\$75.00	\$608,333.25
250100	ACH CONSUMER OFF US DEBITS	R	1-25000	4,531	\$0.0950	\$430.45	\$3,491,386.74
250100	ACH CONSUMER ON US DEBITS	R	1-25000	913	\$0.0950	\$86.74	\$703,517.13
250101	ACH CONSUMER OFF US CREDITS	R	1-25000	3,572	\$0.0950	\$339.34	\$2,752,424.07
250101	ACH CONSUMER ON US CREDITS	R	1-10000	688	\$0.0950	\$65.36	\$530,142.15
250102	ACH LV OFF US ITEMS		1+	22	\$2.5000	\$55.00	\$446,111.05
250102	ACH LV ON US ITEMS		1+	6	\$1.5000	\$9.00	\$72,999.99
250120	ACH ORIGINATED ADDENDA		1+	28	\$0.0100	\$0.28	\$2,271.11
250150	ACH BLOCKS AUTH INSTRUCTIONS	R	1-10	4	\$0.0000	\$0.00	\$0.00
250200	ACH DEBIT RECEIVED ITEM		1+	150	\$0.0000	\$0.00	\$0.00
250201	ACH CREDIT RECEIVED ITEM		1+	682	\$0.0000	\$0.00	\$0.00
250302	ACH RETURN ITEM	R	1-200	14	\$2.5000	\$35.00	\$283,888.85
250501	ACH INPUT-FILE		1+	4	\$8.0000	\$32.00	\$259,555.52
250501	ACH LV-INPUT		1+	7	\$0.0000	\$0.00	\$0.00
250504	ACH INPUT-ECHANNEL		1+	2	\$8.0000	\$16.00	\$129,777.76
250640	ACH DELETE/REVERSAL		1+	1	\$7.0000	\$7.00	\$56,777.77
251050	ACH BLOCKS AUTH MAINTENANCE		1+	1	\$15.0000	\$15.00	\$121,666.65
251070	ACH NOTIF OF CHANGE (NOC)		1+	1	\$1.0000	\$1.00	\$8,111.11
259999	ACH OPTIONAL RPTS-ELECTRONIC		1+	4	\$0.7500	\$3.00	\$24,333.33
259999	ACH STANDARD RPTS-ELECTRONIC		1+	13	\$0.7500	\$9.75	\$79,083.32
<b>Total General ACH Services</b>						<b>\$1,189.91</b>	<b>\$9,651,490.90</b>

**Controlled Disbursement Services**

159999	CPO ARP ISSUE NOT RECD NOTIF		1+	24	\$1.0000	\$24.00	\$194,666.64
159999	CPO ARP ISSUE POSTED NOTIF		1+	99	\$1.0000	\$99.00	\$802,999.89
159999	CPO ARP ISSUE RECD NOTIF		1+	117	\$1.0000	\$117.00	\$948,999.87
159999	CPO ARP O-S ISSUES NOTIF		1+	40	\$1.0000	\$40.00	\$324,444.40
159999	CPO ARP POSITIVE PAY NOTIF		1+	94	\$0.0000	\$0.00	\$0.00
<b>Total Controlled Disbursement Services</b>						<b>\$280.00</b>	<b>\$2,271,110.80</b>

**Wire Transfer Services**

350000	CPO GP MTHLY MAINT BASIC		1+	1	\$20.0000	\$20.00	\$162,222.20
350103	ELEC WIRE OUT-DOMESTIC		1+	12	\$6.0000	\$72.00	\$583,999.92

# A Proposed Depository Analysis Statement

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350123	ELEC WIRE OUT-BOOK DB		1+		7	\$4.0000	\$28.00	\$227,111.08
350300	INCOMING DOMESTIC WIRE		1+		4	\$6.0000	\$24.00	\$194,666.64
350320	BOOK CREDIT		1+		5	\$4.0000	\$20.00	\$162,222.20
350409	CPO WIRE TFR EOD SUMMARY NOTIF		1+		7	\$1.0000	\$7.00	\$56,777.77
350599	CPO GP CUST MNT TEMP STORAGE		1+		19	\$0.5000	\$9.50	\$77,055.55
<b>Total Wire Transfer Services</b>							<b>\$180.50</b>	<b>\$1,464,055.36</b>
<b>Account Reconciliation Services</b>								
150230	ARP STALE DATE MAINT		1+		2	\$0.0000	\$0.00	\$0.00
150240	ARP MAX DOLLAR MAINT		1+		2	\$0.0000	\$0.00	\$0.00
159999	ARP PPAY INPUT FILE-TRANS		1+		20	\$10.0000	\$200.00	\$1,622,222.00
200010	ARP FULL PPAY MAINT-PPR SUPP		1+		2	\$50.0000	\$100.00	\$811,111.00
200110	ARP FULL PPAY INPUT PER ITEM		1+		1,272	\$0.0700	\$89.04	\$722,213.23
200209	ARP VOID CANCEL ITEMS		1+		23	\$0.0000	\$0.00	\$0.00
200305	CPO ARP ONLINE REPORTS		1+		2	\$25.0000	\$50.00	\$405,555.50
<b>Total Account Reconciliation Services</b>							<b>\$439.04</b>	<b>\$3,561,101.73</b>
<b>Information Services</b>								
400052	CPO PREM PDR ACCOUNT		1+		10	\$18.0000	\$180.00	\$1,459,999.80
400055	CPO PREM CDR ACCOUNT		1+		9	\$18.0000	\$162.00	\$1,313,999.82
400272	CPO PREM PDR ITM STORED 12 MTH		1+		3,504	\$0.0500	\$175.20	\$1,421,066.47
400275	CPO PREM CDR ITEM		1+		2,503	\$0.0500	\$125.15	\$1,015,105.42
400299	CPO ONLINE SUBSCRIPTION		1+		1	\$0.0000	\$0.00	\$0.00
400299	CPO PREM IR MAINTENANCE		1+		1	\$0.0000	\$0.00	\$0.00
400340	CPO PER IMAGE ACCESS	T	1-10		9	\$0.0000	\$0.00	\$0.00
400340	CPO PER IMAGE ACCESS	T	11+		0	\$0.2500	\$0.00	\$0.00
400340	CPO PREM RESEARCH ITEM	T	1-100		0	\$0.0000	\$0.00	\$0.00
400340	CPO PREM RESEARCH ITEM	T	101+		108	\$0.0030	\$0.32	\$2,628.00
<b>Total Information Services</b>							<b>\$642.67</b>	<b>\$5,212,799.51</b>
<b>Image Services</b>								
151351	IMAGE RETRIEVAL		1+		8	\$0.2500	\$2.00	\$16,222.22
151399	IMAGE ARCHIVE-1 YEAR		1+		1,397	\$0.0100	\$13.97	\$113,312.21
151399	IMAGE MAINTENANCE CPO	T	1-1		0	\$10.0000	\$0.00	\$0.00
151399	IMAGE MAINTENANCE CPO	T	2+		2	\$10.0000	\$20.00	\$162,222.20
209999	PP IMAGE REQUESTED-CPO		1+		3	\$0.0000	\$0.00	\$0.00
<b>Total Image Services</b>							<b>\$35.97</b>	<b>\$291,756.63</b>
<b>Miscellaneous Services</b>								
150500	NONRELATIONSHIP CUST CK CASHED		1+		14	\$0.0000	\$0.00	\$0.00
<b>Total Miscellaneous Services</b>							<b>\$0.00</b>	<b>\$0.00</b>
<b>TOTAL ACTIVITY CHARGES</b>							<b>\$6,688.45</b>	<b>\$54,250,715.56</b>

# A Proposed Depository Analysis Statement

Glendale, AZ City of      EXHIBIT A - PRICING



Prices are valid for 90 days from receipt of this pro-forma of 11/24/14 , upon client accepting pro-forma pricing will be valid for 2 years from signed contract as long as completed within 90 days of pro-forma  
ECR will be valid for only one year of completed contract renewal and will be reviewed and evaluated based on current market conditions  
Other fees may be assessed in accordance with Bank of America's Schedule of Fees.

Confidential to Bank of America/Merrill Lynch

**A Proposed Depository Analysis Statement**  
**Glendale, AZ City of      EXHIBIT A - PRICING**

