BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM

and

DEPARTMENT OF THE TREASURY

THE OFFICE OF THE COMPTROLLER OF THE CURRENCY

PUBLIC MEETING:

PROPOSAL BY U.S. BANCORP TO ACQUIRE MUFG UNION BANK,
NATIONAL ASSOCIATION AND TO MERGE MUFG UNION BANK WITH
AND INTO U.S. BANK NATIONAL ASSOCIATION

Tuesday, March 8, 2022

11:00 a.m. EST to 7:00 p.m. EST
PRESIDING OFFICERS:

BEN OLSON
DONNA MURPHY

PANELISTS:
ANDREW MOSS
BARRY WIDES
CHRIS WANGEN
DAFINA STEWART
JASON ALMONTE
RON PASCH
SUSAN MOTYKA
VAISHALI SACK

TECHNICAL SUPPORT:
AMORY GOLDBERG
MEAGAN BANTA-LEWIS

REPRESENTATIVES OF U.S. BANCORP/U.S. BANK AND MUFG UNION BANK
ANDREW CECERE
REBA DOMINSKI
KEVIN CRONIN
JULIUS ROBINSON
PERSONS PROVIDING ORAL REMARKS:

GROUP 1:
SHARON KINLAW
KEVIN STEIN
JESSE VAN TOL
JYOTSWAROOP BAWA
DONI TADESSE
SHERRI JACKSON
DEBORA BRIGHT-LANEY
DOLORES GOLDEN
KENDRA LEWIS
Darryl Rutherford

GROUP 2:
KAREN PETROU
ISMAEL GUERRERO
EMILIA DIMENCO
RONALD GARNETT
PAUL WOODRUFF
CHRISTINE HESS
TINA QUIGLEY
DAMIAN BUCHMAN
KEVIN WILSON
KERRY DOI
GROUP 3:
MICHELLE MERCED
LENWOOD LONG
BEVERLY NOERR
PATRICIA GARCIA DUARTE
ALLYSTUNN WILLIAMS

GROUP 4:
CHRISTINE AVLON
AL PINA
MATTHEW LEE
KENNETH THOMAS
MICHAEL GOSMAN
BRENDA CAMPBELL
LAURA FERNEA
JORGE FRANCO

GROUP 5:
PARISA ESMALI
BRENDA RODRIGUEZ
RENEE SATTIEWHITE
CLAUDIA VIEK
FRANK ALTMAN
JAY UNGOS
NATHANIEL RHOTON
1 SHARON SMITH-AKINSANYA
2 ATHENA WILLIAMS
3 DANNY SHERLOCK
4
5 GROUP 6:
6 MARK STIVERS
7 KATIE LAMONT
8 PAUL AINGER
9 RABEYA SEN
10 JOHANNA TORRES
11
12 GROUP 7:
13 NICHOLAS WILLIAMS
14 LOUIS KING
15 HOLLY BENSON
16 DAVE GLASER
17 CECIL PLUMMER
18 LES MCCABE
19 DON WELLS
20 CARMEN CASTRO
21 ALFRED OSBORNE
22 JOE CAVANAUGH
23
24 GROUP 8:
25 JONATHAN ZEICHER
1  SHARON EVANS
2  TOM KILGANNON
3  TAMMY MARINE
4  KEVIN JACKSON
5  JOEY QUINTO
6  MARISA BARRERA
7  BRATEIL AGHASI
8  ERIKA VAN MERR
9
10  GROUP 9:
11  GINA CUNNINGHAM
12  SARAH LETTS
13  AGNES NOONAN
14  MARY TINGERTHAL
15  REBECCA AGUILERA-GARDINER
16  LEAH MILLER
17  KATHERINE SIDDENS
18  DAVID LIZARRAGA
19
20  GROUP 10:
21  RUBEN GUERRA
22  CLAUDINE CHENG
23  LEO GOLDBERG
24  ELBA SCHILDROUT
25  MARY SCOTT KNOLL
1 RAWAN ELHALABY
2 DEBRA GORE-MANN
3 HOLDEN WEISMAN
4 MONICA PALMEIRA
5 RICHARD GIRLING
6 FRANCIS MCILVEEN

8 GROUP 11:
9 NICOLE SUYDAM
10 LISA WRIGHT
11 JEFFREY LESK
12 CHARISSE BREMOND
13 RYAN WEYANDT
14 BRAD KETCH
15 ELISE BUIK
16 CALVIN HOLMES

18 GROUP 12:
19 HYEPIN IM
20 NIKKI BEASLEY
21 RUDY ESPINOZA
22 YAVETTE HOLTS
23 CLARENCE WILLIAMS
24 CAROLINA MARTINEZ
25 HILDA KENNEDY
1  WILLIE ELLISON
2  NORMA GARCIA
3  NANCY SWIFT
4
5  GROUP 13:
6  NICK WEINER
7  ANDREW MENOR
8  ADAM BRIONES
9  WILLIAM MICHAEL CUNNINGHAM
10
11  GROUP 14:
12  BOBBY BIVENS
13  KENNETH KELLY
14  PAMELA ISOM
15  ROBERTO BARRAGAN
16  KAREN JOHNSON
17  RUTH GARCIA-CORRALES
18  DAVID MENDOZA
19  FAITH BAUTISTA
20  MARK ANGELINI
21  ANDREW HOAN
22  ADAIR MOSLEY
23  YASMIN DAVIDDS
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MR. OLSON: Good morning. I’m pleased to welcome you March 8th to this important public meeting on the application by U.S. Bancorp to acquire MUFG Union Bank, National Association and the application to merge MUFG Union Bank with and into U.S. Bank National Association.

Before we begin, I would like to point out that closed captioning is available for the meeting. You can access it by opening the multimedia viewer panel at the bottom right of your screen and selecting the “continue” button to allow access to live closed captioning. Let me begin by introducing myself. I’m Ben Olson. I am the senior associate director for consumer protection and supervision in the Federal Reserve Board’s Division of Consumer and Community Affairs in Washington, D.C.

I will serve as one of the two presiding officers for this public meeting. My colleague, Donna M. Murphy, deputy comptroller for compliance risk policy at the Office of the Comptroller of the Currency, will serve as the other presiding officer. She will introduce herself in just a moment.

But first, let me go ahead and introduce our other panelists. For the Federal Reserve Board, we have Vaishali Sack, a deputy associate director in the
Federal Reserve Board’s Division of Supervision and Regulation, and Susan Motyka, who is also a deputy associate director in the Board’s Division of Supervision and Regulation as well as Dafina Stewart, who is an assistant general counsel in the Federal Reserve Board's Legal Division and Chris Wangen, who is an assistant vice president in the Division of Supervision, Regulation and Credit at the Federal Reserve Bank of Minneapolis.

For the OCC, we have Barry Wides, deputy comptroller for community affairs. We also have Andrew Moss, director for minority outreach, and Ron Pasch, large bank supervision examiner in charge at U.S. Bank, as well as Jason Almonte, the director for large bank licensing.

For today’s sessions -- excuse me -- for today’s meeting, Deputy Comptroller Murphy and I will serve on the agency panel for both sessions. Andrew Moss, Ron Pasch, Sue Motyka and Dafina Stewart will join us to serve on the agency panel during the first half of the meeting, which will go until about 2:30 p.m. Eastern. And then Barry Wides, Jason Almonte, Vaishali Sack and Chris Wangen will join us to serve on the agency panel during the second half of the meeting, which will begin at 3:25 p.m. Eastern. When our
agencies consider the applications related to this proposed merger, we look at a number of factors under the Bank Holding Company Act, which governs the application filed with the Federal Reserve and the Bank Merger Act, which governs the merger application being processed by the OCC.

These factors include, first, the convenience and needs of the communities affected by the proposal and under this factor, we consider the effects of the proposed transaction on the convenience and needs of the communities to be served by the resulting financial institution. Additionally, we look at the parties' records of performance under the Community Reinvestment Act. The Community Reinvestment Act requires the Federal Reserve and the OCC to take into account an institution’s record of helping to meet the credit needs of its entire community.

Second, we consider the financial condition and future prospects of the combined organization. Third, we consider the managerial resources of the combined organization, including competence, experience and integrity of the officers, directors and principal shareholders of the applicant and the record of compliance with laws and regulations. Fourth, we consider the competitive impact of the proposal; fifth,
the financial stability impact of the proposal; and, sixth, the effectiveness of the institutions involved in the transaction in combatting money-laundering activities. The purpose of today’s public meeting is to receive information regarding these factors as well as any other factual issues related to the U.S. Bancorp/MUFG Union Bank applications.

We are very pleased that members of the public have been willing to join and present their views at this public meeting, and we look forward to hearing from you today. With that, I will turn this over to Donna Murphy for her opening remarks.

MS. MURPHY: Thank you, Ben. As you mentioned, I am Donna Murphy, and I am the deputy comptroller for compliance risk policy at the OCC. I will serve as co-presiding officer for this meeting. I’d like to make a few remarks about the meeting procedures.

The meeting today is an informal public meeting. This is a forum for members of the public to provide comments on the pending applications. Members of the agency panel may ask clarifying questions of those who are presenting. But we are here primarily to listen to you and your comments. The panel will not be answering questions on the proposal, and it does not
exercise any final decision-making authority related to the applications.

This is not a formal administrative hearing and is not governed by the Administrative Procedure Act, the federal rules of evidence, the federal rules of civil procedure, the board’s rules of practice for hearings or the OCC’s rules of practice and procedure. Because we have many presenters today, we will endeavor to stay closely to the schedule so that everyone who is asked to provide oral remarks will have the opportunity to do so.

In addition, because this is a virtual meeting, it is important that we adhere to the schedule, as presenters may be signing on and off depending on the time period that their group is assigned to present. However, as I will discuss in a minute, all presenters have previously received instructions to be online and prepared to provide oral remarks 20 minutes in advance of their scheduled start time. We remind the presenters to please be mindful of the needs of others and help us stay on schedule.

There will be approximately 14 groups of presenters today, and each group consists of six to ten speakers who have requested to provide oral comments. Each presenter will have three minutes to make their
statement and will be expected to keep within their allotted time frame.

When it is your turn to speak at the public meeting, one of the members of the production team from the Federal Reserve Bank of St. Louis will announce that you have the floor and will then ask you to turn on your camera and microphone. At this point, you will be elevated to a panelist role and have the ability to unmute yourself and to turn on your camera.

Please make sure to press both the unmute button and the video camera button to turn on your audio and camera. To begin, please state your name and, if applicable, what organization you are representing. At the conclusion of your statement, please end with, “This concludes my remarks,” so that the technical team will know your statement has concluded and that your camera may be turned off.

Please mute your microphone when your remarks have concluded. The technical team will then switch you back to an attendee, and you will be able to continue to watch the meeting. If you are scheduled to present today and experience connectivity issues, please email stls.cli.digital.services@stls.frb.org for technical assistance. This email address has been displayed on the opening slide and will be checked periodically throughout the
meeting.

If you provided a written presentation for use or reference in connection with your oral comments today, the presentation will either be shown on screen while you’re presenting, or it will be currently available at the same location on the board’s public website where people previously registered to attend this public meeting under the public meeting material section.

These written presentations are part of each agency’s respective public records. We have a timer that will be shown on camera to aid with keeping track of the amount of time each person has remaining for their oral remarks. If you are providing remarks, you should refer to the timer at the top of the screen to track the amount of time you have left to speak and when your time has expired. Actually, the timer may appear at the bottom of the screen, so please -- but it should be very obvious.

Please conclude your remarks with the statement, “This concludes my remarks,” as I mentioned previously, and mute your microphone when your time elapses. In accordance with the agenda that has been distributed, Groups 1 to 14 have approximate start times, as displayed on the agenda. Either Ben, one of
our panelists, a tech producer or I will announce each

group of presenters. Each group of speakers will

commence after the conclusion of the preceding group or

after the conclusion of a scheduled break.

Approximately 20 minutes before your group

begins, please join the Webex meeting and prepare to

turn on your camera and be moved to a speaker role.

Although we will endeavor to stay closely to the agenda,

we understand that there are unexpected absences or

delays that may occur, and that may mean someone who is

listed on the agenda may be moved to an earlier group or

to a later group.

If we need to move you to a different group of

speakers, Federal Reserve staff will send an email

directly to the email address you provided during

registration and will ask if you are able to be moved to

an alternative -- alternate time period. Due to

copyright concerns, we ask that no artwork or

photography be shown in the background during your

presentation and that any family photos or photos of

other persons be removed from the camera’s view because

the people pictured in the photograph will not have

authorized the Federal Reserve or the OCC to broadcast

their image.

When you are presenting, please ensure that
other individuals who did not apply to present at the
meeting do not enter the area in order to prevent the
inadvertent display of those other individuals who have
not provided permission to appear in the livestream.
Otherwise, we may have to interrupt your presentation to
prevent unauthorized individuals from appearing in the
video feed.

I want to mention two additional points.
First, presenters and those viewing or listening to the
meeting may also submit written comments for inclusion
in the public record outside of the testimony here
today. We remind you that the public comment period is
scheduled to end at 5 o’clock p.m. Eastern this Friday,
March 11th, 2022.

You may submit your written comments by
following the instructions included on the board’s and
OCC’s public websites. Is very important that we get
this material for the record in a timely manner.
Finally, although this meeting is being livestreamed,
neither a video nor an audio-recording of the event is
being retained by the board or the OCC.

Instead, a copy of the official transcript
will be made available on the board’s and OCC’s public
websites within two weeks of today’s meeting. We
respectfully request that the audience, speakers and
participants refrain from recording this meeting. However, all participants and speakers should be aware that it is possible that an audience member will use their own software or recording device to record the meeting and distribute the recording or images, and we cannot control the actions of those outside parties.

The board and the OCC are not responsible for the collection or distribution of any photographs or recordings by outside parties. With all of those instructions and legal notes finished, I want to say, on behalf of myself, my fellow presiding officer, Ben Olson, and all of the panelists that we appreciate all of you taking the time today to provide us with information regarding the pending applications. We look forward to hearing and considering your remarks and comments about the applications today. And with that, let us begin by recognizing our first group, which includes representatives from U.S. Bancorp and MUFG Union Bank.

GROUP 1

MS. BANTA-LEWIS: All right.

MR. CECERE: Thank you and good --

MS. BANTA-LEWIS: All right. Is that Andrew Cecere?

MR. CECERE: It certainly is. Thank you.
MS. BANTA-LEWIS: Okay. Wonderful. If you could turn on your video -- awesome. I see you there. And whenever you are ready, you may begin to make your comments.

MR. CECERE: Thank you. Thank you, everyone, and good morning. My name is Andy Cecere, and I am chairman, president and chief executive officer of U.S. Bancorp. I’m joined today by Reba Dominski, U.S. Bancorp’s chief social responsibility officer and president of the U.S. Bank Foundation as well as CEO for MUFG America’s Kevin Cronin and MUFG Union Bank’s head of corporate social responsibility, Julius Robinson.

I’d like to first thank the Federal Reserve and the OCC for convening this important meeting and for the opportunity to discuss our proposed acquisition of MUFG Union Bank. We look forward to discussing many of the customer and community benefits that will result from this proposed transaction. We believe this transaction is an opportunity to create a stronger bank that will greatly benefit the customers and communities of both institutions by deepening and expanding our footprint, enhancing competition and providing customers with greater access to industry-leading technology, products and customer service.

After the transaction, U.S. Bank’s mission
will be unchanged. We will continue to maintain a relatively simple business model focused on serving consumer and commercial banking customers. The combined company will be a resilient banking organization with robust capital and liquidity levels to continue serving our customers and communities regardless of economic conditions.

The combined bank will foster competition, remaining far from the largest bank in the nation or even in California. In fact, the combined company will be only approximately one-sixth the size of the largest bank, United States, and approximately one-third or less the size of each of the top three banks in California.

At U.S. Bank, we are anchored in our strong ethical culture. This is core to our organization and, in fact, part of our very roots. It’s one of the reasons I’ve been at the company for more than 30 years. And it has resulted in U.S. Bank being named one of the world’s most ethical companies by Ethisphere Institute for eight consecutive years.

We are dedicated to supporting our communities, listening to community leaders and stakeholders and being responsive in our actions to meet their needs. One of the most beneficial components of this proposed transaction today was the opportunity they
gave me to hear from hundreds of community leaders through six listening sessions we held. I found these sessions to be very valuable, and I learned from each one. I saw the passion and dedication these leaders bring to their work and heard examples of the huge impact they have in meeting the needs of the unserved. And it is why our plan is intentionally focused on increasing access to capital for those who live and work in lower income communities.

Let me discuss some of the benefits they were -- see resulting from our combination with Union Bank. We recognize that meeting the needs of our customers often begins with our valuable front-line branch employees. That’s why we’re committed to retaining all front-line branch employees throughout Union Bank’s footprint.

We also believe in investing in our people through fair and competitive pay. Later this year, we will increase our minimum base pay from $15 to $18 an hour for all U.S. and bank employees throughout the United States, including our colleagues coming to us from Union Bank, pending a successful close. Furthermore, we are committed to staying in every market that Union Bank currently serves.

There will be no branch closures in LMI
communities or majority minority census tracts in California that would result in U.S. Bank exiting in the community. In fact, we intend to open new branches in LMI and majority minority communities. And as a commitment in our forthcoming plan, we intend to engage with community stakeholders for further changes.

Both U.S. Bank and Union Bank are dedicated to maintaining an excellent record of serving low-income communities and supporting minority-led institutions. Last year, we launched U.S. Bank access commitment, our long-term approach to help build wealth while redefining how the bank serves diverse communities. This ongoing work builds on the millions of dollars that our company is already committed to address the racial wealth gap. With these core values, we have actively been working to develop a strong community benefits plan that will ensure the combined institution builds on the extensive legacies of both banks in serving community needs.

Both U.S. Bank and Union Bank are outstanding partners with our communities. But we understand that with this transaction, our combined company must do even more. I’m excited about the opportunities that will result from our combination and the impact we will be able to make in our communities.

While we continue to finalize the details, we
expect to invest $100 billion over five years, the largest community benefits plan in history using a unique hybrid model with California focus and a national impact. We plan to accelerate our exploration of new products and investments, expand our ongoing commitments, such as access commitment and small business access initiative, and continue certain already successful Union Bank initiatives.

To speak more in detail about our commitment to the community and how the proposed transaction will benefit all the communities we serve, I’m pleased to turn it over now to Reba Dominski. Thank you, and that concludes my remarks.

MS. DOMINSKI: Thank you, Andy, and thank you to the agencies for this opportunity. I’m pleased to be here today. As the chief social responsibility officer at U.S. Bank, my job includes ensuring that we meet the needs of our communities through the financial services we provide and the investments that we make.

On a personal note, I was born in India. I came to this country when I was 2 years old, and I was raised by a single mother in Detroit. It was my mother who taught me the importance of service, and it inspired me to pursue a career in corporate social responsibility. The very best part of my job is helping
our 70,000 employees make decisions every day that are good for the business, people and the planet.

And I’m so honored to do that at U.S. Bank alongside Andy and so many others who work hard every day to do the right thing and to create economic opportunity for all. I’m proud to share that U.S. Bank received an outstanding rating in our most recent CRA exam in total and across all three tests, lending, service and investment.

In 2021 alone, U.S. Bank provided $62 million in charitable contributions with over 90 percent of our U.S. Bank Foundation dollars supporting women, people of color and low-to-moderate-income communities. We’ve invested $43.6 billion in environmentally beneficial business since 2008. And in November of 2021, we announced a series of new environmental goals, including setting an environmental finance goal and committing to net-zero emissions by 2050.

Last year, we provided $197 million in capital to Black-owned or Black-led businesses, and our employees logged 267,000 volunteer hours. Our employee assistance program provides support and mental health assistance. And since it was created in 2008, our employee assistance fund has provided more than $13 million to employees facing an unexpected financial...
hardship. So that was a bit of a look back, but we’re also looking forward.

As Andy referenced, we’ve engaged in listening sessions related to this proposed acquisition with over 200 community leaders. We’re conscious of the fact that this has taken time. And I want you to know that that was intentional. We believe it’s critical to hear all voices and all perspectives. Our forthcoming community benefits plan represents the voices of many contributing to a community strategy that includes significant lending and investment goals nationally and in California, focused on low-to-moderate income or LMI borrowers, LMI communities and communities of color.

The plan includes incremental investments prioritizing LMI and communities of color, focused on access to capital, small business growth, affordable housing, environmental impact, philanthropy and supplier diversity. The plan also includes a governance and accountability model to further two-way dialogue with community organizations to develop shared solutions.

Our forthcoming community benefits plan prioritizes areas of focus and actions where we can have the greatest impact on the communities we serve, especially those in California. For example, we intend to invest $115 million in grants and contributions over
five years above and beyond the current giving of Union Bank and U.S. Bank combined.

This incremental investment will include $75 million nationally and $40 million in California to provide greater support to non-profits working to improve broadband access, community development in Native American communities, small business technical assistance programs, down payment assistance programs, and the climate resilience of LMI communities.

Under this plan, we will adopt and enhance Union Bank’s small business special-purpose credit program, expanding it to all the markets that we serve across the country. Through the work of our Community Development Corporation, we are committed to advancing neighborhood revitalization and the preservation of affordable housing, including a willingness to finance more complex deals that focus on racial equity and environmental sustainability. And we will increase community development, lending and investments, prioritizing CDFIs and developers, led by and serving women and people of color.

Finally, we are committed to investing in the future of our workforce. Our commitment to diversity, equity and inclusion are a business imperative and core to U.S. Bank’s culture. As part of our community
benefits plan, we will commit to ensuring 50 percent of U.S. Bank leadership is made up of underrepresented groups in the next five years. Union Bank and U.S. Bank have been long-standing leaders in serving community. But we can do even more for community through this proposed acquisition because with size comes the ability to scale.

In our plan, we will not simply put the two entities together. We will meaningfully increase community investments. We look forward to engaging with the community as we continue to work to ensure the combined organization will have even greater social and environmental impact. Thank you for your time today, and now I will turn it over to our colleagues at Union Bank. This concludes my remarks.

MR. CRONIN: Okay. Thank you, Reba. Good morning, everyone, and thank you to the Federal Reserve and the OCC for convening this meeting. I’m Kevin Cronin, CEO for MUFG in the Americas. And let me add my thanks for giving us this opportunity to talk about the proposed sale of MUFG Union Bank to U.S. Bank.

As you heard from Mr. Cecere, the proposed transaction would bring together two banks with client-centric cultures, and, most importantly, shared values around good stewardship. After careful and
thoughtful analysis, we determined that U.S. Bank was the most compelling acquirer for important reasons. First, we are very confident that this combination will deliver a better client experience through strong technology and digital capabilities, as well as an expanded physical branch network, which is so important to our consumer and small business clients.

Secondly, the combined business will create broader growth opportunities for our talented colleagues. Additionally, the combined company will maintain a culture of delivering outstanding customer service while preserving that Main Street banking model and maintaining close ties to the communities in our legacy footprint of California, Washington and Oregon.

We are very confident that we’ve selected the right partner for this next chapter for Union Bank.

U.S. Bank will carry forward our long legacy of community engagement, commitment and investment, a reflection of our core values. In short, U.S. Bank and MUFG Union Bank are both strong institutions today. And together, we can create enhanced value for our clients, our colleagues and the communities we serve.

In terms of the transaction itself, the sale includes our consumer, wealth management and commercial banking businesses, including our small business banking
client franchise. Additionally, the 8,000 colleagues that support these businesses will transition to U.S. Bank. Of course, this sale is contingent upon regulatory approval both here in the United States and in Japan.

After the sale, MUFG’s combined U.S. operations will continue to be one of the largest foreign banking organizations in the United States, albeit with a sharper focus on wholesale banking. MUFG remains committed to maintaining a robust presence in the United States, and we look forward to continuing our long history of serving clients and playing a key role in supporting job creation and the overall growth of the U.S. economy.

One example of this is our market-leading project finance team support of growth and investment in critical infrastructure and our leadership in supporting clients’ transition to carbon neutrality with the financing of renewable energy projects tied to our ESG commitment. As part of this transaction, we will also continue to be a stakeholder and a substantial shareholder in U.S. Bank with a 2.9 percent ownership stake. MUFG Bank will remain steadfast in engaging and partnering with our communities and maintaining best-in-class talent, standards and programs in support
of corporate and social responsibility. Our laser focus on gender and racial equity and inclusion, sustainability initiatives, like our participation in the Net Zero Banking Alliance, and our philanthropic and civil engagement will continue under the MUFG Bank banner. Thank you again for the opportunity to speak with all of you today.

I will now turn it over to my partner, Julius Robinson, our head of corporate social responsibility in the Americas. In that capacity, Julius leads our community reinvestment efforts and is the chair of our MUFG Union Bank Foundation. Julius has been a strong and visible leader in the communities in which we do business for over 20-plus years. That concludes my remarks, and I will pass to Julius.

MR. ROBINSON: Thank you, Kevin, and thank you, distinguished members of the board and the OCC. It’s an honor to speak with you today. I am Julius Robinson, head of corporate social responsibility for the Americas for MUFG Union Bank. You know, we’re confident that U.S. Bank and Union Bank together continue to -- their enduring commitment to our communities. We expect to find a highly complementary cultural fit across the teams providing for continued high level of engagement with our communities, including
building on our legacy of exemplary Community
Reinvestment Act performance with both companies
currently rated as outstanding.

Through efforts spanning nearly 20 years, MUFG
Union Bank has maintained an outstanding rating from the
OCC for the last five assessment periods. And I believe
the combined company will strive to maintain that
rating. MUFG Union Bank has long been and will continue
to be unwavering in its commitment to supporting low-
and moderate-income and diverse communities across our
footprint.

In combination with U.S. Bank going forward,
we will continue the considerable work necessary to
preserve jobs, grow small businesses, and build thriving
communities. This work is continuing through the MUFG
Union Bank Foundation. The Community Recovery Program
gives back employee volunteering, student-run branches
and special initiatives supported through our business
line partners.

In reviewing U.S. Bank’s community benefit
program, we believe the tenants outlined in the document
mirror the spirit of and will continue to build on the
legacy of MUFG Union Bank’s community support in
California. In the 24 years that I’ve been with MUFG
Union Bank, I am proud of the social investments we’ve
made in our active demonstration of our values, strengthening community ties, backed by a commitment to engage community partners, clients and colleagues. It is at the core of what we do. And this social commitment will be strengthened through the proposed combination.

As we move forward with the integration activities, we’re clear-eyed that our companies share a belief in our economic success is inextricably linked to the success of the communities in which we operate. In 2021 alone, MUFG Union Bank’s charitable contribution program totaled over $17 million. Our strategic investments are focused on affordable housing, economic development, social services, stewardship and environmental sustainability.

Every day, we’re driven to find ways to support our clients that will best serve their lives, family, financial well-being and business. For example, in response to the COVID-19, the bank implemented the MUFG Union Bank community recovery program, a $10 million initiative to support nonprofit organizations that are dedicated to social and racial justice.

Both across -- across the teams, we provided our continued high level of engagement with our community, including building on our legacy of exemplary
MUFG Union Bank has a long history of supporting community groups, nonprofit organizations by deeply investing time, expertise and capital. And all of this will continue. We’re especially delighted about our recent groundbreaking and one-of-a-kind student-run branch on the campus of Laney College -- Laney Community College in Oakland, California.

We’ve operated five student-run branches and high schools since 2008, our first in Fresno, then Los Angeles, Almonte, Anaheim, and we’re pleased that Union Bank -- U.S. Bank has committed to adopt this program as part of our continuing -- their continuing community benefit program.

Union Bank and U.S. Bank share a commitment to support colleagues and further the investments in communities through employee volunteering. MUFG Union Bank’s volunteer program, MUFG Gives Back, delivered almost 51,000 volunteer hours in 2021, up 53 percent from the previous year, which is emblematic of our company’s and colleagues’ commitment to community and at the very heart of our culture and value, especially when you consider the challenges that the pandemic presented to all of us. We believe there is an opportunity to scale many of these programs and innovative initiatives
by bringing together our two companies. Thus, I am asking for your thoughtful consideration as we move forward with these proceedings.

I am pleased to have the opportunity to speak with all of you today. Kevin and I look forward to hearing the views of everyone participating in this public hearing. Thank you, and this concludes my remarks.

MR. OLSON: Thank you, Mr. Robinson, and thank you to all of the bank representatives for your remarks. We will now pivot to hearing from members of the public. And the first group, I believe our first speaker is Sharon Kinlaw from the Fair Housing Council of the San Fernando Valley. And just as a reminder to all speakers, please limit your remarks to three minutes, and the clock on the screen will track your time. Thank you.

MS. BANTA-LEWIS: All right. Sharon Kinlaw, if we can get you to the stage -- wonderful.

MS. KINLAW: Good morning. My name is Sharon Kinlaw. I’m the executive director of the San Fernando Valley Fair Housing Council and the chairperson of the California Reinvestment Coalition. Both organizations are mission-driven, community-focused organizations, and we advocate on behalf of the community. I live in and
work in a historically marginalized community.

I see on a daily basis the despair and the needs that are very present. So I, along with my colleagues today, will be discussing the urgency of now and the need to develop and implement a community benefits agreement that will address the very critical moment that we are facing in this country. We all need to make sure that we are cognizant of the very crucial needs of the community.

We have growing inequality, critical financial, healthcare and housing needs, and we are not in a position to do business as usual or have our heads in the sand or somehow think that we are headed back to normal. We are in a crisis line moment, and we have burgeoning homeless problems. Millions of homeowners are in trouble with their mortgages. Tenants can’t pay their rent. And we’ve got affordable housing waiting lists that are decades long.

So I would just like to say that I’m glad to hear that you’re going to be putting the money into a community benefits agreement, but we need to have something that looks different, that feels different, that acts different and that really addresses the needs of today. And I would urge us to look at being very intentional and very focused, laser-focused on
developing and implementing this community benefits agreement and that’s matched with the problems in the community and matched with the hearts of all of the advocates.

And we need to make sure that the agreement and the financial commitment doesn’t just extend to friends and partners who we’ve dealt with before. It needs to be across the board. It needs to really focus down, laser-focused to ensure that we can come out of this crisis.

We have lots of people that are still hovering over bedsides and even some who are burying their loved ones. So I urge all of us to be very serious and committed to working with the organizations, and my colleagues will address those needs more directly. So I thank you for allowing me to testify. That concludes my testimony. Thank you very much.

MS. BANTA-LEWIS: Thank you for those comments, Sharon.

I would now like to welcome to the stage Kevin Stein. You may begin your comments.

MR. STEIN: Thank you. Officers of the board and OCC, my name is Kevin Stein, and I am with the California Reinvestment Coalition. CRC and 66 of our members and allies requested these hearings and oppose
this merger unless U.S. Bank commits to a detailed community benefits agreement that substantially increases reinvestment in our state. We thank U.S. Bank for continuing discussions regarding a CBA. But no such agreement is in place. We interpret the bank data differently, and we need to see the details.

Mergers may be good for corporations, but they can be bad for communities, consumers and economic stability. This merger would have huge impacts on our state, as over 90 percent of Union Bank deposits are in California. We believe that the banks have failed to establish that this merger will produce a public benefit.

First, we believe U.S. Bank is poised close -- poised to close branches, which means lost jobs, less convenience for consumers, fewer small business loans and higher borrowing cost. According to NCRC analysis, U.S. Bank closed 863 branches between the 2017 and 2021. And none of the 15 biggest banks in the country had a larger percentage decrease in branch presence than U.S. Bank except for Truist, which went through its own mega merger in 2019.

Since the pandemic, U.S. Bank has closed 539 locations, the most of any bank in the United States. U.S. Bank should disclose its branch closure plans, and
it should commit to zero net loss of branches in LMI neighborhoods, neighborhoods of color and rural communities in California.

I’m not sure I heard that exactly in Mr. Cecere’s remarks. We are also concerned about the bank’s mortgage lending, which we found to reveal disparities and raise redlining concerns. As one example, U.S. Bank would need to originate 4,704 additional loans in California’s neighborhoods of color to achieve parity with its share of lending in White neighborhoods.

U.S. Bank should make targeted commitments to increase mortgage lending to borrowers in neighborhoods of color, including through the use of special purpose credit programs. The loss of a bank with CRA responsibility is potentially devastating to California communities struggling to address critical needs such as affordable housing finance, CDFI investment, support for community and land trusts and anti-displacement measures, credit for Native American communities and broadband access so that all communities can connect to the myriad of benefits the CRA provides.

Without clear commitments to addressing community need and to substantially increase resources in key areas, how does this merger provide a public
benefit? The public is tired of regulators rubberstamping mega mergers. A Daily Kos petitions objecting to this merger has over 40,000 signatures. In conclusion, we thank you for holding this hearing, but holding a hearing is not enough. Regulators must scrutinize these applications, ensure there is a clear public benefit, and condition any merger approval on compliance with a strong CBA. Thank you very much. This concludes my remarks.

MS. BANTA-LEWIS: Thank you for those comments, Kevin.

I would now like to welcome to the stage Jesse Van Tol.

MR. VAN TOL: Yes. Good morning. I’m Jesse Van Tol. I’m the president and CEO of the National Community Reinvestment Coalition. Thank you for holding this hearing. I’ll detail our position on this transaction in a moment, but I want to first focus on the regulators’ responsibilities with regards to the transaction.

NCRC has long held that mergers and acquisitions should not be approved without a forward-looking commitment that demonstrates how the public will benefit and particularly how those benefits will outweigh any adverse effects of the merger. This
is a position grounded in banking law as established by the Bank Holding Company Act and the Bank Merger Act of 1966, which instructs the regulators to deny a combination with anticompetitive effects unless it finds that the impact is clearly outweighed in the public interest by the probable effect of the transaction and meeting the convenience and needs of the community to be served.

The idea that a merger must produce public benefits is also included in your general obligation under the law to take into consideration the convenience and needs of the community to be served, not just in instances of anticompetitive effect. We believe that regulators have historically been deficient in their application of these legal requirements.

Banks have been allowed to grow on general claims that size and scale will automatically benefit the public without detailing those benefits. Indeed, Former Federal Reserve Board Governor Daniel Tarullo once noted that, quote, there is little evidence that the size, complexity and reach of some of today’s SIFIs are necessary in order to realize achievable economies of scale and scope. As such, the regulatory structure for SIFIs should discourage systemically consequential growth or mergers unless the benefits to society are
clearly significant. The FDIC’s recent RFI on mergers pursuant to President Biden’s executive order said that, quote, the FDIC will consider the extent to which the proposed merger transaction is likely to benefit the general public through higher lending limits, new or expanded services, reduced prices, increased convenience in utilizing the services at facilities at the resulting institution.

We urge the Federal Reserve and the OCC to issue their own RFIs and to clearly establish both the public benefits and, on the other hand, the adverse effects of bank mergers and acquisitions. To summarize our position, this transaction requires a forward-looking commitment that demonstrates clearly significant public benefits. One way an increasing number of institutions demonstrate that commitment is by creating a community benefits agreement. NCRC and its members have met with U.S. Bank to discuss CBA. I want to thank Andy Cecere, Reba, and the bank for their willingness to engage in dialogue. Those conversations have been productive, but they are not yet resolved. We look forward to reaching a community benefits agreement with U.S. Bank. We believe a detailed public commitment of public benefit must precede any approval by the regulators. And if you do
approve, such a commitment should be cited in the approval. Thank you for the opportunity to testify, and this concludes my remarks.

MS. BANTA-LEWIS: Thank you for those comments, Jesse.

I’d now like to welcome to the stage

Jyotswaroop Bawa.

MS. BAWA: Good morning. I’m Jyotswaroop Bawa, organizer with the California reinvestment coalition. We oppose this merger unless we have a strong CBA and your support in implementing it. Thank you for the opportunity today to tell you more about why that is.

You see, during the previous financial crisis, I was part of a small team who organized tenants in South Los Angeles. I saw how the foreclosure crisis ripple effect wrecked the lives of hard-working low-income families and some of the most vulnerable tenants in our community.

In 2011, just before Christmas, I remember the desperation of four tenants with whom I stood picket signs in hand singing chants to protest of the wrongful eviction they were facing. We won that day. The evictors and their dumpster arrived and was turned away. The tenants were awarded relocation before they would
ultimately -- evicted. And because we severely lack affordable housing in the city, even with the relocation dollars, the tenants had to look at housing further and further away from the community that had been their home for decades.

To this day, I wonder what we may have been able to accomplish in stabilizing their lives and those of many such people if a couple of years before this, Jeffrey Palmer, a luxury housing developer, had not spent thousands defeating affordable housing development requirements in Los Angeles.

Fast forward to today. Another housing crisis brought on by the pandemic this time in -- in the city that is still struggling to build housing that is affordable to working families and low-income people. Jeffrey Palmer is suing the city again. This time, he is upset about the eviction moratorium during the pandemic.

You see, I was saddened and disappointed to see that one of the largest PPP loans that U.S. Bank facilitated was to none other than Jeffrey Palmer. In a state that has invited all landlords to apply for reimbursement of losses and revenue, this landlord is still suing the city of Los Angeles for the moratorium. And U.S. Bank is enabling access for him to taxpayer
dollars as if he were the targeted business for this
type of government support.

I ask that you please use your power to insist
that community benefit requirement is not met if the
bank is not factoring in the impact of financing bad
actors in the community. Mr. Palmer has evicted people.
He has fought against necessary tenant protections. He
has harmed communities who are meant to be supported by
the CRA. Please mandate U.S. Bank to accept necessary
antidisplacement financing measures so that the
communities intended to be protected by the Community
Reinvestment Act are supported. Thank you. This
concludes my remarks.

MS. BANTA-LEWIS: Thank you for those
comments.

I would now like to welcome to the stage Doni
Tadesse.

MR. TADESSE: Good morning, and thank you for
allowing me to join you today. My name is Doni Tadesse.
I use he/him/his pronouns. And I am the Southern
California organizer for the California Reinvestment
Coalition. As an organizer, I was tasked with
mobilizing testimonies from our member organizations and
ensuring the concerns of our communities were adequately
represented today. Unfortunately, in my effort to do
this, I encountered a reluctance from members to
testify. They shared that, at the heart of this
apprehension, is a fear that testifying to this body
could potentially strain the relationships they maintain
with U.S. Bank and other banks engaged in philanthropy
and community reinvestment efforts.

While this fear exists for many wishing to
testify against a funder, it was exacerbated in this
particular case by the actions of U.S. Bank. Once the
Fed and OCC announced there would be public hearings to
evaluate the proposed acquisition, representatives of
U.S. Bank began actively soliciting their grantees and
nonprofit partners for positive testimonies.

While we appreciate and applaud some specific
lending and investment activities of the bank, asking
community development organizations to represent their
individual benefit as proof of a broader public benefit
achievement is unreasonable at best and perhaps even
bordering on the unethical. We are sympathetic to the
position our members and other community organizations
were put in when deciding to speak today.

They had to make a difficult decision, one
that is undoubtedly influenced by the gross imbalance of
power between a nonprofit organization and what is set
to be the fifth largest bank in the U.S. if this merger
is approved. You are hearing from a subset of our coalition, in part, because of these dynamics. Unfortunately, the incentive structure currently in place encourages fealty to these banks rather than free speech and service of the public benefit.

This incentive structure is further entrenched by federal regulators’ lack of adequate scrutiny and bank mergers. While Chairman Powell and the FDIC have stated that they are conducting reviews to update merger and acquisition approval procedures, the historical record suggests that this merger will ultimately be approved. This has resulted in a public sentiment that is cynical of merger -- of the merger approval process and efforts to reform it.

We have heard from organizations. Why bother angering our funders and making all of this noise when regulators will approve this merger regardless of our concerns. While we appreciate your willingness to hold this hearing, please note that some of our members and members of affected communities were hesitant to freely voice their concerns today. And as you hear statements today, we ask that you take these points into consideration. Thank you, and this concludes my remarks.

MS. BANTA-LEWIS: Thank you for those
I would now like to welcome to the stage Sherri Jackson.

MS. JACKSON: Good morning, panelists, officers of the board and OCC. My name is Sherri Jackson. I’m the president of Multi-Culture Real Estate Alliance for Urban Change, a nonprofit 501(3)(c) in the community for over 28 years. We formed, actually, out of the redlining that happened back when the Rodney King riots -- riots were going on, and they started redlining our communities, would not fund our loans. So we formed, and we are very community-driven. And I -- I have some things to say as far as the banking issues with your merger.

Just out of experience because I am a mortgage broker and a real estate broker. So therefore, I -- I’m in the trenches here, and I see what is going on. And we would like to see, for your CBA, some -- some areas that you will actually make a difference in affordable housing to low and moderate income. The pandemic has ravaged our community. And so with the re-gentrification as well, we are struggling so hard here with homelessness, people losing their homes, renters being put out and evicted.

And we want to see some monies that you have
to give to the community to put into programs that are different from what is here now for affordable housing, for people to get mortgages. We need something where the FICO scores aren’t so strenuent (phonetic) and that they change the needle when -- on the FICO scores when something happens in our world, our community like right now. We want to see monies that are allocated for people who have saved their money, but they might have didn’t put the money in the bank.

So they are not -- we don’t want to discriminate against them because they did not -- we can’t paper trail the money. I’m not saying that we want to have illegal things going on, but we want to be able to use that money that maybe poor families have put together. And they want to be able to purchase a home. We want to see that happen. We want to see programs that -- that you put together strictly for this purpose to enable us to be able to do this.

This is a crisis we are in right now. I’ve been in the business over 30 years. I’ve never seen anything like this. I also would like to see -- I’ve had people with Union Bank and U.S. Bank not qualified for loans. And I’m -- still don’t know why because we ended up qualifying them, and they were able to buy homes. So I want to know what is your measure of what
-- what your needle is for someone to qualify. What are you using different from what we’re using as wholesale brokers?

I would like the wholesale channel opened back up with your banking with your branches so that we can do business together in the community and get some things done as far as getting people in homes, stopping evictions, helping the homeless. I know my time is out. Thank you for inviting me today and listening to me, and this concludes my presentation.

MS. BANTA-LEWIS: Thank you for those comments, Sherri.

I would now like to welcome to the stage Debora Bright -- Bright-Laney. My apologies. Oh. Let’s make sure that you are unmuted. There you go. Mm-hmm.

MS. BRIGHT-LANEY: Good morning. My name is Debora Bright-Laney. I am a real estate broker from Los Angeles, California, Vice President of Multicultural Real Estate Alliance for Urban Change and a member of CRC. I would like to thank you for the opportunity to speak with you about my opposing of the U.S. Bank-Union Bank merger with -- within my allotted time that you have granted.

One should ask if the proposal -- proposed
measure -- merger about the creation of one of the
biggest banks. No. This is about the destruction of
the financial dignity of those in underserved
communities, elimination of the American dream of
purchasing a home for people of color, elimination of
being a entrepreneur within the Black community.

For mom-and-pop owners, recent graduates from
high-profile business schools with the desire to return
to their community and make a difference that -- in the
community as far as building wealth, promote strength,
education, togetherness, differences in the community
and build wealth and providing hope for those that are
denied a chance to be a homeowner or business owner plus
raise their community to a level comparable to those
communities on the west side and/or areas where
residents have a tremendous increase in salary and are
granted more favorable options for survival.

It’s amazing how other cultures such as the
Asian cultures can obtain loans from their own banks and
maintain a thriving community. In the Black community,
there is redlining, lack of loan products for home --
homes, home ownership, affordable housing, commercial
real estate, businesses, no financial support whatsoever
to maintain any business in the Black community. I am
asking for your partnership and cooperation for the
following.

One, commit your engagement in the Black community and people of color by a minimum of 50 percent. Keep branches open in the Black community and properly staff with staff having a training in bias training. Three, special credit programs for loans for home ownership in the Black community. Four, implement special savings programs for the youth to prepare them for saving and obtaining financial goals. This program could be promoted and offered through both local elementary schools in the community surrounding branches within a one to two-mile radius.

Also, just like in the past, years ago, there used to be Christmas clubs that were offered. Five, invest and support local schools, athletic team, jobs -- job opportunities, internships in the community. Please focus your attention on the underserved areas, communities and public benefits instead of your desire for power and greed within the banking institute instead of strong consideration of the needs of those that the bank is supposed to serve. Thank you for this opportunity for this time. God bless. This concludes my report -- my remarks.

MS. BANTA-LEWIS: Thank you for those comments.
I would now like to welcome to the stage Dolores Golden. If you could turn on your camera and come off mute --

MS. GOLDEN: Okay. I think I’m off mute, and my camera is on.

MS. BANTA-LEWIS: There we go. I can see you perfect. You may begin your comments.

MS. GOLDEN: Okay. Thank you, Board of Governors of the Federal Reserve system. Thank you for doing what you do and hearing us out. Greetings live from Los Angeles. You probably wonder why are a bunch of real estate brokers and agents together with a nonprofit group. Because we have family. We have friends. We have clients that are always having issues because they are Black and Brown.

As you know -- I don’t have to tell you this, that the Black home ownership rate and the Black business rate is totally in the toilet. I’m opposed to this merger, along with our partners at CRC, because we do not have a community benefits agreement in writing yet. So if the -- all the words I heard today, if you all will sit down with us and make a community benefits agreement with us so that we can make sure that we sustain our communities, that’s what we want to hear.

Sherri has great ideas about loan products. We’ve seen
a ton of them that don’t work. So we’re here to tell you what can work, and we’re willing to work as a community by the organization to make sure this happens. Also, we don’t want you to abandon the Black and Brown communities by closing brick-and-mortar banks. People need to see banks. They don’t need to see Nick’s Check Cashing and all that craziness. We need to see real banks with real people that are vital to the community. Also, we want you to offer loans in these hot areas. We’ve got gentrification coming in. People don’t have any problem getting a loan that don’t look Black.

But our people can’t get a loan. I don’t understand it. We’ve got to make 30 offers for one buyer before they finally get in a house. That’s a lot of stress. But we want you to work with us. I know a lot of people that used to work at Union Bank. Now I know none. I know a lot of good loan reps that have gone to U.S. Bank recently and hopefully will be able to work with our local realtor associations and our nonprofits in the area and get something done.

Every time we have a problem, we call poor Sharon Kinlaw in -- in the Fair Housing Council because people just don’t know where to turn. So they call us all the time when they have a problem, not just -- we’re
doing everything. We are every person. We are taking people out, showing them property, trying to get them a good loan. We hear the problems if they’re getting thrown out of their apartment, if they’ve got somebody missing that’s homeless.

We’re in Los Angeles, which reflects most of the major cities. We see everything, and we want to ask your help. We don’t want just another big bank that might be too big to fail. Thank you for allowing me to make my comments, and I’m sorry we can’t see you in person, but we’re going to beat this COVID too and be back together again. Thank you for your time.

MS. BANTA-LEWIS: Thank you for those comments, Dolores. I would now like to welcome to the stage Kendra Lewis. If you could turn on your camera and come off mute — wonderful. You may begin.

MS. LEWIS: Right. Good morning. Thank you for the -- to the Board of Governors and to the OCC for this opportunity to present today. My name is Kendra Noel Lewis. I am the executive director of the Sacramento Housing Alliance, which is a 30-year-old -- for the last 30 years, we have served the Sacramento region, the capital city of -- of California. When I heard about this -- and I’m glad to be able to make these in-person comments regarding this historic merger
in our great state of California. When I read about the
history of the OCC, it’s really an honor even more so
knowing that this agency was created by Abraham Lincoln
during the Civil War, which later transformed into the
regulatory agency which is the mission to instill
confidence in federal banking system and to ensure it
operates in a safe and sound manner. And that’s why
we’re here.

I -- as an organization that is focused in
Sacramento with members that are mostly affordable
housing builders, it is critical that the CBA is a part
of this merger. Our concerns are basically that this --
it is an anti-competitive and essentially two very good
banks in affordable housing finance would turn into one
bank. And banks’ consolidation is a problem for
affordable housing finance and is really -- this is a
poster child for issues in our Sacramento region and
statewide.

U.S. Bank and Union Bank traditionally have
offered debt and equality -- equity offers on almost all
affordable housing deals in cities, example, in
Sacramento, Davis, Woodland, Stockton, just as an
example. They compete. And the most attractive offer
gets the deal. And sometimes the deal was awarded
through Union Bank, and sometimes the deal was awarded
through U.S. Bank.

The point is that — that slashing competition with this — that competition would be slashed with this merger. And unless the banks agree to increase its lending and affordable housing in California through a CBA, we cannot support this merger. California is working hard to create a solution to the housing crisis, and we need partners and resources to ensure that every Californian has a safe and stable and affordable home.

In conclusion, I hope we create a CBA that benefits all in California consistent with the guiding principles of both banks to help make sure that inequality in California -- and we have access to affordable housing, SBA loans and you consider adopting the anti-displacement code of -- code of conduct. Thank you for the opportunity to make comments today, and this concludes --

MS. BANTA-LEWIS: Wonderful. Thank you for those comments, Kendra.

I would now like to welcome to the stage Darryl Rutherford. If you could turn on your camera, come off mute. Wonderful. You may begin.

MR. RUTHERFORD: Good morning. Thank you to the OCC and the Board of Governors for convening us today. My name is Darryl Rutherford. I am the
executive director of the Reinvent South Stockton Coalition. We’re a public/private nonprofit collaborative which works with residents to affect the root causes of intergenerational poverty through improvements in housing affordability, job creation, economic development, safety and community trust, education and health.

We serve as the backbone organization for our collective impact -- convening and coordinating partners, increasing their capacity to address community issues, aligning resources, strategies and incentives and engaging residents to promote systems change. We’re also the lead organization for five cross-cutting strategies to improve quality of life for residents, focusing on meeting the community needs for affordable housing, increasing trauma-informed services and resources in the community, rebuilding trust between residents and institutions meant to serve those residents.

We benefit the community by helping with park beautification and activation activities, and we’re creating a workforce training pathway so that Stockton residents can fill higher-wage positions. South Stockton, the area of San Joaquin County most impacted by historic underinvestment, redlining and persistent
poverty is also the historic hub of Filipinx, Latinx and
African-American communities in the county and home to
the oldest Sikh temple in the country.

South Stockton faces significant challenges. The community is roughly bounded by the old redlines
that defined where immigrant, low-income and farmworker families were allowed to live within the city. Decades
of neglect, marginalization and a lack of investment have perpetuated poverty and prevented residents from
assessing the resources, they need to attain their goals and realize their potential.

Just over half of all South Stockton households have incomes below the poverty level. And life expectancy is more than 20 years less than in more affluent areas of the city. Home ownership has declined for years and is currently only 37 percent, while the vast majority of renters face a housing cost burden of more than 30 percent of their income.

Nearly 14 percent of residents have -- were diagnosed with diabetes. Violent crime is a chronic concern for the community. And approximately two-thirds of the residents are of Latinx descent. It’s also a young community. Almost 40 percent of residents are under 25 years old. But how can we heal these communities when financial institutions don’t provide
their community development departments with the
resources needed to support work like ours and our
partners that can have a significant impact on creating
healthy communities of color.

We have to beg and plead for small grants
ranging from a $1,000 to $10,000 because our
Valley communities don’t fall within financial
institutions’ major assessment areas. We need more
investments in local nonprofits who are doing great work
but may not be connected to mainstream financial
institutions like many of us are today. Our residents
need access to inexpensive mortgage products that aren’t
going to harm their chances of building --

VOICE: Was that you?

MR. RUTHERFORD: -- intergenerational wealth.

Our BIBOC community small business owners --

VOICE: Okay.

MR. RUTHERFORD: -- who have been the hardest
hit during the pandemic need access to capital now. We
can’t see more bank closures. We can’t continue to see
a consolidation of financial institutions that won’t be
required to increase community investments. A detailed
community benefit agreement for California --

MR. OLSON: Mr. Rutherford, I’m sorry to
interrupt you, but you are over time, and we do need to
move on to make sure other participants have a chance.

MR. RUTHERFORD: That concludes my comments.

Thank you very much.

MR. OLSON: Thank you.

MS. BANTA-LEWIS: Thank you, Darryl.

GROUP 2

MS. BANTA-LEWIS: I would now like to welcome Group 2. First -- first to the stage, we’re going to welcome Karen Petrou. I know that you have got a slide deck here, so I’m just going to pull that up. If you could give me a verbal prompt to move to the next slide, that would be great.

MS. PETROU: Thank you very much. I would like to discuss some of the structural issues that I believe should also cover -- be included in the Federal Reserve and OCC’s thinking about this transaction. We have heard a great deal about forward-looking community benefits considerations, and these are important. But I believe they need to be taken in a forward-looking understanding of banking as it is and will be, not as it was and many of us wish it were.

So as you’ll see on my slide, I think we need first to understand that banking is no longer the monopoly it was. Up to even just a few years ago when comments such as Dan Tarullo’s about economies of scale
and scope were made, we had a bank-centric market. Now we don’t. Key competitors include fintechs, large tech platform companies and a few giant banking organizations or none. To assume that if regional bank transaction essential to economies of scale and scope does not complete its -- is not consummated that banking will continue as it was with two banks I think is unrealistic.

The bank seeking merger may well decide that it is no longer viable in key markets and exit them. We need to remember, too, that banking is a different business and, when strained, can make a very big difference. We saw from the third to the fourth quarter of just last year one bank of about $120 billion in assets join the FDIC’s problem bank list.

So first I’d like to emphasize that if there is a merger that the regulators believe to be sound and a community benefit plan that meets the law’s needs, assuming that it is not perfect and, therefore, the deal should be rejected may lead to an unintended consequence and far less effective community service, especially within the regulatory parameter key to consumer protection and community service. Secondly, I would like to urge the regulators and everyone interested in bank merger policy to consult new research. The market
is, as I said, very different. If you look, for example, at a key consumer benefit return on savings, you will find that consumers do better in markets having nothing to do with concentration. It has, instead, to do with safety and soundness. Banks that are safe and sound may pay lower rates to depositors than weaker banks, but that is, of course, a significant public benefit to have sound banks. There are also new trade-offs. For example, if consumers receive higher rates that may seem good for the consumer, borrowers also receive higher costs for their loans because, to survive, banks need a positive, profitable net interest margin.

In conclusion, I urge the regulators and all of us interested in bank merger policy to put this debate in the forward-looking context in which banking is no longer a monopoly. Consumer service will no longer be possible for more than a few Community Banks if there are not sound regional banks with the economies of scale and scope remaining within the regulatory parameter essential to community and consumer service.

Thank you very much.

MS. BANTA-LEWIS: Wonderful. Thank you for those comments, Karen. I would now like to welcome to the stage Ismael Guerrero.
MS. BANTA-LEWIS: If you could turn on your camera and go on mute -- Karen, can you turn off your camera? Wonderful. I see Ismael. You may begin your comments.

MR. GUERRERO: Thank you. Good afternoon, members of the Board of Governors of the Federal Reserve and Office of the Comptroller of the Currency. It’s a pleasure to be with you today. My name is Ismael Guerrero, and I am the president and CEO of Mercy Housing, headquartered in Denver, Colorado.

It’s my pleasure to be here with you today to speak in support of U.S. Bank’s acquisition of Union Bank. Mercy Housing is the largest nonprofit affordable housing developer/owner in the country with nearly 25,000 units across 20 states. More importantly, every day, we impact the lives of over 45,000 residents with a focus on health, education and economic outcomes.

Over our 40-year history, U.S. Bank has been a lender, an investor and a strategic partner alongside Mercy Housing, positively impacting the communities around the country where we have developed and own affordable residential communities. We have had a relationship with U.S. Bank for over 30 years. And during that time, we have had the pleasure of working with numerous U.S. Bank employees and have a good
understanding of their commitment to their communities, their people and providing access to financial services to all.

I have also been struck by their efforts to operate in a transparent and ethical manner. This includes a genuine commitment to advancing racial justice through diversity, inclusion and equitable outcomes for all. U.S. Bank directly supported Mercy Housing’s racial equity, diversity and inclusion initiatives by inviting my leadership team to participate in antibias, antiracism training, which they sponsored.

As for their continuing commitment to invest in the communities they serve, the following should provide you with a good idea of why we are strong supporters of U.S. Bank. U.S. Bank has extended a $10 million, unsecured line of credit to Mercy Housing, which we used to finance predevelopment costs related to our pipeline of nearly 9,000 affordable housing units, leveraging almost $4 billion in investments in 15 states and most of the largest and most expensive housing markets in America. Two hundred fifteen million dollars invested in low-income housing tax credits and almost $40 million in construction and permanent lending for affordable housing properties in our portfolio and $5
million to support lending activity in Mercy Community Capital, one of the larger and most impactful CDFIs in the country.

Mercy Community Capital extends our impact by providing low-cost financing to support affordable housing development by smaller organizations in 44 states. U.S. Bank is highly regarded in our affordable housing community for the work they do every day and for the services they provide. We are proud to partner with them and look forward to continuing to work with the combined organization in the future. Thank you for your time.

MS. BANTA-LEWIS: Thank you for those comments.

I would now like to welcome to the stage Emilia DiMenco. If you could turn on your camera, come off mute --

MS. DIMENCO: Good morning, and happy International Women’s Day. I am Emilia DiMenco, President and CEO of the Women’s Business Development Center. I’ve been part of the WBDC for 12 years, and I sat on its board for seven years prior. The Women’s Business Development Center, headquartered in Chicago, is a 36-year-old business service organization that supports and accelerates business development and growth
for those it serves while advocating for women and
diverse business owners across the Midwest in nine
states.

As we all know, small business success on the
local level reverberates in the national economy.
Previously and importantly, you should know that I’m a
retired executive vice president, BMO Harris, after
serving for 30 years. In my long career in diverse
responsibilities at BMO Harris, I personally led for
many years the bank’s efforts and support of small
businesses and diverse markets, including women-owned
businesses.

My support of the acquisition of MUFG Union
Bank by U.S. Bank stems from my knowledge of banking,
the needs of the small business community and the
commitment and impact U.S. Bank has had on the
communities the WBDC serves and certainly not any fear
or pressure from U.S. Bank. As you can tell from the
color of my hair, this is not my first rodeo.

I am here freely to share with you the support
U.S. Bank has extended to the communities the WBDC has
served over the last five years and the programs and
services the organization has been able to deliver
supporting small business owners throughout its
nine-state region. U.S. Bank is represented on our
board and advisory committees. Subject matter expertise and financial support of $630,000 has been provided. Various curricula, sponsorship, including curricula focused on Black and Brown women business owners has been delivered.

Expanded support was provided during COVID-19 to meet our needs and increased a hundred percent for access to capital and technical support. Digital expansion of our programs and services were enabled as a result of that support. Very importantly, debt, equity and grants were delivered. Businesses were sustained. Some even grew.

I firmly believe that the commitment to community, small businesses and diverse markets is a hallmark of the U.S. Bank culture and business and will continue in all the markets that it enters. Thank you for providing me this opportunity to testify in support of the acquisition. This concludes my remarks.

MS. BANTA-LEWIS: Thank you for those comments, Emilia.

I would now like to welcome to the stage Ronald Garnett. If you could turn on your camera and come off mute --

MR. GARNETT: Okay, great. Thank you to the Board of Governors and the OCC for the opportunity to
make comments at this hearing today. My name is Ron Garnett, and I’m the president and CEO of the Council for Supplier Diversity headquartered in San Diego, California. We are a 501(c)(3) nonprofit organization. Our mission is to leverage the discipline of supplier diversity to help develop economic empowerment in underserved communities. Now, to accomplish this mission, we need the support of banking institutions and other corporate citizens. Since at least the mid-80s, bank consolidations have reduced the number of banks, institutions by almost two-thirds. Mergers and acquisitions have driven a substantial part of this result.

Union Bank has been unique among financial institutions of its type in terms of the supporting the diverse business enterprise community. They have been a constant and -- and exceptional contributor to both monetary and support and the leadership engagement within our organization and others in our community.

In the case of our organization, Union Bank provided the seed money for our organization to fulfill a void in the large and substantially diverse community. Not only did they support existing organizations, but they made important investments to ensure that the underserved and the LMI communities had the local
resources needed for economic advancement.

Over the past 16 years, we have had many relationships with banking institutions. None have been more dedicated than Union Bank in helping to support in development and growth of diverse business enterprises. Union Bank has continued to be our strongest and most consistent contributor over the years. They support our ability to provide our Young Entrepreneur Academy. This is to create opportunities for a better future for underserved youth.

They also support our executive and business development program, a collaboration we have with the University of San Diego School of Business. And they certainly support our sourcing programs to help suppliers get better prepared to do business with large corporations, even though it’s outside of their own organization.

From funding to board, direct leadership, they have been a model for best practices in this area. I hope that the effects of this acquisition, from what I’ve heard today, will bring the same level of commitment to minority women service-disabled veteran, LGBTQ businesses and the underserved communities. I hope that the next -- the new entity will continue to support the mission of organizations like the Council
for Supplier Diversity and recognize the important added value we bring to the organization. These are important considerations for the -- for the Board in considering this merger. Thank you for the opportunity. This concludes my remarks.

MS. BANTA-LEWIS: Thank you for those comments, Ron.

I would now like to welcome to the stage Paul Woodruff. If you could turn on your camera, come off mute. Wonderful. You may begin.

MR. WOODRUFF: Good afternoon. My name is Paul Woodruff, and I’m the vice president of community development receivables, Community Credit Union, which is a certified community development financial institution or CDFI, as well as a minority depository institution located in and serving the greater St. Louis, Missouri metropolitan area.

In fact, we’re one of the nation’s largest Black-owned credit unions. I join you today to voice my support for U.S. Bank’s acquisition of Union Bank. My comments today will be focused on the relationship that my institution has shared with U.S. Bank -- with U.S. Bank as related to community development finance. U.S. Bank has been an invaluable partner of my institution in securing and deploying new markets tax credits for the
purpose of building new and renovating existing financial service facilities in highly economically distressed portions of St. Louis. Of note, as a part of a transaction facilitated by U.S. Bank in 2017, my institution built a state-of-the-art branch on the site of the historic Gateway Bank.

Gateway Bank was launched in 1965 as one of the only Black-owned banks in the Midwest. I repeat, the only Black-owned bank in the Midwest. Unfortunately, years later, the institution was not solvent. St. Louis Community Credit Union, a Black-owned minority depository institution, was able to preserve the history of the institution by migrating Gateway customers to our systems but, most importantly, by bringing to life a new, beautiful and functioning facility to serve the financial needs of the residents of North St. Louis City, which is a notorious desert for financial services.

U.S. Bank’s involvement in this deal has served to generate millions of dollars in new economic activity for the surrounding community and ensured that the needs of low-income African-American residents did not go unmet. I highlight this experience because, from a business perspective, this new markets tax credit transaction was small and relatively inefficient. In
short, it wasn’t a huge financial win for the bank. However, the bank was and continues to be a champion of this effort because they understand the critical nature of ensuring quality, affordable financial products and services to communities whether that comes from their institution or partner CDFIs like myself.

Since 2017, I have served as a member of U.S. Bank’s Community Advisory Committee. And at the inception of the CAC, the bank shared insight on a new emergency loan product, the simple loan, which was to be launched in 2018. Transparent, accessible, and sustainable, these are the three tenets of the simple loan. And through a cooperative and open process, I have been amazed to see the level of involvement from staff members from mid-level all the way up through senior. The simple loan journey has been nothing short of a success. U.S. Bank maintains its commitments to ensuring that people of modest means and people who lack access to mainstream credit have access to those services when an emergency occurs. Based on my experiences, I have found that U.S. Bank is genuine and concerned and motivated to act in the best interest of consumers and community, whether in my area or areas across the country. It’s for these reasons, among many,
that I am supportive of U.S. Bank’s acquisition of Union Bank. Thank you. This concludes my remarks.

    MS. BANTA LEWIS: Thank you for those comments, Paul.

    I would like to now welcome to the stage Christine Hess if you could turn on your camera, come off mute. Wonderful. You may begin.

    MS. HESS: Hi. Good morning, Board of Governors and OCC. My name is Christine Hess, and I am the executive director for the Nevada Housing Coalition. The Nevada Housing Coalition is a statewide nonprofit to advance and promote affordable housing for all Nevadans. Our strategic priorities are advocacy, education and collaboration.

    We work with our community partners, including U.S. Bank, to support affordability across the affordable housing spectrum from permanent supportive housing to affordable rentals and home ownership. Nevada has one of our country’s most severe shortages of affordable housing. Statewide and across income levels, Nevadans are struggling with their housing costs, which means that attention to basic needs like medical care, food, education, transportation and work stability suffer.

    According to the National Low-Income Housing
Coalition, over 90 percent of our extremely low-income households are paying more than one-third of their income on rent. And over 80 percent of those households pay more than half of their income on rent. As part of our education initiative, the U.S. Bank team members are regular participants in our events, including our monthly lunch and learn, our special affordable housing updates and our annual statewide housing conference. They have been a member organization of ours at the partner level since 2019, the coalition’s inception. They have also sponsored our two annual housing conferences. Additionally, their team members are always available for any questions or technical support. As home prices increase in Nevada, homebuyer programs are becoming more critical to providing access to the benefits of home ownership.

Both Reno and Las Vegas have seen for-sale home prices increase well over 20 percent year-over-year with median home prices hitting $560,000 in Reno and $400,000 in Las Vegas, out of reach for too many hard-working Nevadans. U.S. Bank provides support to our agencies to administer affordable home ownership programs, including our state housing finance agency, the Nevada Housing Division, and Nevada Rural Housing Authority.
Overall, they help provide affordable mortgages to approximately 2,500 to 3,000 low and moderate-income Nevadans annually. They also sponsor lender roundtables for both agencies. We are grateful to include U.S. Bank as a community partner and coalition member as we work to ensure affordable housing options for all Nevadans. As Nevada prioritizes affordable housing, we look forward to continued active engagement by U.S. Bank and the combined organization.

Thank you so much for your time this afternoon.

MS. BANTA-LEWIS: Thank you for those comments, Christine.

I would now like to welcome to the stage Tina Quigley if you could turn on your camera and come off mute.

MS. QUIGLEY: Oh. There we go.

MS. BANTA-LEWIS: Wonderful. You may begin.

MS. QUIGLEY: Great. Thank you. Again, my name is Tina Quigley. I am the president and CEO of the Las Vegas Global Economic Alliance, which is Southern Nevada’s regional economic development agency. We are funded by the state, but we also are funded by our private investors. And I want to take a minute just to explain to you the leadership that specifically Clark Wood, who is the market president and located here in
Las Vegas and is the vice chair of the Global Economic Alliance has brought to Southern Nevada. We struggled tremendously with diversifying our economy. As you know, Las Vegas is heavily dependent on the travel and leisure tourism industry.

And as a result, we go through periods of boom and bust. We have struggled for a long time to figure out how to grow beyond just that portfolio. And so this is where I want to talk about leadership. Clark is the vice chair. And under his leadership, as he has grown with us in our organization, has worked with the rest of our 50 board members to come up with targeted industries that we now have strategic action plans moving towards, specifically, advanced manufacturing, transportation and logistics, healthcare, information and technology, clean energy, creative industries and also business and finance.

And I will mention just real quick that U.S. Bank is a tremendous contributor to our Junior Achievement Chapter here. So you’ll hear a lot of the good things that U.S. Bank has done for communities across the United States. But I really want to just take this moment to emphasize the leadership portion that U.S. Bank has shown a commitment to Southern Nevada to truly helping grow our economy beyond our
boom-and-bust cycles. So with that, I would like to express our support for the action today and for the U.S. Bank partnership.

MS. BANTA-LEWIS: Wonderful. Thank you for those comments, Tina.

I would now like to welcome to the stage Damian Buchman. If you could turn on your camera, come off mute.

MR. BUCHMAN: Hello. Greetings. My name is Damian Buchman. I am the founder and executive director of an organization in Milwaukee, Wisconsin known as The Ability Center. I’d like to thank the Board of Governors and OCC for this opportunity to speak in support of U.S. Bank’s merger with Union Bank. And I want it to be noted that no part of me feels forced or compelled to testify today. In fact, I feel actually compelled and honored to do so.

We -- I think it’s important to note that we are a human services-related organization in the greater Milwaukee area, and I see the value in U.S. Bank’s support for our organization and people with disabilities in the fact that we are just a small organization that’s trying to preserve the community, and there is no benefit in it to U.S. Bank other than being good stewards of their local community. In a
world where people with disabilities are often forgotten, U.S. Bank has not only supported our mission, but they value this minority group equitably throughout. Our mission is simple, to provide people impacted by disabilities with a daily opportunity to be fit, active and healthy.

In fact, U.S. Bank has partnered with us in multiple aspects, both in financial contributions, community and volunteer support, leadership support and knowledge-sharing on topics of inclusion, ableism and universal design. They have shown us this multilevel interest in supporting our mission, not just a singular one.

U.S. Bank has also been very supportive in all three of our pillars, seeing the value both in bringing access and opportunity for people with disabilities inside of the community and, bringing families together with disabilities to play in open gym scenarios in making sure that we have a strong basis in education and inclusion inside of our schools in the greater Milwaukee and, indeed, the entire Wisconsin area. They have also supported the local initiative support corporation locally in which there is an awards ceremony called the Milwaukee Awards for Neighborhood Development Initiatives. And it’s the MANDI awards. And they
supported that organization, which also supports our organization, and we actually won for transforming our local beach into the country’s most inclusive and accessible beach, especially not on a coastal site.

Finally, echoing Tina’s comments, their leadership has been extraordinary for our organization, and they stepped up from day one upon request where their global chair of U.S. Bank’s disability resource business group, Kelly Risser, has joined our board of directors as well to continue to provide that equitable opportunity for families impacted by and with disabilities, both physical and intellectual.

So while we are not anywhere touching the banking industry, it is important to note that U.S. Bank, while they are not located or headquartered in Milwaukee, they take a strong hold, clearly to me, in any community in which they stand. I want to thank you for this opportunity to testify, and that concludes my comments.

MS. BANTA-LEWIS: Thank you for those comments, Damian.

I would now like to welcome to the stage Kevin Wilson. If you could turn on your camera, come off mute -- wonderful. You may begin.

MR. WILSON: Good morning, everyone. My name
is Kevin Wilson, and I’m executive director of the Small Business Empowerment Center here in St. Louis, and I’m here to speak in support of U.S. Bank. Small Business Empowerment Center is a nonprofit SBA technical assistance provider helping minority and women business owners in low-income communities gain access to capital and contracting opportunities.

I’m also part of the U.S. Bank Community Advisory Committee or the CAC. As a member of the CAC, I have witnessed firsthand U.S. Bank’s commitment to community to bring positive change as well as their efforts towards corporate social responsibility to help build wealth while redefining how the bank serves diverse communities and provides more opportunities for diverse employees within their bank.

Over the past several years, these are the things I’ve come to know are true. U.S. Bank has made a commitment to support BIPOC-led small businesses. The bank has extended finance opportunities for BIPOC-led small business owners through their CDFI partners. The bank has increased its procurement span with BIPOC-led businesses. U.S. Bank volunteers have consistently stepped up to mentor and coach my clients. I’ve also worked with U.S. Bank with many of my entrepreneurs to access SBA loans, lines of credit to grow/start their
businesses. This, in turn, has led to job creation in these diverse communities.

Finally, I believe U.S. Bank continues to listen and make community investments with and through their community partners in the CAC. My fellow CAC members and I are always amazed how U.S. Bank staff asks us to help them on strategic initiatives to engage the community, and then they implement many of these suggestions. We continue to be impressed with their ability to hear us and then make changes based on our feedback.

If there are any additional -- any additional information you all require, please don’t hesitate to give me a call. I am in full support of U.S. Bank. They’ve been fantastic. Thank you so much for this opportunity and this time today. This concludes my remarks.

MS. BANTA-LEWIS: Thank you for those comments, Kevin.

I would now like to welcome to the stage Kerry Doi. If you could turn on your camera, come off mute --

MR. DOI: Thank you very much for allowing me to speak. My name is Kerry Doi. I’m the president and CEO of PACE, the Pacific Asian Consortium in Employment. We are a multifaceted community development
organization. We’re the CDFI, a CDE or certified SBA lender and MBDA lender and a minority business development center.

In addition, we are an AJCC, America’s Job Center of California, sponsored by DOL. Our environmental justice programs weatherize approximately 1,500 homes per year, while our early childhood education programs educate approximately 1,200 preschoolers throughout 14 different low-income area -- neighborhoods in Los Angeles. Altogether, we provide services to over 40,000 people a year, 95 percent of which fall below the poverty line.

Hundreds of small businesses are assisted while helping thousands of jobseekers from resume writing to vocational counseling to job training and placement, as well as helping them navigate the state bureaucracy and accessing unemployment benefits. But just as important, we serve Japanese, Chinese, Korean, Filipino, Vietnamese, Cambodian, Thai, South Asian Indian, Pakistani, Armenian, Iranian and many others. We serve people from Mexico, Guatemala, Puerto Rico and Columbia. We’re proud to say that we serve more Latinos than we do Chinese. In addition, we serve more African-Americans than we do Koreans. Altogether, we speak more than 40 different languages and dialects. In
other words, when it comes to cultural diversity, we walk the walk, not just talk the talk. Because of the work we do, we have the opportunity to work with many industries in the private sector. The concept of CSR, as well as DEI are concepts that we worked with for over four decades. It’s indeed impressive to us that U.S. Bank, as well as Union Bank, not only adhere to those concepts but embrace them and not only talk the talk but walk the walk.

It’s without a doubt that we believe that this merger will only strengthen their commitment to DEI and CSR. About 15 years ago, one of the largest banks in America at an interagency conference declared that their CRA portfolio outperformed its regular portfolio. U.S. Bank understands that not only is their responsibility to be a good corporate citizen but knows that it’s profitable as well.

The noted economist, Gene Sperling, senior economic advisor to two presidents, recently wrote a book arguing that the end goal of economic policy should be economic dignity. We believe in that theory and believe that U.S. Bank also buys into that theory as -- and as such, we support the merger of U.S. Bank and Union Bank. This concludes my remarks. Thank you.

MS. BANTA-LEWIS: Thank you for those
comments, Kerry.

GROUP 3

MS. BANTA-LEWIS: We will now move into Group No. 3. I would like to welcome first to the stage Michelle Merced. If you could turn on your camera, come off mute. Wonderful. You may begin.

MS. MERCED: Hi. Good morning, everybody. My name is Michelle Merced, and I’m the president/CEO of Neighborhood Housing Services of Southern Nevada. I am honored to testify today in regards to U.S. Bank and Union Bank merger. This year, our organization celebrates serving our community for over 30 years here in Southern Nevada in everything housing.

Our mission is to help build better neighborhoods block by block, and I’m proud to testify today and share how U.S. Bank has been part of that journey in helping so many individuals and families throughout Southern Nevada. U.S. Bank has and continues to provide funding towards home ownership efforts. With the funds that they’ve provided, we were able to help over 1,100 households by providing homebuyer education to those that are seeking to purchase their first home. In addition, they fully support and continue to advocate for affordable housing. From 2012 to 2015, they helped offset rehab costs at one of our communities called
Calcaterra. 

This is a six-building, 42-unit community that houses households that fall at 80 percent of the area median income. By providing their support, we can update new air conditioning systems, and we’re also able to put new roofs on our buildings. We also own and manage a 59-unit apartment complex dedicated towards transitional housing.

And in 2017, it caught fire, and unfortunately, it displaced 60 individuals. U.S. Bank has helped again or helped again and assisted us in upgrading plumbing to code throughout the building and, today, we are fully occupied. From 2018 to date, U.S. Bank continues to lead the way in providing general operating support towards all projects we have regarding affordable housing.

This is huge, as it allows for our agency to still focus on our mission, and it reflects a trust that has been built between partners based on aligned strategic goals. We are able to be creative and identify different initiatives. For example, today, our teams are working together in an initiative in closing the Las Vegas Black home ownership gap.

The goal is to educate together to raise awareness on the challenges and promote resources to
help as many Black families as possible in buying their first home. I will add that the leadership from U.S. Bank locally and also from our surrounding state is very supportive. In closing, I will state the leadership -- in-state, we fully support the merger of U.S. Bank and Union Bank and are confident we will continue to -- they will continue to support and help fight the fight for adding affordable housing in our community. Thank you, and this concludes my remarks.

MS. BANTA-LEWIS: Thank you for those comments, Michelle.

I would now like to welcome to the stage Lenwood Long, Sr. If you could turn on your camera and come off mute --

MR. LONG: Thank you so much. Good afternoon. My name is Lenwood Long. I am the president and CEO of the African-American Alliance of CDFI CEOs. And I speak in support of the merger of U.S. Bank and Union Bank. The African-American Alliance of CDFI CEOs is a membership driven intermediary of 59 Black-led CDFIs that aims to address in a robust way the closing of the racial wealth gap. I think we did not take it lightly, look at it lightly, to address why we support this merger. One, there are several reasons based upon performance that we support this merger. In the fall of 2021, nine of our
members received $13 million in patient capital via the
U.S. Bank Access Fund. This fund was for women of color
and microbusiness owners. This infusion of lending
capital allowed each organization to increase their
capacity, which is very important to deploy those fund.

In addition to that, each of those -- 14 of
those members received $900,000 in grants, roughly range
of $45,000 to $75,000 in grants. I would add that
Black-led CDFIs play a critical role in bringing
investment and other resources to underserved
communities of color, particularly those who lack
sufficient access to training and capital.

We also appreciate U.S. Bank collaboration in
our efforts on new market tax credits. U.S. Bank team
broadly offered their assistance with entry-level
participation for our members interested in the new
market tax credit program very critically.

Unfortunately, we would like to say, Black-led CDFIs,
compared to their White counterparts, have historically
faced uneven playing field. So in conclusion,
African-American Alliance of CDFI CEOs support this
merger and -- and is confident that this merger is a
major step towards reversing the structure and
historical inequities that have led to insufficient
funding of Black-led CDFI -- CDFIs.
We further believe that this merger could yield significant community reinvestment in underserved neighborhood nationwide once a community benefit agreement is finalized to form a plan to strategically address the unique needs of the community that now would be in -- and certainly change to impact in a positive way. Thank you so much. And again, we support this merger. Thank you.

MS. BANTA-LEWIS: Thank you for those comments, Lenwood.

I would now like to welcome to the stage Beverly Noerr. If you could turn on your camera and come off mute -- Beverly, are you able to connect? Oh, I think your --

MS. GOLDBERG: Muted.

MS. BANTA-LEWIS: -- audio -- yeah.

MS. GOLDBERG: Can you please unmute yourself?

MS. BANTA-LEWIS: It looks like you’re unmuted, but perhaps your microphone isn’t accurately selected. So if you click the caret on the mute button, you might have another microphone option there.

MS. NOERR: How about now?

MS. BANTA-LEWIS: Wonderful. Yup. You may go ahead and begin those comments.

MS. NOERR: Okay. My name is Beverly Noerr.
I am executive director of Redlands Bowl Performing Arts, located in the two-county Inland Empire region of Southern California. Our core mission work includes the Redlands Bowl Summer Music Festival, which is the oldest continuously running music festival in the United States where no admission is charged and serves over 100,000 people annually.

We also present a robust arts education program serving 35,000 youth and an established young artist scholarship program. Redlands Bowl Performing Arts’ goal is to provide access to world-class quality performing arts for all by removing the cost barriers to participation. Today, it is my great pleasure to speak to you in support of U.S. Bank.

U.S. Bank serves as an exemplary corporate partner to our organization and many others. A few years ago when RBPA wished to increase our service numbers, U.S. Bank understood and supported our aggressive goal to raise our service numbers from 5,000 to 35,000 children within two years.

Knowing the need and lack of arts education and access for low-income and underserved youth in our region, U.S. Bank came alongside us in this goal and significantly increased their investment in our youth. This funding helped us to leverage our services via
workshops, music assemblies in our schools and arts opportunities with partnering youth service agencies. Especially during the pandemic when children were particularly at risk to isolation, the funding provided by U.S. Bank helped us to pivot to online programming. I cannot underscore enough the importance of this programming in providing an emotional safety net for our kids during this tumultuous time for the world.

In addition, last summer when we joyfully reopened our festival programming, U.S. Bank provided boots-on-the-ground volunteers to assist in the festival. It is my opinion that U.S. Bank is not merely a sideline corporate partner checking off the nonprofit box but is a purposeful, intentional neighbor in our community. I give my highest support and recommendation to U.S. Bank in this merger. This concludes my statement. Thank you.

MS. BANTA-LEWIS: Thank you for those comments, Beverly.

I would now like to welcome to the stage Patricia Garcia Duarte. If you could turn on your camera, come off mute --

MS. DUARTE: Good morning, Board of Governors. Thank you for this opportunity. I am Patricia Garcia Duarte, president and CEO at Trellis. Trellis is an
Arizona nonprofit organization dedicated to making stable homes and communities possible by programs that support and encourage wealth creation through home ownership.

Trellis has no experience with MUFG. However, Trellis has had a good relationship with U.S. Bank. Locally in Phoenix Metro, we believe that U.S. Bank’s culture is one that supports community development. U.S. Bank has, over many years and consistently, invested in Trellis’s mission, providing -- providing philanthropic support to help run our home ownership center where we offer one-on-one housing counseling, financial coaching and homebuyer education.

U.S. Bank is also providing construction financing for our very first low-income housing tax credit -- housing development which will provide affordable rental housing and eventually convert into home ownership after the low-income housing tax credit compliance period.

U.S. Bank has invested in down payment programs and has helped us convert clients into actual homeowners, helping us increase home ownership among Hispanic, Black, indigenous and Asian people. In Trellis’ history, 46 years, we’ve created over 3,900 homeowners. Home ownership is at the core of our
mission. And truly U.S. Bank has supported that.

Equally, it’s important for me to note that we have had the advantage of having a very active U.S. Bank employee, the community affairs manager, who has played a very important leadership role on our board of directors and board committees and related entities. His time has been very valuable in governing our organization and helping set strategic plans and goals in helping with fundraising efforts to support the mission. He truly is a model board member.

In my opinion, the proposed merger between U.S. Bank and MUFG Union Bank will be positive as long as there is a clear public benefit commitment that supports the community financial needs and the nonprofits who do the heavy lifting in trying to address the community issues around housing and community and economic development. Thank you. That concludes my remarks.

MS. BANTA-LEWIS: Thank you for those remarks, Patricia.

We are now going to try and unmute Allysunn Williams. We may not be able to see her, but we might be able to hear her. So let’s give that a try.

MS. WILLIAMS: Hello. Can you hear me?

MS. BANTA-LEWIS: Hi, Allysunn?
MS. WILLIAMS: Yes. Can you hear me?

MS. BANTA-LEWIS: Wonderful. Yes. We can hear you. If you --

MS. WILLIAMS: Thank you.

MS. BANTA-LEWIS: -- would like to give your verbal remarks, you can begin now.

MS. WILLIAMS: Thank you. Good afternoon, everyone. My name is Allysunn Walker Williams. I am a small business owner and management consultant. My remarks are in support of the U.S. Bank and Union Bank Merger with a request for increased support for low wealth and underinvested communities. Several years ago, I was appointed to the Union Bank Community Advisory Board that brought together grantees and leaders in the community economic development space. I represented Fresno, a city with one of the highest concentrations of poverty of any major U.S. city. The Community Advisory Board met quarterly to discuss CRA strategies and products, services, investments and lending performance goals. That year, instead of the traditional CRA process where banks take a retrospective review of their book of business in certain low-income census tracks, the Community Advisory Board asked the bank if we could adopt a proactive place-based CRA investment strategy versus a product-based strategy.
The Community Advisory Board selected Fresno as a demonstration given the bank’s -- given Union Bank’s 14 retail stores in the city and Fresno’s economic challenges that are exacerbated by chronic and persistent poverty that were measurable. Through incredible leadership from Julius Robinson and Carl Ballton at Union Bank, we crafted -- we drafted a CRA investment strategy, shifting from that retrospective review to forward-looking goals around Union Bank’s economic opportunity mortgage product for low-income homeowners, small business lending for Black and Brown businesses and large multi-year grants to pilot a Technical Resource Assistance Center. It’s called the TRAC, T-R-A-C, for Black and Brown small businesses, primarily in the downtown and Southwest Fresno areas. The TRAC served as somewhat of a national model for Union Bank in partnership with existing CDFIs and other chambers and providers to increase access to capital for small and microbusinesses.

As a show of clear support, Union Bank brought 25 executives from San Francisco to Fresno with the community advisory -- with the Community Advisory Board and met with the mayor of our city and 60 community members and leaders to listen and plan how they could accelerate our local economic development activities in
some of our poorest neighborhoods.

This was revolutionary. It set precedent for approximately $10 million in investment in the Fresno region each year. I left the Community Advisory Board and became a consultant to Union Bank to support this initiative. Because mergers suggest consolidation, I urge Union Bank and U.S. Bank to consider Union Bank’s wide footprint in the Fresno area and to keep those 14 assets intact to serve our underbanked community.

The downtown branch of Union Bank is one of -- is one of the only banks that serves a residential area of more than 50,000 underbanked people in an area where there are dozens of check-cashing centers preying upon our local neighbors. Union Bank’s attention to the needs of the small business community and Fresno’s growing home ownership community is invaluable as we seek to correct decades of redlining and discriminatory behavior by the finance banking and real estate industries toward people of color. In this vein, I ask that there be no reduction in the CRA spending of both banks individually but, instead, that there would be an increase in those investments given that both banks have outperformed their financial projections in recent years. I respectfully request continued investment in this region commensurate with those significant
financial gains. Thank you for this opportunity.

MR. OLSON: All right. Thank you, Ms. Williams, and thank you to all of our presenters or speakers in the first three groups. We are now going to take a break until 1:05 p.m. Eastern time, and then we will reconvene with Group 4. Thank you.

(A brief recess was taken.)

MS. MURPHY: Good afternoon or good morning, everyone, and welcome back. It’s 1:05 p.m. Eastern time. So we are going to move into our next group of presenters, and I’m going to hand it over to Meagan to welcome them.

GROUP 4

MS. BANTA-LEWIS: Wonderful. Thank you, Donna. First up, we have got Christine Avlon. If you could turn on your video and come off mute, I know you’ve got a presentation, so if you could give me a verbal cue for those slides, that’d be great.

MS. AVLON: Thank you. My name is Christine Avlon. I am a certified fraud examiner, and I have a degree from the Yale University School of Management, and I spent my career as a lifelong compliance banker. I have two points I’d like to stress today. The first one is that the OCC should verify the existence of effective whistleblower programs and money laundering
detection programs for both the buyer and the seller.

The OCC, in its examinations, does a very poor job of scoping the corporate governance at the audit committee level, and I think that the OCC can improve through this acquisition assessment in those areas. Secondly, the OCC should confirm directly with OSHA whether or not the buyer or seller have any open, pending whistleblower or labor matter complaints that are being investigated by OSHA. Slide 2, please.

Today’s hearing does include a scope for combating money-laundering activities. I’d like to point out two important aspects. The risk of human trafficking and the risk of illegal gun trafficking harms our communities. And the banks are at the frontlines of detecting those risks. But in addition to those risks, what if a banker thought that the Community Reinvestment Act was being violated. Would their complaint inside the bank be investigated independently? The audit committee is the governance feature that would ensure that that banker’s complaint was investigated independently and not by the people who perhaps were implicated. Slide 3, please. This shows that U.S. Bank had a consent order in 2018 for a failed money-laundering program. In fact, quote, the bank also concealed its wrongful approach from the OCC. Slide 4,
please.

U.S. Bank paid $528 million for that and were charged criminally. Slide 5, please. The U.S. Bank chief operational risk officer was fined $450,000 personally. Slide 6, please. Those relate to U.S. Bank. But now we look at the history of Union Bank and its consent orders with the OCC.

They started in 2017. The one on the screen is in 2019. And these regard the anti-money laundering controls. Slide 7, please. This shows that Union Bank had a cease-and-desist for operational risk governance. Slide 8 shows -- thank you -- that the parent of Union Bank has audit committee accountability for whistleblower programs. But unfortunately, Union Bank USA does not appear to have.

Slide 9 says that Union Bank is going to prepare written plans regarding the remediation of the consent order from September. These plans should be shared with the public. And the last slide, No. 10, just summarizes the recommendations I’ve made today.

Thank you very much. My contact information is on Slide 11, and I am very grateful for the opportunity to provide this testimony to the OCC and the Office of the Comptroller. Thank you. This concludes my remarks.

MS. BANTA-LEWIS: Thank you for those
comments, Christine.

We are now going to try and unmute Matthew Lee. Matthew Lee, are you able to unmute yourself now? Just give him one moment.

MS. GOLDBERG: Mr. Lee, are you able to unmute yourself? We apologize. We aren’t able to get your video working. If not, we’ll move on to the next attendee, and we can have you present at the end at 6 p.m.

MS. BANTA-LEWIS: Okay. Wonderful. We will circle back to you, Matthew. For now, we are going to welcome Al Pina to the stage. Al, if you could unmute and show your video --

MR. PINA: Do you have my video?

MS. BANTA-LEWIS: We have got you. Okay. Wonderful. You may begin your comments.

MR. PINA: Thank you to the members of the Federal Reserve Board and OCC for this opportunity to speak at this proposed hearing between U.S. Bank and Union Bank. I’m Al Pina, chair of the Florida Minority Community Reinvestment Coalition, also co-chair of the National Minority Community Reinvestment Co-operative and also co-chair of Alliance to End the Racial Wealth Gap to work closely with U.S. Bank in development of this historic and racially relevant CRA plan.
I’m in Detroit, Michigan today. And I think it’s only fitting that I’m in Detroit, Michigan because Detroit is symbolic of the racial economic exclusion in all major cities across our country. An example of this are the top five banks in Detroit, Blacks who make up over 72 percent of this city’s population only count for less than 15 percent of those banks’ home loans.

And it gets much worse, much worse when you look at small business lending, and Section 1071 is certainly going to expose that. We witnessed the byproduct of this radical economic exclusion in this pandemic. This pandemic exposed a monstrous racial economic fault line in our economy, yet bank mergers and CRA exams can’t address this.

U.S. Bank regulators must incorporate racial lending data to both CRA exams and mergers. There must be racial relevancy and economic inclusions. Banks are lenders. They are not foundations. They are lenders. Racial economic inclusion, it starts and it stops with home and small-business lending. It is critical for Blacks and Latinos to gain greater access to home loans and business expansion start-ups, unlike the data that I showed you. Why is this important? Census showed us -- this last census showed us that people of color are now 40 percent of this country’s population. And it’s
growing. Yet expanded and true racial economic inclusion is going to result in increased productivity and consumption by Blacks and Latinos. That’s going to result in increased racial and intellectual and financial bandwidth. That’s going to result in many more doctors, scientists, engineers, business owners and, yes, bank CEOs.

That’s going to result in a stronger United States of America in this global economy. This racially relevant, historic U.S. Bank CRA plan that we worked with them on, it reminds me of a saying, “I came upon a verge in the road, and I took the path less traveled, and it has made all the difference.”

This historic plan does that. It’s because of that that I support this merger, this proposed merger. But I also put the bank regulators at all banks on notice because of this. You must follow this racially, economic inclusive plan that U.S. Bank has set forth. You must take this path less traveled because race is relevant to the U.S. economy. It is very relevant.

This U.S. Bank historic racially relevant CRA plan not only will strengthen Black and Latino communities. It strengthens the United States of America. This concludes my remarks.
MS. BANTA-LEWIS: Thank you for those comments, Al.

We are now going to welcome to the stage Matthew Lee. Matthew, can you turn on your video and come off mute?

MR. LEE: Sure.

MS. BANTA-LEWIS: Wonderful.

MR. LEE: Thanks a lot. I’m Matthew Lee.

Sorry if it’s echo. I’m not sure why that is taking place. I don’t know if you guys can fix it. Anyway, on behalf of Fair Financial Watch, Inner-City Press, this is in opposition to the merger. We’ve looked at the data of both institutions and found a number of disparities that we think you should take a look at.

Just, for example, here in New York State, U.S. Bank in 2020, the most recent year for which the data is available, made only 26 mortgage loans to African-Americans and denied 66. That’s about, you know -- you can see the ratio.

It made 842 loans to Whites and many fewer denials, 567. We’ve identified similar disparities in Florida, Michigan and elsewhere. Mitsubishi UFJ Financial Group, we found similar disparities. I want to make -- there is one thing I think you haven’t heard, at least in the part of the hearing that I’ve been
listening to.

And it’s a very timely issue, and it’s one that I think is relevant under both the managerial and financial factor, the Bank Holding Company Act and otherwise. You’ll find, unless they’ve, in the last 20 minutes, scrubbed it off their website, you’ll find on Mitsubishi UFJ Financial Group’s website not only a disclosure but, in essence, bragging that they continue to be present in and do business in Russia amid the slaughter in Ukraine.

Now, you might say this goes beyond the -- the factors that you are to consider for the Bank Merger Act and the Bank Holding Company Act. But I disagree. I think that you’ll -- you’ve seen, number one, as a policy matter, clearly you’ve seen de-SWIFTed. But I think as a matter of your analysis of the two institutions at issue here and on other -- on other applications coming your way, for example, Toronto, Dominion and others. I think the Federal Reserve Board, as a matter of managerial issues and financial issues, we found similar issues at Citigroup and HSBC -- needs to inquire into this, not as a matter of politics or morality or human rights but as a matter of doing your job under the financial and managerial factors. I feel the same way on -- I’ve noticed -- I’m sort of going
impromptu here, but the Fed has taken to basically looking at disparities on -- data and saying, well, the data is accurate, but it doesn’t really prove anything. Well, it’s your job to dig a little deeper when that happens. It’s not a popularity contest. It’s a matter of these laws are meant to protect these communities. I feel that the -- with the Board, with two new governors nominated, it may be time on this application, on other ones coming down, to wait for them to be confirmed.

And when specifically -- because you may not hear it elsewhere. You’ve heard about branch closings. You’ve heard about disparities. You’ve heard praise of some perfectly fine bank programs. But I encourage you to take specific notice and inquire into banks who continue to do business in Russia and the financial, managerial and moral impact on the banks you supervise. Thanks a lot.

MS. BANTA-LEWIS: Thank you for those comments, Matthew.

I would now like to welcome to the stage Kenneth Thomas. Ken, are you able to turn on your camera and come off mute?

at Wharton for over 40 years, although Minneapolis President Neel Kashkari was not one of my students. I’ve served on the board of financial institutions for decades. I’ve consulted with banks as well as community groups and federal bank regulators, and I’ve had the honor to know and work with Senator Proxmire, the father of CRA, who endorsed the CRA Handbook, the only one he ever made.

However, my comments today represent my personal views and not those of any university, financial institution or other organization that I am or previously had been associated with. When I was asked whether I supported or opposed this merger, I responded “other.” With all due respect to the Fed, it’s never met a merger it doesn’t like.

If I was forced to choose, I would support this merger on the condition that the Fed and the OCC required the resultant bank to publish on its website each and every financial and other detail of the proposed $100 billion five-year CBA. This would include annual updates and all correspondence with regulators and impacted community groups rather than a brief online summary. There must be a public accounting of how the $100 billion is being allocated, including all direct and indirect benefits to all community groups and
coalitions.

This is presently not the case and is a serious public policy problem. This is because these CBAs are really de facto conditions of approval, whereby the opposing community groups support the merger. The Fed has correctly stated that CBAs are not required by CRA or any other law.

The BHC and BMA require mergers meet the convenience and needs of the community. But how do we know if the public interest is being met when all the details of these CBAs that allow these mergers to proceed are confidential? This is especially the case when these mega-merger banks have outdated CRA exams.

U.S. Bank’s last PE is from 2017, nearly 5 years old. The only CRA information we get during the interim other than required annual lending data, is what the PR flacks decide to release. Community coalitions should likewise publish the annual updates and all details and correspondence with the subject banks and regulators on all previous CBAs totaling nearly a half trillion dollars, rather than the brief summary of them they now release. These confidential CBAs and updates frustrated my recent CRA performance of a big California bank. Although CRC published its CBA with them, it did not publish the annual updates and was not able to
provide them.

The bank likewise refused on multiple requests to provide them, as did the regional director of the San Francisco FDIC. This is unacceptable and not in the public interest. In summary, this merger should not be approved unless there is full disclosure of all financial and other details of the proposed CBA as previously described. This concludes my remarks. Thank you.

MS. BANTA-LEWIS: Thank you for those comments.

I would now like to welcome to the stage Michael Gosman. Michael, are you able to turn on your camera and come off mute?

MR. GOSMAN: I’m --

MS. BANTA-LEWIS: Michael, are you able to turn on your camera? There you go. Wonderful. You may begin.

MR. GOSMAN: Good afternoon. I am the CEO of ACTS Housing, a home ownership nonprofit that has helped more than 3,000 families purchase homes in Milwaukee, Wisconsin over the past 26 years. Our clients are greater than 80 percent Black, indigenous people of color, and 90 percent of them earn less than 80 percent of our county median income.
I’m not knowledgeable about the calculus that determines whether to approve a bank merger. However, having led ACTS Housing for nearly a decade, I am knowledgeable about what things a financial institution can do to invest in and support low-to-moderate-income communities and communities of color when it comes to home ownership.

We look for financial institutions to do three things, provide volunteers, donate funds and provide accessible and attractive mortgage products. In all three areas, U.S. Bank has been a leader volunteering. We have consistently had a U.S. Bank representative on our board of directors, one of our committees or both. And those individuals have always brought with them the support of the bank and delivered significant value.

Donations. U.S. Bank has made donation commitments of more than a half a million dollars to ACTS Housing over the last 10 years with 70 percent of those commitments occurring over the last two years. In mortgage lending, U.S. Bank’s American Dream mortgage lending product is accessible and attractive to the families we serve. We have nine families in the last year who have or will shortly close on mortgages using U.S. Bank financing, more than 75 percent of whom are Black families.
I hope this report of the positive impact U.S. Bank is making in the Wisconsin market is helpful to you as you consider whether to approve the merger. Thanks so much.

MS. BANTA-LEWIS: Thank you for those comments.

I would now like to welcome to the stage Brenda Rodriguez. Brenda, if you could turn on your camera and come off mute -- Brenda, there we go.

MS. CAMPBELL: Yes. This is Brenda Campbell, and I’m supposed to be in the next segment, but would you like me to make my statement now?

MS. BANTA-LEWIS: Sure. You may begin.

MS. CAMPBELL: Okay. Good afternoon and thank you to the presiding officers and panelists for this opportunity to provide this statement in support of the U.S. Bank acquisition of MUFG Union Bank. I am Brenda Campbell, President and CEO of SecureFutures. We are a Milwaukee-based nonprofit dedicated to empowering teens with financial education and coaching. We provided this programming to more than 90,000 students over the past 15 years. This acquisition will allow U.S. Bank to expand its impact and contributions in a new region of the country and ensure more consumers can make real financial progress and overcome barriers.
Our longstanding partnership with U.S. Bank has been critical to our success, and the resulting impact in the communities we serve is significant. U.S. Bank has provided philanthropic support and served as a key sponsor of our annual investment conference over the past 14 years. Through this support, U.S. Bank has empowered thousands of high school students with the financial education and coaching they need to build true financial capability, secure their futures and become productive members of the communities where they live and work.

Close to half of the students we serve are from families with a lower socioeconomic status. U.S. Bank executives and team members have served and continue to serve on the SecureFutures advisory council and board of directors and as committee members and classroom volunteers delivering financial education and coaching to the teens we serve. This willingness to devote time, talent and leadership is indicative of the level of dedication to the community from the U.S. Bank team. We’re excited at the prospect of U.S. Bank bringing the same level of support, expertise and positive impact to the individuals and organizations in other areas around the country. U.S. Bank’s leadership and partnership has been extremely valuable, and this
acquisition will allow U.S. Bank to expand this important work even further. Thank you.

MS. BANTA-LEWIS: Thank you for those comments.

I’d now like to welcome Brenda Rodriguez to the stage. If you could come on camera and come off mute -- Brenda Rodriguez, are you able to come on camera and come off mute?

MS. GOLDBERG: Ms. Rodriguez, are you able to come off mute and come on camera? If not, we can go ahead to the next panelist, and we can come back to you. Okay. I think we -- we should move on to the next person. Thanks.

MS. BANTA-LEWIS: Okay. Our next panelist is Ms. Fernea.

MS. GOLDBERG: Laura Fernea.

MS. FERNEA: Hello. My name is Laura Ann Fernea, and I’m the executive director of the City Heights Community Development Corporation in San Diego, California. For 40 years, we worked to enhance the quality of life in City Heights by working with our community to create and sustain quality, affordable housing, livable neighborhoods and foster economic self-sufficiency.

U.S. Bank and Union Bank are both longtime
funding partners of ours, and we are very grateful for their partnership and their investment in City Heights over the last -- most of the last 17 years. In particular, they have funded our operations and our small business programming and have supported us by being on our board at times.

City Heights is a community in San Diego of 16 neighborhoods with an estimated population of 100,000 people. It’s one of the most diverse communities in the United States with over 52 languages spoken. As one of the top United Nations refugee sites in the country, for many years, we have a wealth of cultures and assets which we must protect and support.

City Heights is also a very densely populated community and one of the lowest income areas in California with 77 percent renters and an average annual income of $40,000 for a family of four. City Heights is a perfect example of the negative effects of redlining and the ghettoization of poor families to the same neighborhoods that has happened and continues to happen all over the U.S.

The current lack of affordable housing is a direct result of low housing supply, population growth and the encroachment of higher income residents who are looking for housing and moving into the area. This
shortage of housing has caused a 29.3 percent rent increase in the last year. Most low-income families were struggling to survive before the pandemic. And the almost 30 percent rent increase has driven many to the streets and to sharing garages, living in cars and apartments with two to three other families to have some kind of shelter. This is the context in which I speak to you today. We are very afraid that the merger will decrease the resources that these two banks were already providing to the community and organizations like ours.

City Heights is the type of community that needs significant increases in investment through accessible loans, education and grants, not a reduction of resources and services. We would be happy to support the merger if it means, one, that the U.S. Bank community benefit plan includes a significant commitment to increasing CRA funding in our community and surpassing the commitment currently by both banks in each of the low-income areas of the country where U.S. and Union Bank are active.

Two, that the U.S. Bank community benefit plan demonstrate clear, equitable public benefit coming from the merger and, three, that U.S. Bank will specify and guarantee the amounts of their community investment.
before the merger takes place. Thank you for taking the
time to listen to me and consider our concerns. Thanks.

MS. BANTA-LEWIS: Thank you for those
comments.

We will now move on to Jorge Franco. Jorge,
if you could turn on your camera and come off mute --

MR. FRANCO: Thank you very much. My camera
is on. Can you see me?

MS. BANTA-LEWIS: Wonderful. Yup. You may
begin.

MR. FRANCO: Thank you. I am cochair and
chief executive of the U.S. Economic and Workforce
Leadership Coalition based at 1455 Pennsylvania Avenue
in Washington, D.C. Thank you, panelists, members of
the Federal Reserve and the OCC for this opportunity.
We represent the interests of 91 million living in LMI
communities nationwide. Our mission and focus is LMI
upward mobility demonstrated via increases in annual
income. Advances in technology, institutional finance
and outstanding job market demand mean that, for the
first time in the history of the American economy, there
is an opportunity to facilitate LMI upward mobility more
than ever before. As to some of the earlier comments
about presentations by recipients of funding from U.S.
Bank, we receive absolutely no funding today, yet we
speak here in support of this merger.

While there are many factors that are behind
-- and I’m sure you’re expert in those factors that
determine whether or not a merger should be approved,
the true mark of an organization is found in their
leader. Andy Cecere, an outstanding, strong leader,
including LMI leadership. We need only look at his
history, not while a merger is underway but independent
of any merger.

For example, Andy’s LMI housing and social
services leadership and role in his own backyard tells a
compelling story regarding his leadership in a $100
million campaign for the Dorothy Day Center for the
benefit of LMI housing and LMI social services.

However, with the success of U.S. Bank leading to this
merger comes additional opportunity for the nation’s LMI
communities. Over 10 years, a $1.65 billion 12 CFR Part
24 community investment could help educate, train, place
and retain into upward mobility 25 million in the LMI
workforce and repaid by employers through 17,000 LMI
service providers available today. As communicated
directly with the Fed chairman, Jay Powell, and Governor
Brainard, the Federal Reserve can help drive LMI
pandemic recovery private funding throughout LMI
communities nationwide. The Fed discount window is an
example of an available resource to help expedite and
drive $365 billion leveraged off that $1.65 billion in
CRA qualified community development debt funding, again,
repaid by employers. This is a great opportunity, and
we look forward to working with U.S. Bank to help drive
private sector-funded, market-driven LMI pandemic
recovery. Thank you again for this opportunity.

MS. BANTA-LEWIS: Thank you for those

comments.

GROUP 5

MS. BANTA-LEWIS: We will now move into Group
5, which will begin with Parisa Esmaili. Ms. Esmaili,
if you could turn on your camera and come off mute --

MS. ESMAILI: Hello, and thank you to the
Board of Governors and the OCC for the opportunity to
speak. My name is Parisa Esmaili, and I am the
executive director of Community Financial Resources, a
national nonprofit providing pathways to financial
well-being for low-income, low-wealth individuals. I am
here today to voice my support for the merger between
U.S. Bank and Union Bank. CFR has been in partnership
with U.S. Bank since 2011 to ensure people have access
to a safe, reliable and affordable transaction account
based on U.S. Bank’s prepaid debit card platform. To
date, we have established over 50,000 accounts through
our relationship with U.S. Bank.

The accounts that we provide can be used as ongoing transaction accounts that have no minimum balance requirement, no monthly maintenance fees, no overdraft fees, no check system or credit check requirements, free ATM access and a free link savings account. You can also be as young as 14 and receive the card without a custodial signature.

Over the last 10-plus years, no other product on the market provided these extremely valuable features so needed by low-income families. We believe that other banks should look to U.S. Bank’s relationship with CFR as an example of how to support individuals who are either un- or more commonly underbanked in America.

Through our partnership with U.S. Bank, CFR is able to provide enrollment access to the Focus Card, the U.S. Bank product we use, to our partners across the country from traditional CBOs, workforce development agencies, social enterprises, organizations running VITA, the Volunteer Income Tax Assistance Program, guaranteed income pilots and more.

Not only do these accounts have little to no barriers to receive because of the reasons I mentioned but also because a person can enroll and receive the account number in less than 60 seconds. Our VITA
program is a powerful example of how we utilize the
Focus Card and its importance in our work.

CFR was the first nonprofit to offer a general
purpose reloadable prepaid debit card at VITA sites.
Our Focus Card ensures that people can take advantage of
the safety and convenience of direct deposit for their
refund. This is the first step towards building a
safety net savings. When we began our work with VITA
sites more than 10 years ago, roughly 30 percent of tax
filers took advantage of direct deposit.

Today, more than 70 percent of tax filers opt
in to direct deposit. Tax refunds through direct
deposit became even more crucial at the height of the
pandemic when the economic impacts payments were --
became facilitated through the IRS. For our users,
folks received their stimulus payment within the first
two weeks of those funds being dispersed.

Last year, over 5,000 people received more
than $15 million in their tax returns, stimulus funds
and the monthly child tax credit payments. We are
grateful and proud of the long-standing relationship
that we have with U.S. Bank. They have diligently
worked with our organization to improve their product
and how it can be efficiently and effectively delivered
to people who often face barriers to banking.
We hope that this merger will broaden U.S. Bank’s outreach to more communities and deepen their commitment to supporting those on their pathway towards financial well-being. Thank you.

MS. BANTA-LEWIS: Thank you for those comments.

I’d now like to welcome to the stage Ms. Rodriguez. Ms. Rodriguez, if you could turn on your camera and come off mute --

MS. RODRIGUEZ: Good morning, everyone. It’s still morning here in California. My name is Brenda Rodriguez. I’m the executive director of Affordable Housing Clearinghouse, a 30-year nonprofit organization where our vision is to create a small -- a future where families live in stable, affordable housing. Our affordable housing clearinghouse organization collaborates with community stakeholders to provide housing opportunities to very low, low and moderate income populations. Over the last 10 years, Union Bank has been a strong partner of ours, and we appreciate their transparency in having a community benefits plan to ensure that they are addressing the evolving needs of affordable housing. And having that been the case, I want to encourage U.S. Bank, as it moves forward with this merger, to also produce a community benefits plan.
agreement that will benefit not just LMI households but
all people of color to ensure that they have access to
affordable housing.

We have not seen the same initiatives U.S.
Bank has -- Union Bank has offered in the past with U.S.
Bank, and we’d like to see them take the example that
Union Bank has set in the past, especially working in
the state of California, and those are my comments for
today.

MS. BANTA-LEWIS: Thank you for those
comments.

Now I would like to move on to Renee Sattiewhite.

You
could turn on your camera and come off mute.

MS. SATTIEWHITE: I’ve come off mute. I don’t
seem to be on camera. Can you hear me?

MS. BANTA-LEWIS: We can hear you. Sometimes
machines will have a button at the top of the screen.
There is something usually in front of the camera if you
can move that to the side. But if not, you can go ahead
and move forward with your comments. We can hear you.

MS. SATTIEWHITE: All right. Thank you so
much. Good afternoon. My name is Renee Sattiewhite,
and I’m the president and CEO of the African-American
Credit Union Coalition, also known as the AACUC. We were
founded in 1999 as a 501(c)(3) organization dedicated to increasing the strength of the national and global credit union community through a focus on diversity, equity and inclusion.

Our membership includes the most diverse set of multicultural professionals and volunteers in the credit union industry with participation from the smallest to the largest credit unions in the country. Finally, all 36 credit union leagues are members of AACUC and support our mentoring and internship programs which are unparalleled in our industry.

Today, I wanted to provide public testimony in support of the proposal by U.S. Bancorp, Minneapolis, Minnesota to acquire MUFG Union Bank. Across the country, U.S. Bank has demonstrated a commitment to preserving its branch locations and provides highly personalized assistance to small business owners and consumers. Our work with U.S. Bank and their Community Development Corporation has been primarily focused on the U.S. Bank access commitment. U.S. Bank is one of the largest supporters of the AACUC commitment to change, Credit Unions United Against Racism Initiative, which implements transformative programs and technical assistance for both community-based organizations and MDIs.
This type of direct funding, support from U.S. Bank, is one of a variety of ways that are supporting and preserving minority depository institutions and the U.S. Bank access commitment, the bank’s long-term approach to help build wealth while redefining how the bank serves racially diverse communities and providing more opportunities for diverse employees.

Credit unions and other MDIs are critical to providing equitable access to capital for families, businesses and communities nationwide. Together, we’re exploring a variety of ways that U.S. Bank and AACUC can support them in alignment with our joint focus on racial equity and access to capital strategies. Additionally, my staff at AACUC has been making a number of referrals to the U.S. Bank innovation team, including major projects seeking new market tax credits, Black-led fintechs, challenger banks and de novo credit unions, Black-led and Black-serving community-based organizations.

Finally, it is an honor -- it is an honor of -- value to have this collaboration with U.S. Bank for creating real change and real impact in our communities. Thank you for allowing AACUC to make this public testimony in support of the proposed merger.

MS. BANTA-LEWIS: Thank you for those
comments.

We would now like to welcome to the stage Ms. Viek if you could turn on your camera and come off mute.

MS. VIEK: There we go. Can you hear me?

MS. BANTA-LEWIS: We can hear you, yes.

MS. VIEK: I’m trying to do the video. There we go. Hi. All right. I thought I missed my chance.

I’m Claudia Viek, founder of the Invest in Women Entrepreneurs Initiative, and I’ve been involved for many years in community-based entrepreneurship development.

For the last five years, I’ve served on Union Bank’s Community Advisory Board, and I obtained deep insights into the bank’s operations, values and their CRA commitments.

So today, I’m not speaking for or against the merger. Rather, I want to highlight some critical features that must be incorporated if this merger is to benefit Californians, particularly low- and moderate-income communities. Since almost from the beginning of my career in this field, Union Bank has been actively engaged, often with a strong push from Greenlining and CRC. The bank made long-term and significant dollar commitments and created legacy programs that have benefited thousands of women and emerging majority small
businesses. These legacy programs have been effective and should be continued and expanded. So let me highlight a few. First, special-purpose credit products for targeting underserved businesses have become a national model that other banks are now currently considering, as Andrew Moss knows. Bank branches located in high schools in Los Angeles provide career training and the long-term commitments to technical assistance for microbusinesses in rural regions were very special.

But I want to highlight particularly the more recent program called WE CAN, Women Entrepreneurs, Capacity-Building, Advocacy and Networks. It’s a million-and-a-half-dollar commitment. It’s the only bank-sponsored program in the U.S. that not just makes grants to women’s business centers but also builds their capacity to serve more women and amplify their impacts in Sacramento and Washington, D.C.

With this support, women’s business centers more than doubled their numbers served during the pandemic. And the program is actually creating a movement on behalf of women entrepreneurs. It’s -- it’s really with a heavy heart I contemplate the loss of a true partner bank. It’s my fervent hope that U.S. Bank and you, the regulators, will ensure that these legacy
programs and even more, the commitment to building
strong community partnerships will be not just continued
but enhanced by U.S. Bank.

There is great opportunity here to cultivate
underserved markets and strengthen communities. I
believe that Union Bank has provided the roadmap, and
U.S. Bank needs to use it as a condition for any merger
agreement. Thanks. Thank you for your time.

MS. BANTA-LEWIS: Thank you for those
comments. I’d now like to welcome Mr. Altman to the
stage. If you could turn on your camera and come off
mute --

MR. ALTMAN: Hello. My name is Frank Altman,
and I am a cofounder and CEO of Community Reinvestment
Fund USA. We are a national community development
financial institution headquartered in Minneapolis,
Minnesota. And I speak in favor of the acquisition of
Union Bank by U.S. Bank. CRF was started about 34 years
ago, and right at the beginning of our activities, U.S.
Bank was there. U.S. Bank, over the years, has been an
investor in virtually every transaction that we’ve done.
We’ve been a major partner with U.S. Bank on new markets
tax credits, and other activities and really been able
to distribute capital throughout the United States to
businesses located in low- and moderate-income
communities.

    With U.S. Bank’s help and that of other investors as well, CRF has delivered more than $3.5 billion in capital to businesses owned by low-income people, particularly people of color as well as businesses located in low-income communities in all 50 states and more than a thousand communities, many of those communities in U.S. Bank’s footprint.

    So I -- I speak from a long period of partnership with this bank and have seen it in operation across many different states and many different venues. I also am pleased to be a member of the Community Advisory Committee for U.S. Bank. And in that capacity, I have been able to see the bank’s commitment to inclusive finance, particularly after the tragedy of the murder of George Floyd in our community and the commitment that the bank has made, renewed commitment, to increase its inclusive lending.

    We have a number of partnerships with the bank, not only financial but also in areas where we can jointly serve disadvantaged businesses. The bank was the first bank to sign up for delivering resources and borrowers to our online platform called Connect 2 Capital, which has now distributed more than $200 million in relief loans through a marketplace of
community development lenders across the country. And U.S. Bank was a founding bank in that activity.

And finally, I want to talk about this bank’s commitment. In 2008 when the market crashed, CRF owed the bank almost $50 million. The bank didn’t put us out of business. They worked with us and kept us alive for another day where we’ve been able to serve thousands and thousands of businesses. So I speak in favor of this merger. Thank you very much for your time.

MS. BANTA-LEWIS: Thank you for those comments.

I’d now like to welcome to the stage Mr. Ungos. If you could turn on your camera and come off mute --

MR. UNGOS: Good afternoon, board of direct -- Board of Governors. Can you hear me okay?

MS. BANTA-LEWIS: We can. Yup.

MR. UNGOS: Okay. My name is Jay Ungos, program director, past president of the Asian Business Association of Orange County. We were founded in 1992, a nonprofit business, 501(c)(3) serving the Orange County area. You know, we’re here. For over 30 years, we’ve been a leader of community service in the Asian community in Orange County. We’ve successfully organized networking mixers, procurement events,
outreach programs through the support of our members, sponsors and community affiliates.

ABAOC events programs inspire and stimulate small business owners, startups, entrepreneurs to grow and prosper through the creation of new opportunities, education networking and community participation. What does that mean? I am a product of ABAOC. Sorry. I get a little choked up.

U.S. Bank has been very committed to our community, especially during COVID. It’s helped businesses like myself be able to procure opportunities, be able to get contracts. They’re -- they’re one of the few banks that, you know, when they want to give us support, they don’t want anything in return. Some other banks, sponsors, they always want, like, what’s in it for me. What type of accounts am I going to get out of it? But U.S. Bank’s always been very passionate within our community. And it’s really inspired me to really continue this work together that we’re impacting small business owners to really help them, you know, get the education they need, get certified so then, that way, they can have more procurement opportunities to be able to help grow their businesses. We’re in full support of this merger. We do a lot of work with U.S. Bank and even Union Bank, so we’re very excited. We want to
continue making impact within our community and to be able to help the small businesses and our community members here in the Orange County area. So I want to thank you again for allowing me to speak today on behalf of U.S. Bank. And we’re in full support of this. Thank you.

MS. BANTA-LEWIS: Thank you for those comments.

Now I would like to move on to Nathaniel Rhoton. If you could turn on your camera and come off mute --

MR. RHOTON: Good afternoon. I am Nathaniel Rhoton, the CEO of one*n*ten, Inc. an Arizona-based organization serving LGBTQ youth and young adults, ages 11 to 24, for the last 29 years. Over the last seven years, U.S. Bank has been actively involved and truly a part of the fabric of our programs providing funding, lay leadership for the organization, volunteers.

We envision a world where all LGBTQ youth and young adults are embraced for who they are, actively engaged in their communities and empowered to lead. And U.S. Bank helps us do just that. For that reason, I am here today in support of the merger.

Through volunteer efforts, U.S. Bank has supported and helped us grow our Promise of a New Day workforce program. Through active service, they have
taught critical skills such as financial literacy, resume writing, interview skills and others preparing our youth for gainful employment in livable-wage jobs and careers.

U.S. Bank is as actively involved in our community as a local bank but with the resources to transform the lives we serve at one*n*ten. Due to this track record of service and dedication to marginalized communities across America, I fully support the proposed merger having local -- knowing local communities will benefit from this partnership. Thank you for your time today. And I appreciate you supporting the merger.

MS. BANTA-LEWIS: Thank you for those comments.

We’d now like to welcome Sharon Smith-Akinsanya. If you could turn on your camera and come off mute --

MS. SMITH-AKINSANYA: I am off mute.

MS. BANTA-LEWIS: Wonderful. You may begin.

MS. SMITH-AKINSANYA: My name is Sharon Smith-Akinsanya. I am the founder and CEO of the Rae McKenzie Group. We’re a diversity, equity and inclusion marketing firm based here in Minneapolis, Minnesota. I have been a U.S. Bank customer since the 1990s. U.S. Bank has always been there for me regarding the
financial assistance I’ve needed both personally and for my small business.

But I became even better acquainted with U.S. Bank through my work as regional development director for UNCF, United Negro College Fund. As the bank began its relationship with UNCF, it was the C-suite officers themselves that got involved. They did not delegate the work. And then when I left UNCF in 2016 and relaunched my small business, U.S. Bank was one of my first clients on board. Our partnership began with ensuring that the bank was casting a wide net when searching for talent of color.

Since then, our work together has expanded to include initiatives promoting and supporting Black-owned businesses in the region, laser-focused on doing a better job at providing (audio drops) to be a part of the Inaugural Access Commitment Advisory Group. It’s composed of Black business and community leaders. Now, this group will advise U.S. Bank in fulfilling its access commitment pledge aimed at increasing wealth in the Black community. In my experience, U.S. Bank leaders have demonstrated a willingness to expand their personal experiences. I’ve had the pleasure of consulting U.S. Bank leaders and have professional relationships with several C-suite executives. My
relationships with two CEOs, Andy Cecere and Richard Davis, Chief Administrative Officer Kate Quinn, Vice Chairman Tim Welsh and Twin Cities Market President Phil Trier and their chief diversity officer, Greg Cunningham, have been positive.

We’ve built a trusted space to ensure that good intentions of primarily White executives result in good execution for marginalized communities that the bank seeks to serve. Through (sic) my interactions with the C-Suite leaders are sometimes tense -- though they are sometimes tense, we never lose sight of our joint goal of diversifying the bank’s leadership.

As an advisor to executives, I engage in discussions about how employees of color and customers are impacted by traumatic community issues and how the bank can support community during difficult times. U.S. Bank has demonstrated its commitment by remaining in Black communities when other institutions have closed or avoided them altogether after George Floyd.

They continue to support and pour resources into their branch in North Minneapolis and still supports their branch and never left the branch in Ferguson, Missouri, even after big companies left after the killing of Michael Brown. I fully am in support of this merger. Thank you for your time.
MS. BANTA-LEWIS: Thank you for those comments.

Now I would like to welcome to the stage Athena Williams. If you could turn on your camera and come off mute --

MS. WILLIAMS: There we go. Greetings, panelists. My name is Athena Williams, and thank you for allowing me to present today. I am the executive director of the Oak Park Regional Housing Center, which is based in the Chicagoland community. We serve the LMI communities of the Chicago’s West Side and the West Suburban Cook County.

Our agency offers fair housing education, homebuyer education, financial empowerment as well as rental counseling. Our agency has been partners with U.S. Bank for the past 10 years even though our agency is a 50-year-old agency that has focused on eliminating White flight and eliminating redlining. During our 10-year partnership with U.S. Bank, U.S. Bank has been a very, very strong partner to help support all of the initiatives that we serve. U.S. Bank has shown strong leadership through volunteerism to help provide education in all the areas of where we provide service. U.S. Bank has been a great listener, whereas we have reached out to U.S. Bank about certain products that we
needed to really work with the clients that we serve. Some of those products include the Small-Dollar Loan Program that U.S. Bank has here in the Chicagoland area, in addition to the secure credit card, which we often refer many clients to our banking partners for that. So at this time, I would like to show support of this merger or acquisition of U.S. Bank -- I’m sorry -- of Union Bank to U.S. Bank, and I would also like to speak as a consumer because I am also a banker with U.S. Bank, and I have to share that they offer exemplary customer service. And I am sure that with this acquisition that all of these great traits that U.S. Bank have will roll over to this new acquisition that takes place. So thank you for allowing me this time, and I am done with my comments.

MS. BANTA-LEWIS: Thank you for those comments. Now I would like to welcome to the stage Danny Sherlock. Danny, if you could turn on your camera and come off mute --

MR. SHERLOCK: Thank you for the opportunity to speak. My name is Danny Sherlock. I am president and CEO of the Boys’ and Girls’ Clubs of Greater San Diego. We serve children at 19 locations in San Diego County. Seventy-three percent of these children live in low-income households. I have been with this
During the past 22 years, U.S. Bank has invested significant funding to empower youth to excel in school, become good citizens and lead healthy, productive lives. I would like to highlight two major investments which U.S. Bank has made in our communities of need. U.S. Bank participated in a partnership with the San Diego Padres and McCarthy Builders which resulted in the renovation of our 80-year-old clubhouse in Logan Heights, which is the lowest income community in San Diego.

Improvements included an upgraded gymnasium, improved exterior landscaping, enhanced playgrounds and recreation areas, renovation of an interior games room and construction of a STEM lab. U.S. Bank also made a generous contribution to our Healthy Lifestyles Programs, which develop young people’s capacity to engage in positive behaviors, to nurture their well-being, set personal goals and grow into self-sufficient adults.

While these financial contributions were highly impactful, it is their corporate culture, which encourages employee volunteerism, that has proven to be especially meaningful. U.S. Bank recruited an executive to serve on our board of directors for insight into
our communities of need, and her contacts with thought
leaders in these communities has opened doors of
opportunity to expand and improve our services.

With their assistance, we are creating an
initiative for diversity, equity and inclusion. She has
also encouraged her colleagues to volunteer in our
organization. Teams from U.S. Bank have attended and
served food at club events such as facility dedications
and youth of the year parties. They have also collected
supplies for back-to-school campaigns.

We wish that all companies were as involved
and supportive as U.S. Bank, and we encourage your
support of the merger. Thank you for listening.

MS. BANTA-LEWIS: Thank you for those
comments.

GROUP 6

MS. BANTA-LEWIS: We’ll now move into Group 6.

Mark Stivers, if you could turn on your camera and come
off mute --

MR. STIVERS: Hi. My name is Mark Stivers.
I’m with the California Housing Partnership. We are a
state-wide advocacy and technical assistance
organization working on affordable housing. California is
facing a record number of homeless and severely
cost-burden households. We need to build an additional
1.2 million homes affordable to low-income households over the next 10 years to meet our needs. And we have 161,000 individuals who are homeless in any given night. California state leaders have stepped up to provide additional resources, including additional state low-income housing tax credits that have resulted in more than doubling the production of affordable rental homes over just the past two years. And this is still not meeting the needs. Nonetheless, even with these resources, there are barely enough investors for the 4 billion in federal and state low-income housing tax credits that California allocates annually today.

We desperately need more private investment in these credits if we wish to further increase affordable housing production. Unless the combined bank makes a firm public commitment to the contrary, this merger will clearly decrease investment in affordable housing, both through a reduction in aggregate low-income housing tax credit investments as well as through a loss of Union Bank’s competitive CRA loan rates and fees. This reduction in housing credit investment and lending will mean the California nonprofit housing providers will receive significantly less in housing credit equity and that state and local governments will have to make up the difference. This impact on affordable housing
production will be borne by low-income people who are disproportionately of color in California.

How can this merger be determined to provide a public benefit if support for affordable housing will decrease and cost to nonprofit and state and local governments will go up? We urge regulators to reject this merger proposal unless U.S. Bank commits to a strong community benefits agreement that is negotiated with the community groups and includes a 50 percent increase in both low-income housing tax credit and affordable investments and affordable housing lending. The agreement must also have adequate mechanisms in place to ensure compliance. We thank you for your consideration of these comments, and we urge you to reject the merger until there is a community benefits agreement. Thank you.

MS. BANTA-LEWIS: Thank you for your comments. We’d now like to welcome Katie Lamont. If you could turn on your camera and come off mute --

MS. LAMONT: Hi. Good afternoon. I’m Katie Lamont, senior director of housing development with Tenderloin Neighborhood Development Corporation or TNDC. I’m also a board member of the Nonprofit Housing Association of Northern California. TNDC uses low-income housing tax credits or LIHTC investments and
affordable-housing construction debt to develop deeply affordable housing.

Over 80 percent of the people that live in our housing have incomes less than 20,000 per year and can pay only very limited amounts in rent. We rely on tax credit equity to build the housing and on rental and operating subsidies to cover the gap between the cost to operate high-quality housing and what tenants can afford to pay.

We are also, first and foremost, a place-based community developer. While we work throughout the city of San Francisco to create and connect to opportunity, we maintain a special relationship with the Tenderloin neighborhood. It is critically important that the Fed and OCC ensure that banks like U.S. Bank invest in neighborhoods where people with limited incomes live and that have historically suffered from lack of investment like the Tenderloin.

At this moment, we are seeing that the significant local dollars that the City of San Francisco and the State of California have allocated to provide homes and services for people with limited incomes and people without homes are not sufficiently matched by federal investments. In this environment, it is critically important that we maximize the value of every
low-income tax credit and secure the most favorable debt
terms in order to stretch these local and state
investments as far as possible. We need the merged bank
to increase its investment in this space by 50 percent.

We work with U.S. Bank today. They’re funding
one of our largest and most important reinvestments in
two Tenderloin supportive housing buildings that
together serve over 230 people living on extremely low
incomes. We know what U.S. Bank can do and what Union
Bank has done with its favorable debt terms and its tax
credit investments. And we know that the combined bank
can and must do even better.

We expect them to do so in service to the
communities like San Francisco where they make their
money. In closing, the Fed and the OCC must scrutinize
this application to ensure there is a clear, public
benefit established. And the only way to measure the
benefit and hold the combined bank accountable is with a
strong community benefits agreement.

In this merger, the state of California and
its people are hugely impacted since over 90 percent of
Union Bank’s deposits are in California, and Union Bank
has been a significant actor in the affordable housing
investment landscape. Please, the Fed and OCC must
condition any merger approval on compliance with a
strong CBA. Thank you for your time.

MS. BANTA-LEWIS: Thank you for your comments.

We’ll now move on to Paul Ainger. If you could turn on your camera and come off mute --

MR. AINGER: Good afternoon. I am Paul Ainger. I am a member of the Sacramento Housing Alliance Board of Directors as well as the California Reinvestment Coalition Board of Directors. But I am here mostly as a recently retired affordable housing developer in the nonprofit sector. It’s no secret there is a chronic shortage of affordable housing in California, particularly for the low-income, very low income and extremely low-income families.

Over the past 32 years, I’ve been involved in developing affordable housing for these low-income groups, mostly rental housing. And over the past 20 years, I’ve worked with Union Bank and, to a lesser extent, U.S. Bank in affordable housing finance. Both banks are active in both lending and investing in these deals.

Both have competed for my deals, which increased the stock of affordable housing for low-income folks. But the OCC and Federal Reserve need to know this. Bank consolidation is bad for affordable housing finance. It reduces competition, which ultimately leads
to less, not more, affordable housing.

This acquisition is the poster child for a deal that reduces competition in the affordable housing finance industry, particularly in California. CRC proposes that U.S. Bank agreed to increase affordable housing financing by at least 30 percent per year, but I, as a mitigation measure, in a -- in a community -- in a CBA, I -- but I agree with Mark Stiver and Katie Lamont that we really need a 50 percent increase by the combined bank.

I believe this commitment is -- is essential to ensure that there is community benefit from this acquisition. Otherwise, the Fed and the OCC should oppose this acquisition, said it would result in less -- in the production of less, not more, affordable housing.

Thank you.

MS. BANTA-LEWIS: Thank you for your comments. We’ll now move on to Ms. Sen. Ms. Sen, we’re having issues getting your camera to turn on, but we have unmuted you.

MS. SEN: Yes, hi. Yeah, hi. This is Rabeya Sen. I am the director of policy for Esperanza Community Housing, an affordable housing provider in South Los Angeles. We oppose this merger. Esperanza’s mission is to achieve long-term comprehensive
community-led and community benefiting equitable development.

We recognize that South LA’s communities are disproportionately impacted by systemic inequities that not just ignore them but that have also treated them as sacrificed zones subject to a long history of racist redlining practices whose impact still reverberates today throughout the city. The result is devastating. We lived in -- we live in a highly segregated landscape where access to land and capital is still seen as out of reach for so many in our communities, where serial disinvestment, then followed by unbridled private equity investment in these same neighborhoods have continued to lead to the demolition of highly affordable housing, skyrocketing rents, increased displacement and an increased rate of homelessness.

A snapshot of the challenges facing South LA, while the majority of the -- of -- of the city’s residents, about 73 percent, are rent-burdened, the fact is that Black and Latino communities represent a much higher proportion of this, shelling out more than 50 to 60 percent of their income. Black home ownership rates is just around 21 percent, as opposed to that for Whites. South LA continues to experience the highest rates of homelessness year after year, showing an
increase of more than 70 percent in the last count. And prior to the pandemic, Black and Latino residents in South LA were the ones disproportionately targeted by landlords for illegal lockouts and evictions.

And while, during this pandemic, we have some eviction protections in place, once those expire, we are facing an eviction tsunami. The city itself needs at least 500,000 affordable housing units to meet the need, especially at the deepest affordability levels. So this is why we’re a mission-based affordable housing provider.

We recognize that housing is a health and human right and not something to be commodified and gambled away on the unregulated, speculative market. We cannot afford any risk that the little progress we’ve made is now going to be erased. We need partners who, at the very least, will do no harm. We need partnering financial institutions who understand and work to meet the community’s credit needs to prevent displacement and stabilize the neighborhoods, not tear it apart.

We need partners who will help increase the stock of affordable housing, not rubber-stamped Wall Street-driven bank mergers that will only serve to decrease and destabilize our neighborhoods. While we appreciate U.S. Bank’s partnership, the fact is that we
have no assurance that that kind of relationship will
continue or that we will not now have one less lender in
the community.

This, by the way, is just the baseline. We
need so much more. We need U.S. Bank to be a
responsible partner, not harm our communities. So we
urge you to reject this until you can ensure that a
clear public benefit is established through the
enactment of a strong community benefits agreement.

Thank you.

MS. BANTA-LEWIS: Thank you for those
comments.

We’ll now move on to Johanna Torres. Johanna
Torres, if you could turn on your camera and come off
mute --

MS. TORRES: Hello. Can you hear me?

MS. BANTA-LEWIS: We can. You may begin.

MS. TORRES: My name is Johanna Torres. I’m a
community advocate from California Rural Legal
Assistance under the Fair Housing and Foreclosure
Prevention Program. I work out of the Madera regional
office, which is located in the Central Valley of
California. And today, we join California Reinvestment
Coalition in strongly opposing the merger. In my
professional capacity, I have witnessed U.S. Bank
foreclose on struggling homeowners. It has also been my experience that mortgage services that work with Legal Aids and other housing nonprofit agencies help prevent foreclosure at a higher rate, which U.S. Bank does not do.

For that reason, I continue to urge U.S. Bank to commit to working with housing nonprofit experts to help distressed borrowers prior to proceeding with foreclosure, especially for those borrowers who U.S. Bank has had no contact with. Something so simple as having an escalation contact with U.S. Bank can help stabilize our communities and prevent further homelessness in the midst of this housing crisis.

Also, we continue to thank U.S. Bank for participating in California’s Housing Assistance Fund Program. As you all may be aware, there are one too many homeowners in -- foreclosure status due to the ongoing pandemic. For that reason, participating in the program is not enough. U.S. Bank should commit to pausing the foreclosure status when borrowers have pending homeowner assistance fund program applications. We also ask that U.S. Bank considers adding the forbearance amounts to the back end of the loans for loans not insured under the government, and the modifications are offered to borrowers who cannot afford
their current payment. This is the bare minimum this
distressed borrowers deserve. It is not their fault
that the ongoing pandemic prevented them from meeting
their obligations. In my personal capacity, I’d like to
share that I bank with Union Bank. There are very few
branches in our region of the Central Valley.

I asked for the opinion of this merger from
the local branch staff. They did not know about the
merger and felt uneasy about the lack of transparency.
I ask that the agreement commence to not closing any of
the few local branches we have in our rural California
communities. We have been greatly impacted by other big
bank exodus since the pandemic started.

Closing any branch would continue to harm our
community, our most disadvantaged communities. As the
in-support comments have attested, the banks are capable
of committing to these simple acts that demonstrate the
merger will keep the community’s best interest in mind.
Without a strong commitment, we will continue to
strongly oppose the merger and respectfully ask that the
Federal Reserve and OCC do as well. Thank you.

MS. BANTA-LEWIS: Thank you for those
comments.

GROUP 7

MS. BANTA-LEWIS: We’ll now move into Group 7.
First up, we’ve got Nicholas Williams. Nicholas Williams, if you could turn on your camera and come off mute --

MR. WILLIAMS: Hello. My name is Nick Williams, and I’m the CFO at the Albuquerque Community Foundation. I am joining today in support of U.S. Bank’s proposed merger with Union Bank. The Albuquerque Community Foundation is a funding nonprofit supporting nonprofits throughout the greater Albuquerque area. We just celebrated our 40th anniversary serving our community.

The foundation has had a long-standing relationship with U.S. Bank since it entered the Albuquerque market. U.S. Bank serves as the custodian for the foundation’s endowment as well as holds our checking and corporate credit card accounts. We have been very pleased with their level of support and customer service.

But more importantly, U.S. Bank has been a strong community supporter since they entered the Albuquerque market. They have been a corporate partner with the foundation for many years, providing significant resources for the most pressing needs in our community. U.S. Bank has taken the lead on several philanthropic initiatives in our community as a leader
in the business community. U.S. Bank’s regional
president had served as a trustee for five years and is
an important member of our organization’s leadership and
volunteers through many organizations in the community.
We are proud to be partners with U.S. Bank in our
philanthropy and are proud to speak in support of them
today. Thank you.

MS. BANTA-LEWIS: Thank you for those
comments.

We’ll now move on to Louis King. If you could
turn on your camera and come off mute --

MR. KING: Good afternoon, members of the
committee. I’m Louis King. I am the CEO of Summit
Academy OIC and president and CEO of Summit of IOC of
America, a network of 31 training organizations in 19
states across the United States. I’m also a former Army
officer for 10 years, attaining the rank of major. And
I do sit on the board of a small financial system
network. I am here today to speak in support of the
merger, primarily because of the people, the practices
and leadership of U.S. Bank in my experience. I have
worked with them now for two decades. And previously
with the leadership that’s on board now, we’ve launched
a GED campaign. We worked together on public safety
after the George Floyd incident and murder in
Minneapolis. And we are currently developing a banker mortgage loan officer program. We found out that less than 1 percent of bank loan officers in this country are Black. That speaks to who gets the loans.

Our main focus is increasing the incomes of people. Here in Minneapolis, we double their income from 20,000 to $40,000 a year in 20 weeks with no out-of-pocket expenses. U.S. Bank has folks on our board. They have been partners with us. I have personal relationships with senior executives, and I’ve watched them operate with integrity and also not simply follow the band but to take stands during difficult times and provide leadership.

I don’t just present myself as a grant recipient. I’m a leader of this community. I follow leadership. I develop leadership, and I have a great deal of confidence in the integrity of the people running this organization and their track record. Thank you very much for the opportunity to present today.

MS. BANTA-LEWIS: Thank you for those comments. I’d now like to welcome Holly Benson. If you could turn on your camera and come off mute —

MS. BENSON: Good afternoon. My name is Holly Benson, and I am the chief operating officer at Abode Communities. We are a Los Angeles-based nonprofit
organization that designs, develops and operates
service-enriched affordable housing throughout
California. On behalf of Abode Communities, I’m here to
voice our support of U.S. Bank and its proposal to
acquire Union Bank and to also ask that the overall
investment in affordable housing be increased as a
result of this acquisition.

Abode Communities has been a trusted partner
of U.S. Bank for more than a decade. The bank’s support
of our organization and its mission has included the
production and rehabilitation of nearly 650 affordable
and supportive rental homes, resulting in more than $113
million in economic investment. Several members of the
bank have dedicated their skilled, strategic direction,
industry insight and personal passion and commitment to
our organization via volunteer service as board members.

Currently, Lisa Gutierrez, senior vice
president, U.S. Bancorp Community Development Corp., is
serving a three-year term. We love her. And then
finally, U.S. Bank has been a vital philanthropic
partner, having granted nearly $400,000 in philanthropic
funding to support our mission-critical resident
services program. Without their support, this program
could not be sustained.

All that said, Abode Communities has also had
a very long-standing, positive relationship with Union Bank, and they’ve been incredibly important partner in providing much-needed investment in our work. So while we do support this acquisition, given the dire need to support affordable housing activities and especially in California, we ask that there is not only no net loss for affordable housing support but that this acquisition results in an overall increase in the current combined level of Union Bank and U.S. Bank’s lending, investment as well as the charitable giving activities. Thanks for your time and consideration.

MS. BANTA-LEWIS: Thank you for your comments.

Now I would like to welcome Dave Glaser. If you could turn on your camera and come off mute --

MR. GLASER: Thank you for the opportunity -- opportunity to testify today. My name is Dave Glaser. I’m the president of MoFi, a community development financial institution that serves the Rocky Mountain West. We do that with small business lending, down payment assistance and new markets tax credits financing to serve underserved communities in that region. I’m speaking today in two parts, one, as the CEO of MoFi and our long-standing relationship with U.S. Bank. We are in support of the merger between U.S. Bank and Union Bank. U.S. Bank is, without question, one of the most
important partners in our work to serve underserved communities in our region. And I believe wholeheartedly that, with this merger, they would bring the same spirit to the communities served in that region.

I’m also testifying today as a member of the U.S. Bank Community Advisory Committee. I’ve been a member now for three-and-a-half years. And I can tell you that U.S. Bank and the leadership at U.S. Bank actively encourage our participation. They ask questions, and they want to continue to push to have U.S. Bank be an incredible partner in communities across the United States and engaging underserved communities and providing responsible, flexible capital to those communities. Thank you.

MS. BANTA-LEWIS: Thank you for those comments. Now I would like to welcome Cecil Plummer. If you could turn on your camera and come off mute --

MR. PLUMMER: Hello. Can you hear me?

MS. BANTA-LEWIS: We can.

MR. PLUMMER: Thank you. Thank you, committee members. My name is Cecil Plummer, President and CEO of the Western Regional Minority Supplier Development Council, one of the 23 regional councils for the National Minority Supplier and Development Council and also a member of the Community Advisory Council for the
San Francisco Federal Reserve Bank.

In my experience, Union Bank’s level of community involvement is unparalleled in the industry. It’s one of the reasons that we support this merger. The number of hours spent volunteering on nonprofit boards mentoring minority business owners, providing critical business training has had a significant and unique impact on our region.

And that’s not just the people whose jobs it is full-time to engage in such activities. Union Bank’s executive level, C level and personnel have also engaged personally and volunteering their hours and lending their expertise. This is all in addition to participating in and hosting events that connect minority businesses with internal decision-makers for contracting opportunities. We’ve seen millions and millions of dollars of contracts being given to minority suppliers being given the opportunity for minority suppliers to compete in and win. And we’ve seen them win.

These results are documented in annual reports but also in the contracts that are actually won by the minority business owners with other participating corporations that Union Bank has shown leadership for. The pandemic has shown us all the importance of small
business to the overall health of the community and to local communities in particular. The impact to communities of color was particularly severe during the pandemic and still is.

Support for diverse businesses is one of the most significant investments a corporation can make for communities of color. No community can thrive without a healthy middle-class group of consumers, and since small businesses play a more significant role in job creation for people of color, it’s very important to have corporations provide long-term sustainable support in the form of education, training for small businesses and, of course, the awarding of contracts.

Many of the social issues that underserved communities suffer from disproportionately are most effectively and sustainably addressed through the support of small minority-owned businesses. Access to housing, healthcare and higher education comes through employment and the transfer of intergenerational wealth that comes through entrepreneurship and property ownership. According to Fidelity Investments, 88 percent of millionaires are entrepreneurs. Facilitating the continued growth of minority business community is essential in addressing income disparities in the transfer of intergenerational wealth, which translates
into access to fair credit.

Union Bank has demonstrated that it understands the importance in investing in minority communities and minority entrepreneurship and funding organizations that deliver the programming necessary for those communities to thrive. It is my hope that this merger will be the beginning of an even greater impact and an even greater legacy for minority communities.

Thank you.

MS. BANTA-LEWIS: Thank you for your comments.

We’d now like to welcome Les McCabe. If you could turn on your camera and come off mute --

MR. MCCABE: Hi. Hopefully they can see me and hear me.

MS. BANTA-LEWIS: We can. You may begin.

MR. MCCABE: My name is Dr. Les McCabe. And I’m the president and CEO of Junior Achievement of Southern California. Thank you for this opportunity to testify in support of the merger between U.S. Bank and Union Bank. Junior Achievement is a 501(c)(3) nonprofit organization that has worked with U.S. Bank for over 25 years and Union Bank for 32 years as partners in our delivery of our educational programs in the areas of financial literacy, entrepreneurship and career readiness to pre-pandemic, over 58,000 K through 12
low-to-moderate-income youth from underserved communities. Over 70 percent of those students we serve represent ethnic minorities.

Together, U.S. Bank and Union Bank account for significant funding support to Junior Achievement each year. Additionally, both Union Bank and U.S. Bank have representatives on our board of directors. While our programs rely on the financial support and volunteers from both institutions, based on discussions I’ve had with representative at both banks, Junior Achievement does not foresee any impact of a merger on our ability to provide important financial literacy lessons to students in areas throughout Southern California where both institutions currently have a presence.

U.S. Bank assures us of continued funding at the amount currently received from both institutions and the ongoing ability to source bank employees as volunteers throughout the combined locations of both Union and U.S. Banks throughout Southern California. Given these commitments, Junior Achievement supports the merger of U.S. Bank and Union Bank without reservation and, in fact, we believe the consolidation of the two banks will provide for a better, more seamless funding and volunteer opportunities for the delivery of our K through 12 programs throughout Southern California.
It’s -- as such, it’s our position that the merger will strengthen the impact of our programs on low-to-moderate income students and, by extension, their families we serve in the communities in which they reside. Thank you for allowing me to provide this testimony in support of the merger between U.S. Bank and Union Bank.

MS. BANTA-LEWIS: Thank you for those comments.

We’ll now move on to Don Wells. If you could turn on your camera and come off mute --

MR. WELLS: Good afternoon, everyone. My comments are going to echo some of the other ones you’ve heard from previous speakers who’ve had enduring relationships with U.S. Bank. I’m the chief empowerment officer for Just in Time for Foster Youth in San Diego. We help young people who have aged out of the foster care system at 18 who often leave foster care without money, employment or any way to learn how to manage money. They don’t have the support systems that exist for their peers. And what we do is create a community of volunteers that help these young people to have the resources and relationships they need to thrive. And part of that is all around financial literacy and -- and having to deal with credit card debt, how to -- how to
get out of that, how to start to look at money
differently so that they save and invest.

And we -- this community of caring volunteers,
we mobilized to fill a gap for these young people. It
is a vision that’s supported by U.S. Bank. For 10
years, they have been consistent partners with us.
Specifically, they’ve been instrumental in creating a
resource for young people leaving the foster care system
through financial empowerment services designed to
expose them to financial management skills, create a
durable, positive outlook on financial security and
prepare them for higher level savings, asset-building
and investing decisions with the support of a volunteer
asset advisor.

And while U.S. Bank has made financial --
financial contributions to Just in Time, surpassing
$300,000, the support has been much more than financial.
This included volunteer engagement, workshop
facilitation, one-on-one mentoring advocacy, consistent
participation as board members and regular attendance at
our events where U.S. Bank employees personally engage
with our participants and become ambassadors for our
mission within the San Diego community. This dependable
source of significant financial and human investment has
allowed us to deliver essential resources, expand
services, innovate new solutions to create greater wealth equity for young people impacted by foster care. This was true for about 1600 young people during the height of the pandemic. And 80 percent of the young people we serve are people of color.

When U.S. Bank showed philanthropic vision and leadership by reaching out to us, asking what they could do in making it possible to keep our doors open, actually add to staff and actually expand our impact during the pandemic -- in short, our experience has been that U.S. Bank’s commitment to the well-being and growth of the San Diego community is unparalleled within the banking industry.

That history and our overwhelmingly positive experience is why we enthusiastically support U.S. Bank’s expansion. They have been extraordinary partners for Just in Time in advancing our efforts to create a consistent network -- support for young people leaving the foster care system after in -- 18. Thank you for allowing me to do this endorsement. And again, I echo many of the people you’ve heard already who have existing relationship with U.S. Bank.

MS. BANTA-LEWIS: Thank you for your comments.

We’d now like to welcome Carmen Castro. If you could turn on your camera and come off mute --
MS. CASTRO: Good morning, everyone.

Actually, I’m in the Pacific side, so it’s good afternoon for you. Thank you for this opportunity. I’m Carmen Castro, executive director for the Hispanic Metropolitan Chamber located in Portland, Oregon.

The Hispanic Metropolitan chamber serves both the state of Oregon and Southwest Washington. We’re a 501(c)(3) organization. I am here to share our experience with U.S. Bank for the past 28 years. In 1994, U.S. Bank helped us form our organization as a founding member. Since then, U.S. Bank has served on our board of directors to help guide us through challenges over the years.

For over 28 years, U.S. Bank has provided grants to the Hispanic Chamber to help us assist low-income Hispanic microbusinesses start and grow their businesses. And for the past couple years, survive the pandemic. Over 55 percent of the business we assist are female head-of-households that are supporting themselves and their children. Ninety-five percent of the folks we serve are Hispanic. The Hispanic Metropolitan Chamber’s small business development program is a lifeline to the population we serve, and the program provides bilingual and bicultural technical assistance to Hispanic micro and small businesses. This includes one-on-one sessions
with our business advisors as well as monthly business education workshops conducted in Spanish.

These past two years, the Hispanic Chamber has focused on helping businesses keep their doors open. This work has included disbursing small grants, providing professional services like tax preparation, bookkeeping and website building. The purpose of this work has been to help businesses we serve access financial resources and bridge the digital divide to ensure they’re visible to potential customers.

To date, the Hispanic Chamber has served over 4,500 businesses. Just last year alone, we disbursed $1.3 million in grants and professional services to the community. U.S. Bank has been a small -- has been a strong partner to Hispanic business and to the Hispanic chambers, particular, all these years. The work we do helps a community that has been long underserved. And without the support of partners like U.S. Bank, it would be that much harder to do. In essence, by supporting our work, U.S. Bank has an important role in changing the lives of our community for the better. This is why we are here -- I am here today to support U.S. Bank.

Thank you so much for this opportunity.

MS. BANTA-LEWIS: Thank you for those comments.
Now I would like to move on to Alfred Osborne. Turn on your camera and come off mute.

MR. OSBORNE: Thank you very much. By way of introduction, my name is Alfred Osborne, and I’m a senior associate dean and a professor at UCLA. And I also serve as founder and faculty director of the Paul (sic) and Pauline Price Center for Entrepreneurship, called the Price Center. I also serve on MUFG’s Union Bank CSR advisory board.

Today, I wish to note MUFG Union Bank’s commitment and appreciation for the long-term value of education and training programs for small businesses. Union Bank’s commitment to training is not limited to business in the supply chain. The bank is a strategic partner with community organizations in an effort to reach a larger group of businesses that might benefit from business education. These partners include NABO (phonetic), the Asian Business Association, the Hispanic Chamber of Commerce that you just heard from, the African-American Chamber of Commerce and many others, including veterans’ organizations. Business owners from these associations can receive scholarships to further their business education by attending UCLA Anderson’s Management Development Program for Minority and Women Entrepreneurs conducted by the Price Center.
The program, which I will not get into, is strong and extensive. And some folks is passionate to be essentially a mini-MBA. But if it wasn’t for MUFG Union Bank’s philanthropy, we would not be able to have the quality, nor the consistency of faculty and support that we have continued to enjoy helping these owners improve their ability to grow and create jobs in the community.

Since inception, which started in 2002, more than 1500 business owners have attended the MDE program. While this is not the place to describe the program, it’s a certificate program of great consequence. I will provide written -- in my written material an appendix which will describe what it is. So on behalf of the MDE program and what the business owners says that benefited, I am delighted to be able to support this merger between two giants in our industry who have sponsored and developed themselves through the merits of community banking and particularly to education. And sustaining these programs is vital to a sector that is underrepresented typically where access is difficult. And for that, a social responsibility of the banks will not go unnoticed should this merger move forward. Thank you for the opportunity to address you today.

MS. BANTA-LEWIS: Thank you for your comments.
We’ll now hear from Joe Cavanaugh. If you could turn on your camera and come off mute --

MR. CAVANAUGH: Good afternoon here in Minneapolis. My name is Joe Cavanaugh. I’m the CEO of Youth Frontiers. And we’re a 35-year-old nonprofit, and we’ve worked with over 2 million people, mostly young people with a mission of inspiring and developing people of character. And to that end, there are three pillars that I would like to share with you as you gather information from the community.

The first is relationship. One of the key ways our organizational reputation has focused on character is seen by the organizations and the people we partner with. And we have been truly honored to have partnered with and have had a relationship with U.S. Bank for over two decades.

And this relationship has taken the form of not only significant financial sponsorships of our programming but also individual donations from U.S. Bank employees. U.S. Bank and its employees together have contributed close to a quarter of a million dollars, which has directly impacted over 14,000 young people throughout the Midwest. Some of the key U.S. Bank leaders who have given their time beyond just financial investments in critical volunteer roles are former board
Chair Heather Teskey, helped guide us at a critical role in our history.

Both Tim Welsh and Richard Davis have keynoted our ethical leadership luncheons over the years, involving hundreds and hundreds of community and corporate leaders. Just this morning, we were fortunate to have U.S. Bank employees participate in some of our adult programming that we develop and provide the community on training character-driven community leaders.

To date, over 125 U.S. Bank employees have been part of that. U.S. Bank has also helped us expand throughout the Midwest with engagement in Milwaukee and in the Omaha communities through their regional banks in that -- in those areas. The second pillar is the character of a bank. And as you probably know, Ethisphere Institute has rated U.S. Bank for over seven years one of the world’s most ethical companies. The people at U.S. Bank are the way you can judge an organization.

People like Reba Dominski, Ben Carpenter, Katie Lawler, Greg Cunningham, many others, these are the people you want as next-door neighbors. And lastly, the last pillar is as a community citizen, U.S. Bank’s commitment to community. Perhaps the most important
thing for you to know is that how my peers like Louis
King in the nonprofit community see U.S. Bank.
Nonprofit CEOs and executive directors know better than
anyone when a corporate partner or a foundation sees us
as a transaction or a relationship.

U.S. Bank rises to the top, perhaps the very
top of partners who see us not as people to send money
to but as community resources to invest in to stand
side-by-side to create a stronger --

MS. MURPHY: Mr. Cavanaugh --
MR. CAVANAUGH: -- community for all. Thank
you.

MS. MURPHY: Sorry to interrupt, Mr.
Cavanaugh, but you are out of time.

MR. CAVANAUGH: Thank you. Thank you. Thank
you for your time and for listening to my thoughts.

MS. MURPHY: Thank you. And with that, I want
to thank all of the speakers from these last several
groups. We are going to take a lunch break until, I
believe -- let’s see -- make sure I get the right time
zone here -- until 3:25 p.m. Eastern time -- that’s
Eastern time.

And we would ask all the speakers who are
scheduled in Group 8 to join the Webex at 3:15 Eastern
time, 10 minutes before so that you have time to work
through any technical issues. Again, we are now on a lunch break until 3:25 Eastern time. That is 45 minutes from now. Thank you very much.

(A luncheon recess was taken at 2:42 p.m. Eastern.)

MR. OLSON: All right. Let me welcome everyone back from our lunch break, and we are now going to resume the public meeting. And we are starting with group number 8.

GROUP 8

MS. BANTA-LEWIS: Excellent. If we can have Jonathan Zeichner turn on their camera and come off mute.

MR. ZEICHNER: Good afternoon.

MS. BANTA-LEWIS: Wonderful. You may begin your comments.

MR. ZEICHNER: Very good. Well, first of all, I’d like to thank -- thank you for the opportunity to testify today. My name is Jonathan Zeichner. I am the chief executive officer for a mid-sized community-based nonprofit organization in south central Los Angeles called A Place Called Home, APCH.org.

I am not an expert in banking or mergers and acquisitions. I will rely on the ethics watchdogs to make sure that the institutions involved are adhering
to all of the pertinent legislation and rules of the road and -- including best practices with regards to racial equity and fairness and economic opportunity, et al, to the highest standards.

What I can speak to having interacted with 10 to 20 banks in my role running non-profits over the past couple of decades and worked with them as sponsors, underwriters, community partners, board members, et cetera, is my experience with both U.S. Bank and Union Bank and most specifically with the local U.S. Bank team.

So first I’ll state that A Place Called Home is serving 98 percent young people and families of color living in a very tough neighborhood, struggling with adverse conditions associated with poverty and racial inequities and, and poor educational opportunities, et cetera.

We provide opportunities in education, the arts, mental health support, urban agriculture, and pathways for young people in south central LA. Most are the first in their families to get to go to college and obtain good 21st Century jobs to achieve economic self sufficiency. And over our 28 years, we’ve served close to 20,000 young people and their families.

During the past decade or so, U.S. Bank
has been a factor for us. We’ve had an executive
serving on our board during that time who has
contributed hundreds of hours of his time and some of
his resources as well. But the Bank, itself, has
also contributed several hundred thousand dollars and
lots of time in volunteer activities and engagement.
They’ve given us grants and sponsorships. They’ve
adopted families. They’ve provided financial literacy
classes. And they’ve been really consistent partners
for us in the community.

We have found their team to be DEI strong,
extremely attentive to our needs and actively engage and
interested in our mission and the community we serve, to
the point that they’ve even asked us for input about
where to locate a new branch in this underbanked
community. And their CEO has shown up to do financial
literacy classes.

So I think the bottom line for me is I can
tell the difference between kind of performative actions
and folks who really care about what we’re doing and
other non-profits as well. And U.S. Bank has shown up
that way. They also helped us negotiate and facilitate

MR. OLSON: Mr. Zeichner, I’m sorry to
interrupt you, but you are past time so we would ask if
you could please conclude your remarks.

MR. ZEICHNER: Okay. Great. Well, I’ll
just conclude by saying that I -- they’ve been a
wonderful community partner for us and that’s my
testimony is that my experience with them has been
extremely positive.

MS. BANTA-LEWIS: Thank you for your
comments. We’ll now move on to Sharon Evans. If you
could turn on your camera and come off mute.

MS. EVANS: Hello. Are you able to see
me? My name is Sharon Evans. Thank you for having me.

It’s good to see some familiar faces. I am the
director of Business Resource Group. We are a 21 year
old community-based non-profit what -- operating in
three regions across California with a headquarters in
Los Angeles County.

I also served as the officer of the
California African American Chamber of Commerce and the
DEI director for the National Association of Women
Business Owners. BRG particularly knows these banks
very well. We’ve had a long-standing partnership with
both institutions for over 14 years. We provide
training and financially focused technical assistance
and development services for small businesses.

We also have partnered with both
institutions to create programs that are specifically
designed to address the local market.

I will tell you they are different, and
they are unique and each has a distinct value in the Los
Angeles and California markets. We have offices in Kern
County, San Diego, and Los Angeles.

U.S. Bank has been a critical resource in
microlending. They offer market priced -- market priced
equipment loans, small business lines of credit, credit
cards, and even term loans for business and firms that
are less than six months old. That was an innovation at
the bank.

However, they -- even though they’ve done
-- they do a really great job in volunteerism and
affordable housing, I have concerns. And my concerns
are that the innovation and the size of this merger has
the potential to really strip our market of the
responsiveness and the support that we get from the
Union Bank platform.

Union Bank has had an innovative approach
where they come into the local market with regional
partners. They convene our local agencies. We do deep
dives into the nuances and needs of our local markets.
And they listen and then create programming coupled with
philanthropic investment to achieve the desired
outcomes. That is not the U.S. Bank model.

We have asked that U.S. Bank retain the staff of Union Bank in these local markets because they are part of the fabric of what makes CRA work. The nuances of California are so distinct. And what we need -- and Antelope Valley is not what we need in an Inland Empire or in the skirts of our Wilmington front in San Pedro.

The bank has not been responsive on this request. Additionally, I have major concerns because we’ve asked for transparency in the supplier diversity area, and we don’t know what’s going to happen. We have businesses that have a stellar track record of getting contracts with Union Bank, and they don’t know if they’re going to have to terminate their staff or shut down as a result of this merger.

I work heavily in supply chain and train over 1,300 woman owned businesses every year. Union Bank combined with U.S. Bank can work, but with a very clear community benefits agreement that ensures that our markets will not suffer. Thank you.

MS. BANTA-LEWIS: Thank you for your comments. We’ll now move on to Tom Kilgannon. If you could turn on your camera and come off mute.

MR. KILGANNON: Hello. My name is Tom
Kilgannon. I am the president of Freedom Alliance. We are a military support organization. We help combat veterans and military families overcome the wounds of war.

As you all know, for the last 20 years nearly 3 million of our fellow Americans have deployed overseas and fought for our country. And tens of thousands of them have come home wounded: some severely wounded with physical, emotional, and spiritual injuries. And our charge at Freedom Alliance is to help them achieve the most complete rehabilitation that they are able.

We do this in a variety of ways, three that I’d like to tell you about today. One is we are providing mortgage free homes. And this is particularly important to veterans who might have a difficulty in keeping steady employment because of their injuries, providing safety and continuity for their family, being in a good neighborhood.

We also are providing loan free vehicles. These are cars that are nearly new that are given to veterans to help them be able to get to their medical appointments.

Some families that we have helped have had children who have medical needs requiring them to go to
specialists at quite a distance from their home or going several times a week. And veterans obviously have specialized needs, and sometimes the VA in their area is 60 or 70 or 80 miles away and so they need reliable transportation.

We are also helping with home repair projects, making the home a little bit safer and more stable for those who have brain injuries or are amputees and need a -- just some repairs to make it easier to get around.

Now, you might ask how can a small non profit provide these big-ticket items, and in truth we can’t if we’re doing it on our own. But we’ve been blessed and fortunate to work with U.S. Bank for the last nine years, and they make it possible for us to provide these life changing types of support.

And it’s not only the assistance that they are providing, but they bring to it a tremendous corporate spirit from both the executive level and the frontline staff who turn out. We normally have a ceremony to present a mortgage free home.

The employees come out in large number with great enthusiasm. They roll up their sleeves. They rake the yard, move the furniture, paint -- do whatever is needed. They come out and support the
veteran and create a lasting memory and a positive memory for them.

The thought I would leave you with is this: because of our partnership with U.S. Bank, I can tell you that there are young men and women who are alive today; there are families who are intact because of the assistance that U.S. Bank has provided to Freedom Alliance that we’ve been able to help them. I thank you for your time.

MS. BANTA-LEWIS: Thank you for your comments. We’ll now hear from Tammy Marine. If you could turn on your camera and come off mute. Are you able to come off mute?

MS. MARINE: Yes. I apologize for that. Good afternoon. My name is Tammy Marine, and I am the executive director of Habitat for Humanity Inland Valley. We’re located in Temecula, California and cover six cities in southwest Riverside County. And I’m here to speak on behalf of our partnership with U.S. Bank.

U.S. Bank and Habitat for Humanity have been working together for many, many years in a multitude of capacities. Habitat for Humanity is an affordable housing developer, and we also improve living conditions through a wide array of home repair programs, education, and through our resource.
With the support of U.S. Bank, over the last four years, we’ve actually doubled the size of our budget and been able to serve more families even during the downturn and during the challenges with COVID.

And in part I accredit that to our board member, Scott Williams, who is a representative of U.S. Bank who has served in a multitude of capacities and been a catalyst for further involvement with the bank.

Scott sits on our board, but also is a part of several of the committees that we hold and is a very active, regular participant in the things we do each and every day. And I seek Scott out on many occasions to ask for his leadership and guidance, and I very much respect having a part of our leadership team. I feel like he’s helped us grow the affiliate immensely.

He’s also rallied support from U.S. Bank in the region, and so they are frequently on hand for volunteer opportunities and to participate in events. So in addition to the leadership side of things, we also gain from volunteerism and also from the support that’s given from the bank.

I can’t think of a better partner -- banking partner that we’ve had to date. I’m very proud of the relationship that we have with U.S. Bank, and I
hope it continues for weeks and months to come. And I just appreciate the opportunity to be here and speak with you.

MS. BANTA-LEWIS: Thank you for those comments. We’ll now hear from Kevin Jackson. If you could turn on your camera and come off mute.

MR. JACKSON: Good afternoon. Thank you. Can you hear me?

MS. BANTA-LEWIS: Yeah, you may begin your comments.

MR. JACKSON: Hi. Good afternoon. My name is Kevin Jackson. I’m the executive director of the Chicago Rehab Network. The Network is a coalition of the mission based non-profit community development corporations. We were founded by a dozen non-profits back in 1977.

So our history for the past 45 years has been steeped in Community Reinvestment Act and in partnership with our financial institutions. We are here today to make sure to acknowledge the fundamental importance of a community benefits agreement that enables people to understand what are the possibilities and opportunities for our neighborhoods.

We also want to underscore and recognize the leadership of U.S. Bank and their attention to
Chicago neighborhoods in the past decade. They came in after a bank failure and met with the Rehab Network on - throughout the years. And we’ve never stopped meeting. They’ve had a strong financial partner, and it is -- proof is in the pudding about the CRA and its importance.

There’s a neighborhood down south of Chicago that was totally disinvested, and today because of the long-standing partnership with U.S. Bank has been transformed. That’s the neighborhood of Pullman -- where the Pullman Companies are and is now a National Park.

It -- so also as you heard from my colleague, Athena, on the west side, they’ve been there, and they’re talking about moving forward.

At the same time, I want to recognize that the challenges that we face in the City of Chicago with affordable housing and the income inequity that has risen and grown is going to take some really strong, strong innovation and partnerships to move us forward in a way that we all want to see in our cities and for a democratic society that everyone enjoys and the commerce of community.

So to that end, we need to be thinking about new type of housing options, particularly, I’m thinking of shared ownership options and cooperative
housing. These are areas that can provide a third way that we’re not seeing as much as.

We’re seeing some land trust happening and land banking, but it’s really important to think about the cooperative model as a collective, economic activity that we could really see opportunities for people who otherwise are priced out of ownership and rents are escalating beyond their reach here in Chicago.

It might not be as difficult as some of the cities on the West Coast, but we’re very alarmed about who is going to be able to stay in the city, and we have to always look -- take a lens of who benefits.

It’s time for us to continue to support the community development corporations who are on the frontline of our neighborhoods in making sure that people are included in economic growth. Thank you.

That concludes --

MS. BANTA-LEWIS: Thank you.

MR. JACKSON: -- my comments.

MS. BANTA-LEWIS: Thank you for your comments. We’ll now move to Joey Quinto.

MR. QUINTO: Hi.

MS. BANTA-LEWIS: If you could turn your camera --

MR. QUINTO: Yeah, can you hear me?
MS. BANTA-LEWIS: We can.

MR. QUINTO: Hi. I’m Joey Quinto. I’m the publisher of California Journal for Filipino Americans, council member of the California Community Builders, and a member of the Alliance to End Racial Wealth Gap.

What does the merger of U.S. Bank and MUFG Union Bank mean to the minority communities. We all want to see the success of this merger, and since the success and profitability of banks in the U.S. depend on reaching out to wider markets, the minority community market should be greatly considered.

The minority community market is very vital since it could lead to a bigger market that could sum out through greater service and better profits.

Therefore, the future leadership and involvement of U.S. Bank’s CEO to reach out to minority communities regarding small business contracting, home loans, business loans among others, as well as through adding of more minorities as employees, officers, and board members for greater diversity, I highly recommend it.

In this regard, we propose that the CEO of U.S. Bank to attend at least one annual meeting with the community groups -- again, one annual meeting to the
community groups. We propose to see a five year commitment signed by the CEO of U.S. Bank which could benefit various minority communities.

We propose a report card to be submitted to the CEO of U.S. Bank and to the OCC and the Federal Reserve. Moreover, in order to reach more minority communities, the ethnic media spending to minority owned media should be increase in proportionate to the population and in comparison to the budget of bigger banks based on their market capitalization.

If the above proposals are done, the merger of U.S. Bank and MUFG Union Bank could be an exemplary model for future bank mergers. Let the bank minorities become bankable. Let them have access to U.S. Bank’s financial projects and services. Let the lower class become middle class. Let the middle class become upper class.

How could this be obtained? Let the minority communities have more access to U.S. Bank’s financial projects and services.

By doing so, this could create more economic opportunities to minority communities, and U.S. Bank would have a better opportunity to be more successful -- in other words, in -- when all minority communities become successful, U.S. Bank would then become more
successful. Thank you very much.

MS. BANTA-LEWIS: Thank you for your comments. We’ll now move to Marisa Barrera. If you could turn on your camera and come off mute.

MS. BARRERA: Good afternoon. Thank you for this opportunity to provide information. My name is Marisa Barrera, and I serve as DreamSpring chief impact officer.

DreamSpring is an award-winning community development financial institution, a non-profit mission based lender that focuses on increasing access to business credit and providing loans to enable underserved entrepreneurs to realize their dreams.

We were founded in 1994 in Albuquerque, New Mexico, and our work has grown to support entrepreneurs across the country. Our clients come from diverse backgrounds, geographies, and industries, and they all share an entrepreneurial desire and an urgent need for access to small business capital.

Since our inception, we’ve provided $465 million in loans to some 29,000 small businesses that have created or supported 72,000 jobs now across 19 states. And DreamSpring is fortunate to have had a longstanding relationship with U.S. Bank and their partnership along so many of the steps in the growth of
our impact and work.

For example, during the roughly ten year period from 2012 to today, U.S. Bank has provided over $360,000 in philanthropic funds to support DreamSprings’ work with populations that include entrepreneurs of color, entrepreneurs in a low to moderate income household, women business owners, and business owners with disabilities.

DreamSpring has also received $20,000 in charitable funding since 2018 from MUFG Union Bank. In addition to philanthropic support, U.S. Bank has a limited liability company investment in DreamSpring for $1.2 million without any required rate of return which provides our organization with patient debt capital for our lending efforts.

U.S. Bank has also engaged in our work in other meaningful ways. For example, the Bank has made it possible for three DreamSpring team members to attend a multiday anti-racism workshop.

In 2019, U.S. Bank’s chief social responsibility officer served as a speaker for a DreamSpring lead panel session at the Money 2020 Conference last year. And DreamSpring’s president and CEO, Ann Haynes, is a volunteer member of U.S. Bank’s community advisory council.

Our organization is committed to financial
inclusion of underserved entrepreneurs, and we appreciate the many ways U.S. Bank has helped advance our work over many years. Thank you for your time today.

MS. BANTA-LEWIS: Thank you for your comments. We’ll now move to Brateil Aghasi. If you could turn on your camera and come off mute.

MS. AGHASI: Can you hear me?

MS. BANTA-LEWIS: We can. You may begin your comments.

MS. AGHASI: Thank you so much. If you ask me to describe U.S. Bank in one word, the very first word that effortlessly comes to mind is community. U.S. Bank has supported us at WISEPlace, a women’s homeless shelter in California for over two decades.

In the non-profit industry, we refer to time, talent, and treasure as essentially the trifecta of support, and U.S. Bank truly embodies all three of these pillars.

U.S. Bank has not only embraced our mission to end homelessness for vulnerable women in our community by providing a much needed financial support, but U.S. Bank has a full embrace of continual volunteerism. U.S. Bank has armed our organization with hundreds of volunteers who are passionate and have done
it all -- no volunteer opportunity is too small or too
big to tackle together.

I’ve seen U.S. Bank volunteers roll up
their sleeves and (inaudible) buildings, help us
remodeling shelter homes, to month long collections of
much needed items, along with providing expertise to the
women and the populations that we serve on budgeting,
financing, banking to strategic planning and leadership
focused on diversity and equity.

And these conversations with U.S. Bank
volunteers at all levels of their organization and all
levels of our organization have really helped shape and
customize our programs and services.

There are people who wait to be asked for
help. And what I have personally experienced with U.S.
Bank is that they are first to reach out and ask how
they can help. I’ve personally experienced that the
last two years.

During the pandemic while running a
homeless shelter for vulnerable populations, U.S. Bank
was the first to call me and say, “What do you need.
How can we help?” And I will never forget that. So for
these reasons and so many more, we enthusiastically
offer our support of U.S. Bank and just wholeheartedly
thank them for their community engagement and spirit
volunteerism in our community. Thank you.

MS. BANTA-LEWIS: Thank you for your comments. We’ll now move to Erika Van Merr. If you could turn on your camera and come off mute.

MS. VAN MERR: Good afternoon. My name is Erika Van Merr, and I’m the associate director of philanthropy at FareStart. Over my ten years in employment at FareStart, I’ve worked extensively with both U.S. Bank and Union Bank.

FareStart is a Seattle based non-profit organization that transforms lives, disrupts poverty, and nourishes community through food, life skills, and job training.

Over our 30 year history, we have provided opportunities for nearly 13,000 adults and youth while serving over 14.5 million meals to Seattle area schools, homeless shelters, and healthcare facilities.

FareStart does not support or oppose the acquisition, but I want to provide some comment about U.S. Bank’s partnership in support of our organization.

Since 1998, U.S. Bank has been a corporate supporter and partner providing consistent funding to our job training programs. Their employees volunteer their time and talent as well.

Most recently in 2021, they contributed
over 183 volunteer hours. In -- in 2020, U.S. Bank had planned to launch a mobile food truck to reach new customers and engage with the communities, but due to the pandemic, the vehicle could no longer be utilized as intended.

As a result, they reached out to us and used a truck to deliver training materials and technology packages to FareStart students when we launched a virtual version (inaudible) program which had been on pause due to COVID-19. That concludes my comments for today. Thank you so much for your time.

GROUP 9

MS. BANTA-LEWIS: Thank you for your comments. We’ll now move into group number 9. And we’ll begin with Gina Cunningham. If you could turn on your camera and come off mute.

MS. CUNNINGHAM: Good afternoon. My name is Gina Cunningham, and I am the executive director of HomeAid Orange County. We are a California non-profit organization with the mission to build a future without homelessness. We believe that housing is a human right. We accomplish our critical mission through the development of housing, community engagement, and education.

We are in full support of the acquisition
of MUFG Union Bank by U.S. Bancorp. Both of these financial institutions have supported HomeAid’s mission for more than a decade. Their support has come in both employee volunteerism through our community engagement activities and with financial support through grant funding opportunities.

We are also very grateful to have a volunteer on our board of directors from U.S. Bancorp here locally in Orange County.

HomeAid’s work in our community would not be possible without partners like U.S. Bancorp and MUFG Union Bank. With nearly 7,000 people experiencing homelessness in Orange County, we know the one thing that will end homelessness is very simple: it’s housing.

HomeAid Orange County is in support of the acquisition and merger of these two great financial institutions. Thank you for your time today.

MS. BANTA-LEWIS: Thank you for your comments. We’ll now move to Sarah Letts. If you could turn on your camera and come off mute.

MS. LETTS: Good afternoon. My name is Sarah Letts, and I’m the executive director of Hollywood Community Housing Corporation. Our non-profit was incorporated in 1989, and 33 years later our focus continues to be community development through the
renovation and new construction of service enriched affordable housing.

We’ve been working with U.S. Bank for 15 years, and we value them as a financing partner. U.S. Bank is the equity investor in three of our buildings, and they are financed with low income housing tax credits or LIHTC. Their total equity investment in these three properties is $42 million.

And from the beginning of the underwriting process to closing loans and then working with their asset management team during operations, U.S. Bank has demonstrated an ability to meet our evolving needs.

Throughout the years, U.S. Bank has also demonstrated their continuing commitment to low income communities. LIHTC investors in many of our other buildings have sold their interests in our properties to other investors, but U.S. Bank has remained committed to our properties and to the people we serve.

In closing, we support U.S. Bank’s acquisition of Union Bank because of their strong commitment to low income communities. Thank you.

MS. BANTA-LEWIS: Thank you for your comments. We’ll now hear from Agnes Noonan. If you could turn on your camera and come off mute.

MS. NOONAN: Good afternoon. My name is
Agnes Noonan, and I’m the president of the Women’s Economic Self-Sufficiency Team, DBA WESST, which is headquartered in Albuquerque. WESST is a statewide 501(c)(3) with a mission of providing access and resources to any New Mexican who wants to start and grow their own business. Particularly for our target market, it’s women, people of color, and low wealth New Mexicans.

WESST is a CDFI, an SBA microlender, and host to six women’s business centers in New Mexico. I was very pleased to learn of the pending U.S. Bank acquisition of MUFG Union Bank, and we’re delighted to provide our strong endorsement of this acquisition because we have experienced firsthand what a great community partner U.S. Bank is.

During its ten-year history in New Mexico, U.S. Bank has educated itself about the financial and economic challenges facing New Mexicans.

Shortly after their entrance into the New Mexico market, the bank partnered with United Way of Central New Mexico to sponsor communitywide capacity building, training, and development activities for the non-profit sector which assisted with their efforts to create a more equitable economy.

Through volunteerism, including board
service and financial support of WESST’s mission, U.S. Bank has and is assisting our efforts to reach underserved communities and individuals, including immigrants, native Spanish speakers, political refugees, and indigenous Americans who seek to become self sufficient through sustainable entrepreneurship.

In turn, the Bank’s support over the last five years alone has helped WESST’s clients create 1,781 new jobs, 365 business starts, and generate $365 million in sales revenues -- all with the clientele which is 90 percent diverse and typically a business of no more than five employees.

We believe U.S. Bank’s acquisition of Union Bank will provide all the impacted communities with the great bank partner who will help them improve the lives and livelihoods of community residents. We strongly endorse their application without reservation.

Thank you very much.

MS. BANTA-LEWIS: Thank you for your comments. We’ll now move to Mary Tingerthal. If you could turn on your camera and come off mute.

MS. TINGERTHAL: Thank you very much. My name is Mary Tingerthal. I appreciate the opportunity to present testimony today. I’m speaking today on my own behalf and not behalf of any organization.
From 2011 to 2019, I served as commissioner of the Minnesota State Housing Finance Agency and as a member of the Governor’s cabinet. Prior to that opportunity, I’ve had multiple positions focused on affordable housing and community development both in the non-profit and for-profit sectors and have several opportunities to intersect with U.S. Bank in that work.

I’d like to recount two examples of working with U.S. Bank business units where the bank really showed its support for programs that support the community.

I first want to discuss an important experience with U.S. Bank mortgage. When I joined Minnesota housing in 2011, we were still in the wake of the 2008 foreclosure crisis.

In 2011, we at the agency made mortgages to only 555 households of color to buy their first homes. Worse yet that represented only 15 percent of all the mortgages we funded that year.

So the next year, we set out to redesign our entire mortgage program to increase overall mortgage activity and to make sure that the percentage going to households of color was dramatically increased.

I’m pleased to say that by 2019, we had made great progress on both goals. We served three
times as many households of color, over 1,650 households
and 35 percent of our mortgages went to households of
color. We still have more to do, but it’s great
progress.

And in order to do this, we had to
redesign our products because they weren’t focused on
the right households.

We could not have done that without the
assistance of U.S. Bank mortgage which turned around
very quickly our ability to offer different kinds of
down payment assistance that we could not have offered
on our own. It’s a great example of a behind the scenes
role that the bank plays not only in Minnesota but in
several housing finance agencies around the country.

I also want to say that I’ve been proud to
serve on the advisory board of the U.S. Bank Community
development entity, the business unit that makes
investments using the new market’s tax credit.

And in the past four years, and I’ve been
on the advisory board for 10 years, the leadership and
staff supporting this business unit have been very
explicit about their commitment to invest in businesses
lead by people of color. To help in accomplishing that
goal, they provided training on diversity and equity,
not only for the staff but the advisory board as well.
Thank you so much for my opportunity to share this with you, and I appreciate your hearings and letting this testimony be heard. Thank you.

MS. BANTA-LEWIS: Thank you for those comments. We’ll now hear from Rebecca Aguilera Gardiner. We are unmuting Ms. Aguilera Gardiner because of technical issues, but we should be able to hear her.

MS. AGUILERA-GARDINER: Excellent. Can you hear me now?

MS. BANTA-LEWIS: We can.

MS. AGUILERA-GARDINER: Great.

MS. BANTA-LEWIS: You may begin your comments.

MS. AGUILERA-GARDINER: All right. Excellent. Good afternoon. I am Rebecca Aguilera-Gardiner, the CEO and co-founder for Veterans in Business Network, a non-profit 501(c)(3) organization. The VIB network advocates on behalf of the Veteran and the service-disabled veteran business community nationwide. We help connect veteran business owners to corporations and government agencies for contracting opportunities.

Veterans are a diverse collection of all types of individuals made up of all races, creeds, orientations, abilities, and genders.
Veteran businesses make up about 5.9 percent of all businesses in the United States with an estimated $947 billion in receipts, approximately 3.9 million employees, and about 177 billion in annual pay role.

Thanks to our corporate partners, Union Bank, we have been able to offer business resources, training of veteran business directors, scholarships to the UCLA Management Development for Entrepreneurs program and more, all at no cost to the veteran business community.

Union Bank has been an active partner to the Veterans in Business Network since our inception in 2016. And they have also -- and they also have a seat on our corporate board. They have helped educate veteran businesses on how to win contracts with Union Bank, and the benefits of supplier diversity.

Union Bank has conducted financial business workshops for us in the past. In fact, one of the highest attended webinars we did with them was at the end of 2020 to help veteran businesses understand how to close out their year so they could start 2021 strong.

The VIB network salutes Union Bank for their dedication to the veteran business community, and we hope this acquisition will continue to help and
support veteran businesses nationwide grow and thrive.  

Thank you for your time and thank you for allowing me to share my comments.  

MS. BANTA-LEWIS: Thank you for your comments. We’ll now hear from Leah Miller. If you could turn on your camera and come off mute.  

MS. MILLER: Hey, there, good afternoon.  

My name is Leah Miller. I am the president of CEO of Habitat for Humanity of Greater Sacramento. Thank you so much for the opportunity to speak today regarding the many ways that U.S. Bank has made the work of our organization possible.  

U.S. Bank has been very engaged in supporting our organization -- the organizations throughout our community here in the Sacramento region in Northern California.  

Specifically speaking regarding the support for our Habitat for Humanity affiliate, U.S. Bank has been a strong supporter of local -- our local organization for over 25 years, and they’ve donated more than $500,000 to support the work that we do to develop affordable home ownership opportunities to further the preservation of existing affordable housing in our community and to support numerous fundraising events and campaigns.
They’ve also hosted numerous financial education webinars for the new home owners that we serve as well as for our Habitat Young Professionals group.

Over the years, numerous members of the Habitat -- of the U.S. Bank team have served on our board of directors as well as various event and fundraising committees.

In total in the past years since 1997, U.S. Bank team members have volunteered more than 21,000 hours to make the work of Habitat for Humanity of Greater Sacramento possible.

U.S. Bank has been and continues to be one of the most engaged and supportive partners of our organization. They have been an important part in making the work that we do in the community possible.

Their leadership has consistently demonstrated a genuine and generous investment and partnership with our organization and so many others through our community at large. Thank you for this opportunity.

MS. BANTA-LEWIS: Thank you for those comments. We’ll now hear from David Lizarraga. If you could turn on your camera and come off mute. Just give him one moment. David, are you able to come off mute?

It looks like we may have lost Mr. Lizarraga so I think we should move on to the next
person, and then we come back to him if he -- he joins
in the next couple minutes or at the very end in group
14. Okay. We will move on to Katherine Siddens. If
you could turn on your camera and come off mute.

MS. SIDDCNS: Here. Good afternoon to the
members of the Board of the Federal Reserve and the OCC.

I’m honored to be here today to show my support for the
U.S. Bank, Union Bank merger. My name is Kathy Siddens,
and I’m the executive director of Prosperity Connection
which is located in St. Louis, Missouri.

We’re a non-profit organization that
serves the bi-state region. Our mission is to promote
economic success for everyone in the region by providing
financial education and access to reliable products and
services.

We offer financial coaching and personal
finances classes at no cost to our customers. These key
resources make it possible for individuals to earn
economic independence.

We envision an equitable community where
everyone has the access, skills, tools, and confidence
to achieve their financial aspirations. Through our
coaching and educational resources, we aspire to bring
financial justice and economic dignity to every customer
we serve.
As we all know, building financial capacity is critical to reducing the racial wealth gap for those in our communities. At Prosperity Connection, we provide those services to our many customers through the support of our great partners like U.S. Bank, who are leaders in the area of financial inclusion.

Our work would not have the impact it does without the commitment of U.S. Bank. They have provided dedicated volunteers through board and committee service and subject matter experts, especially in the area of home ownership to low- and moderate-income communities. These volunteers have been critical to our current success and our future growth.

This valuable experience as well as much needed financial support for our operations over many years has been extraordinarily valuable to our organization in many ways.

Through U.S. Bank’s access commitment, the Bank has made a long-term commitment to wealth building in the diverse communities that we serve, focusing on advancing black home ownership through outreach and engagement with local community past partners like U.S. Bank (inaudible) with Prosperity Connection.

The initiative has been especially impactful to us through our partnership with Project
Home. Project Home is a public-private partnership collaborative created by the Federal Office of Probation and Parole that includes non-profit organizations, real estate agencies, and banks to provide home ownership opportunities for those re-entering from the federal prison system.

This phenomenal program has made home ownership a reality for nearly 100 individuals and families, stabilizing both the family as well as the communities in which they reside.

With a zero recidivism rate, this place based program has been recognized in two presidential administrations as the best practice for helping those who have served their debt to society re-enter our communities with dignity.

U.S. Bank was asked to become a founding member of this collaborative because of the home buying products and services they offer to those most vulnerable in our communities, as well as their extensive focuses on building financial capacity for the LMI community.

On behalf of the board, staff, volunteers, and customers of Prosperity Connection, we fully support this merger and thank you very much for your time today.

MS. BANTA-LEWIS: Thank you for your
comments. We’ll now circle back to David Lizarraga. If you’re able to turn on your camera and come off mute. Give that a moment. David Lizarraga.

MR. LIZARRAGA: Can you hear me?

MS. BANTA-LEWIS: We can.

MR. LIZARRAGA: Okay. I’m sorry for the problems I’ve created here.

MS. BANTA-LEWIS: No worries at all. You may begin your comments.

MR. LIZARRAGA: So good afternoon. My name is David Lizarraga, chairman and founder of the TELACU Education Foundation and chairman emeritus of TELACU. Thank (inaudible) testify in support of the merger of two key financial institutions that are particularly important to the California market and whose missions and corporate cultures are very much aligned.

TELACU is a Latino led community development corporation in Los Angeles. For more than 50 years, TELACU businesses have generated profitability and (inaudible) from social impact. We build community assets, create well-paying jobs, develop quality affordable homes for our first-time homeowners and low income seniors.

Our CDFI provides access to capital for
small businesses and hard-working families. And our education foundation has empowered thousands of Latino students and veterans to achieve academic and professional success.

I have served on Union Bank’s advisory board for seven years. During our quarterly meetings, we have engaged in high level challenging discussions that I am pleased to report have developed much trust among us all. Many of the recommendations made by my fellow board members and me have resulted in policy changes that benefit our economically distressed communities.

TELACU’s new market’s community capital has received $113 million from U.S. Bank resulting in a total capital investment on nearly $200 million to low income communities.

The nine projects funded created more than 2,300 jobs. Part of these developments were community facility type projects that annually served well over 102,000 LMI individuals. Without these funds, none of these projects would have been able to move forward.

For decades, both banks have invested in our educational and workforce development programs which provide comprehensive services and financial education.

Their investments have developed thousands
of minority professionals in high growth, high impact
sectors, particularly small business entrepreneurs and
those in financial services as well as nurses, doctors,
and healthcare professionals now serving LMI
communities.

Union Bank’s student run branch program in
high school campuses is an innovative approach to
providing financial education and promoting college
readiness in our LMI communities. Student bankers
develop critical skills and share basics of personal
finance that empower their peers, families, and school
communities.

A long-time member of both Greenlining and
CRC, I support many of their recommendations,
particularly the need for more diversity in the C Suite,
executive, and board levels as well as increased
investment in community outreach and expansion of staff
and resources to address (inaudible) stability and back
minority and low-income communities.

Based on a long standing and mutual
beneficial relationship of both institutions, I
wholeheartedly support this merger and trust that it
will not result in diminished support for our community
but rather that the combined financial equity of these
two well respected institutions will significantly
advance all segments of the population. Thank you very much for the opportunity to testify.

MS. BANTA-LEWIS: Thank you for those comments. We’ll now move into group number 10. Doctor Ruben Guerra, if you could turn on your camera and come off mute.

GROUP 10

DR. GUERRA: Good afternoon.

MS. BANTA-LEWIS: Wonderful. You may begin your comments.

DR. GUERRA: Good afternoon Board of Governors and everybody on this call. I had a nice speech written, but after I -- the commitment that U.S. Bank has made, there’s just one thing that -- that I’d like to know is how is U.S. Bank going to distribute the commitment?

There is, there is a problem that happens here and has happened for many years. You know, I have represented the Latin Business Association for 18 years now, and so I’ve been around with all the banks and how they work.

And honestly I’ve been hearing to everybody speak today, and there’s so much rhetoric. Of course, they’re going to be supporting because they already get financial aid, and they get aid from U.S.
Bank and Union Bank.

U.S. Bank honestly here in California does a terrible job when it comes to diversity and that is something that I personally know through our organization and through all our business owners. So I want to know how are they going to distribute these funds? How is it going to improve the developers -- black and Latino developers in our community.

UNIDENTIFIED SPEAKER: And all she could see was our screen?

DR. GUERRA: Is somebody speaking?

MR. OLSON: Yes, so -- yeah, if everyone could be on mute except for the speaker, please. Thank you.

DR. GUERRA: How is this going to effect and provide more lending to contractors? We have a huge base of contractors that are in need. They can do these big projects, but the banks don’t want to lend money because they’re contractors. How are they going to do more lending for our developers, our contractors, our small businesses, the Latino and black community here in California? That’s my concern.

And, yes, there’s that old -- good old boys club in these bank that if you know somebody that’s how you’re going to get your funding. It doesn’t matter
what you do. If you know somebody on the inside that’s how you’re going to get your funding. So they need to see throughout all aspects of where they’re going to fund.

They need to really -- and I got to say, Union Bank, there’s one person out there that’s really done a great job -- actually a couple. But when it comes to diversity, Richard Chacon, U.S. Bank, it would be a big mistake to lose that guy because he can teach. He can show U.S. Bank how it’s done. And he can really impact the community. So Richard Chacon and Mr. Robinson at -- from Union Bank, they really need to be part of this because it needs to be consistent. If somebody leaves, they’re going to lose all the consistency within the community.

And we also need more support for our non-profits. The LBA has been here for 45 years and continuing fighting for our businesses. Thank you.

MS. BANTA-LEWIS: Thank you for those comments. We’re now going to hear from Claudine Cheng.

Claudine Cheng, if you could unmute yourself.

MS. CHENG: I think you might have to -- hi, can you hear me?

MS. BANTA-LEWIS: We can hear you. Yeah.

MS. CHENG: Oh, so thank you. I’m so
sorry. I have had technical difficulties this morning.

My name is Claudine Cheng. I think I’m still not seeing myself on the screen there, but I hope you can hear me.

I’m Claudine Cheng, the president of the APA Heritage Foundation in San Francisco. The APA Heritage Foundation is a non--501(c)(3) non-profit, and our mission is to promote public awareness of the diverse APA cultural heritage and to provide opportunities for community collaborations between city and state government and communities and the business community.

So I feel like I’m in a very good space to comment on the merger because I have had very positive experience with both U.S. Bank and Union Bank.

Every year the main -- one of the main activities of the foundation is to plan and implement the celebration of Asian Pacific Americans Heritage month, which is the month of May in this country.

And, you know -- and for many years, Union -- both U.S. Bank and Union Bank has been a very enthusiastic supports of our program which goes on for a whole month long.

So I feel like this -- the merger of the bank -- I think the merger of resources would be very
beneficial to the API community as well as not just for our community but in our work to connect with and bring out the diverse communities together throughout the year.

Then I think one challenge might be -- or not challenge but maybe one hope that we have is that the two banks will connect and really discuss comprehensive and holistic approach to community benefits.

I have heard a number of the speakers this morning and understand that, you know -- and it -- and that it is really important that we have a good policy moving forward so that we can take full advantage of the combined resources of the two banks.

So -- but I have had very positive experiences, not just because the banks have been our sponsor, but I have also in turn been invited to speak at employee resource group functions and whatnot. So I feel that the merger is -- will be -- will have a positive impact to the San Francisco community. So thank you so much.

MS. BANTA-LEWIS: Thank you for your comments. We’ll now hear from Leo Goldberg. If you could turn on your camera and come off mute.

MR. GOLDBERG: Good afternoon. Thank you
for the opportunity to testify. My name is Leo Goldberg. I’m co-director of the California Community Land Trust Network. We represent 25 non-profit members who develop and steward permanently affordable community owned housing across the State of California.

Community land trusts or CLTs are an essential strategy for addressing California’s affordability crisis. They take land and housing from the speculative market and place them in the permanent affordability through community ownership.

CLTs are often formed by and strive to serve people of color that have been historically excluded from the wealth creation produced by home ownership and are too often subjected to the whims of investor landlords and the harshest fallout of the COVID pandemic. 70 percent of our residents are people of color.

The California CLT Network is opposed to the merger of U.S. and Union banks until we see a demonstrated commitment to ensuring that the merger results in an increase in investment in the low income and black and brown communities where our members live and work.

In California, we are living through the fallout of the affordable housing and COVID crisis, and
this critical moment for the banking industry and
government to channel investments into housing access
for low income households.

I’ll point out two specific areas where we should see commitments from the bank: the first relates to the rising tide of foreclosures and corresponding influx of investor capital looking to capitalize by flipping properties or increasing rents to capture the huge demand for housing. Too often this results in the displacement of tenants who are predominantly low income and people of color.

Community Land Trust and their community development partners are looking for opportunities to intervene on behalf of low-income tenants facing displacement by preserving their properties as permanently affordable community assets and creating a pathway to home ownership.

We want to see this bank merger produce a commitment to support this preservation work by allocating capacity building funding and acquisition capital to non-profit organizations working in the hardest hit communities.

Additionally, we call on the bank to evaluate their mortgage lending practices and extend their home purchase mortgages to community land trust
home buyers who are too often excluded because shared
equity home ownership lies outside of restricted bank
underwriting norms.

Our members are creating home ownership
opportunities, and potential first-time home buyers
lined up but too often a lack of mortgage products gets
in the way.

We also believe that it’s critical that
banks make loans available to community land trust
homebuyers without an individual tax identification
number. These loans will support home ownership for
people without social security numbers.

To wrap up, we oppose the merger at this
time, and we hope that the bank will agree to a strong
community benefits agreement that includes the elements
I have discussed. Thank you for the opportunity to
testify.

MS. BANTA-LEWIS: Thank you for your
comments. We’ll now hear from Elba Schildcrout. If you
could turn on your camera and come off mute.

MS. SCHILDRCROUT: Hi everybody. Can you
hear me okay?

MS. BANTA-LEWIS: We can. You may begin
your comments.

MS. SCHILDRCROUT: Great. Thank you. So
thank you for having me. My name is Elba, and I’m the
director of community wealth and services at East LA
Community Corporation. We’re also a non-profit
organization providing financial services to our
community members and the LA County, and the near --
surrounding areas as well as we’re affordable housing
developer.

I am also here on behalf of the California
Reinvestment Coalition. I am a secretary of the board,
and I am very interested in talking about our concerns
around the merger. So we are currently opposing the
merger.

The reasons behind the -- we’re opposing
the merger is because we want to see a really strong
community benefits agreement. Some of the things that
we’re looking to see is an expansion of first-time home
buyer programs that are going to include accessibility
to people that are -- that are low income as well as
looking at people that are undocumented.

Similar to my colleague Leo that mentioned
individual taxpayer identification numbers -- we want that
to be expanded access to them as well.

We do understand that there -- that Union
Bank had a pretty decent product for low mortgage -- for
the low down payment, and we don’t want to lose that.
We want to make sure that there is portfolio products out there that are also supporting low income communities with -- they need to do a lower down payment.

Also, we want to make sure that there are no bank closures in our communities. Many union banks -- locations are located in communities of color, and we don't want to lose any of that access to those communities.

The other thing we are really concerned about is the loss -- as a non-profit, affordable housing developer, having these two banks merge, it's going to reduce the competition. We have seen that there's been -- we've been able to get better pricing and investment through Union Bank, because they are able to compete against each other. And our concern -- that is one thing, because we may be losing some of the good pricing, and even doubling the investment is not going to be enough for us to be able to truly see an impact as they're becoming a larger institution.

We do -- I do thank you for having this hearing, but holding this hearing is not going to be enough. We do want the regulators to scrutinize these applications, and ensure that there's a clear community -- a clear public benefit, and a condition to any merger approval and compliance with a strong community benefits agreement.

And I will stop there, and thank you so much for
having me.

MS. BANTA-LEWIS: Thank you for those comments.

We'll now hear from Mary Scott Knoll.

If you could, turn on your camera and come off mute.

MS. KNOLL: Good afternoon. My name is Mary Scott Knoll. I am the executive director of the Fair Housing Council of San Diego. Our mission is the eradication of unlawful housing discrimination, and we do that work through outreach, education, and enforcement referrals to enforcement entities.

I'm also a member of the California Reinvestment Committee, and so I'm a member -- and speaking in opposition to the merger that we are discussing.

While I begin by applauding with -- very vigorously, all of the comments that have been made, the work that has been done, and the achievements done by these two banks, and I'll just refer to them as "banks" during my comments. And I'm going to now read, so that, in the interest of time, I can get all my things in.

My comments today relate to the instant case, where we are asking that the application for the proposed bank merger be interfaced with and be connected to the presentation of a very strong community benefits agreement. We believe that all community benefits agreements should be locally defined, however. And in my view, with 30 years of listening
to what the community expresses that they need, I can very readily say that the three areas that I note where we need to have the banks do more -- we are proud of what they have done, we ask them to do more in the areas of outreach, education, and provisions of sites, bank locations, and services and products.

With the outreach and education, we would like to see banks reach out to the people who are beyond the fair housing -- excuse me, the counseling programs. There is a vast number of people who are still working, who are trying to amass the funds to make the first-time home buyer down payments, but who have no idea about the world of finance, about how to prepare themselves to enter that world. There are a vast number of people who will be potential applicants, bank loan applicants. We need to reach out to them.

Once we've reached out to them, we need to make sure that there are sites that -- where they can get products that are related to them, both in rural and urban communities. And we hope that those benefits will be encompassed in an agreement that remembers them, that has products for them, that does not close banks, that makes sure that they remediate where bank loans and percentages between black applicants and white applicants, Hispanic applicants are made more even-keeled, and that we can demonstrate that there is equity and opportunity.
I do appreciate the opportunity to speak with you today, and hope that these comments will be taken into consideration. Thank you.

MS. BANTA-LEWIS: Thank you for those comments.

We'll now hear from Rawan Elhalaby.

MS. ELHALABY: Thank you. Good afternoon. My name is Rawan Elhalaby, and I'm the associate director of economic equity at the Greenlining Institute.

The Greenlining Institute is a state and national policy research organization and leadership development organization working to advance economic opportunity and empowerment for people of color and low-income communities. Founded in 1993, and based in Oakland, California, Greenlining envisions a nation where communities of color thrive, and where a person's race is never a barrier to economic opportunity.

We work alongside a coalition of over 40 grassroots, community-based organizations, including minority business associations, community development corporations, and civil rights organizations. Our advocacy addresses the root causes of racial, economic, and environmental inequities to meaningfully transform the material conditions of communities of color in California and across the nation.

In this testimony I wish to emphasize that U.S. Bank's proposed acquisition of Union Bank will result in an
outsized impact on California's communities of color. The loss of Union Bank and its CRA activity, including significant investments in housing and community development, will reduce the ability of communities of color to access credit and financial services that are necessary to bridge the racial wealth gap.

I am particularly concerned, that while U.S. Bank has engaged in conversations with community groups -- and for that we are very appreciative -- the bank has not made adequate commitments to communities of color that are specific, quantifiable, and reflective of the size of this acquisition.

In California, the black home ownership rate is 37 percent, and the Latino home ownership rate is 44 percent. Financial institutions like U.S. Bank are obligated to meet the credit needs of these communities that make a meaningful effort to bridge the racial wealth and home ownership gap. It's important that the Federal Reserve Board and the OCC scrutinize the extent to which the acquisition of Union Bank by U.S. Bank will disrupt or contribute to efforts to meet the needs of California's most historically marginalized communities in the areas of wealth building through affordable and targeted products and services, diverse staff and leadership, and branches.

I am particularly concerned about the potential
closure of branches due to this merger in the long term. The consolidation of banks has led to a significant decrease of bank branches in majority-minority neighborhoods. In these neighborhoods, where broadband access and transportation is limited, bank branches are critical for meeting the needs of people of color. With fewer branches, communities of color are targeted by predatory, non-bank lenders to meet their credit needs.

The only remedy for these concerns, an indicator of public benefit of this merger, is a community benefits agreement that makes concrete commitments to the communities most impacted. These are communities of color, especially in California, where 90 percent of the acquired assets of Union Bank are located. These commitments must directly address racial inequities perpetuated by bank consolidation.

For now, in the absence of a strong community benefits agreement that meets the needs of California communities, I oppose this merger application. This concludes my remarks.

MS. BANTA-LEWIS: Thank you for those comments. We will now hear from Debra Gore.

If you could, turn on your camera and come off mute.

MS. GORE-MANN: Hello, my name is Deborah Gore-Mann, and I'm the president and CEO of the Greenlining Institute. I also serve on the San Francisco Federal Reserve Community
Council Advisory Council under Mary Daly's leadership. U.S. Bank said in a statement, "With the acquisition, U.S. Bank will gain more than one million loyal consumer customers (inaudible) and about 90,000 small business customers, in addition to approximately 58 billion in loans and 90 billion in deposits. The combination will improve U.S. Bank's position -- deposit position in California from tenth to fifth, and will significantly increase its customer base in California."

California has a lot at stake in this acquisition. It is our trusted relationship with our banks in California that demonstrate value. We express that value through a commitment of a community benefits agreement in writing and in deeds. U.S. Bank has provided an initial draft of the CBA, and we were appreciative of that effort. And U.S. Bank must now offer a definitive commitment to a CBA that is yet to be received or in place.

Since 1977, banks have been required by the CRA to lend to LMI neighborhoods. But 40 years later, figures from the Census Bureau show the average white family was worth 15 times more than the average black family. Fundamentally, CRA is not reversing the historic damages of racial discriminatory redlining. Despite these disparities, 99 percent of the national banks receive a satisfactory or outstanding grade on their inspections under CRA.
In a U.S. Bank quote to public comments, they respectfully submit that, when acting on an application, the agency should consider the OCC's own findings. The CRA's performance of each bank has been outstanding on an overall basis, as well, in California. So if the CRA is in need of modification, U.S. Bank is requesting that the OCC's own findings should be considered, then perhaps we should pause to consider the effectiveness of the outdated CRA performance.

U.S. Bank, in another statement, said the acquisition will enable it to offer improved technology to Union Bank's one million customers, and it expects to offer a combination of online and in-person services across former Union Bank areas.

Most recently, the Greenlining Institute published a research piece titled Algorithmic Bias Explained: How Automated Business Decisions Becomes an Automated Discrimination. Algorithmic bias occurs when an algorithmic decision creates unfair outcomes, and unjustifiably and arbitrarily privileges certain groups over another. The consolidation of banking and explosive expansion of fintech will serve to simplify -- excuse me, amplify the algorithmic biases that are moving faster than CRA, and faster than regulation.

We are especially concerned that a transaction that
will move a bank from tenth to fifth in California might create this algorithmic bias. We request that a CBA be required and cited if an approval is granted to the bank.

Thank you, and that concludes my remarks.

MS. BANTA-LEWIS: Thank you for those comments.

We'll now hear from Holden Weisman.

If you could, turn on your camera and come off mute.

MR. WEISMAN: Great, thank you very much. My name is Holden Weisman, I am the senior director for economic equity at the Greenlining Institute. I'm testifying today in opposition to the proposed merger of U.S. Bank and Union Bank until such time as a strong, clear, and detailed community benefits agreement is negotiated between the new bank and its community-based partners.

To underscore the need for such a CBA, above and beyond what my colleagues have already stated, I would like to specifically highlight our concerns regarding the lack of home lending to low-income communities and communities of color in California, compared to similar banks in the state.

A home is the largest asset most individuals or families will ever own in their lives. And for most, this purchase will also represent the most significant source of wealth and the greatest potential for intergenerational wealth transfer. The home ownership rate in California is already one of the lowest in the country. And as you previously
heard, this rate falls even lower for black and Latino communities in the state.

Were the combined bank to continue the trends we have observed in U.S. Bank's personal home lending to these communities, based on the data we have seen to date, we would be very concerned that their lower levels of lending to both LMI communities and communities of color would exacerbate the already staggering racial wealth gap in California.

On nearly every metric, in comparison to its peer banks lending in our state, U.S. Bank under-performs and its personal mortgage lending to low and moderate-income borrowers, its lending in LMI census tracks, its lending to African American and Latino borrowers, and its lending in majority-minority neighborhoods, among other segments of its home lending, where it also currently falls short.

In general, we are concerned that the observable disparities between U.S. Bank's lending to white borrowers and borrowers of color increases the already substantial risk for a new era of redlining in mortgage lending.

The representatives of U.S. Bank asserted earlier today that the combination of these two institutions will produce a stronger overall bank. While Union Bank has performed significantly better on nearly all the measures I referenced, we are greatly concerned that the under-performance of U.S. Bank in these areas will be the dominant
lending culture at the combined bank, barring commitments to reserve -- to reverse these current trends.

Based on the home lending data we have seen, combined with a poor record of branch closures, as previously outlined by my colleagues earlier in the day, we must first see verifiable action to course correct. U.S. Bank must now commit to increased lending in communities of color and LMI neighborhoods. Until such a commitment is agreed upon as part of a strong community benefits agreement, we will continue to oppose this merger.

This concludes my remarks. Thank you very much.

MS. BANTA-LEWIS: Thank you for those remarks.

We'll now hear from Monica Palmeira.

If you could, turn on your camera and come off mute.

MS. PALMEIRA: Hi, can everybody hear me?

MS. BANTA-LEWIS: We can. You may begin your remarks.

MS. PALMEIRA: Great, thank you. Good afternoon.

My name is Monica Palmeira, and I am the fourth -- and I promise, final -- representative from the Greenlining Institute, where I focus on climate finance.

It is absolutely critical that this proposed merger seriously grapple with environmental justice and climate change-related considerations. I know that this may not be a traditional topic in bank mergers, but we know an institution
of the size this merger would create absolutely plays a role in our societal response to climate change. The IPCC, the International Panel on Climate Change, just came out with a new report, and confirms there is a rapidly closing window of opportunity to address climate change.

Given the potential ripple effects of this merger, my comments today will outline tangible steps that this new institution can take to be a better actor on issues of climate.

First, as it relates to managing climate-related risk, we appreciate hearing that U.S. Bank committed back in 2021 to voluntarily reporting on its greenhouse gas emissions, and that the intention is for this new institution to do the same.

That said, regulators will soon require institutions to report on their emissions, so this will simply become, you know, standard business practice in the near term. So anticipating this, we would like to see this new institution make a commitment to disclosing its Scope 3 emissions in particular, which includes the emissions across the institution's supply chain.

Additionally, Union Bank's parent company is listed as the number-six financial institution in funding fossil fuels, with $147 billion in support between 2016 and 2020. On the flip side, during the same time period, MUFG has given
approximately 21 billion in environmental financing for green projects. In other words, MUFG's green initiatives were dwarfed by its investments in fossil fuels, which were approximately seven times larger.

U.S. Bank, on their own, has made a commitment in 2021 to investing 50 billion in environmental finance by 2030. So we ask, what will this look like for this new institution? We have heard interest in ESG and environmental goals, but nothing concrete. So we urge the banks to make a commitment to close the gap between the financing of fossil fuels and so-called green investments. This should include no further expansion of fossil fuel support and financing.

Second, we want to see proactive investments in community climate resilience. It is critical that this new institution not use financial risk due to climate change as a reason to draw down investments in frontline communities. We know that these frontline communities are the communities most in need of investment and support from financial institutions. Therefore, we want to see this commitment to not pull back on investment made clear.

Further, we appreciate that there is interest in pursuing partnerships and investments in affordable energy, technology, climate resilience. In a community benefits agreement we would like to see a dollar amount commitment to these kinds of investments that should include also community-
based provisions like a green, affordable housing; EV charging infrastructure; community solar; et cetera, as well as philanthropic contributions to organizations focused on environmental justice. As mentioned earlier, these should close the gap between fossil fuel investments and so-called green investments.

We look forward to continuing the conversation.

That concludes my remarks. Thank you.

MS. BANTA-LEWIS: Thank you for those comments.

We'll now hear from Richard Girling.

If you could, turn on your camera and come off mute.

MR. GIRLING: Good afternoon. Thank you for this opportunity to speak. My name is Richard Girling, and I'm an active member of the San Francisco Public Bank Coalition. I'm a trained economist who's been closely observing the financial sector for the past two decades.

The collapse of the banking system in 2008 particularly struck me by seeing how vulnerable our financial system is. I feel strongly that poor management decisions by bankers precipitated the crisis, and felt it wrong to bail out banks with billions while allowing millions to lose their homes and jobs from foreclosures and the recession that followed. After studying the financial crisis, I came to the conclusion that excessive risk-taking and lax regulation was largely responsible.
On a personal level, I witnessed the devastation that followed the banking crisis when I saw two long-time African American homeowners on my block lose their homes due to corrupt banking practices. These were great neighbors with multi-generational households that were forced to relocate to distant communities.

A close Latina friend of mine also lost her multi-generational home due to foreclosure, forcing her to squeeze herself and her two daughters into a studio apartment.

These occurrences took place all across America. From 2007 to 2009, 2.5 million foreclosures were executed, with 8 percent being black and Latinos.

A few years ago I retired from a career of teaching economics in order to commit my time and energies into improving my community. I'm doing this by using my economic skills to look at the financial sector. My education and these personal experiences have made me incredibly skeptical about the soundness of our financial system and the principles of the banking community.

I'm particularly concerned by the accelerating degree of financial concentration, such as this consolidation. Local banks are increasingly disappearing from our neighborhoods. While there were 18,000 banks in 1984, today there are fewer than 5,000. Branches are closing by the thousands, with 4,000 eliminated since March 2020, one-third
being in LMI and minority neighborhoods.

I oppose this merger, unless there are substantial, enforceable agreements to ensure that there is, one, a commitment to suspend foreclosures to enable people to stay in their homes while recovering from the COVID economic fallout; two, substantial expansion of lending for affordable housing; three, no contraction of the total number of branches operating as a consequence of this combination.

Thank you for your time, and that concludes my comments.

MS. BANTA-LEWIS: Thank you for your comments. We'll now hear from Francis McIlveen.

If you could, turn on your camera and come off mute.

MR. MCILVEEN: Hi. Can you see -- hear me?

MS. BANTA-LEWIS: We can. You may begin your comments.

MR. MCILVEEN: Thank you. My name is Francis McIlveen. I am the director of real -- development activities and real estate at the Northern California Land Trust. We are a community land trust, and a founding member of the California Community Land Trust Network. Access to commercial and retail mortgages have been essential for our programs.

I want to also just say that I wholeheartedly endorse the comments by my colleague at the Network and the folks at the Greenlining Institute. Those -- all those points
are really well taken.

Just to give you some context, community land trusts is one of the most enforceable and durable mechanisms for permanent affordability of housing. A 2011 study showed that the CLT homes had just a fraction of the rate of foreclosures as open market homes did in the crisis of 2009. It was in the low single digits. And that's because of the relationship and the model and the enforceability of it. And I'm going to give an example.

In 2009, in the collapse of the financial markets and the foreclosure crisis, we had a home that was foreclosed on, and taken by the lender with a credit bid. The lender had engaged in the same profligate liar loan practices in the go-go days of 2006, and had made the loan in an amount that was more than double of what the restricted value of that home was. But due to the invalidity of that deed of trust, and because of the enforceability of the land lease, I was able to get a rescission of that trustee deed without even using a lawyer. And that's a fate that wasn't shared by a lot of the BMR units across the country. That's just to give you a perspective on how effective this model is of preserving affordability and stabilizing our neighborhoods. And that's a model that's out there.

We oppose the merger proposal, unless it's amended to include a strong, detailed, and enforceable community
benefits agreement that increases the investment by at least 150 percent in California, and addresses all of these other concerns about racial equity and access that all of the folks have been raising. You need to have a strong Community benefits agreement to show that there will be a public benefit. Otherwise, it does just the opposite.

We rely heavily on community banks to -- for our commercial lending for our projects because of those relationships there, and the responsiveness. They're the ones that provide access to those loans, and the mergers work just in the opposite direction by consolidating, moving the decision-making out of the local neighborhood. And it has a negative impact on our communities.

We want to see some specific access for commercial loans that will play well with the public subsidies that we get access to.

We want to see some loan products for housing cooperatives, which is a form of home ownership, occupied ownership.

And yeah, I'm out of time, so thanks.

GROUP 11

MS. BANTA-LEWIS: Thank you for those comments. We will now move into Group 11. First we'll hear from Nicole Suydam.

If you could, turn on your camera and come off mute.
MS. SUYDAM: Great. Thank you so much for the opportunity to speak with you today in support of U.S. Bank's acquisition of Union Bank. My name is Nicole Suydam, and I'm the president and CEO of Goodwill of Orange County, headquartered in Santa Ana, California.

While we are most known at Goodwill for our thrift stores and donation centers, we are most proud of our mission to help people overcome barriers to employment. The people we serve include those with physical and developmental disabilities, mental health diagnoses, justice involvement, limited work experience, and we also proudly serve U.S. military veterans and their families.

U.S. Bank has been one of Goodwill of Orange County's most involved corporate partners, with over 20 years supporting our mission. Not only have they supported us with hundreds and thousands of dollars of philanthropic contributions, but they have provided us with community-minded employees who have volunteered thousands of hours of their time and talents serving on our board of directors and committees.

When I think about our relationship with U.S. Bank, I'm immediately reminded of the early days of the pandemic, when U.S. Bank stepped up for us in a big way. As my team and I were forced to close our stores and donation centers, we made a commitment to keep our mission to serve this community
open. We saw the sudden wave of unemployment that more than
doubled the need for Orange County food banks overnight, and
we knew we needed to help. We stood ready to deploy our
trucks, drivers, trailers, warehouse space to aid our local
food banks, but we knew we couldn't do it alone.

Upon hearing of our plan, U.S. Bank stepped up
quickly by awarding us a generous grant to use our supply
chain assets and team members to support emergency food
distribution in the early days of the pandemic. This support
made it possible to more than double the distribution capacity
at our local food banks, helping to distribute millions of
pounds of food to thousands of families and seniors who needed
it most.

I can personally attest to U.S. Bank's commitment to
serving the community, and believe wholeheartedly they will
continue to grow their commitment to support low-income and
communities of color even more in the coming years. For these
reasons I enthusiastically support U.S. Bank's acquisition of
Union Bank, and encourage the board to vote in favor of the
acquisition.

Thank you for your time.

MS. BANTA-LEWIS: Thank you for your comments. We
will now move to Lisa Wright.

If you could, turn on your camera and come off mute.

MS. WRIGHT: Good afternoon, Board. My name is Lisa
Wright. I am the president of the Inland Southern California United Way and 211+, and I'm here to speak to you about our support of U.S. Bank's acquisition of Union Bank.

In our lived experience, U.S. Bank is one of the most active and important partners in the work that we are doing in the inland southern region of California. Our 211 contact center and our United Way programs directly serve a million people, or a fifth of the population in our region. All the people we serve are low-income individuals. Some of the major issues faced by the people we serve are homelessness, housing insecurity, unemployment, underemployment and financial instability.

U.S. Bank has been a key participant and leader for many of our financial stability programs and volunteer events. U.S. Bank's large employee base shows up for us every time we ask, and they offer both financial and volunteer support for every program of ours that have need. The U.S. Bank is a partner that we trust and value, and we believe the same partnership will extend with the acquisition of Union Bank.

Thank you for your time.

MS. BANTA-LEWIS: Thank you for your comments. We will now move to Jeffrey Lesk.

If you could, turn on your camera and come off mute.

MR. LESK: Okay, I don't see the camera, but can you hear me on the microphone?
MS. BANTA-LEWIS: We can hear you.

MR. LESK: Great. My name is Jeffrey Lesk, and I'm the co-founder and president of New Partners Community Solar, which is a Washington, D.C.-based non-profit promoting environmental and energy justice. I am participating in this hearing to support U.S. Bank's proposed acquisition of Union Bank.

New Partners Community Solar finances and develops solar arrays around the District of Columbia. We structured our community solar program so that 100 percent of the economic benefits of our solar energy production goes to D.C. low-income households at no cost, enabling low-income residents to participate in the new green economy in which they have largely been excluded. Virtually all of our low-income beneficiaries are individuals and families of color. Our program was the model for Washington, D.C.'s Solar for All program, now a national model for including our most vulnerable residents and the benefits of renewable energy.

When New Partners undertook the expansion of our program to magnify our ability to address climate change, income inequality, and social justice, we reached out to U.S. Bank, who became our equity investor, providing economic viability to our new, larger phase, and enabling us to greatly increase our ability to bring environmental justice to more and more needy, diverse beneficiaries, including returning
citizens recently being released from the criminal justice system.

U.S. Bank helped us turn the map of renewable energy beneficiaries in the District of Columbia from one centered only in the wealthy areas of town to one benefiting residents throughout the city, significantly including many residents of wards 7 and 8, D.C.'s poorest wards.

As important as the financial investment was -- and it was absolutely critical -- U.S. Bank was a true partner in the program. Their team provided us not just with investment funding, but with technical assistance, access to in-house and third-party professionals, perspective on industry standards and protocols, and additional financial support. They facilitated our participation in a learning session for the National Solar Energy Industries Association, encouraging others to explore supporting this type of program nationally.

Prior to co-founding New Partners, I was a nationally oriented affordable housing and community development attorney for over three decades. As a working attorney and an industry-wide representative, I worked closely with U.S. Bank on many transactions and in many contexts. Their CRA and other community development investments and efforts are well known and well respected, and you've heard about many of them today.

When I was an adjunct professor of community
development finance, I often turned to U.S. Bank projects as examples of thought leadership and addressing the way that a variety of different programs could be combined to build a broad-based, comprehensive approach to addressing the needs of our low-income communities. This acquisition will provide them with the ability to further leverage what I've personally seen to be a thoughtful, consistent approach to inclusive community development. Thank you.

MS. BANTA-LEWIS: Thank you for those comments.

We'll now hear from Charisse Bremond.

If you could, turn on your camera and come off mute.

MS. BREMOND: Yes. Hello, good afternoon, everyone.

Can you hear me?

MS. BANTA-LEWIS: We can hear you.

MS. BREMOND: Great. My name is Charisse Bremond Weaver, president and CEO of the Los Angeles Brotherhood Crusade. We are a 54-year-old non-profit who has been a champion for equality, equity, and serving the most vulnerable families in south Los Angeles and surrounding communities.

Each year the Brotherhood Crusade provides direct services to more than 3,000 LMI youth and young adults that focuses on employment, financial literacy, mentoring, education, health and wellness, an additional 25,000 residents through special projects (sic). The organization has been a beacon of hope by improving the quality of life for the
The Brotherhood Crusade has been fortunate for decades to receive the support from U.S. Bank and Union Bank to support our work. Union Bank has been an exceptional partner with providing financial resources for -- but more important, key leadership has volunteered their time to provide financial literacy and mentorship to young adults from the age of 16 to 24 who have not been connected to resources.

We're hopeful, with this merger, that the community will not suffer from the merger. We would like U.S. Bank to work with Union Bank leadership to ensure the non-profit sector is not taking a hit from the merger. The level of support to the non-profit sector should be amplified, and not decreased. This is a critical time in our communities that serve the most vulnerable who are suffering from unemployment, food insecurities, lack of investments in the black and brown community.

This merger will allow U.S. Bank to take a strategic approach, with investing more with black, Hispanic, and Latino businesses and, more importantly, investing more with BIPOC-led non-profit organizations.

We thank you, and we hope U.S. Bank does the right thing by our community.

MS. BANTA-LEWIS: Thank you for those remarks.

We'll now hear from Ryan Weyandt.
Ryan Weyandt has submitted a PDF presentation that he will refer to during his oral remarks. This PDF presentation is posted to the Board’s public website at the same location where each attendee registered to attend this public meeting.

MR. WEYANDT: Thank you so much, and good afternoon, Board of Governors and committee members, ladies and gentlemen. My name is Ryan Weyandt. I am the chief executive officer of the LGBTQ+ Real Estate Alliance, a Twin Cities-based national 501(c)(6) non-profit organization. We are dedicated to advocacy, education, philanthropy, and business growth within the LGBTQ+ segment of the real estate and housing industries, as well as increasing the LGBTQ+ home ownership rate in this country.

It gives me a great pleasure this afternoon to be able to speak to you from Las Vegas, Nevada, where just 20 minutes ago, actually, I was on stage in front of 1,500 realtors, talking about the importance of equity, equality, and fair housing for the LGBTQ+ in real estate, finance, and housing.

As some of you know, today in America it is legal to discriminate against our community in all things real estate and finance, because of the lack of Federal protections for the LGBTQ+ community, and the absence of state protections in 29 states. Yes, that's correct. In more than half the
country today, LGBTQ folks do not have protection under the law in everything from buying to selling to financing to renting and seeking of shelter. This has been verified several times by our friends at the Human Resource Campaign. The PDF, which I'm sharing with you, which I would encourage you to flip through, it's a 40-some-page, fully illustrated, first-time home buyer guide, which U.S. Bank was instrumental in working with our organization to create. U.S. Bank, through their partnership with the alliance, has enabled us the financial means and resources to be able to speak across the country in communities everywhere about the importance of fair and equal housing.

Our partnership with U.S. Bank has enabled hundreds of folks to engage in the pathway to home ownership through combined efforts around financial literacy and understanding what generational wealth really is, and how to obtain that through home ownership. They've helped us in educating folks to the needs and opportunities which exist within the LGBTQ community and our communities across the country, which hold a combined $1.2 trillion economic potential on the United States economy.

One such example, as I said, of a extremely successful cooperative initiative is this guide, which you are now able to view. We did have other collaborative buy-in, but U.S. Bank mainly underwrote it. U.S. Bank was instrumental in
providing base funding to assist in the data collection which
didn't exist prior to this, and the publication of this
resource, which has now been downloaded and distributed
thousands of times throughout the country by realtors, real
estate professionals, and community members in the LGBTQ+ and
allied communities.

Additionally, as you may know, LGBTQ racially
diverse communities do hold the lowest home ownership rates in
this country. U.S. Bank is actively working with the alliance
to address this.

The LGBTQ+ Real Estate Alliance is in favor of this
merger between U.S. and Union Banks, as we believe it will
create direct channels for distribution of resources,
education, and financial literacy, resulting in increased home
ownership rates as a result of U.S. Bank's dedication to
community partners' specifically and often ignored minority
communities like the LGBTQ+ community.

Thank you all for your time and consideration this
afternoon.

MS. BANTA-LEWIS: Thank you for those comments.

We'll now hear from Brad Ketch.

MR. KETCH: Good afternoon.

MS. BANTA-LEWIS: If you could, turn on your camera
and come off mute.

MR. KETCH: Thank you. The CBA commitment by --
excuse me. Give me one moment, please. I recognize I'm using up my time.

MS. BANTA-LEWIS: No, you're totally fine. You may begin.

MR. KETCH: Thank you.

MS. BANTA-LEWIS: I --

MR. KETCH: There we go. The contemplated CBA commitment is going to largely be a commitment to our struggling suburban and rural areas.

Suburban poverty everywhere has become much worse lately, as shown by our experience here in Portland. East Multnomah County is the part that sits outside of Portland, where there are a couple of branches. The income disparities are stark, and median household income is less than half of what it is in Portland. And in just the last eight years, this gap has more than doubled.

Suburban poverty in Portland is not much different than it is in metro areas across your footprint. Almost all the racial, ethnic, and income diversity in Portland occurs in east Multnomah County. In our little neighborhood called Rockwood, there's over 90 languages spoken at home, in just a 2-square mile radius.

We have the worst outcomes for health, the youngest population, the worst educational attainment, and the lowest participation rates for financial products. We are the most
rent-burdened neighborhood in Oregon.

While the financial need is huge and growing, the suburban and rural areas don't really compete well against the big cities when resources are distributed. My organization is a BIPOC-led non-profit that exists to address these and other problems that we would characterize as existing at the systemic level.

We want to help large system players like the banks engage more meaningfully. Our approach is to be a backbone or a hub that can help our community create a new narrative for itself. And our core strategy is to coordinate and build the capacity of people, companies, and groups to make east Multnomah County a place where everyone can learn, earn, and belong.

One area of capacity building that we have had success with lately is with the small, culturally-specific non-profits. They have great impact within their specific communities, but frequently lack the back-office function, the scale, or the financial sophistication to effectively grow. To these groups, the first rung of the banking ladder is 10 feet off the ground. An effective intermediary can make that first rung two feet off the ground for these excluded populations.

Our strategy as an intermediary works. We have banded together into BIPOC-led collaboratives that are
delivering results. It's so effective that, recently, the U.S. Small Business Administration awarded us a $1 million, 2-year grant to build on these relationships in order to stimulate the formation and growth of a BIPOC business network. We invite the banks to join the SBA in committing funds to this new network.

We believe that, if the bank is to achieve their equity goals, they will need to build the capacity of intermediary organizations in the suburban and rural areas like us. We invite them to play their part in scaling up backbone organizations that will, in turn, reach the hard to reach, but critically important target populations.

Thank you for listening to my testimony, and this concludes my remarks.

MS. BANTA-LEWIS: Thank you for those comments. We will now hear from Elise Buik.

If you could, turn on your camera and come off mute.

Wonderful. You may begin your comments.

MS. BUIK: Great. Good afternoon. Thank you so much for allowing time to hear from important community leaders. My name is Elise Buik, and I'm the president and CEO of the United Way of Greater Los Angeles. We serve the County of Los Angeles, which represents 10 million people across 88 cities.

I'm here to speak to the amazing partnership that
the United Way of Greater Los Angeles has had with the U.S. Bank for decades. We benefit from their leadership and their involvement in the community, both from their leadership team members and their employees, as they support and volunteer at hundreds of LA-based non-profits to ensure that there is continued investment in innovative programs to serve our local communities' needs.

U.S. Bank shares the United Way's vision of creating pathways out of poverty, and that is where we have partnered together, really looking at how we break generational cycles of poverty through our focus on education, economic mobility, and housing, and ensuring that we're looking at how we achieve together greater levels of racial equity. U.S. Bank has partnered with us to ensure that low-income residents and neighborhoods have access to the resources that are so critical for them to thrive.

We especially saw U.S. Bank step up during the pandemic. They and their team members worked with the United Way and our partners to ensure that families and students had access to food, to mental health supports, and to academic and technology supports when our students went remote. They were also instrumental in ensuring that immigrant small business owners had the resources and support they needed to weather the economic downturn that our region faced. And U.S. Bank significantly increased their support as
we are still weathering the fallout from the pandemic.

Most recently, the bank has really stepped up to work with the United Way and our partners in trying to tackle the most pressing issue facing our region. Unfortunately, we have the distinction of being the homeless capital of the nation, with more than 65,000 individuals living on our streets. They are working with us to innovate new designs in affordable housing construction and, most importantly, in financing these projects at a scale that we can get to to stop the inflow into homelessness.

I can't say enough about the leadership, the involvement, and the commitment to the community that is a core value of the U.S. Bank leadership team and their employees, and we believe that this merger will help to expand that impact and that commitment at our time when our community needs us most.

So thank you very much for allowing me to share my thoughts today.

MS. BANTA-LEWIS: Thank you for those comments.

We'll now hear from Calvin Holmes.

If you could, turn on your camera and come off mute.

MR. HOLMES: Good afternoon, ladies and gentlemen.

I am Calvin Holmes, president of the Chicago Community Loan Fund, a 30 years young CDFI that is strengthening Chicagoland's economy by improving its under-served
communities. I also serve as the vice chair of the African American Alliance of CDFI CEOs, and as a member of the U.S. Bank Community Advisory Council. All three roles bring me here today.

You can't say much in three minutes, so I will rapidly share five examples of how I have seen U.S. Bank support economic justice.

From my experience, I know that, through its 12 years of repeated and multi-sector investing in a once -- community, Pullman, on Chicago's far south side, U.S. Bank has demonstrated the level of risk it will take to help transform an entire community. U.S. Bank has invested over $113 million in Pullman, which has helped to create over 500,000 new square feet of commercial space and over 1,500 new jobs, mostly for local residents.

Furthermore, with Laura Vowell and Zach Boyers' dedication, U.S. Bank is also a pioneer in a new movement to help CDFIs that are new and/or led by persons of color that have not been able to secure an allocation of the incredibly impactful New Market Tax Credits. U.S. Bank has been educating the CDFI fund on measures it could take to level the playing field for less experienced CDFIs like mine.

The bank has also launched a new internal program, whereby it literally gives want-to-be New Market Tax Credit program allocatees a portion of its allocation to deploy to
help them build their track record in the program, so they will eventually win their own allocation. It did exactly that -- it did exactly this for my agency just a few months ago, and we immediately added the New Market Tax Credit project experience to our New Market Tax Credit allocation application that we just submitted in January.

And the bank is contributing to a national program to teach want-to-be allocatees how to build winning applications to the program.

Wearing my African American Alliance of CDFI CEO's hat, U.S. Bank proactively seeded two programs that are strengthening the capacity of our members, especially those under $10 million in assets, to deploy loans and provide technical assistance to reduce racial economic inequity in predominantly black and brown communities.

Wearing my U.S. Bank Community Advisory Council hat, the bank operates its advisory council with the best values: transparency, honest dialogue, mutual respect, and action. Led by Reba Dominski, the U.S. Bank Community Advisory Council is a place where a community's -- where community leaders go to solve problems.

For example, at a time when many institutions had deemed small-dollar lending unprofitable, U.S. Bank listened to us, and launched its simple loan program in 2018, allowing U.S. Bank customers to borrow up to $1,000, providing a much-
needed alternative to predatory payday loans.

    In closing, as a member of the National Community
Reinvestment Coalition, CCLF's overall support of this merger
is directly tied to U.S. Bank's willingness to work with NCRC
to create a formal Community benefits agreement. And we lift
our voices in chorus with our fellow advocates regarding many
of the issues discussed in this meeting and in other forms
across the country, including the call to minimize branch
closures in LMI communities.

    Our experience with U.S. Bank is that it strives to
do the right thing.

    Thank you again for this hearing.

    MR. OLSON: All right, thank you, Mr. Holmes, and
thank you to all the speakers in our last segment.

    We are about to go on break. But before we do so, I
just want to ask, if you are a speaker in Group 12, we would
ask that you return at 5:25 p.m. Eastern Time to ensure there
are no technical difficulties. For everyone else, we will
resume at 5:30 p.m. Eastern. Thank you.

    (A brief recess was taken.)

GROUP 12

    MS. MURPHY: Good afternoon, good evening, everyone.
We are now ready to get started with Group 12, so I will hand
this off to Meagan.

    MS. BANTA-LEWIS: Wonderful. Yeah, first we're
going to be hearing from Hyepin Im.

If you could, turn on your video and come off mute.

Wonderful, you may begin -- yes, you may begin your remarks.

MS. IM: Good afternoon, or good evening. My name, again, is Hyepin Im. I serve as CEO and founder of a non-profit, Faith and Community Empowerment. For 20 years we have really been a bridge between church and community, as well as the AAPI community.

And we do have a good working relationship with U.S. Bank, as well as Union Bank. Both banks have funded and supported many of our initiatives, including our home ownership initiative. Black and Korean home ownership rate is the same, nationally, and they have been supportive of our work that serves not just Korean, but, really, all communities, as well.

At the same time -- and also, with Union Bank we've had a stronger relationship. I've been on their community advisory board, and they have funded beyond our home ownership with some of our other recent anti-Asian, black-Asian solidarity efforts, as well.

I wanted to say, though, that serving on the board previously with Greenlining Institute, as well as with CRC, I've seen the power and benefit of a written formal Community benefits agreement. Even though we, again, enjoy great
relationships, it is during those annual or semiannual meetings that we get access to those data, and to be able to ask questions of, you know, them honoring those commitments. And so I would really like to recommend and ask that there would be a requirement for a formal Community benefits agreement.

I think it also facilitates conversations and relationships that is not in the normal discussions of a -- as a grantee versus a grantor.

In addition, I would like to also say that, in a merger, you know, funding tends to collapse. Also, staffing tends to collapse. And I think, again, relations are so key, in terms of funding and generating ideas, and bringing issues to the table. And I believe that, especially with Union Bank, they have really made some deep investments. And I would really like to ensure that there will be continuity of some of those key staffing who have those longstanding relationships, or else that -- it will be lost, in terms of that.

And I have, again, experienced many mergers where that relationship is gone, and then suddenly the -- our contact and our funding also disappears. And I think that, again, funding for non-profits -- they're really the only ones during a community crisis that stands in the gap, and has their hands and feet on the ground, and knows those resources, and can be that advocate. But without those kind of
commitments, I think it would be a travesty.

And again, with communities of color, women -- that during this current environment, it is even more pressing than ever that these type of benefit agreements exist, and one plus one should equal minimum two, if not more. And we expect that, and ask for that in the Community benefits agreement.

Thank you so much.

MS. BANTA-LEWIS: Thank you for your comments.

We'll now hear from Nikki Beasley.

If you could, turn on your camera and come off mute.

MS. BEASLEY: Okay, here I am. Well, good evening, good afternoon. My name is Nikki Beasley, executive director of Richmond Neighborhood Housing Services based in California, and supporting the immediate Bay Area counties.

In full transparency, I sit here with a number of different lenses for my comment today. I am newly appointed to Union Bank's Community Advisory Board, and also a appointee of the Federal Home Loan Bank's Affordable Housing Council, and also sit on CRC's board, and active member, as well as sit on a CDFI board, CDF Community Vision. The reason that I share those appointments is to share my comments come from that lens.

I'm here to also talk about the importance of a community benefits agreement. It really should be a staple that can be leveraged in the community, not just the
stakeholders, but community members can understand exactly what the commitment of the bank will be to the communities that they care so much about.

And what I'm looking at is the Community Benefits Plan framework, which I believe was a response to CRC's request or recommendations for a community benefits agreement, and at first glance was somewhat disappointed in the response. I felt that what was shared was very -- from the recommended community benefits agreement, it was very thought out. There was some specific outcomes, expectations, and goals, and what was received was very general, at best, lackluster, basically all -- using all of the taglines.

And I do need to say, from a community stakeholder, we're no longer impressed by the large numbers. Where it states, you know, a minimum of $115 million in contributions over 5 years, when I look at that map, that's about $23 million made nationally. And with all of the segments of work that's needed, it's hard to assume how those funds will be allocated.

I do want to say that -- it was mentioned earlier -- we have a stronger relationship with Union Bank. They've done an incredible job in supporting us. We're looking forward to seeing how we can be more engaged with U.S. Bank. And with this merger potentially making this bank the fifth largest, the expectation is that there's clear transparency and
accountability to the communities that they will be adopting, and that we will need more, and that the investment should represent their being the fifth largest, and when numbers are represented, being able to break that down.

Because again, from a community standpoint, it's hard to understand really what the amounts will show in the community, because many of these areas are still disinvested, disenfranchised, and we don't see the actual outcomes that I'm sure the bank has every intention to make.

Thank you so much.

MS. BANTA-LEWIS: Thank you for those comments.

We'll now hear from Rudy Espinoza.

If you could, turn on your camera and come off mute.

MR. ESPINOZA: Hi, everybody, thank you so much for having me. Good afternoon. My name is Rudy Espinoza. I serve as the executive director of Inclusive Action, a non-profit CDFI based here in LA that is dedicated to advocating for economic justice and providing access to capital to entrepreneurs.

Our organization, like many CDFIs, exists because of the lack of policies that encourage lending in our communities. Our organization has deployed hundreds of thousands in microloans to support entrepreneurs that have been marginalized by banks and our economy. We have also advocated for policies that support rights for workers and for
entrepreneurs, and we do this because we believe that both
access to capital and justice-seeking policies are necessary
to address the widening income inequality that we see.
The bank executives this morning shared their
willingness to continue to invest in the community. We've
heard that they remain committed to supporting the communities
we work in. We also heard today that U.S. Bank and Union Bank
sponsored charity dinners, provide small grants to local
programs, and even encourage its staff to volunteer in the
community. Some even serve on our board of directors. We
heard that the banks support affordable housing, especially
through the use of New Market Tax Credits. These actions
should be welcomed. We should thank them for their
contributions.
But we also have to ask ourselves, what are the
clear community benefits that this merger will yield?
We should also ask, what are the characteristics of
a good community partner in the context of today's
proceedings?
Is a good community partner the one that sponsors a
local small business fundraiser, but doesn't lend directly to
black and brown entrepreneurs?
Is a bank outstanding if they provide a $10,000
grant to support a financial coaching program, but won't open
a bank branch in that same neighborhood?
Is someone truly a promoter of affordable housing if they avoid lending to our communities without a Federal subsidy or a tax credit?

These are the main questions that we should discuss, and I'm happy that the banks that we're talking about today are issuing grants to non-profits. And -- but the hearing today is reviewing an $8 billion transaction, and we have to stay focused on the transaction that will create a $680 billion bank. We can't simply approve it because the banks are providing small grants to our events.

I want to congratulate the banks for an outstanding CRA rating, but this does not mean that the community believes them to be outstanding.

We are seeking a strong partnership with financial institutions like U.S. Bank and Union Bank, but our communities are demanding a truly strong partnership, one that moves beyond what we've seen in the past. We need more than small grants for our programs. We need loan products that are accessible and useful. We need bank branches in our communities, and we need an ironclad commitment for more investment. That's something that's missing today.

I'd like to thank you all for listening to today's proceedings, and I humbly request that you, as our regulators, consider opposing this merger unless there is a clear community benefits agreement in -- with details -- in place
beforehand. These banks are asking for your approval to
merge, and it is more than reasonable to request that they
work with community organizations to outline commitments
before that decision is made. Thank you.

MS. BANTA-LEWIS: Thank you for those comments. We
will now hear from YaVette Holts.

If you could, turn on your camera and come off mute.

MS. HOLTS: Good afternoon, everyone. Thank you for
inviting testimony and feedback from community, and not just
regulators or the stakeholders involved. I really appreciate
and respect this opportunity, and want to encourage all who
are aware that the 60 percent of the U.S. Bank closures are --
have been, in the last year, major-minority [sic] communities.

And with regard to the currently 46 percent closures
in those same communities, that's a total of 752 banks being
closed in at-risk and under-served communities. That's before
this merger.

As my colleague just stated, it's an $8 billion
transaction that seeds a $680 billion entity. And what we
want to do is maintain or encourage a level of transparency
and commitment to the opportunity that this provides.

So rather than doing the most to do the least, we're
looking for these entities, these large institutions who have
roots in these communities, to take the information that
they've learned from experience in these communities with
their clients and understand and activate on the ways that they can actually use this opportunity to establish and encourage new programs and access to funds and opportunities to support the structural aspects of those communities, financially speaking, to not just give the grants or -- sorry, loans, but to create structures that carry it on in the future, ad infinitum.

So ceding aspects that create opportunities going forward, and also that these branches and opportunities within those branches are consistently connected to the needs of the community. And so that is an -- that is a -- continuing to listen and stay connected, and also continuing to bring opportunities that are long-lasting and seed future financial resiliency.

MS. BANTA-LEWIS: Thank you for those comments. We will now hear from Clarence Williams.

If you could, turn on your video and come off mute.

MR. WILLIAMS: Good afternoon. My name is Clarence Williams, and I'm a board member of California Reinvestment Coalition.

Briefly, my appearance and testimony today is for the purpose of opposing this merger.

My opposition, notwithstanding, recognizes a rich and supportive relationship with both U.S. and Union Bank. I have served on Union Bank's Advisory Boards -- Advisory
Committee, excuse me, under the leadership of Rick Hartnett -- Rich -- excuse me, yes, Rick Hartnett, and I've hosted the first California reinvestment meeting with Union Bank, and then President Rick Davis in our offices at California Capital, where I served as president for 30 years.

My years of service recognizes that, although resource -- although providing resources, strong resources to support the collaboration with community development and non-profits is vital, many of those programs, and many of the support thereof, is a result of hours of friendly and adversarial negotiations, discussions, and recommendations and -- in order to reach a commitment to these agreements.

I am reminded that our purpose in this work is to eliminate gross inequality in income, assets, and wealth among low-income and people of color.

My opposition to this merger is based upon the need for a clearly stated, non-ambiguous spelling out in precise language a strong community benefits agreement as a condition of any potential merger agreement. Thank you very much.

MS. BANTA-LEWIS: Thank you for those comments. We will now hear from Carolina Martinez.

If you could, turn on your video and come off mute.

MS. MARTINEZ: Thank you. Good afternoon. I am Carolina Martinez, CEO of CAMEO, a statewide network of over 350 entrepreneurial training programs and small business
micro-lenders in California. Annually, our members serve
about 100,000 various small businesses with training, business
and credit assistance, and loans. These firms, largely start-
ups with less than 5 employees, support or create 120,000 new
jobs in California, and generate a total of 7.5 billion in
economic activity.

The pandemic confirmed what we already knew in the
industry, that women and minority-owned businesses in LMI
communities experienced significant challenges to access the
resources they need to succeed. Our current partnerships have
allowed us to explore creative initiatives to meet those
needs.

For example, we thank Union Bank for launching an
innovative program three years ago to build the capacity of
organizations serving women entrepreneurs in California,
providing multi-year funding for operations, staff training,
and advocacy.

Most recently, Union Bank provided us with a loan
loss reserve grant, which allowed nine micro lenders to
leverage additional funding to be deployed in under-served
communities.

And U.S. Bank has partnered with us to build our
CDFI incubator, building the capacity of our industry.

As you can see, both U.S. Bank and Union Bank are
partners of CAMEO and our member organizations.
As many people have testified today, we enjoy great working relationships with the CRA teams from both banks, and want to and need to continue working with them to address local needs.

A merger threatens to contract the resources coming to California and the small business ecosystem, statewide and in the communities.

As the demand for our member services has grown, we are concerned that, without a clear and strong community benefits agreement, any contraction of funding will slow the progress made to bring resources to the small businesses that need it now, more than ever.

We strongly encourage U.S. Bank to ensure there is a clear public benefit established, and call for the regulators to oppose the merger until a strong community benefits agreement has been put in place.

As our economy needs the small businesses to recover, we would like to see an increase in funding compared to the combined funding currently offered by both banks in order to support non-profits that offer impactful programs, including, but not limited to small business technical assistance to under-served entrepreneurs, loan loss reserve grants, outreach to LMI and minority communities, grants to small businesses, and advocacy.

Thank you for the opportunity to testify today.
MS. BANTA-LEWIS: Thank you for your comments. We will now hear from Hilda Kennedy.

If you could, turn on your camera and come off mute.

MS. KENNEDY: Thank you very much. This hearing is so important because of the California -- what the California Reinvestment Coalition has duly pointed out: this proposed merger may have the greatest impact of all recent mergers in California's history, as it relates to LMI and BIPOC communities.

My name is Hilda Kennedy, and I'm founder and president of AmPac Business Capital. We are an SBA 504 community advantage and micro lender, as well as a community development financial institution. And we've successfully done close to $1 billion in SBA 504 loans for commercial real estate and equipment for small businesses. We've partnered with small businesses to do emerging and startup loans. And we did more than $17 million in PPP loans.

We sit in the City of Ontario in the area known as the Inland Empire, San Bernardino and Riverside Counties, two of the largest counties in the country. And approximately 70 percent of our residents make up a minority group. And this is why I'm testifying today.

We've had great partnership relationships, as others have said, with U.S. Bank and Union Bank as a CDFI. They've been incredible partners that allowed us to indelibly impact
the lives of the small businesses that we've served. And we've had partnerships with them that helped us to finance women business owners because of the Union Bank Special Purpose Credit Program. That's highly commendable.

And so, in order for us to build an inclusive and fair economy that meets the needs of communities of colors, as well as our entire population, a merger of this magnitude must be both measured, and community benefits must be intentional so that a gulf of investment benefits do not leave these communities that are already reeling for recovery as a result of the pandemic. Businesses who have already -- are already nervous about large banks, because they weren't served by large banks by and large during the pandemic.

So my ask is threefold of this incredible board.

In making the merger decision, make sure that there are conditions that focus on bank closures to make sure these communities are not left hanging without banking resources.

Make sure that the special purpose credit program of Union Bank and all the staff members who have operated this can be expanded and meet the needs of the community: women, BIPOC businesses.

And ensure, as you've heard time and time again, that the community benefits agreement for California is protected and executed so that small business owners will not be left out in the cold by another large bank merger.
Thank you so much for this time, and I appreciate the work you're doing.

MS. BANTA-LEWIS: Thank you for your comments.

We'll now hear from Willie Ellison.

If you would, turn on your camera and come off mute.

MR. ELLISON: Good afternoon. I'm Willie Ellison, I am a board member with the Southern California Black Chamber of Commerce, and CEO of Sapphire Marketing.

Southern California Black Chamber of Commerce -- first off, thank you very much for this opportunity. The Southern California Black Chamber of Commerce and the other organizations I represent were members of the Alliance to Close the Racial Wealth Gap. Chamber of Commerce, we are a business organization that is dedicated to improving the economic environment of the minority business community. We are based in the Inland Empire, but we have 15 chapters within all 5 of the counties in Southern California, with the statewide reach along with the national cohort.

And at this time, none of our members have any type of representation or affiliation or relationship with the Union Bank or U.S. Bank. And I would like to think that this merger would possibly bring job opportunities, supplier diversity opportunities to the area. But that's just wishful thinking. We hope it'll take place.

Right now the Alliance -- we are opposed to the
merger, unless they approve the new commitment from U.S. Bank. And although the CBA reads well, I would like to see a few more specifics -- one in particular supporting the minority media market with a specific dollar amount, not just saying they'll double the spend, because we don't know what that spend is right now.

We'd like to see them do a specific dollar amount for a five-year period or longer, and also work with local minority PR firms, advertising firms to help do the -- help with the media buys. Some of their counterparts have done commitments of $750 million over a 5-year period, working directly with the minority media market, and we'd like to see them commit to the same type.

We'd also like to see them make a commitment to minority developers in the housing market, as well as commercial market.

So with that being said, I would like to thank you for the opportunity, and hopefully you could encourage them to agree to a new commitment. Thank you very much for your time. I appreciate it.

MS. BANTA-LEWIS: Thank you for your comments. We will now hear from Norma Garcia.

If you could, turn on your camera and come off mute. MS. GARCIA: Okay, thank you very much. Good afternoon, Board of Governors of the Federal Reserve and the
Office of the Comptroller of the Currency. Thank you for this opportunity to testify. My name is Norma Paz Garcia, and I am the policy counsel and director of advocacy for the Mission Economic Development Agency, also known as MEDA.

Rooted in San Francisco's mission district, MEDA is advancing a national equity movement by building Latino prosperity, community ownership, and civic power. We were founded in 1973, and we are a Latino-led non-profit organization that invests in the lives of under-served families through direct services, community development initiatives, including our CDFI, and our affordable housing development, and policy advocacy.

As you may know, San Francisco's Mission District is one of our nation's ground zero for gentrification and displacement and, in our case, of our historic Latino population. MEDA has been a significant force in creating and implementing solutions to stabilize our community. And our membership in and support of the California Reinvestment Coalition is one of these elements, and one of -- to -- of our efforts to ensure equity, not just in the neighborhoods we serve, but statewide and nationally.

That is why MEDA opposes the merger, unless there is a strong community benefits agreement in place to ensure that any merger produces a clear public benefit that is arrived at with meaningful community participation.
I agree with the testimony given by others who spoke earlier today, particularly Mark Stivers and Katie Lamont, that the merged bank must increase investments by 50 percent at a minimum, and other speakers who have told you why it's so important to ensure that no branches are closed in LMI communities.

Based on today's testimony by the proponents of this merger, I understand that there has been a commitment to develop a community benefits agreement, and that community benefits agreement is forthcoming. But as of today, as of today, no such agreement exists. And given that we ask that you not approve this merger until a clear and detailed and formal written community benefits agreement is in place, this is in the best interest of all the stakeholders and the regulators, as well. And it seems like we're very close to that. So we need to be courageous, and make sure that we get this in writing so that we can all move forward.

Thank you for the opportunity to speak. And this concludes my remarks.

MS. BANTA-LEWIS: Thank you for those comments.

We'll now hear from Nancy Swift.

If you would, turn on your camera and come off mute.

MS. SWIFT: Yes. Hello and thank you to this board for this opportunity to be part of a very historic public meeting, I understand. I also appreciate your fortitude in
the length of this meeting.

My name is Nancy Swift. I'm the executive director of JEDI in far northern California. We are a community economic development organization providing entrepreneurial and financial stability programs to under-served rural people over the last 25 years. We host an SBA Women's Business Center, an IRS free tax preparation center called VITA, and a farmer's market.

I'm also the chair of the California Women's Business Center Network, comprised of 16 centers providing culturally appropriate in-language business development services to targeted communities across the state.

Both programs have received impactful CRA and foundational support from both U.S. and Union Bank, and we consider ourselves strong partners with both banks.

As so many before me today, I'm here to discuss ways in which this merger could achieve better success under the applicable statutes. I'd like to speak especially to the effects of the proposal on the convenience and the needs of the communities to be served by combining the banks and the insured depository institutions' performance under CRA.

I speak in opposition to the merger, unless a more significant U.S. Bank community benefits agreement is signed that includes a reinvestment goal comparable to 50 percent more in California, and that is negotiated with the community.
As we're all painfully aware, and was referenced earlier, the effects of the pandemic have laid bare the systemic failures to equitably serve women, women of color, rural folks, low to moderate-income people, and black and indigenous people of color.

I would expect that this merger was a moment in time to strategically address this reality anew, and be very specific in setting targets to better serve these particular communities. There's quite a bit of reference in the suggested U.S. Bank CBA to investing in low and moderate-income and minority communities. As a part of this new negotiated CBA let's also include women and rural areas explicitly in our metrics.

Union Bank has many innovative investment programs. One such program was referenced earlier by Carolina Martinez, the weekend capacity-building programs for organizations serving women small business owners. Expand this program to meet the demand, as half the business startups in this state are from women, and a greater percentage of women of color. This could be a $3 million program spending -- spanning three years.

Another area where Union Bank has had some significant expertise is in making small loans -- under $100,000 -- to small businesses. This is an asset to build on in this merger, and would support the gap in funding small
businesses face who are rebuilding California's inclusive economy.

So in closing, I hope the bank will demand a CBA that has at least a 50 percent increase in California, and that is negotiated with the community. And I look forward to working to make this merger have even more historic commitments to California's under-served populations. Thank you so much.

GROUP 13

MS. BANTA-LEWIS: Thank you for those comments. We will now move into Group 13. And first we'll hear from Nick Weiner.

If you would, turn on your video and come off mute.

MR. WEINER: Yes, okay. Well, thanks so much, yeah. My name is Nick Weiner, I'm the national director for the Committee for Better Banks, which is the only independent voice for frontline bank workers.

On behalf of our 13,000 members, we oppose the proposed merger of U.S. Bank and MUFG Union Bank, unless, as others have mentioned, there's a community benefits agreement that will ensure the merger will produce strong public benefits.

Recent polls and surveys of our members reinforce what we already know: bank consolidation results in job loss through branch closings and layoffs, especially in under-
served communities, and threatens consumer well-being by impairing the rights of bank workers. Customer servicing departments experience higher caseloads, performance metrics, and sales goals.

Specifically, at U.S. Bank, employees have noticed longer customer hold times over the past six months, which they attribute to a recent hiring freeze, and many customer-facing departments already cut to the bone. Workers are concerned that the proposed merger will make this problem even worse.

While we appreciate the CEO's verbal commitments this morning, U.S. Bank has a long way to go to improve its employment diversity. We recently conducted a study examining issues related to race in the workplace at 13 large retail banks using EEO-1 disclosure data. U.S. Bank received an overall grade of a D. With respect to job advancement opportunities, our study found black employees at U.S. Bank had a mere 13.5 percent chance of being in senior management or executive positions, compared to their white colleagues.

Frontline workers already endured tremendous stress from bearing the weight of meeting customers' financial needs on their shoulders. These roles sustain local communities, determine customer satisfaction, and ensure bank health by connecting branches to the economies they serve. Without stringent requirements and enforcement mechanisms, banks
rarely live up to their verbal commitments made prior to obtaining merger approval.

As an example, SunTrust and BB&T did not live up to the pledges made by their CEOs prior to gaining approval to form Truist Bank. We found that Truist has not opened the 15 new branches in LMI communities that its CEO committed to at a U.S. congressional hearing. Instead, to date, they have only opened 10. Our analysis also showed that, post-merger, Truist dramatically shifted away from opening new branches in BIPOC and LMI communities by 35 percent. Further, in the first full year of the merger, Truist laid off 8 percent of its total workforce, or approximately 3,800 full-time employees.

Therefore, we urge the Federal Reserve Board and the OCC to prevent this proposed merger from harming communities through the elimination and degradation of bank worker jobs by requiring a forward-looking community benefits agreement that addresses workers concerns to ensure it provides clear public benefits.

This concludes my remarks. Thank you so much.

MS. BANTA-LEWIS: Thank you for those comments. We will now hear from Andrew Menor.

If you would, turn on your camera and come off mute.

MR. MENOR: Hi there. My name is Andrew Menor, and I am the policy and civic engagement associate with the Thai Community Development Center based in Los Angeles. Thank you
for the opportunity to speak at today's hearing.

For 28 years our organization has been working to address the multi-faceted needs of low and moderate-income Thais and other minority communities throughout LA. Therefore, we are intimately aware of the daunting challenges facing disadvantaged minority communities throughout our city, especially when it comes to accessing banking, lending, and other key financial services.

One of the most persistent obstacles preventing our communities from accessing financial products and services is a lack of language access. Many of the communities we serve are comprised of immigrants for whom English is not their first or primary language. Because these individuals are limited English proficient -- or LEP, for short -- they often struggle understanding and completing key financial documents, managing bank accounts, resolving problems with financial products, and conducting everyday financial affairs that are technical and challenging to navigate, even for native English speakers.

Due to these language barriers, LEP consumers are unbanked or under-banked at a much higher rate than native English consumers, and have a much harder time accessing capital, loans, and retail banking services. Consequently, these consumers offer -- often turned to alternative or higher-risk sources of financing and forms of money management
in order to meet their financial needs.

It's important to note that these challenges are not exclusive to LA, and exist across California. California is -- according to the U.S. Census Bureau, almost 44 percent of California households speak a language other than English, and nearly 1 in 5 California residents are considered limited English proficient. Therefore, we believe financial institutions such as U.S. Bank must play a larger role in creating a more inclusive environment in the financial marketplace that is accessible for everyone, regardless of their primary language.

For example, U.S. Bank should commit to increasing multi-lingual staff, or hire third-party language service providers to provide translated financial documents and applications; verbal interpretation services, both in person and over the phone; and other forms of language support to assist with residential mortgage originations, small business lending, and other banking needs.

Furthermore, U.S. Bank can provide financial literacy classes and education about financial products in multiple languages to reach unbanked and under-banked immigrants.

We also believe their mobile app could include more languages other than just English and Spanish.

To effectively meet the language needs of diverse
LEP consumers, we suggest that U.S. Bank review demographic data about the localities they serve from sources such as the U.S. Census Bureau to effectively align their language-focused resources with local demographics, and better serve the wide array of LEP consumers across our state.

In conclusion, unless U.S. Bank's merger proposal is amended to include a strong community benefits agreement that incorporates not only our recommendations but those expressed by all the other community organizations here today, we, unfortunately, would have no choice but to oppose this merger.

Thank you so much for your consideration and time.

MS. BANTA-LEWIS: Thank you for those comments. We will now move on to Adam Briones.

If you would, turn on your camera and come off mute.

MR. BRIONES: Hello, good afternoon. My name is Adam Briones, and I am CEO of California Community Builders. I will keep my remarks brief, because I know that we are nearing the end of a very long day, but I do you want to give some background on my organization.

CCB is a think and do tank that works to close the racial wealth gap through home ownership, small business, and access to capital, and believes that people of color must always be at the table, not on the table of policy-making.

CCB is also a member of the Alliance to Close the Racial Wealth Gap, a coalition of organizations in five states
working to ensure that financial institutions reinvest and
support the diverse communities they profit from.

In relation to the merger, first, thank you to the
Federal Reserve and OCC for holding this hearing. For a
merger of this size and scope, it is important that as many
diverse community voices be heard as possible.

Second, I want to acknowledge that my organization
believes there have been good faith efforts by U.S. Bank
during this merger process, including a CEO meeting with the
Alliance members last year as part of their listening tour, as
well as the creation of a draft commitment with our and other
advocates' input.

I also want to add that we have a historic and
strong relationship with Union Bank, including as a grantee,
and we hold Union Bank's community development staff as the
gold standard in the industry.

Third, CCB and the Alliance submitted a comment
letter opposing the merger last year. For the record, CCB and
the Alliance remain opposed to the merger today.

The draft Community Reinvestment Plan that U.S. Bank
has presented is a starting point, but there are substantive
issues that we would like to see resolved before it is
finalized, and before this merger is approved, including an
agreement from the bank that the commitment will be signed by
their CEO and presented to their board of directors as a sign
of the seriousness with which they take this commitment. Further -- remain opposed to the merger until other coalitions who have provided input into the plan are satisfied that it meets the needs of the communities they represent.

We thank the Fed and the OCC for holding this hearing, and U.S. Bank for their good faith efforts to engage in continued dialogue with our and other coalitions. With that said, we ask that this merger not be approved until U.S. Bank and community coalitions throughout the country have come to an agreement on what U.S. Bank's new CRA commitment will be, and how it will be implemented. Thank you.

MS. BANTA-LEWIS: Thank you for those comments. We will now hear from William Michael Cunningham. Turn on your video and come off mute.

MR. CUNNINGHAM: Okay, I am William Michael Cunningham. I'm CEO of Creative Investment Research. We are a firm that's been creating high social impact investment since 1989. I hold a master's in economics and an MBA in finance, both from the University of Chicago, and I'm an adjunct faculty member at Georgetown University.

Our perspective on this merger is as follows: We believe it's a violation of 12 USC 1842(c)(1) in that it results in monopoly concentration. Our research indicates that, if current trends go uninterrupted, by 2041 there will only be two banks in the United States of America. Just do
the trend research yourself.

In addition, we see that the assets held by
depository institutions of greater than 700 billion has grown
to 40 percent as of 2020, and that's an increase from 10.5
percent in 1990. Actually, let me correct that. It was 2
percent in 1990. So we've seen nothing but a concentration of
assets leading to a monopoly condition.

Secondly, we believe the merger and the Fed's
approach here is in violation of 12 USC 1842(c)(2). The board
has excluded authentic African American viewpoints, as
indicated by the pettiness in scheduling these remarks last.
Instead, the board has relied on opinions from token industry
participants and "community" organizations funded by banking
entities.

Let me point out that we take no money from any
bank.

These entities have accelerated gentrification, are
self-interested, biased, ethnically and ethically compromised,
and they're managed by and represent the interests of
non-black individuals.

In addition to those violations, we believe this
merger is a violation of 12 USC 1842(c)(2) in that the Federal
Reserve has not identified the effects of climate change and
the impediments to a low carbon economy transition that the
merger will impose on society and the service areas.
Finally, we believe that this merger also violates 12 USC 1842(c)(3) in that the Federal Reserve is unable to regulate in the public interest and, therefore, cannot appropriately supervise the resulting merged entity. The merged entity is thus unable to provide the Board with assurances that timely, accurate information on the bank's operations will be utilized in a manner consistent with the law's intent, since the Board itself may misuse whatever information is provided. We refer to the recent resignations of the Federal Reserve Bank president of Dallas and other Federal Reserve Banks, and we also refer to Wells Fargo in (inaudible).

So that's it for us. Thank you very much.

VOICE: Thank you.

GROUP 14

MS. BANTA-LEWIS: Thank you for those comments. We will now move into Group number 14. First up we've got Bobby Bivens.

If you could, turn on your camera and come off mute.

Mr. Bivens: Good afternoon. My name is Bobby Bivens, B-o-b-b-y B-i-v-e-n-s, and I am the economic advocacy chairperson for the California's NAACP State Conference of Branches, and also a member of the NAACP National Economic Advisory Committee. We are here -- or I'm here today representing the opposition to the merger.
The U.S. Bank and Union Banks are located in the area where I am -- that is San Joaquin County, California, more specifically, Stockton. And in San Joaquin County, representing over 800,000 people, there are combined 5 branches, 5, for 800,000 people or more.

There has been zero -- zero -- outreach from either bank to the black business community, the Latino business community, or the Asian business community. Stockton, California is the most diverse community in the nation. We have over 80 percent ethnic minorities in our community. Therefore, that means that Union Bank and U.S. Bank have not made an effort to reach those people of color throughout San Joaquin County.

The bank at -- the bank has not reached out to either of the Chambers of Commerce. I did a check today to make sure that the same conditions still exist today as they have all along.

So we definitely oppose the merger until the banks, both of them, and collectively one, are more willing to engage in economic wealth of people of color, specifically African Americans. And when African Americans benefit, all people benefit, because there's no law or rule that only affects us. The banks need to show good -- not just good faith, they need to show actual participation and implementation of revenue generation and sharing in the communities of color,
specifically African American color people.

Again, we do not believe that this is to the benefit of a large percentage of Americans that are in the San Joaquin Valley and also central California. There needs to be an increase in banks, and not a decrease.

So thank you for this opportunity to speak today.

Again, the NAACP California State Conference of Branches is in opposition to this merger, and there are 52 branches throughout the State of California.

Goodbye, have a great day.

MS. BANTA-LEWIS: Thank you for those comments. We will now move on to Kenneth Kelly.

If you could, turn on your camera and come off mute.

MR. KELLY: Good afternoon, committee members Ben Olson, Donna Murphy, Vaishali Sack, Chris Wangen, Barry Wides, and Jason Almonte. My name is Kenneth Kelly, I serve as chairman and CEO of First Independence Bank, which opened its doors in May of 1970.

Our bank is a minority-owned and controlled institution that is now approximately $400 million in assets. We are one of only two banks headquartered in Detroit. On February 22nd, 2022 we opened our first branch in Minneapolis, Minnesota. I'll speak to this later. We are also only one of about 17 African American owned and controlled banks out of nearly close to 5,000 banks in the country.
To be candid, we excel and talk about this from not just an academic perspective, but one that is meaningful, because we have put our money where our mouth is, as it relates to banking.

I currently serve as a director of the American Bankers Association, and I am also the past immediate chairman of the National Bankers Association, which has been the voice of minority banks in this country since 1927.

There are two points I want to drive home to support this merger: one, the state of the banking sector, which you probably already know; number two, the character of the leadership of the merged institution.

The current state of banking. The cost pressures of running an institution are enormous, and continue to increase along the lines of compliance technology and also human capital. These trends have been going on for nearly 40 years. It is a fact that in Q1 1984, there were 18,083 banks in our country. Today, there are 4,839 banks. Therefore, it is a fact that the number of banks are declining, and the scale and the size of the banks, from the asset standpoint, are growing. This is needed to maintain the efficiency and stability of this sector.

The essence of the banking sector is to create certainty. Without our banking system, the American life that we know and cherish would be challenged. At the Federal level
the OCC was created in the midst of the Civil War to create stability of the currency. The Federal Reserve was created in 1913, and the FDIC was created in 1933 to help solidify the certainty and stability to maintain the banking sector when moments of concern dictated the need for action. As a leader of an institution, I can share firsthand the cost pressures and the impact that they have on our business.

Secondly, I want to make reference to the topic of - - I have shared regarding the character of the individuals at U.S. Bank. I have gotten to know the individuals like Tyann Allen and Greg Cunningham, who were instrumental in our bank becoming a protege program of U.S. Bank through the Treasury process under Secretary Mnuchin. Upon our bank review and the possibility to move into Minneapolis, we've gotten to know Director Dorothy Bridges and Vice Chairman Tim Welsh. These relationships have been critical to us establishing a African American bank in the Twin City market, and I think they should be given credit for it.

Given the fact that our industry is going through aggregation, the need to have strong character running these types of institutions is a must, and I fully support the U.S. Bank merger, understanding the sophistication of these two individual banks, seeing that it is in the best interest of both institutions moving forward.

Thank you so much for the time to testify today.
VOICE: Thank you.

MS. BANTA-LEWIS: Thank you for your comments. We will now move on to Pamela Isom.

If you would, turn on your camera and come off mute.

MS. ISOM: Good afternoon. My name is Pamela Isom, president and CEO of In Case of Emergency, or ICE Safety Solutions, and I'm a black, woman-owned company in business for 23 years, and we have one mission, and that is to make sure no person working in any corporation becomes ill, injured, and lose a life.

I'm here today to support the merger, and the main reason is I watched Union Bank grow from the first inception. They were the only bank that would lend to me. They were the only bank that had a lending program for minority and women-owned businesses, when all the other banks turned their cheek to us and walked away.

In 2005, with the merger of Union Bank and Bank of California, I watched how Union Bank held steadfast to their commitment of diversity, making sure they could lend to us.

In 2008, during the financial crisis, Union Bank was the only bank who did not turn off our line of credit. They thought more about the small women and minority-owned businesses to make sure that we could survive.

And not only that, during the pandemic they were the only bank, when so many other small, minority-owned businesses...
and women-owned businesses couldn't get PPP funding, and the excuse was, "Did you not have a relationship with them," Union Bank funded us. They have continued to support all types of industries.

On top of that, their outreach and diversity to businesses like mine to bring us into the economic growth and vitality of supply chain. MUFG Union Bank has not only brought our business into the supply chain, but they have brought us into other corporations that are not even financial institutions. They educate, they send suppliers who are up and coming to educational programs like UCLA. They serve banking programs at community colleges. They are boots on the ground to make sure that, A, they support the business community, they support supply chain, and they make sure that I have the capital I need to grow.

There was no way I could be in business for 23 years if I didn't have the financial capital support of Union Bank, that I didn't have the relationship that I have. Therefore, thank you, MUFG Union Bank. I definitely support this merger because, at the end of the day, I need to make sure my business can make it out alive, out of any pandemic, out of any financial crisis. And that's exactly what Union Bank and MUFG does with this merger.

Thank you so much. This concludes my remarks.

MS. BANTA-LEWIS: Thank you for those comments. We
will now hear from Roberto Barragan.

If you could, turn on your camera and come off mute.

MR. BARRAGAN: Good afternoon, good afternoon. My name is Roberto Barragan, I'm the executive director of the California Community Economic Development Association here in Los Angeles. And thank you very much to the Federal Reserve and the OCC for hosting these hearings.

As a former chairman of the Federal Reserve Board of Governors Community Advisory Council, I am very proud that you have taken the time and worked with this technology to bring us all together and before you.

CCEDA is a statewide organization of some 200 community financial institutions, community action agencies, and community development corporations, all focused on serving under-served communities of color, under-served communities of color throughout the State of California.

Having said that, we have had a very productive partnership with U.S. Bank for many years, and an almost equally productive relationship with Union Bank over these many years, helping small business, particularly through this pandemic, and helping new and growing community development finance institutions of color.

We urge U.S. Bank to complete and consummate and execute a community benefits agreement that would speak to speak -- it would speak to retaining bank branches. Our
organization, CCEDA, is spending many days now in rural communities throughout California. And as we learned over the past decade, rural communities has been where we've been challenged. Rural communities has been where resources have not been available. Rural communities is where they need assistance and support.

And then these communities that have needed assistance, closing bank branches in rural communities is not the way to serve them. And in U.S. Bank and Union Bank, they have numerous branches in those communities that we hope will -- and urge to be retained.

At the same time, while both the U.S. Bank and Union Bank have made significant investments across California, we now see that transformative, impactful investments that change communities, that transform communities are what needed [sic]. And finally, we’re looking for more support for non-profit organizations of color, non-profit organizations of community development financial institutions of color throughout the State of California.

I want to thank you for your time, and appreciate the opportunity to speak with you.

MS. BANTA-LEWIS: Thank you for your comments. We will move on to Karen Johnson.

If you would, turn on your camera and come off mute.

MS. JOHNSON: Good afternoon. My name is Dr. Karen
Johnson, I'm the president and CEO of New Pathways for Youth located here in Phoenix, Arizona, and I'm testifying today in support of U.S. Bank.

U.S. Bank has been a wonderful partner for New Pathways. Their leadership here in the Valley serves on our board of trustees, as well as on our advisory committee. They assisted us during COVID in transitioning our banking services, and helping us to obtain the appropriate loans to keep our agency in operation during the pandemic. They've supported us through sponsorships and grants.

Our community -- our agency serves primarily BIPOC youth who are living in poverty, and that bank's commitment to that community and to our organization has been unparalleled. Very grateful for their leadership, and very much in support of their -- of this merger.

So I'll leave you my extra minute and a half. It's been a long day for you. Thank you very much.

MS. BANTA-LEWIS: Thank you for your comments.

We'll now hear from Ruth Garcia-Corrales.

If you could, turn on your camera and come off mute.

MS. GARCIA-CORRALES: Hi, my name is Ruth Garcia-Corrales, and I'm the director of New Economics for Women Business Center in Los Angeles, an SBA program, and I want to thank the Board of Governors for this opportunity to express our support for the merger of U.S. Bank and Union Bank.
We at New Economics for Women work specifically with people of color. Seventy-five percent of our clients are women, and we opened our offices in April 1st of 2020. When everybody was shutting down, we were opening our offices. SBA allocated this new women business center in Los Angeles, northern part of Los Angeles, and I can tell you and testify that Union Bank was there to help us.

We were starting, we were having all this overwhelming amount of clients that needed help with the EIDL and the PPP, and we were overwhelmed with so many people, and Union Bank was there to help us. They were very supportive in giving us the opportunity to connect with other organizations and help with grants, and connect us with the County of Los Angeles to get more support for the operation of our office.

This support is because Union Bank is -- it's a community bank. They understand the needs of our community, and we want them to grow and have a stronger reach in our area. My support from Union Bank has given us the opportunity to grow our programs, and we are sure that they're going to continue their efforts in developing our organizations and helping us with our community. And, of course, all the programs with loans and micro loans and small business loans, all of that helps our clients.

So I know you guys have a long day. I'm on the West Coast, so for me it's only 3:00, or -- but for you guys, it's
late. So I just want to thank you for giving us the opportunity to share a little bit of our story today. Thank you.

MS. BANTA-LEWIS: Thank you for those comments. We will now hear from David Mendoza.

If you could, turn on your video and come off mute.

MR. MENDOZA: Yes, good afternoon. My name is David Mendoza. I'm the project director for the Fresno Native American and Business Development Center and the Minority Business Development Center for the last 10 years, and I've been listening to today's public hearing from the start. And I appreciate your time and patience to listen to our comments and concerns.

Currently we have no U.S. Bank branches in Fresno County, and there is currently three Union Bank branches in Fresno County. I'm concerned about the under-served rural communities of our Central Valley, especially our Native American communities. There's little access to capital for these under-served rural small businesses and families.

The American Indian, Alaska Native, and Hawaiian Native business communities is a growing sector of California, Oregon, and Washington State's thriving small businesses. They need access to capital to continue to grow their businesses, provide services and products to their communities and, more importantly, add jobs.
In California we see many large banks focus in the Bay Area and Los Angeles metro areas. We would like the U.S. Bank merger to plan to better serve the Central Valley businesses. With more and more bank branches closing, I would like to use your -- like you to use your knowledge, your input, and your expertise to make the right decisions.

I would like U.S. Bank to provide an access to capital plan for the Central Valley rural communities in their community benefits agreement.

I appreciate very much, and I know that your day is long, and I salute you for your stamina, and I thank you for your time. That will do it for me. Thank you very much.

MS. BANTA-LEWIS: Thank you for your comments. We will now hear from Faith Bautista.

If you could, turn on your camera and come off mute.

MS. BAUTISTA: Hi. Well, hi, thank you, and congratulations to Federal Reserve for putting this very first-time Webex public hearing. It's pretty cool, actually.

Both U.S. Bank and Union Bank have always been community supporters and made significant investment in lending. This is why both banks are -- have outstanding ratings. But can we make them outstanding-plus? I think we can. Let's do more than what they already have been doing.

CRA, you know, in my opinion, has not really helped LMI communities to narrow the gap of income and wealth...
inequality. We all know how expensive it is to be poor. We need to continue having meetings with senior management to find solutions to help those under-served, hard-to-reach and -- hard-to-reach consumers that needs our help. After hearing Andy Cecere today, I am hopeful that they will not only listen, but will implement programs and local community needs.

It's not a one-size-fits-all solution. You know, we understand how the -- how we -- we have to understand how to break down the barriers, and do it with local CBOs and faith-based organizations. There are small, extra small, medium CBOs that can do as much as large and extra large organizations. So, you know, let's not put all our investment on an easy-to-fund organization. Automatic underwriting will not help the people we serve. The new bank must invest on CDFIs that focuses on helping borrowers that doesn't fit the box on lending. Most of the time, creating mega-banks will not help lending to micro and small businesses, but you can find a local partner that can do that for you.

Lastly, anti-Asian hate. I've been listening to this since 8:00, and I don't think Asian hate has been brought up. You know, let's not forget the Asian. We are experiencing discrimination for years, and it's not stopping. Every day you will hear from youths and neighbors that discrimination that my fellow Asian is experiencing. Diverse segment or multicultural marketing segment has to increase
marketing and support to the eight percent Asian population.

Do you know that 74 percent of Asian women has experienced a hate crime?

Advertising dollars is less than one percent to Asian. We need to do something about it, and I'm hoping that the -- all of Union Bank, U.S. Bank are listening.

And thank you, thank you. It's late for you guys.

MS. BANTA-LEWIS: Thank you for your comments.

We'll now hear from Mark Angelini.

If you could, turn on your camera and come off mute.

MR. ANGELINI: Thank you. Good evening. I am Mark Angelini, president of Mercy Housing Lakefront. We are the geographic business center for Mercy Housing, Inc., operating in the Great Lakes region of Illinois, Wisconsin, and Indiana. We are the region's largest non-profit developer of serviced, enriched, affordable housing. And I would like to express my support for the proposed merger of MUFG Union Bank and U.S. Bank.

Earlier today, Ismael Guerrero, CEO of Mercy Housing Inc., noted that many -- noted the many banking services provided to Mercy Housing by U.S. Bank, including a $10 million unsecured line of credit that supports all the pre-development costs of the various Mercy Housing regional centers, including Mercy Housing Lakefront.

Now I would like to add a little bit of a regional
perspective, and note that both U.S. Bank and Union Bank have
been generous donors supporting the operations of Mercy
Housing Lakefront, and directly providing volunteer services
to our residents. Since I became president eight years ago,
both have been continuous donors, in terms of grants, and have
been very generous. In the case of U.S. Bank, the support
actually goes back further, to 1995.

In addition, many regional U.S. Bank employees here
in the Great Lakes area have donated time in providing
financial literacy assistance to many of our residents.
Another example of the, I think, very dedicated and exemplary
focus on community that comes from U.S. Bank personnel, U.S.
Bank assigned its senior regional leader, the vice president
and community affairs manager in Milwaukee, to be a founding
member and, for the past five years, board chair of our
Wisconsin Partnership Board. In that role she has provided us
wise counsel and guidance as we have expanded our mission in
Wisconsin. She has also been an engaged volunteer in
connecting us to resources and service partners.

In my experience then, this person, Suzanne Zwaska, I
think, really embodies the same community spirit and deeply
felt commitment to helping the residents who live with us that
all U.S. Bank volunteers have shown. We are grateful for the
time, talent, and treasure that local U.S. Bank have committed
in support of our mission.
Thank you for your time and attention.

MS. BANTA-LEWIS: Thank you for your comments.

We'll now hear from Andrew Hoan.

If you could, turn on your camera and come off mute.

MR. HOAN: Good afternoon from Portland, Oregon, and good evening to all of you on the East Coast. My name is Andrew Hoan, and I am the president and CEO of the Portland Business Alliance, which is Greater Portland's Chamber of Commerce, founded in 1870, and represents the most -- the largest and most diverse business network in the region.

On behalf of our over 2,000 members, I would like to offer our support for the U.S. Bank and Union Bank merger. I'd like to share testimony that highlights U.S. Bank's commitment to improving the social and economic fabric across the communities it serves.

In particular, and across our region, we have witnessed the profound impacts that U.S. Bank has achieved in areas related to community investment and housing and homelessness to address racial and economic inequalities, providing economic opportunities to minority and women businesses, achieving innovation in community development, financing, and access to credit in low to moderate-income communities and communities of color, enhancements in the areas of housing and small business, as well as strengthened partnerships between its bankers, non-profits, and community
development financial institutions, and opportunities to build
and steward two-way dialogues with community organizations to
help build shared solutions to prevailing community concerns.

The Portland Business Alliance also recognizes that
U.S. Bank employees are committed to serving their communities
in a variety of ways, from volunteer board service and
volunteer donation drives to ensuring that their time and
monetary investments are matched by U.S. Bank's employee
giving and engagement programs.

U.S. Bank is an incredible asset to the communities it
serves, and the alliance recognizes that U.S. Bank is a leader
and influencer in these areas.

We urge you to approve this application, and thank
you so much for your time and dedication to this process.

MS. BANTA-LEWIS: Thank you for those comments.

We'll now hear from Adair Mosley.

If you could, turn your video and come off mute.

MR. MOSLEY: Good evening to you all. My name is
Adair Mosley, and I serve as the president and CEO of
Pillsbury United Communities, a century-and-a-half-old
community impact organization.

U unequivocally, I come forward in full support of
this merger.

One of the most fundamental questions that I've
asked over the past two years is what does a moment need from
its leaders? So I examine this opportunity through that lens, and there I find leaders at U.S. Bank continuously rising to meet the moment.

Beyond the economic impact levers, we must also examine the integrity of leadership. Are the values, words, and actions of the institution congruent? It is when this harmonious balance is achieved that an institution can be deemed trustworthy, and only then given more responsibility. U.S. Bank meets this high bar.

Additionally, for me to give my testimony today, I examined the position, decisions, and values of this organization before we were met with the disruptive forces, largely, of 2020. Where was the institution before racial and social justice became mainstream, and virtue signaling in many organizations? U.S. Bank has been consistent. In solidarity with communities in creating an exclusive workplace for all, more of a -- they have made monumental investments in our community.

As a leader in our region, and a resident of north Minneapolis, I've witnessed severe predatory lending practices from institutions from payday loans to inhumane check cashing services in north Minneapolis. I've witnessed banks regard north Minneapolis not worthy of credible banking services, leaving the un and under-banked helpless.

However, there has been one bank that has remained:
U.S. Bank. Six years ago, Pillsbury stood up a grocery store in north Minneapolis to address food insecurity and healthy food access. Although at the time these were not strategic pillars of their philanthropic giving, U.S. Bank understood that it was the desire and aspirations of the community in which they serve. Therefore, they provided a substantial grant to the development of North Market.

Fast forward, May 2020. George Floyd's murder shook the core of Minneapolis. And there we stood, a moment of reckoning, a catalyst for racial and social justice across the world. U.S. Bank met this profound moment by committing tens of millions of dollars to CDFI and small black-owned businesses to close the racial wealth gap. U.S. Bank made a multi-million-dollar investment in our strategy, Justice Built Communities, focused on building equitable economic development.

Consistent congruency with values, words, and actions. U.S. Bank is committed to rebuilding its branches with state-of-the-art facilities in most economically challenged areas of Minneapolis. U.S. Bank is poised to bring substantial positive impact to California market, and double down on its commitments to community that have been historically marginalized [sic]. Thank you.

MS. BANTA-LEWIS: Thank you for those comments. And now we'll hear from Yasmin Davidds.
If you could, please turn on your video and come off mute.

MS. DAVIDDS: Good afternoon, everyone. Thank you for the opportunity to make comments at this hearing today. My name is Yasmin Davidds, CEO of the Multicultural Women Executive Leadership Foundation, a non-profit organization offering leadership and entrepreneurship training and development for multicultural women. Its focus is on strengthening the U.S. economic landscape by leveraging multicultural women cultural capital through customized gender and cultural education, access to business capital, mentorship, and a support network. It accomplishes this by empowering multicultural women to develop leadership and entrepreneurial intelligence, create jobs, and develop leaders, thus spawning a new generation of successfully sustainable, multicultural, high-level leaders and companies.

To accomplish this mission, we need the support of banking institutions and other corporate citizens. Union Bank has been unique among financial institutions of its type in terms of supporting multicultural women leaders and entrepreneurs. They have been constant and exceptional contributors in both monetary support and leadership engagement within our organization and others in our community.

In the case of our organization, Union Bank provided
the seed money to launch the Multicultural Women Executive Leadership and Entrepreneurial Program, in partnership with the USC Marshall School of Business. This program currently stands as the only multicultural women leadership program for senior level women in the country. Union Bank is represented on our board and advisory committees and as faculty and advisors in our programs.

Digital expansion of our entrepreneur programing and services were enabled because of support from Union Bank. It is because of this support that we were able to help our multicultural women small business pivot to digital platforms during the pandemic. Their businesses were sustained. Some even grew.

Over the past 15 years we have had many relationships with banking institutions. None have been more dedicated than Union Bank in helping to support the development of multicultural women leaders. Union Bank has continued to be our strongest and most consistent contributor over the years. From funding to board to direct leadership, they have set the standard for best practices in this area. It's for these reasons, among many others, that I am supportive of U.S. Bank's acquisition of Union Bank.

Thank you for providing me this opportunity to testify. This concludes my remarks.

MS. MURPHY: So thank you very much, everyone. On
behalf of my co-presiding officer, Ben Olson, and all of the
panelists from the Federal Reserve Board and the Office of the
Comptroller of the Currency, we want to thank all of you who
have presented today, everyone who listened in and attended
the hearing, and particularly we want to thank all of the
presenters for cooperating with our fairly strict time limits
in order to allow everyone the opportunity to speak.

I also want to personally thank all of the Federal
Reserve Bank of St. Louis staff who worked so hard behind the
scenes to make this all work in this, you know, really
challenging format. But I think it really worked well. We
had presenters from all over the country.

So with that, we will -- we appreciate all the
remarks that were made. Obviously, they will be considered by
both the OCC and the Federal Reserve Board.

We also continue to encourage anyone who is
interested in submitting written comments, the Federal Register
notice for this public meeting contains instructions on how
those can be submitted between now and the deadline of 5:00
p.m. Eastern on Friday, March 11th.

And with that note, I want to wish everyone a good
afternoon and good evening, and thank you all again for
attending our public meeting, and for providing us with so
much heartfelt and thoughtful commentary. Take care.

(Whereupon, at 6:48 p.m., the meeting was
adjourned.)

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