

**Agenda Item #: C - 2**

**VILLAGE OF ROYAL PALM BEACH  
AGENDA ITEM SUMMARY**

**AGENDA ITEM:** Approval and authorization for the Mayor to execute the “Consent to Assignment of Investment Advisory Agreement” in order to assign the current agreement with PFM Asset Management LLC to U.S. Bancorp Asset Management Inc. in accordance with Section 12 of the Investment Advisory Agreement.

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**ISSUE:** On April 6, 2006, the Village entered into an Investment Advisory Agreement with PFM Asset Management LLC for investment management services for select Village funds. On July 23, 2021, the Village was notified by PFM Asset Management LLC that it had agreed to sell certain of its assets to U.S. Bancorp Asset Management Inc. Section 12 of the Investment Advisory Agreement provides that the rights and obligations of PFM Asset Management LLC may not be assigned without the prior written consent of the Village. PFM Asset Management LLC has requested the Village’s consent to such assignment given the pending sale.

**RECOMMENDED ACTION:** Staff recommends that the Village Council approve the Consent to Assignment.

Initiator	Village Manager Approval	Agenda Date	Village Council Action
Stanley G. Hochman Finance Director		August 19, 2021	

### **Consent to Assignment of Investment Advisory Agreement**

On July 23, 2021, PFM Asset Management LLC (“PFMAM”) notified the Village of Royal Palm Beach (“Village”) that PFMAM recently agreed to sell certain of its assets to U.S. Bancorp Asset Management Inc. (“USBAM”), correspondence which is appended hereto as Exhibit “A” and incorporated by reference.

Pursuant to Section 12 of the Investment Advisory Agreement between PFMAM and the Village, entered into on April 6, 2006, the Village hereby consents to the assignment of the Agreement in its entirety to USBAM.

The undersigned has executed this Consent to Assignment of the Investment Advisory Agreement this 19<sup>th</sup> day of August, 2021.

Village of Royal Palm Beach

By: \_\_\_\_\_

Name: **Fred Pinto**

Title: **Mayor**



July 23, 2021

Stanley Hochman, Director of Finance  
Village of Royal Palm Beach  
1050 Royal Palm Beach Blvd.  
Royal Palm Beach, FL 33411

**pfm**

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Harrisburg, PA 17101  
717-232-2723

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[pfm.com](http://pfm.com)

PFM Asset Management LLC ("PFMAM") considers it a privilege to serve as your investment advisor. We are writing to you to request your authorization to continue to provide investment management services, upon completion of the transaction described below, under the investment advisory agreement(s) you have with PFMAM.

PFMAM and its affiliates are currently owned through a holding company by our senior management. The holding company has entered into a definitive agreement to sell PFMAM along with other associated entities to U.S. Bancorp Asset Management Inc. ("USBAM"), a subsidiary of U.S. Bancorp. PFMAM will become a wholly owned subsidiary of USBAM and will continue to operate as a separate registered investment advisor known as PFM Asset Management, a division of USBAM. The transaction is expected to close near the end of the year.

USBAM and PFMAM have complementary businesses, and a strong collective presence in money markets, investment-grade fixed income and multi-asset class outsourced chief investment officer ("OCIO") advisory services. We believe the enhanced resources of the investment, credit, and research teams will support and strengthen the capabilities of both firms to serve government, not-for-profit, corporate, and other institutional clients. For additional details and answers to frequently asked questions, please refer to the accompanying informational materials.

When the transaction closes, the action would be treated under applicable law as a change in control of PFMAM and thus as a constructive or "deemed" assignment of your investment advisory contract. Your investment advisory contract with PFMAM allows assignment only upon your consent. Therefore, we request that you consent to the deemed assignment by signing and returning the form of consent which accompanies this letter.

Following the transmittal of this letter, PFMAM will continue our investment management of your account for your benefit with PFMAM personnel continuing to serve you. In the event that you do not give notice to PFMAM within 60 days after the date of this letter that you disapprove of the deemed assignment, you will be considered to have consented to the assignment, and your investment advisory agreement will remain in effect, with no change to its terms, both before

**CONSENT TO DEEMED ASSIGNMENT  
OF INVESTMENT ADVISORY AGREEMENT[S]  
WITH PFM ASSET MANAGEMENT LLC**

The below named Investor hereby consents to the deemed assignment of all Investment Advisory Agreements between such Investor and PFM Asset Management LLC ("PFMAM") upon the change in control of the holding company of PFMAM.

The undersigned officer is duly authorized by such Investor to execute and deliver this consent.

\_\_\_\_\_  
Name of Investor

\_\_\_\_\_  
State

\_\_\_\_\_  
Signature of Authorized Officer

\_\_\_\_\_  
Name of Authorized Officer

\_\_\_\_\_  
Title of Authorized Officer

\_\_\_\_\_  
Date

\_\_\_\_\_  
Attest: (if required by Investor)





## U.S. Bank Acquires PFM's Asset Management Business

**MINNEAPOLIS (July 8, 2021)** – U.S. Bank announced today that it has entered into a definitive agreement to purchase PFM Asset Management LLC under its subsidiary, U.S. Bancorp Asset Management. PFM Asset Management will continue to operate as a separate entity. PFM Asset Management and U.S. Bancorp Asset Management had combined assets under management and assets under administration of more than \$325 billion on March 31, 2021.

“PFM Asset Management brings a wide array of client relationships and product offerings, including local government investment pools, outsourced chief investment officer services and separately managed accounts in both fixed income and multi-asset class strategies,” said Eric Thole, head of U.S. Bancorp Asset Management. “These services complement U.S. Bank’s current book of business and we’re thrilled to have the opportunity to increase our presence nationally and solidify U.S. Bank’s position as a leading provider of investment solutions.”

Thole added, “PFM Asset Management has a great reputation in the public space, and that’s a testament to its talent. U.S. Bank is known for working with clients one-on-one to understand their unique needs and delivering customized, proactive solutions to help them meet their objectives. We’re excited to put the variety of resources offered by U.S. Bank to work for our new colleagues and clients.”

Marty Margolis, head of PFM Asset Management, said, “This sale combines the resources of two organizations who recognize the importance of providing clients with exemplary customer service; our commitment to clients will remain a priority throughout the transition. We’re also very pleased that U.S. Bank aligns with our fundamental belief in creating a diverse, inclusive and ethical culture.”

PFM’s financial advisory business is not part of this acquisition and will continue to operate independently as the nation’s leading independent financial advisor in terms of transactions and par amount. For the year ended December 31, 2020, PFM advised on 995 overall transactions totaling more than \$69.7 billion in par amount, according to Ipreo.

“PFM will continue to provide outstanding financial advisory and consulting services to state and local governments and the non-profit sector,” said Dan Hartman, who currently leads PFM’s financial advisory practice and will lead PFM as its president and CEO after closing.

U.S. Bancorp Asset Management is part of U.S. Bank’s Wealth Management and Investment Services division, which has more than \$8.6 trillion in assets under custody and administration and \$244 billion in assets under management, globally. In addition to offering asset management products and services, it also offers global corporate trust and custody services, alternative investment, fund custody and administration services, and wealth management services.

The deal was signed on July 7, 2021 and is expected to close in fourth quarter 2021, subject to regulatory approval and satisfaction of customary closing conditions. Financial terms were not disclosed.

Piper Sandler & Co. served as strategic and financial advisor, and Dechert LLP served as legal counsel to PFM. McCarter & English served as legal counsel to PFM’s financial advisory business. Jones Day served as legal counsel to U.S. Bank.

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# Frequently Asked Questions about PFM Asset Management Client Consent

As of July 19, 2021



## Introduction and Transaction Summary

The PFM holding company has entered into a definitive agreement to sell PFM Asset Management LLC (PFMAM) along with other associated entities (PFM Fund Distributors, Inc. (PFMFD) broker-dealer entity and PFM Financial Services LLC (PFMFS) Purchase-Card marketing entity) to U.S. Bancorp Asset Management Inc. (USBAM), a subsidiary of U.S. Bancorp. PFMAM will become a wholly-owned subsidiary of USBAM and will continue to operate as a separately registered investment adviser known as PFM Asset Management, a division of USBAM. The transaction is expected to close near the end of the year. USBAM and PFMAM have complementary businesses and a strong collective presence in money markets, investment-grade fixed income and multi-asset class outsourced chief investment officer (OCIO) advisory services. We believe the enhanced resources of the investment, credit and research teams will support and strengthen the capabilities of both firms to serve government, not-for-profit, corporate, and other institutional clients.

## Overall Business Case

### Why is PFMAM being acquired by USBAM?

PFMAM continues to lead with a client first approach, and management believes the transaction to sell PFM Asset Management will best position the firm to meet client needs. PFMAM will benefit from economies of scale and resources provided by a larger platform, which

will help mitigate the growing industry challenges of access to capital for further growth, cybersecurity and technology investment. We believe this is a natural evolution for the PFMAM business and will strengthen our position within an evolving asset management arena.

## Organizational Topics

### What is the new corporate structure for PFMAM?

PFMAM will continue as a separate registered investment adviser, use the PFM Asset Management name, and become a division of U.S. Bancorp Asset Management, Inc. (USBAM), a subsidiary of U.S. Bank. Subject to regulatory approval, PFM Fund Distributors, Inc. will remain the broker-dealer affiliate of PFMAM. PFM Financial Services LLC will transition with PFMAM to continue to provide Purchase Card (P-Card) marketing services.

### Will there be any changes in the leadership of the businesses? What will they be?

After PFMAM becomes a division of USBAM, upon closing of the transaction, the majority of PFMAM

leaders and professionals will remain in place to provide investment management, client service and day-to-day administration. But, there will be some management changes. As part of an accelerated succession for Marty Margolis, Ken Schiebel, CFA, a 26-year PFM veteran, will assume Chief Investment Officer responsibilities and John Molloy, CFA, a 19-year PFM veteran, will take on other leadership and administrative responsibilities. Both will report to Eric Thole, CEO of USBAM. Marty will serve as an executive consultant to Eric Thole for an interim period after closing. In addition to Ken and John, PFMAM's regional and select functional team leaders, Lauren Brant (West), Nelson Bush (South), Stephen Faber (East), Tim Sullivan (Midwest), John Spagnola (OCIO), Michael Harris (Marketing), and Leo Karwejna