

JOINT PUBLIC MEETING

HELD BY THE BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
AND THE FEDERAL DEPOSIT INSURANCE CORPORATION

RE: PROPOSED MERGER OF BB&T CORPORATION, WINSTON-SALEM, NORTH
CAROLINA, WITH SUNTRUST BANKS, INCORPORATED, ATLANTA, GEORGIA

MAY 3, 2019

FEDERAL RESERVE BANK OF ATLANTA

1000 PEACHTREE STREET NE

ATLANTA, GEORGIA 30309

8:30 A.M.

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P-R-O-C-E-E-D-I-N-G-S

1
2 MS. KILLIAN: Thank you. I am pleased to welcome you
3 to this important public meeting on the application by
4 BB&T Corporation to acquire SunTrust Banks, Inc. and
5 SunTrust Bank. I am Suzanne Killian, senior associate
6 director of the Federal Reserve Board's Division of
7 Consumer and Community Affairs in Washington, D.C.

8 I will serve as one of the two presiding officers for
9 this public meeting. My colleague, Jim Watkins, of the
10 Federal Deposit Insurance Corporation will serve as the
11 other presiding officer and he will introduce himself in a
12 moment. Let me introduce our other panelists:

13 For the Federal Reserve we have Cynthia Goodwin, vice
14 president, supervision regulation and credit, Federal
15 Reserve Bank of Atlanta.

16 For the FDIC, we have Michael Dean, regional director
17 of the Atlanta Region.

18 We are also joined today by Patrick Brennan, director
19 of banks supervision of North Carolina office of the
20 commissioner of banks.

21 And, Kevin Hagler, the commissioner of the department
22 of banking and finance for Georgia.

23 When our agencies considered the applications related
24 to this proposed merger, we look at the number of factors
25 under the Bank Holding Company Act, which governs the

1 application filed with the Federal Reserve, and the Bank
2 Merger Act, which governs the merger application being
3 processed by the FDIC.

4 These factors include the convenience and needs of
5 the communities affected by the proposal. In doing so we
6 particularly look at the record of performance of the
7 parties under the Community Reinvestment Act. The CRA
8 requires the Federal Reserve and the FDIC to take into
9 account an institution's record of helping to meet the
10 credit needs of its entire community.

11 The financial condition and future prospects of the
12 combined organization, the managerial resources of the
13 combined organization including the competence, experience
14 and integrity of the officers, directors and principal
15 shareholders of the applicant and their record of
16 compliance with laws and regulations.

17 The competitive impact of the proposal, the financial
18 stability impact of the proposal, and the effectiveness of
19 the institutions involved in the transaction in combating
20 money laundering activities. The purpose of today's
21 public meeting is to receive information regarding these
22 factors, as well as, any other factual issues related to
23 the BB&T SunTrust applications.

24 We are here today to listen to you. We are very
25 pleased that members of the public have been willing to

1 come and present their views at this public meeting, and
2 we look forward to your testimony today. At this time
3 I'll turn the mic over to Jim.

4 MR. WATKINS: Thank you, Suzanne. As Suzanne
5 mentioned I am Jim Watkins, and I'm a senior deputy
6 director for supervisory exams at the FDIC. I will serve
7 as co-presiding officer for this meeting. Let me make a
8 few remarks about the meeting's procedures.

9 The meeting today will be an informal public meeting.
10 This is a forum for members of the public to provide
11 comments on the pending applications. Members of the
12 agency panel up here with me may ask clarifying questions
13 of those who are presenting, but we are here primarily to
14 listen to you and your comments.

15 The panel generally will not be answering questions
16 on the proposal, and it does not exercise any final
17 decision-making authority related to the application.
18 This is not a formal administrative hearing, and is not
19 governed by the Administrative Procedure Act, the Federal
20 Rules of Evidence, the Federal Rules of Civil Procedure,
21 the Boards Rules of Practice for Hearings, or the FDIC's
22 Rules of Practice and Procedure.

23 Because we have so many presenters, we will endeavor
24 to stick closely to the schedule, so that everyone who has
25 asked to offer remarks will be able to do so. We are

1 going to ask that the presenters today to be mindful of
2 the needs of others, and to help us stay on schedule.
3 Each panel consists of four to six presenters, and each
4 presenter will have four minutes to give their
5 presentation.

6 The panels of speakers will be expected to keep
7 within their allotted time frames. When it is your turn
8 to speak, please state your name, and if applicable, what
9 organization you are representing. In accordance with the
10 agenda that has been distributed Panels 1, 4, 8, and 13
11 have designated start times as displayed on the agenda.

12 All other panels will commence shortly after the
13 conclusion of the preceding panel. Approximately 20
14 minutes before your panel begins, please check in with the
15 speakers table where representatives from the agencies
16 will direct you to a reserved section for upcoming
17 speakers.

18 During your testimony you will notice a clock
19 directly in front of us. It will show how much time you
20 have left to provide your comments. Please conclude your
21 remarks before your time elapses. In addition, we are
22 mindful that there may be some individuals here today who
23 were unable to sign up to testify in advance of today's
24 meeting. To the extent possible, we want to give them a
25 chance to speak as well.

1 At the end of the meeting today, we will make the
2 microphone available to anyone who would like to make a
3 four minute presentation, time permitting. This open
4 session will begin shortly after the conclusion of Panel
5 14, and that will likely be around 4:00 pm. If you would
6 like to speak at the open session, please, go to the
7 registration desk to request a time slot.

8 Two more points to mention: First, presenters may
9 also submit written comments for inclusion in the public
10 record. We remind you that the public comment period is
11 scheduled to end today. You may submit your written
12 comments at the participant registration desk or you can
13 send the comments by following the instructions included
14 in the materials you received at the registration this
15 morning.

16 It is important that we get this material for the
17 record. Second, you may notice that there are screens in
18 the room displaying a video of today's proceedings. The
19 video is to accommodate the setup of the room so that
20 everyone can see the witnesses. Today's meeting is not
21 being video recorded or live streamed on the internet.

22 Instead, a record of the meeting will be a written
23 transcript and copies of the official transcript will be
24 made available on the Board and the FDIC's public websites
25 within a few weeks of today's meeting.

1 And one final comment: If you have not already done
2 so, please, silence or turn off your cell phones. We look
3 forward to hearing your remarks and comments about the
4 applications today. With that let us begin by recognizing
5 the first panel, which includes representatives from BB&T
6 and SunTrust. Mr. Rogers, can I turn it over to you now?

7 MR. ROGERS: Thank you. Good morning. I'm
8 Bill Rogers, and it's my privilege to serve as chairman
9 and chief executive officer of SunTrust Banks. I'd like
10 to thank the Federal Reserve and the FDIC for convening
11 this important meeting.

12 Let me share my perspective on how the SunTrust and
13 BB&T merger will be positive for our clients and for our
14 communities. I've been with SunTrust for 38 years, and my
15 personal commitment obviously runs very deep. I've led
16 the company for the past seven years as we strengthened
17 both our purpose and our performance, which I believe are
18 inextricably linked.

19 Since its founding in 1891, SunTrust has been a
20 purpose driven company, which we currently express as
21 lighting the way to financial well-being. This commitment
22 extends beyond any regulatory requirements. Fulfilling
23 our purpose is central to everything we do. We're eager
24 to join forces with BB&T and create a new company.
25 Principally, because it's a like-minded institution with a

1 compatible culture that strives to make the world a better
2 place to live.

3 BB&T and SunTrust are strong and successful companies
4 on their own, yet Kelly and I believe that great companies
5 don't stand still. Continuing to deliver on purpose and
6 performance requires us to invest and keep pace with the
7 changing dynamics of our industry and our clients.

8 The merger of equals enable us to do that faster and
9 more effectively. It gives us scale to better compete
10 with the capacity to do even more for all the constituents
11 that count on us.

12 For our teammates: We will deliver a collective set
13 of training, leadership, and development programs to
14 attract and retain the industry's top talent.

15 We will invest in technology to help people do their
16 jobs more effectively, and will embrace a one-team
17 approach bringing the best expertise and solutions to the
18 table. At SunTrust we provide \$1,000 towards emergency
19 savings for teammates that complete a financial wellness
20 program, and we give a paid day off each year to focus on
21 personal finances along with paid time to volunteer and
22 give back.

23 Last year our teammates logged 200,000 volunteer
24 hours with 5300 organizations. I'm confident that the
25 combined company will enhance the teammate experience and

1 result in even more outstanding client and community
2 service.

3 For our clients: The BB&T/SunTrust combination will
4 lead to enhanced data security, a full compliment of
5 financial services offerings, and leading technology.
6 Given our overlapping markets, we will need to consolidate
7 some branches. We will be thoughtful in performing an
8 extensive market, branch, and client analysis before
9 making any decisions, prioritizing our service to low and
10 moderate income clients and communities.

11 We'll consider the capacity of nearby branches, and
12 preserve those that are the most modern and accessible.
13 We'll reach out to clients to minimize any disruption. We
14 have agreed that all performing client-facing teammates
15 and associates will have a job that will also ensure
16 client care.

17 Now, let me comment specifically on small business
18 clients. SunTrust has a strong track record of investing
19 in small businesses helping them create jobs and benefit
20 their local economies. This year we were awarded one
21 excellence award and two best brand awards for small
22 business banking by Greenwich Associates.

23 Across SunTrust markets last year we provided more
24 than \$1.4 billion in loans to more than 42,000 small
25 businesses. Together with BB&Ts strong programs our teams

1 will be able to deliver even more advice and support so
2 small businesses can continue to invest and grow.

3 For the banking industry: Some have suggested this
4 transaction will create an institution that is too big.
5 Let me assure you in the case of this merger bigger does
6 not mean riskier. Each company has a conservative risk
7 profile now, and will maintain such as a combined entity
8 with strong risk management, liquidity, and capital
9 management. We are adding scale, not complexity.

10 The combined BB&T/SunTrust entity will actually
11 increase competition by creating a stronger regional bank
12 that reduces the concentration of systemic risk at the
13 very top of the market. And, the combined company will
14 have an even more balanced profile due to greater
15 diversification across clients, business lines, and
16 geographies.

17 There are a number of very important considerations
18 regarding bank regulatory compliance and performance that
19 are subject to your review in the bank merger process
20 including promoting diversity and inclusion, promoting
21 competition, and adhering to anti-crime and terror laws,
22 as well as, fair lending and compliance regulations.

23 While these issues are discussed in the merger
24 application we filed in March, we want to express our
25 commitment to work with regulators, community members, our

1 clients, and our teammates and associates to continue to
2 deliver excellence on each of those items.

3 For our communities: One of our founders said this
4 best and we still believe this at SunTrust, "when you
5 build your community you build your bank." We actively
6 support community development investment and civic
7 initiatives large and small, urban and rural.

8 In 2018, we made more than \$4 billion in community
9 development loans including \$650 million in loans to
10 hospitals, educational institutions, and not-for-profits.
11 Together we believe we can drive our community lending
12 investment to new heights across all of our markets.

13 In particular we will increase our current support to
14 our home markets of Atlanta and Winston-Salem. The
15 \$5 million commitment we made recently for the Westside
16 Future Fund is just one good example. And, we will be
17 sharing more on our enhanced commitment soon.

18 Also, we'll continue to ensure that the new
19 institution reflects the extraordinary diversity of our
20 clients and markets. I personally invested my energy in
21 promoting broader opportunities and awareness as a
22 signatory to PWC's CEO Action for Diversity and Inclusion
23 Pledge.

24 My colleague, Lynette Bell, SunTrust Enterprise
25 community reinvestment officer will now speak in more

1 detail about our community reinvestment focus, financial
2 well-being and inclusion. Lynette, last week celebrated
3 her 35 years with SunTrust. And Lynette, I'm very proud
4 to be your teammate.

5 MS. BELL: Thank you, Bill. I'm pleased to share
6 additional information with you today about SunTrust's
7 longstanding commitment to communities. Since our most
8 recent CRA performance evaluation SunTrust has
9 significantly improved in several areas over the past
10 three years.

11 We have created life-long homeowners by providing
12 74,000 mortgages to low to moderate income borrowers
13 totaling more than \$10 billion dollars. Our community
14 development lending has nearly doubled totaling
15 \$9.5 billion in the past three years supporting 750
16 projects.

17 For example, we deployed \$600 million in financing
18 for affordable housing last year creating 6600 affordable
19 housing units. SunTrust's community development
20 investments exceeded \$1.5 billion covering another 570
21 projects using Federal Tax Credit programs to revitalize
22 distressed neighborhoods.

23 We maintain a geographic presence of branches and
24 other retail services to mirror the low to moderate income
25 households. Last year SunTrust opened ten branches in low

1 mod communities and majority minority census tracts and
2 will open three more this year.

3 I'm proud that since 2008 the SunTrust Foundation has
4 donated more than \$160 million to help people take steps
5 toward financial stability, gain workforce training, and
6 recover from natural disasters. Last year, we granted
7 \$19.5 million to nonprofit partners driving real change to
8 improve lives.

9 In addition, SunTrust is one of the few banks to
10 receive a direct allocation of New Market Tax Credits from
11 the US Department of the Treasury. This allows us to
12 drive economic development and foster cities and
13 communities. Meaningful impact requires personal
14 involvement as well. Our teammates at SunTrust have
15 taught hundreds of financial education courses to children
16 and adults and performed a variety of services to benefit
17 others.

18 A signature volunteer program is our partnership with
19 Junior Achievement where we now support finance parks in
20 eight cities. Here in Atlanta, SunTrust is the leading
21 volunteer organization at two JA parks, where we teaching
22 youth how to live on a budget and plan for the future. We
23 were awarded the U.S. President's Volunteer service award
24 for our work with Junior Achievement three times.
25 Finally, I'd like to expand on Bill's comments on

1 diversity and inclusion.

2 We know it takes a range of people with different
3 perspectives to foster creativity and a more competitive
4 company. Of the total SunTrust workforce, 61 percent are
5 women and 44 percent are minority. We have eight
6 diversity teammate networks building appreciation for
7 multiple ethnicities, LGBT, Veterans, Disabilities, all
8 promoting leadership and community engagement.

9 In our supplier diversity program, we were named
10 corporation of the year in 2018 by the Georgia Minority
11 Supplier Developmental Council. We average more than
12 \$200 million a year with diverse suppliers. These values
13 are rooted in our culture, and the new company will enable
14 us to continue programs on a scale beyond our current
15 capabilities.

16 Thank you for your time today. And, I now will turn
17 it over to the chairman CEO of BB&T, Kelly King.

18 MR. KING: Thank you, Lynette. And, good morning
19 everybody. Thanks to our regulator friends for allowing
20 us to speak to you today, and thanks to all of you for
21 coming out. The combination of BB&T and SunTrust is a
22 true merger of equals bringing together two strong mission
23 and purpose driven companies that have proudly served our
24 communities for a combined 275 years. While both
25 institutions are strong, we believe that together we can

1 create tremendous value for everyone involved, especially,
2 our clients and our communities.

3 The idea for this merger of equals really began as a
4 conversation several months ago between Bill and myself.
5 We were talking about how quickly the world is changing.
6 These days -- and I think we all know this -- we all
7 expect things to work simply and quickly and for it all to
8 happen in the palm of our hand. The consumer definition of
9 quality has clearly changed.

10 So now more than ever we have a tremendous
11 opportunity to combine a distinctive personal touch with
12 the right dynamic technology to create a relationship of
13 trust with our clients. This merger of equals provides us
14 with additional skill needed to make the right
15 technological investments for the future.

16 We have pledged to invest in an incremental
17 \$100 million annually into innovation and technology to
18 create a digital client experience that is simple, secure,
19 and second to none. It will also enable us to better
20 compete against the largest banks. We think this is very
21 important in creating a more stable system for everyone.

22 Following the merger, the company will continue to
23 serve mainstream America, lending to local businesses,
24 families, and students. We empower our bankers to have
25 caring conversations with our clients, and then be

1 empathetic and responsive to those needs.

2 Along with the expanded digital offerings, our
3 clients will also have access to 24/7 service through
4 online banking, mobile banking and apps, phone assistance,
5 and an expanded network of ATMs. Our branches will
6 continue to be one of the most important ways we serve our
7 clients.

8 It is true there will be some consolidations and
9 closures due to branch overlap between the two companies.
10 Bill has already spoken to how thoughtful we will be when
11 it comes to those decisions. And, in so many cases there
12 is a branch for our clients just a few minutes drive away,
13 and in some cases the branches are literally right across
14 the street.

15 We also know there are concerns about how this might
16 affect our rural communities, but there is much less
17 branch overlap in the rural areas. And, I can assure you
18 those communities will always be important to us. When I
19 began my career with BB&T 47 years ago, we were just a
20 small farm bank in eastern North Carolina. Back then we
21 were a \$250 million institution.

22 Rural communities are in our roots, and it's where I
23 was raised. More than 147 years our communities have been
24 very good to us, and giving back to them is an honor and
25 it is a privilege. Beyond the banking, lending and

1 community development services we provide there are
2 countless bankers who provide leadership for civic
3 organizations and nonprofit orgs.

4 Our associates volunteer year-round to make a
5 difference in many, many organizations like the United
6 Way, and we are always investing in the future. One of
7 the ways we're doing this is through the BB&T Leadership
8 Institute. For decades we have offered world-class proven
9 development programs to raise a leader's self-awareness
10 and help them develop conscious leadership license.

11 There are 97 percent of the participants in our
12 primary program that rank it as one of the most powerful
13 experiences of their professional development. I can also
14 speak to this personally. It has absolutely transformed
15 my leadership ability, and there's not a chance I would be
16 before you today had I not been through that program.

17 Since 2014, we have offered this high-quality program
18 at no cost to school principals. Our future can be found
19 in today's classrooms. And, few leaders in our community
20 have more influence on our students and teachers than
21 school principals.

22 We currently partner with state-level organizations
23 and school districts in four states with plans to expand
24 to all states within our core banking footprint in the not
25 too distant future. There's also much work to be done in

1 communities when it comes to inequities that still exist.

2 Bill and I can both assure you that we will continue
3 our commitment to serving all of our constituents fairly
4 and equally through providing loans, investments, and
5 services. Everyone deserves to be treated with dignity
6 and respect. We operate more than 600 multicultural
7 banking centers throughout our community banking footprint
8 all with teams that reflect the diversity of their
9 neighborhoods.

10 The corporate equality index recognized BB&T as one
11 of the best places to work for LGBT equality in 2017 and
12 2018. Our diverse supplier spending with \$173 million in
13 2018, an up to 40 percent increase from the previous year.
14 We will continue to foster a diverse and inclusive
15 workforce to create opportunities for clients and the
16 communities we support.

17 We are proud of our diversity progress but we pledge
18 to improve and continue to do more. Our two companies are
19 inspired and guided by our mission and our purpose of
20 lighting the way to financial well-being, the SunTrust
21 purpose. We also achieve BB&T's long-standing mission of
22 making the world a better place to live.

23 And, our values such as honesty, teamwork,
24 independent thinking, and self esteem help us to create a
25 workplace where our associates can learn and grow and be

1 fulfilled in their work. We have always understood that
2 our associates are BB&Ts most important assets.

3 But you know what really gets us out of bed in the
4 morning? Is thinking of better ways to serve our clients
5 and really make a difference in their lives, their
6 families, and their visions. When it comes to places
7 where we work and live we understand that supporting those
8 communities is the best investment we can possibly make.

9 I'd like to now turn it over to
10 Sharon Jeffries-Jones, BB&T director of corporate
11 responsibility and community reinvestment activities. She
12 will talk more about our Outstanding Community
13 Reinvestment Act rating from the FDIC, and how this merger
14 of equals will allow us to further empower economic
15 mobility of our clients and communities.

16 MS. JEFFRIES-JONES: Thank you, Kelly. Good morning.
17 I appreciate the opportunity to speak with you today about
18 the benefits of this merger. My responsibility with BB&T
19 includes ensuring we are at the forefront of meeting the
20 needs of our communities. Not just in terms of the
21 financial services we provide our clients, but also the
22 investments we make in our associates and our communities.

23 As Kelly said, our mission is to make the world a
24 better place, and this has become a driving factor behind
25 the bank's long history of community reinvestment. Today,

1 I want to share with you a small selection of the
2 initiatives and programs we believe have made a tremendous
3 impact in our communities. BB&T has provided nearly
4 \$30 billion to support affordable housing this decade.

5 Our loans and investments in single and multifamily
6 housing allowed working class individuals and families to
7 have access to safe and secure housing which is critical
8 for their success. BB&T also understands small businesses
9 are key economic drivers that promote community
10 revitalization and growth.

11 In 2018, small businesses accounted for more than
12 47 percent of the nation's private workforce and BB&T
13 loaned more than \$2.6 billion to true small businesses.
14 BB&T also supported CDFIs across our footprint. Recently
15 the bank provided funding to a Florida CDFI that supports
16 minority-owned small businesses. The funding assisted in
17 the group's geographic expansion bringing more dollars and
18 capacity to small businesses across Florida.

19 In addition, BB&T recognizes education is a key to
20 upward financial mobility. We partner with community
21 organizations to share our Bank on Your Success Program
22 which provides free financial knowledge to participants
23 about basic banking, home ownership, and budgeting. We
24 recently developed a new model to help business owners
25 navigate the banking system and to improve their financial

1 well-being.

2 I also want to highlight that our commitment to our
3 communities extend well beyond client service. While we
4 donated more than \$34 million in 2018 to support
5 philanthropic organizations, we also emphasize the
6 importance of our associates volunteering in their
7 communities. BB&T provided the funding and time away from
8 work for our 37,000 associates to support these projects
9 in a hands-on fashion.

10 In the Lighthouse Project's ten years our associates
11 have contributed more than 640,000 hours of community
12 service, and touched the lives of more than 16 and a half
13 million people.

14 The last example I would like to share is our 2019
15 plan to open seven branches in low and moderate income
16 neighborhoods. This will provide greater access to
17 financial services in underserved communities across our
18 footprint. We are proud of the impact we have made within
19 our communities, and believe that impact is why BB&T
20 earned a CRA rating of Outstanding from the FDIC.

21 Our initiatives and investment truly reflect the
22 values of our company, and the importance we place on
23 strengthening our communities. What we really want to
24 emphasize today is the scale and strength of the new
25 company isn't just about serving our clients in a more

1 dynamic way. It provides us a greater opportunity to
2 further develop and expand new programs well beyond our
3 current capabilities.

4 We had six community listening sessions across our
5 footprint in partnership with National Community
6 Reinvestment Coalition. We heard community's concerns and
7 recommendations related to the merger, and this
8 information will be used to formulate the combined
9 companies community benefit plan.

10 We consistently heard four key themes: The
11 importance of affordable housing for families, financial
12 sustainability for individuals and businesses,
13 philanthropic support for communities, and diversity and
14 inclusion at every level in our footprint.

15 On behalf of Bill, Kelly and Lynette, we thank you
16 again for the opportunity to present to you today.

17 MR. WATKINS: Are there any comments or questions
18 from the panel? (No response) Thank you very much.

19 If we could have the first panel members come up.
20 Mr. Volsky? We'll start this first panel shortly. I
21 think we'll go ahead and get started. Mr. Pina, would you
22 like to start?

23 PANEL 1

24 MR. PINA: Al Pina, Florida Minority Community
25 Reinvestment Coalition. Good morning members of the FDIC,

1 Federal Reserve Board, and Federal Reserve Bank of
2 Atlanta. I and those I work with thank you for this
3 hearing so the voices of our community can be heard on
4 this SunTrust BB&T merger.

5 This merger has more significance to me than any
6 other I've engaged with. I have been in community
7 economic development for over 18 years, and have been
8 blessed to work with the best in this business, which
9 includes establishing over \$5 billion dollars of minority
10 focused funds and assisted in over 300 minority led and
11 focused nonprofits during this time.

12 Make no mistake about this, I am first and foremost
13 an economic civil rights advocate. It was over 15 years
14 ago I moved from Los Angeles, where I was mentored by
15 Senator Chaves, to Tampa. Soon after I found myself in a
16 battle with SunTrust CR Chief of Florida, Diana Lewis.

17 My demand was simple. Listen to our minority
18 community and our CR needs instead of dictating to us.
19 They refused, and I then found myself in a hunger strike
20 that lasted 16 days, and would have lasted longer if not
21 for one of my mentors John Gonvoa, co-founder of Green
22 Lining, who engaged SunTrust and the Federal Reserve Board
23 on the hunger strike.

24 But that was the past. Much has improved with banks
25 since that time, including SunTrust Bank. You see, I'm

1 not anti-bank. Banks are critical to our community and
2 country, but I am anti-banker who lacked the sensibility
3 towards the suffering of others. I encourage this merger
4 to be approved, for we need more competition with national
5 banks to force them to be more flexible.

6 But caution to BB&T who's the lead dog in this
7 merger. Follow the lead of SunTrust as it relates to CRA
8 and listening to our community first before acting. A
9 recent example is in Baltimore where Peter Mahoney of
10 SunTrust worked with us to hold the first ever African
11 American CRA community meeting.

12 Every major bank then followed. When putting
13 together your CRA plan, just do not listen to the same old
14 minority leaders or NCRC only represented by some subset
15 of our community. No national organization truly
16 represents the minority community in whole. Be inclusive.

17 Own your own CRA plan, make sure you see our plan is
18 both comprehensive and broad, but allow it to be
19 localized. Find out what we need to build up our minority
20 economic soldiers that will make our country stronger in
21 this global economy.

22 A Brooklyn Institute Study found that minorities
23 account for 40 percent of most major urban city
24 populations yet contributed less than 5 percent of those
25 cities GDP. This is why we now have the largest racial

1 wealth gap in our lifetime. This harms our country for
2 future wars will be economic, not conventional warfare.

3 Minorities must be economically equipped to fight
4 this battle for America. A critical solution to this is
5 to build up minority LAD and focused nonprofits that focus
6 on community economic development from affordable housing
7 to small business development.

8 In Florida I demonstrated how a nonprofit affordable
9 housing builder could borrow directly from banks, not
10 CDFIs who are broken, and build up both housing and
11 profit. We took 150,000 additional construction line of
12 credit and 25,000 of equity and four years later turned
13 that into \$1.7 million in bank lines of credit and over
14 \$5 million in equity with no government funds.

15 Most of that equity are affordable rentals and
16 predominantly middle and upper income census tracks for --
17 families to rent. The key to this: equity. The lack of
18 affordable housing is not because there's not enough
19 viable housing, for there is. It is because there is a
20 serious lack of affordable housing builders.

21 Why? Because nonprofit builders lack the needed
22 equity to leverage needed building capitol. I've engaged
23 Fifth Third Bank, Regions, and PNC on their first ever
24 nonprofit long-term equity loans that will demonstrate how
25 an affordable housing builder can use that equity to build

1 up affordable rentals and for sale housing in nice
2 neighborhoods while at the same time building up profit
3 with no government money.

4 The key to this: The banks were flexible and
5 localized. Focus on access to capital, not grants. For
6 capitalism without capital is nothing more than an ism.
7 Due to major racial strife in our country today and
8 attacks against Mexicans and Latinos, I have delayed my
9 scheduled retirement for five years to serve our country
10 again in the area of racial economic inclusion. I am
11 back. Thank you.

12 MR. WALKER: Good morning. My name is Kirk Walker
13 and I am the executive director of the Alliance of Dekalb
14 County, which is a Georgia-based 501c3 not-for-profit
15 organization dedicated to providing affordable housing in
16 Dekalb County, Georgia.

17 We were opened through BB&Ts CRA standard committee
18 in 2012 to attack a problem in Dekalb County. At that
19 particular time Dekalb County was one of the leading
20 counties in the country in foreclosed properties. I am a
21 Dekalb County resident, and I can assure you that is not a
22 statistic that we were proud of.

23 Through BB&Ts effort our organization was organized,
24 they provided us with technical assistance to get started,
25 they brought ideas to the table, they brought partners to

1 the table to allow us to get started, to allow us to go
2 out and raise funds, to acquire, rehab, and sell
3 foreclosed properties to low and moderate income families
4 in Dekalb County.

5 Since 2012 our organization has raised more than
6 \$3.5 million through HUD and grants to acquire these
7 properties. In addition to that, BB&T has stepped up to
8 provide us with business lines of credit and loans such
9 that we can improve and enhance our operations.

10 Now, let me tell you why this is important. We were
11 a start-up organization focused in one county in Georgia.
12 And, BB&T stood up behind us, helped prop us up to provide
13 us with the leadership such that now our organization is a
14 go-to organization in Dekalb County. They have called us
15 to help provide solutions in housing in other areas, they
16 have asked us to be a part of teams that will provide
17 other types of solutions. We have now stepped into other
18 areas.

19 Because of this effort and because of what we have
20 done and understanding that housing is merely one part of
21 strong viable communities, we have been able to partner
22 with other organizations to initiate programs that will
23 help to vitalize these communities so that they are just
24 not strong housing-wise, but have the other items that we
25 think are needed.

1 One of the things that we've done is to develop the
2 Stonecrest Business League. Stonecrest is a part of
3 DeKalb County, and the initiative is a municipality, so
4 the initiative is really to set up monthly meetings where
5 we are providing technical assistance to small businesses
6 that want to come to the Stonecrest area. BB&T is playing
7 a major role in that.

8 The other thing that we were asked to do is to work
9 with the DeKalb County Department of Juvenile Services to
10 create a workforce development program for first-time
11 offenders that are non felons such that they can come to
12 our sites and receive construction training as part of
13 their penalty for whatever they did, but more importantly
14 to enhance them and prepare them for their future.

15 You know, people make mistakes. The second time you
16 get it right. So we are very proud that BB&T has stepped
17 up, propped us up, given us the ability to not only become
18 an organization that is a go-to in our main field, but to
19 be able to become partners in other areas to help improve
20 DeKalb County. Like I said we are the only CHDO,
21 community housing development organization, designated for
22 DeKalb County.

23 So on the ground, I want to thank those from BB&T for
24 stepping up for making a difference. I see my friends --
25 some of my friends are here, Sharon Jefferies-Jones has

1 certainly been a big supporter of ours along with
2 Gerald McIver and Tamika Stafford.

3 On the ground we like to say they didn't just talk
4 the talk, but they walked the walk.

5 MR. STRADFORD: Good morning. I'm Eric Stradford, a
6 veteran of US Armed Forces and an advocate for economic
7 security where our beneficiaries live, learn, work and or
8 worship.

9 I'm testifying on behalf of my client, Youth
10 Achievers USA Institute, the Youth USA Corporate Village
11 of Beneficiaries, Caring Adult Stakeholders, and our
12 National Learn To Earn partners. Youth Achievers USA
13 Institute is a concerned business banking partner at
14 SunTrust and a former client at BB&T.

15 We open IDEA accounts at SunTrust, trusting that our
16 money in the bank could grow in FDIC insured savings
17 accounts. Federal oversight on a bank's community
18 reinvestment record is important to Youth USA, and to our
19 934 fellow FDIC Money Smart Alliance members.

20 The process should engage we the people in ensuring a
21 pathway to economic inclusion for our most vulnerable
22 neighbors. Now, BB&T has supported FDIC Money Smart from
23 its Winston-Salem base, and has committed in its testimony
24 to building on its role as a regional advocate for
25 economic inclusion. On April 25th, 2019, at the Richmond

1 Federal Reserve Bank in Charlotte, North Carolina, we
2 heard from our bankers about their vision for a merger of
3 equals.

4 We also heard from concerned citizens on why our
5 government should or should not regulate this vision into
6 the sixth largest community asset management steward in
7 our nation. We asked our bankers for an accounting on
8 \$533 million in new market tax credits allocated from the
9 Community Development Financial Institutions Fund of the
10 US Treasury.

11 Here in the Atlanta Federal Reserve Region we are
12 looking for vibranium in the deal. Those undervalued
13 assets that make a difference between a merger of equals
14 and an acquisition of new money by old money. It is
15 important to note that economic inclusion is a term used
16 by FDIC to describe a variety of public and private
17 efforts aimed at bringing underserved consumers into the
18 financial mainstream.

19 To assess the inclusiveness of the banking system and
20 in partial fulfillment of its statutory responsibility,
21 the FDIC conducts bi-annual surveys to estimate the
22 proportion of American households that do not fully
23 participate in the banking system.

24 The 2017 FDIC National Survey of Unbanked and Under
25 Banked Households presented insights on the size of

1 unbanked and under banked markets. We were not surprised
2 to learn that a lack of trust among low to moderate income
3 Americans was a key factor reported in the 2017 survey.
4 In the 2019 National Survey of Unbanked and Under Banked
5 Households we pray the FDIC economically includes an
6 unprecedented demonstration of patriotic duty by two
7 regional communities represented by two fiscally
8 responsible, socially accountable financial institutions
9 seeking to build that trust codified in public law 84-140.

10 We pray that FDIC and the FRB revisits its own
11 commitment to economic inclusion, and ensures that
12 regulatory policies and practices achieve economic
13 security. Economic security does not happen without
14 economic inclusion. Economic inclusion begins with
15 financial literacy. Financial literacy requires trust.

16 We've got big problems that relate to healing,
17 feeding, housing, learning, earning, living, and giving
18 that require the full faith and credit of the people of
19 the United States. We ask your prayers and advocacy on
20 behalf of American children growing up in low income
21 families. America's future can grow up less poor if their
22 right to economic security is enforced as law of the land.

23 MR. WATKINS: Questions?

24 MS. KILLIAN: The members of Panel 2, join us.

25 MR. WATKINS: If we could just remind the panel

1 members to keep your comments limited to four minutes, and
2 we would appreciate it. Do we have everyone so that we
3 can start?

4 PANEL 2

5 MS. ADRIANSEN: Good morning. My name is
6 Laura Adriansen, and I am a senior director of K12
7 Education at EVERFI. EVERFI is an educational technology
8 company that brings digital resources to schools across
9 the nation focused on the essential life skills our
10 students need.

11 EVERFI partners with organizations to fund the cost
12 of the programs so schools and districts do not have to
13 pay for this education. For the last nine years BB&T has
14 partnered with EVERFI to bring a financial education
15 program to high school students across BB&Ts 15 state
16 footprint and Washington D. C.

17 Since 2010, the BB&T Financial Foundations Program
18 has grown from sponsoring 35 schools in North Carolina to
19 reach more than 830,000 students from 1,480 high schools
20 today. While serving communities where over 50 percent of
21 students are enrolled in the free and reduced lunch
22 program is a priority for BB&T.

23 BB&T focuses on reaching all students possible with
24 this resource and education including public and private
25 schools in both low and high income communities. The

1 Financial Foundations Program educates students on
2 banking, savings, financing higher education, investing,
3 and taxes. All critical topics our high school students
4 need to learn and then also be able to apply in their
5 lives.

6 In the 2017-2018 school year, students showed
7 significant gains in both savings and financing higher
8 education lessons. Where they had failed at the start of
9 the program, they finished the lessons with a B average.

10 In regards to what the students think, one student shared,
11 "I'm not sure how much actual money I'll be making in the
12 future, but because of BB&T I know I will be financially
13 stable because I'll know what to do with my money and how
14 to make smart financial choices. The knowledge I have
15 gained through this course is indispensable."

16 The BB&T Financial Foundations Program has grown each
17 year impacting more schools and more students. In 2018,
18 BB&T committed to expand the BB&T Financial Foundations
19 Program. BB&T will reach 1,800 high schools by 2022
20 throughout their footprint with major growth in Texas,
21 Florida, and Pennsylvania.

22 BB&Ts program goes beyond EVERFI's digital course.
23 BB&T associates bring the course to life for students
24 volunteering in over 500 classrooms of the last four
25 school years to reinforce the topics the students have

1 learned. In addition to sponsoring the program for
2 schools, financial education has been offered at no cost
3 to students in colleges and universities, primarily HBCUs
4 throughout BB&T's footprint as well as adult learners
5 needing just in time education in financial topics.

6 BB&T has a deep commitment to the communities and
7 people they serve, and EVERFI believes strongly that this
8 commitment will continue to develop and deepen with the
9 SunTrust merger. Thank you for letting me be here.

10 MR. BRYANT: Michelle told me that the former letter
11 was sent for me. I'm John Hope Bryant. My official
12 remarks are on file. Twenty-seven years of doing this,
13 four million clients served, \$3 billion in capital
14 delivered to underserved neighborhoods, move into the 120
15 credit score points in 24 months for the average client,
16 140 locations operational for adults, 4,000 locations for
17 youth operating in 2,000 US cities.

18 Since the Rodney King Riots in 1992, serving and
19 straddling four different presidential administrations,
20 three which I served myself, I have never showed up
21 personally for a merger application ever in 27 years since
22 I founded Operation Hope in 1992 after the Rodney King
23 Riots.

24 In truth, this proposal I didn't like. It was not in
25 my personal selfish interest for these institutions to

1 merge. Everything was just fine. I didn't like it when I
2 first heard it. But I'm here today because I like it now.
3 And, I wanted to come personally to say that I think the
4 integrity of the leadership here is everything.

5 We need to do more than CRA. The Freeman's Bank was
6 a vision of President Abraham Lincoln after the Civil War
7 in 1865. That bank, which has been lost to history, was
8 chartered to teach free slaves about money. To bring
9 former slaves into the free enterprise system. To get
10 them a domicile for savings. To get them capital access.
11 To make freedom ring, fair be America.

12 I hold every bank to that standard, which is
13 precisely why I have not shown up to a hearing in
14 27 years. Bill Rogers, I went to go see him. And, he did
15 something extraordinary. He said I could operate inside
16 of his bank branch. But I needed authority to do that, so
17 I went to the FFIEC.

18 And, the joint regulatory agencies gave CRA credit
19 for me to operate inside of the bank branches. The first
20 bank to ever allow that was Bank of the West in the west
21 coast, and it scales SunTrust here on the east coast.

22 We have now committed over 200 locations from them.
23 We are in about 25 now, and we're moving credit scores
24 about 100 points over 20 months. That changes somebody's
25 life. The guy who made the suit that I'm wearing, we put

1 in business. This is real. This is human dignity. We're
2 getting banks out of the "no" business and back into the
3 "yes" business.

4 Kelly King is the same thing. By the way, their
5 assistant to the assistant to the assistant didn't take my
6 call, they did. Both Kelly King and Bill Rogers, having
7 nothing to do with this merger years ago with nobody
8 watching took that call, and put their own credibility on
9 the line when I said I wanted to partner with them to
10 expand free enterprise for all.

11 We are now doing it at scale with both institutions.
12 The last thing I wanted was to mess up that nice elegant
13 synergy, but sometimes it's not about you. It's not about
14 me. It's about we. And, I actually think this is good
15 for America. I actually think that this merger just might
16 serve as a gateway to expand free enterprise for all.

17 A literally community bank at scale. A community
18 bank at scale. Think global, act local. If we can get
19 banks out of the "no" business and back into the "yes"
20 business so that people can have access to credit and
21 capital, and we can expand free enterprise for all, how is
22 that not a good thing? And, I got two seconds left.

23 MS. JONES: Good morning everyone, and thank you for
24 the opportunity to speak to you today in support of this
25 merger of SunTrust and BB&T, and for the opportunity to

1 follow John Hope Bryant.

2 My name is Michelle Jones. I serve as the chief
3 development officer for MMI, and its executive director of
4 its Clearpoint Division. And, for those of you that may
5 not be familiar with our organization, MMI is the nation's
6 largest 501c3 nonprofit provider of credit and housing
7 counseling in the nation.

8 Our work at MMI centers on serving families from low
9 to moderate income households, helping them to address
10 their most pressing financial challenges and supporting
11 their journey to create, restore, and maintain a life of
12 financial wellness. Last year MMI served over 200,000
13 households, nearly 40,000 of which live in the fifth and
14 sixth Federal Reserve Districts.

15 I have over 20 years of experience working in the
16 nonprofit financial counseling service sector, and for
17 many of those years it has been my privilege to work with
18 SunTrust. Over that time I have seen them repeatedly and
19 reliably step up to the plate in support of financial
20 literacy, capability and wellness.

21 I've seen firsthand how SunTrust has continually
22 invested in the financial well-being of at-risk
23 communities, of mission-based nonprofits, the financial
24 health of their customers, and their employees, the
25 SunTrust teammates.

1 SunTrust and the SunTrust Foundation have provided
2 significant support for our agency over the years,
3 investing in our efforts to develop innovative services
4 and providing financial support for the counseling and
5 education that we provide to financially vulnerable
6 members of the community.

7 By way of example, in 2012 our organization launched
8 its first Hispanic Center for Financial Excellence. And,
9 through this innovative service we provide financial
10 education and long-term coaching to first and second
11 generation immigrants who are seeking to learn about the
12 US financial system.

13 We help them learn what that system looks like, how
14 to make use of main stream financial products, and work
15 with them as they develop and achieve their short term and
16 long-term financial goals. In the second year, SunTrust
17 stepped in and helped us, gave us the support to open a
18 second center in Miami, Florida.

19 And, in the six years since, they have provided 100
20 percent of support for both of those centers. The support
21 through the Hispanic Centers for Financial Excellence is
22 just one example of the way that SunTrust has invested in
23 our educational mission and in alignment with their stated
24 purpose of lighting the way to financial well-being.

25 Most recently, SunTrust also provided support for our

1 military service member and veteran outreach program,
2 covering the cost for us to provide financial counseling
3 to thousands of members of the military veterans and their
4 families. But it's not just about the support that
5 SunTrust has given to my organization.

6 I saw firsthand SunTrust's commitment when I was
7 asked to speak at a round table on financial well-being
8 hosted by a SunTrust president, CEO Bill Rogers, as well
9 as, the president of the SunTrust Foundation. At that
10 event SunTrust had gathered some of the nation's top
11 nonprofit service providers ranging from United Way
12 Worldwide to Boys and Girls Club of America, Autism
13 Speaks, Operation Hope, and others.

14 They brought us together with the purpose, the sole
15 purpose of learning how they could better leverage
16 SunTrust resources for the betterment of financial health
17 of households across the nation. That was mirrored in the
18 investment SunTrust made in its own employees several
19 years ago when they began providing financial education to
20 their employees, incenting the creation of savings and
21 making MMI's financial counseling available at no cost to
22 any employee or family member who needed assistance.

23 We at MMI strongly support the merger of SunTrust and
24 BB&T because we believe that together they will continue
25 to be deeply committed to and invested in the communities

1 that we jointly serve. We believe this merger has the
2 potential to reach even more individuals and families in
3 need of financial stabilization. I thank you for the
4 opportunity. I went past my time, John.

5 MR. BRYANT: She was over 40 seconds.

6 MS. JONES: Thank you.

7 MR. ROYAL: Well, good morning. Good morning. I'm
8 Dale Royal executive director of Local Initiatives Support
9 Corporation Atlanta office. Thank you so much for this
10 opportunity to speak at this hearing.

11 On behalf of Local Initiatives Support Corporation
12 and local office, the new local office here in Atlanta,
13 I'm pleased to provide comments regarding the proposed
14 merger of SunTrust and BB&T.

15 LISC has partnered extensively with both institutions
16 in support of our community development initiatives, and
17 we look forward to ongoing collaboration and enhanced
18 outcomes assuming the merger is approved. Established in
19 1979 LISC is a national nonprofit housing and community
20 development organization that is dedicated to helping
21 community residents transform distressed neighborhoods and
22 to help create sustainable communities of choice and
23 opportunity.

24 LISC mobilizes corporate, government, and
25 philanthropic support to provide local community

1 development organizations with loans, grants, and equity
2 investments as well as technical and management
3 assistance. Our organization has a nationwide footprint
4 with local offices in 33 cities and a national rural
5 network where we partner with 86 organizations serving
6 over 2,000 rural counties in 44 states.

7 LISC invests approximately \$1.4 billion each year in
8 these communities. And, our work covers a wide range of
9 activities including housing, community development,
10 building family wealth and incomes, education and creating
11 healthy communities.

12 LISC has had a long-term invaluable relationship with
13 both SunTrust and BB&T. Most recently the banks made a
14 combined investment of \$30 million in support of LISC
15 expansion and operations in the Charlotte, North Carolina
16 area. That included \$10 million in the Charlotte Housing
17 Opportunity Investment Fund, which LISC is managing.

18 The Charlotte Housing Fund -- it's an innovative,
19 customized to the Charlotte market fund which will finance
20 approximately 2,000 units of mixed income housing for
21 families earning 30 to 120 percent of the average income.
22 And to date, \$31 million has been raised for the Charlotte
23 fund with the goal of \$50 million by the end of June.

24 BB&T and SunTrust also earmarked an additional
25 \$20 million for low and below market rate financing for

1 affordable housing outside of that Charlotte fund. And,
2 this is just the most recent example of support that LISC
3 has received from SunTrust and BB&T.

4 Since our inception, LISC has received significant
5 additional financial and technical support, \$115 million
6 of equity investments through the Low Income Housing Tax
7 Credit Program. These investments supported the
8 development of rehabilitation of 126 affordable housing
9 properties and 9,300 units of affordable housing
10 throughout the country.

11 \$18 million of combined investments and equity
12 investments through the New Markets Tax Credit Program,
13 and those investments supported the development of a
14 gross -- under retail centered recently in St. Petersburg,
15 Florida, as well as, equipment and facilities financing
16 for an upholstery fabric manufacturer in North Carolina in
17 a very high poverty rural county.

18 \$5 million in debt capital from SunTrust for numerous
19 community development lending and \$2.1 million in grants
20 to support LISC operations in our offices and program
21 delivery. And, numerous in-kind services as well from
22 SunTrust and BB&T.

23 In short, LISC has partnered substantially with both
24 institutions over the years in support of our community
25 development work. The institutions have exemplary records

1 as partners with LISC, and your most recent Outstanding
2 CRA rating. We support the merger with the expectation
3 that together we will invest even more in LMI communities
4 than the two do separately. And, we commit to work with
5 the banks to help make that happen. Thank you so much.

6 MR. WALKER: Good morning. I'm Kenneth Walker,
7 probably the only one here from Alabama. John, they gave
8 you guys four minutes, I was told I have two, so I'll be
9 brief.

10 I'm the executive director of the Alabama Asset
11 Building Coalition, a wealth building organization that
12 has a state-wide footprint in both urban, as well as,
13 rural communities of Alabama. Our effort and emphasis is
14 placed on helping low mod communities grow, but the focus
15 is the family, and that's where we place most of our
16 attention, on the lives and the impact that we can have
17 upon families.

18 I'm here to speak on behalf of the relationship that
19 we have had with BB&T. We honestly have no greater
20 banking partner in Alabama through the Alabama Asset
21 Building Coalition than BB&T, and we work with several
22 banks. But it's because of that relationship we are able
23 to run a tax-free assistance program for low mod
24 individuals as well as elderlies throughout Alabama.

25 And, not only are we able to procure taxes for well

1 over 4,500 families, but when you're able to sit down with
2 people and they open their financial lives to you, you are
3 able to see greater situations, critical situations.
4 Situations that could advance a child going to college or
5 a family putting food on their table.

6 And, we're able to bring the attention to those
7 errors and those mistakes and perhaps put them on a better
8 path to financial sustainability. We could not do that
9 for those 4,500 families if not for the financial support,
10 and also the professional support that BB&T has provided
11 us.

12 We've been in operation since 2006. BB&T has been
13 there from the start. Not only in terms of just providing
14 us with contribution, but also professional expertise. I
15 have not been at this organization where we did not have
16 representation from BB&T, not just sitting on the board
17 but sitting on our executive board providing us with the
18 advice that we need.

19 In Alabama predatory lending is a problem. Up to
20 456 percent interest is what can be charged for one who
21 goes and secure a title loan or a pay day loan. If not
22 for BB&T we would not have created such programs such as
23 Bank On.

24 Whereby, we're able to take people and advise that
25 they move away from predatory lending to a safe and

1 mainstream way of money management. Not only are we able
2 to just speak that, but we are able to provide hands-on
3 assistance because of our relationship with BB&T.

4 When I heard about the announcement of BB&T and
5 SunTrust, I was on the campus of Alabama State University,
6 a historically black college. I was not there that day
7 alone. I was there with two BB&T personnel. They were
8 there to speak to the college of business students at ASU.
9 And then, we left ASU and we went to Trenholm Technical
10 Community College, another historical black institution.

11 We took your famous BB&T books from one institution
12 to the other. And, that has not only occurred the day of
13 the announcement but that has occurred for the last five
14 years. I see my dear friend Heidi Schoonover who is a
15 fine representative of BB&T, and a friend of organizations
16 like mine throughout Alabama.

17 We surely support this merger. We look forward to
18 greater participation, not only from BB&T and SunTrust,
19 but if you are a friend to us, the community will surely
20 be a friend to you. I appreciate this opportunity.

21 MR. TAYLOR: Let me just clarify one thing before I
22 begin -- I guess I have begun. I am here not in support
23 of or opposed to this merger, but rather concerned. I
24 hope that at some point in the future we will end up on
25 the right side of the aisle in terms of what many folks

1 sitting on this panel are hoping for.

2 My name is John Taylor, and I am a president and
3 founder of NCRC, which represents over 600 community
4 organizations nationwide, and is the biggest community
5 investment and civil rights organization dealing with
6 community reinvestment and free lending in the country.

7 I want to applaud my colleagues here for their
8 comments of what the bank has done, and I want to
9 encourage the bank to continue that commitment to these
10 organizations and others.

11 But really what we're here to talk about is what
12 happens when someone whether they are a person of color or
13 whether they're a low or moderate income person walks in
14 to any one of the branches of SunTrust and BB&T because
15 this is about economic justice and economic better
16 opportunity. And, certainly those organizations provide
17 that, but most of the people walk into banks wouldn't know
18 NCRC or Operation Hope or any of us on this panel if they
19 tripped over us.

20 The key is how they're treated when they go into
21 those institutions, and that's really what this hearing is
22 about. What is the future for underserved people in this
23 country particularly racial populations and low and
24 moderate income people? So this is a very, very critical
25 hearing. Not only because it creates a sixth largest bank

1 in the country, and we share Senator Sherrod Brown's
2 concerns about this getting fullier review -- and
3 including the full hearing of the FDIC Board that it's
4 considered and looked at in the magnitude of importance of
5 which it is.

6 Not only is this critical because the law requires
7 that the regulators ensure that such a merger presents a
8 clear public benefit to communities under their
9 jurisdiction including low and mod neighborhoods.

10 Not only is this critical from an anti-trust
11 perspective in which you must determine that this merger
12 does not result in an anti-competitive environment.
13 Beyond all those determinations, I ask that you consider
14 something greater than all of these responsibilities.
15 Namely, the income inequality in this country.

16 While the Federal Reserve and FDIC cannot in and of
17 itself resolve this problem, you play a major role and
18 have a significant responsibility and opportunity. Lower
19 and moderate income people and people of color build
20 wealth by being able to procure a home loan, a small
21 business loan or a small farm loan or some other type of
22 credit, and banks need to significantly increase their
23 activities in these areas.

24 The micro-economies of low and moderate income
25 neighborhoods need bank branches which serve as anchor

1 business tenants in their neighborhood. High cost sub
2 prime predatory and usurious products and services are the
3 norm in many of these neighborhoods.

4 These type of financial dealings strip wealth and
5 depress peoples ability to reach income equality. One
6 anecdote to this pattern is to have banks seeking to
7 expand to make the clear and specific forward commitment
8 to serve underserved and minority neighborhoods.

9 I am happy to announce that SunTrust's Mr. Rogers and
10 BB&Ts Mr. King, have offered what appears to be a sincere,
11 considerable forward commitments that NCRC and its members
12 200 organizations, and met in six different meetings with
13 these institutions to talk about community credit needs.

14 And, it does seem that that conversation and going
15 forward is sincere and honest. But we'll see what's in
16 writing at the end of the day. I would ask that you cite
17 these community benefits agreements as you consider the --
18 as part of your considerations in approving this
19 application.

20 Our country must turn the corner on racial
21 inequality. We must decrease the wealth gap in this
22 country if we are to succeed as a nation. You as
23 regulators and the banks play a critical, critical role in
24 this matter. Thank you very much.

25 MR. WATKINS: Questions?

1 MS. KILLIAN: Thank you for joining us.
2 Ms. Chelikowsky, we'll begin with you.

3 PANEL 3

4 MR. MILLS: And, my name is Bill Mills, and I'm
5 speaking on behalf of her because she lost her voice. So
6 I'm reading her prepared comments.

7 MS. KILLIAN: Thank you.

8 MR. MILLS: My name is not Terry Chelikowsky, but she
9 is -- and she is the executive director of Florida
10 Alliance of CDCs. The Florida Alliance of Community
11 Development Corporations, FLACDC, is the statewide
12 membership organization for community based development
13 organizations, other nonprofits, partners and investors
14 that serve and work in LMI communities.

15 Our mission is to lead Florida's community
16 development field and its partners in shaping strategies
17 that advance community prosperity. FLACDC has had
18 relationships with both banks for a number of years.
19 SunTrust since 2007 and BB&T since 2011. The relationship
20 with SunTrust started out strong but declined over time.

21 The value of grants received from the SunTrust
22 Foundation also decreased. SunTrust did not fund FLACDC
23 in 2018, and their request for 2019 is pending. The
24 relationship with BB&T has been more consistent, and staff
25 have been more accessible and responsive. A community

1 advisor group convenes at least once per year to provide
2 input on community needs and feedback on bank products and
3 services. BB&T has had initial level support. The
4 initial level of support has for the most part been
5 sustained.

6 Their request for 2019 has been approved and is for a
7 slightly larger amount than in the past. Since the banks
8 involved have agreed to negotiate a community benefits
9 agreement, FLACDC decided to create a brief survey to
10 gather our member's thoughts and ideas.

11 We used sample CBAs obtained from the National
12 Community Reinvestment Coalition to develop questions on
13 mortgage, small business, and community development
14 lending, philanthropy, new branches and an other catch all
15 category. Each question listed several ideas from the
16 sample CBAs, and respondents had only to check a box to
17 indicate their support for the particular product or
18 services.

19 The general comments regarding the proposed merger
20 were, people are concerned that the merger will reduce
21 available resources for community and economic development
22 and make their mission of revitalizing LMI communities
23 more difficult. They're also concerned that the new bank
24 will reduce competition in their markets negatively
25 impacting LMI business and residents disproportionately.

1 Satisfaction with the level of engagement by these
2 banks in the community varies from location to location.
3 In some places, BB&T has a good track record, but SunTrust
4 does not, but then in other communities the reverse is
5 true. There is consensus that the new bank needs to do a
6 better job of providing bank products and philanthropy to
7 LMI individuals and communities.

8 Survey respondents made over 90 comments and
9 suggestions, and FLACDC would be happy to share them if
10 there's interest in seeing them. FLACDC sees this
11 proposed merger as a great opportunity to create a new
12 template, a gold standard if you will, for bank
13 investments in LMI communities and the nonprofit
14 organizations that support them across the nation.

15 They do see that this new entity should make a
16 structural long-term commitment to increase its lending
17 and investments in LMI communities across the footprint by
18 creating products specifically designed for these
19 activities and increasing the amount of lending and
20 investment funds committed to them.

21 Create a philanthropic foundation committed to
22 investing at least 5 percent of corporate earnings in
23 philanthropy that serves LMI individuals and communities
24 across the new bank footprint. Invest in recruiting,
25 training, and sustaining staff required to effectively

1 operate the programs and bank services, and embrace a
2 transparent and easy to understand process that evaluates
3 and demonstrates their commitment to developing these
4 products and services.

5 They appreciate the opportunity to share the
6 perspective and look forward to working with BB&T,
7 SunTrust, and the regulators and members and partners to
8 help shape a banking system in which the LMI people and
9 communities are never left behind.

10 MR. WATKINS: If we could remind the panel members of
11 their four minute time frame.

12 MR. ALGHITA: Good morning. My name is Adnan
13 Alghita. I own the company which has my name on it. I
14 came to the United States 1969, just a few months after
15 they brought Mr. Sadam to power. I went to Georgia Tech,
16 graduated in 1971. And, I got my masters degree in 1971,
17 and I have been in the building and land development
18 business since then.

19 My relations with the banking community in Atlanta is
20 very well established. My projects in Atlanta, they are
21 well appraised, and I do have group of architects,
22 engineers, and other professionals who worked with me,
23 testify to my credibility. I am here to oppose SunTrust.
24 I know nothing about BB&T.

25 I know absolutely nothing about BB&T so I cannot say

1 anything unkind about them. But I do have really and
2 truly a major issue, and it is extremely sensitive. I am
3 liable for it. If it is inaccurate, I can go to jail for
4 it. I can be penalized for it. And, I told the justice
5 department, the anti-trust division about it. I told the
6 Federal Reserve, Mr. Powell about it, and I told the
7 Federal Trade Commission about it.

8 Furthermore, I told Mr. King about it to investigate
9 and tell me if my allegations are inaccurate. I think
10 that much he can do, and I'm waiting for his answer. If I
11 don't get justice in this situation I'm going to have to
12 go to the next step.

13 Once again I don't oppose the merger. This is
14 national economical issue, but the American people deserve
15 the truth and they must know the truth and the truth is
16 that SunTrust foreclosed on a project I was building in
17 Florida. Their own appraisal, \$3.5 million, they
18 foreclosed and they sold it to friend of theirs for
19 \$375,000, and I have the document to prove it.

20 Let them tell me if that's not big theft, I'd like to
21 know what big theft is. And, the other issue is that in
22 the mid-'80, there was an Iraqi ring here in Atlanta.
23 They are in the arms selling business. There was a
24 program by Congress, oil for food to the Iraqi people.

25 They were taking the food, selling it, buying arms

1 selling it to Saddam. And, we lost 7,000 people when we
2 went to remove Saddam and some of them lost their lives
3 with bullets, bullets sent from here. I am liable for
4 that, every word I said here. And, the American people
5 would know the truth, Mr. Rogers.

6 MR. GEORGE: My name is Richard George. I am
7 president of Junior Achievement at Tampa Bay. I'm not on
8 your roster. I was supposed to be in Panel 11. Nancy did
9 me a great favor and bumped me up in the line up so I can
10 make a high school championship game tonight in Tampa, my
11 daughter, and she's thrilled with this.

12 It's a great privilege and honor to be here from
13 Tampa to speak in behalf of the SunTrust and BB&T proposed
14 merger. I have been with Junior Achievement 35 years. Our
15 national organization, global organization is celebrating
16 our centennial this year. We're all about financial
17 education, workforce readiness, and entrepreneurship for
18 young people.

19 As a founding sponsor of our new JA Finance Park
20 presented by SunTrust, this initial grant of \$1.7 million
21 is the single largest gift in our 35 year history of
22 Junior Achievement Tampa Bay. This grand brand new 1,800
23 square foot facility was dedicated on September 13th, 2018
24 and is now home to JA Finance Park.

25 This is a program that teaches financial education to

1 eighth grade students including personal budgeting,
2 spending and investing. This partnership with SunTrust
3 was the impetus to enable every eighth grader in
4 Hillsborough County, which is the eighth largest school
5 district in the United States to benefit from this
6 program.

7 In addition to the funding, SunTrust has become the
8 most valuable volunteer partner over the last two years
9 and has provided 247 volunteers which empowered over 3,000
10 students and 2,000 hours donated over the last two years
11 from SunTrust in Tampa Bay making them one of our top
12 volunteer partners.

13 Obviously, this partnership has been vital to our
14 success to our new JA Finance Park, but we do support the
15 merger with BB&T as we know that it will increase our
16 partnership even more. As an organization which focuses
17 on financial literacy, this introduction of BB&T will
18 promote new funding and new volunteer opportunities, as
19 well as, a larger presence within our local community,
20 further empowering our young people to make sound
21 financial decisions as they become young adults. Thank
22 you for this opportunity.

23 MS. KILLIAN: Any questions? (No response.)

24 Thank you very much.

25 MR. WATKINS: We are going to take a break now. The

1 next panel starting promptly at 10:25.

2 (A break was taken.)

3 MS. KILLIAN: Thank you we are going to get started
4 with Panel 4.

5 MR. WATKINS: We would like to remind the panel
6 members of the four minute timeframe.

7 PANEL 4

8 MS. BEAVOR: Thank you for allowing me to be here.
9 My name is Karen Beavor. I'm the CEO for the Georgia
10 Center for Nonprofits. The Georgia Center for Nonprofits
11 has over 1200 nonprofit organizational members comprised
12 of all sizes and types of charitable entities throughout
13 Georgia.

14 In addition, we serve over 5,000 charitable entities
15 annually through the provision of capacity building
16 services that help nonprofits succeed through better
17 management, leadership and governance. SunTrust has a
18 long and deep history of philanthropic support throughout
19 the communities it serves in our estimation.

20 We, again, work with many, many organizations on
21 their strategic plans, on financial management processes,
22 and so we're seeing the grants that come through. We're
23 seeing the types of strategies they do. Their community
24 partners are working on those strategies.

25 And, we can say without a doubt -- and we do about

1 150 strategic plans a year to put that in context,
2 SunTrust comes up routinely in those community
3 partnerships in terms of who is working with entities
4 throughout the state on a routine basis. The bank has
5 been a partner in community efforts to improve financial
6 wellness, increase access to credit, and to build
7 community engagement and activities to strengthen social
8 and economic fabric of communities large and small.

9 I wanted to give you a couple of examples of how they
10 work with us in that context: SunTrust was a founding
11 partner of Georgia Goods Day, a massive day of giving.
12 It's a one day sort of flash mob of giving where the
13 entire public comes together to support nonprofits of all
14 types and sizes across the community.

15 They were a founding partner of that. To date that
16 effort has raised more than \$30 million in unrestricted
17 public donations to over 3,000 charities throughout the
18 state since 2012. SunTrust was also a founding partner in
19 the formation of a program we call "Mission Money."

20 It's a financial wellness initiative that targets
21 nonprofit employees specifically throughout the state. As
22 you know, there are many nonprofit employees that are
23 certified nursing assistants or perhaps a part-time after
24 school care for a Boys and Girls Clubs. They are not all
25 executive directors and they earn different amounts of

1 money just like in the regular sector.

2 And so, this financial wellness initiative helps them
3 understand how to manage their money and their futures
4 better. It also critically supplies an employer tool for
5 free that offers employers a way to offer financial
6 wellness, a suite of services and information tools, to
7 their employees for free.

8 And so they were a founding partner of that, a
9 flagship partner, and it's being expanded not only here in
10 Georgia, but throughout the Southeast at this point. Many
11 hundreds of other charities are also supported by the
12 bank. Its skilled volunteers and leaders.

13 We see this every day, as I said, when we're out at
14 different events as we're consulting and training with
15 nonprofits. We believe the combination of BB&T with
16 SunTrust will broaden and deepen the capacity of the new
17 entity to make an even bigger difference in our community
18 through philanthropic support, skilled volunteerism,
19 community leadership initiatives, and through its power to
20 engage its stakeholders in issues that matter for our
21 local economy and social well-being.

22 For these reasons, we wish to offer our support of
23 the merger. Thank you.

24 MS. GAMBRELL: Good morning. Thank you for the
25 opportunity to speak today on the BB&T Bank and SunTrust

1 Bank merger. My name is Donna Gambrell, CEO of
2 Appalachian Community Capital, an intermediary community
3 development financial institution or CDFI.

4 Created in 2013, we are a member organization
5 comprised of 19 community development lenders throughout
6 Appalachia. The Appalachian region includes all of West
7 Virginia, and portions of 12 other states starting with
8 New York and going all the way down to Mississippi.

9 Our members obtain loans from Appalachian Community
10 Capital, and in turn they make loans to small business
11 owners and entrepreneurs including minority and women
12 owned businesses throughout the region.

13 I was hired as CEO in 2017, and over the last two
14 years BB&T has been the only financial institution to
15 provide grants to Appalachian Community Capital. Most
16 CDFIs, and particularly young CDFIs, need both debt and
17 grant capital to grow their organizations. At BB&T, Craig
18 Pascal and Heidi Schoonover, understand how grants can
19 help a CDFI build capacity.

20 Appalachian Community Capital has received four
21 grants in six years and has used the funds for day to day
22 operations, training, technical assistance,
23 communications, and marketing. We have been able to raise
24 our profile and attract additional investments using
25 marketing materials developed with a portion of the grant

1 we received.

2 Through our media products we have been able to tell
3 a small business owner's stories ranging from a company
4 that has provided the first solar powered hospital project
5 in rural Virginia to a founder of a long term adult care
6 home for the elderly, disabled and mentally ill in rural
7 North Carolina among many examples.

8 While SunTrust Bank has not invested in Appalachian
9 Community Capital, it has been a strong supporter and
10 partner of a nonprofit organization with which I'm
11 affiliated. Women of Color in Community Development is a
12 membership association based in Washington, D.C. Since
13 its inception ten years ago, Muriel Garr, the regional
14 community development officer has been an invaluable ally.

15 SunTrust has provided financial support for workshops
16 as well as personnel who have participated in professional
17 activities for members. During my 30 plus years in the
18 community economic development field, I've witnessed
19 instances where bank mergers resulted in an affinity
20 mission instead of an expansion of community and economic
21 development products and services.

22 I support the merger between BB&T and SunTrust. And,
23 if the merger is approved, I believe there is tremendous
24 potential for the two institutions to leverage their
25 strength and to make even greater substantive investments

1 in underserved communities and in the leaders who serve
2 these communities.

3 One example underscores a role that these banks can
4 play. Rural communities across the country continue to
5 face many challenges. Research shows that the rural
6 population is aging and shrinking, jobs are less stable,
7 and rural economies did not recover as well as cities
8 after the 2018 recession.

9 In Appalachia, the region that I serve, one can still
10 find deep pockets of poverty, communities suffering from
11 inadequate healthcare and other issues. But Appalachia
12 has also been called a study in contrast because we have
13 significant entrepreneurial efforts under weigh, and
14 leaders implementing strategies to build new economies.

15 The merger between BB&T and SunTrust, if done with
16 care, can be an organization that provides greater access
17 to capital for low wealth communities and that is equally
18 focused on mission and margin. Thank you.

19 MR. HARDIN: Thank you for allowing me the
20 opportunity to speak today. I'm Russ Hardin. I'm
21 president of the Robert W. Woodruff Foundation, and also a
22 member of the local SunTrust Atlanta Advisory Board. The
23 Woodruff Foundation is an independent private charitable
24 foundation established in 1937 by Robert W. Woodruff who
25 lead the Coca-Cola Company.

1 For the better part of six decades our foundation
2 seeks to improve the quality of life in Georgia by
3 investing in health, education, economic opportunity, and
4 community vitality. We are rare among foundations our
5 size, and that we continue to focus our attention and our
6 philanthropy in our own community.

7 Our foundation has had strong ties to SunTrust Bank
8 for a century. SunTrust Legacy Bank, Trust Company of
9 Georgia, was led by Earnest Woodruff, father of Robert
10 Woodruff, and we have shared both board and executive
11 leadership over the years with SunTrust.

12 SunTrust today is the primary bank for the foundation
13 and we know the nonprofit banking group at SunTrust very
14 well. They provide the premiere service in our market to
15 nonprofit organizations, and they enjoy a fabulous
16 reputation and record of service among schools, colleges,
17 community organizations, and government agencies in our
18 community.

19 SunTrust has also been a generous corporate citizen
20 in our community and has provided leadership to countless
21 charitable causes in our state and our community. I also
22 happen to have roots in eastern North Carolina. I know
23 Branch Banking Trust, BB&T today, and its legacy and
24 history as a community bank.

25 Each bank has managed to grow while preserving their

1 heritage of culture and community banking. We know that
2 given change in the banking industry, SunTrust has
3 determined that this proposed merger is in the best
4 interest of its shareholders and ultimately the
5 communities it serves. We expect that we'll have a
6 stronger bank in Atlanta.

7 We are here today to support SunTrust because of its
8 long and deep history of philanthropic support throughout
9 the communities it serves. And, we have utmost confidence
10 that SunTrust will continue its legacy as Atlanta's
11 premiere bank and community assist. Thank you.

12 MR. JOHNSON: Good morning. My name is
13 Timothy Johnson, and I have the pleasure of serving as
14 chief strategy and impact officer for the United Way of
15 the National Capital Area. We serve 11 counties
16 comprising communities of Washington, D.C., Northern
17 Virginia, the Piedmont Region of Virginia and suburban
18 Maryland.

19 On behalf of Rosie Allen-Herring, President and CEO
20 of United Way in CA, it's board and it's staff, I appear
21 before you this morning to offer testimony and
22 enthusiastic support of the merger between BB&T and
23 SunTrust. For everyone whose lives have been skipped
24 over, written off, the United Way of the National Capital
25 area fights for them because everyone deserves hope.

1 Everyone deserves a chance. Everyone deserves
2 respect. How do we get there? By living United. By
3 finding new solutions to old problems and mobilizing the
4 best resources that produce lasting results. By forging
5 impactful partnerships.

6 We ask that the Federal Reserve Bank and the Federal
7 Deposit Insurance Corporation support the merger between
8 BB&T and SunTrust. Both companies have been champions in
9 the community, and the type of partners I just described
10 and that community deserves. We support the efforts and
11 ask that you help continue the economic and philanthropic
12 impact that they have had in our region which is home to
13 over seven million residents.

14 United Way in CA's membership of over 500 nonprofits
15 represents a variety of sectors from health to housing,
16 arts, financial literacy, education, and the environment.
17 We serve the unifying voice for the nonprofit community in
18 our region, and provide for critical direct services and
19 help organizations build capacity and increase their
20 impact in our region.

21 In education we set the goal of increasing student
22 success at low performing middle schools and increasing
23 the number of students graduating from high school. We
24 support financial stability. We believe that area
25 residents who understand the best money management options

1 and the importance of banking, budgeting, and savings will
2 be in a better equipped position to ensure for a
3 successful future.

4 For communities to thrive we know that members must
5 be healthy, and for that reason United Way makes strategic
6 investments in programs that provide adults and children
7 with access to health, wellness, and care. SunTrust Bank
8 under the leadership of Mid-Atlantic Chairman and CEO
9 Daniel O'Neil, and the SunTrust Foundation under President
10 Stan Little, were the first corporate citizens to engage
11 us in a series of strategic discussions which led to the
12 investment in greater Washington systems of financial
13 involvement centers.

14 Our FECs are community local centers where residents
15 and families can come and receive high quality
16 professional guidance on a myriad of financial needs,
17 including but not limited, to budget management, financial
18 coaching, entrepreneurial aid, and tax assistance, all for
19 no direct cost to the recipient.

20 Now, several years later, SunTrust provides financial
21 resources and strategic marketing and volunteers that
22 support two of the four regions FECs which played a
23 critical role in delivering financial guidance and help to
24 federal employees and contractors during the recent
25 partial federal government shutdown.

1 As Northern Virginia and Southern Maryland has a
2 disproportionate number of federal employees and
3 contractors and workers whose businesses support the
4 federal workforce, many of these individuals found
5 themselves accessing an array of human services and
6 government services for the first time in an effort to
7 obtain food, gas, rent, utility assistance, etc.

8 If these FECs powered by the support of SunTrust were
9 not in place, many more of our regions residents would
10 have gone without basic needs support or falling deeper
11 into financial jeopardy. SunTrust Bank and SunTrust
12 Foundation have both been stalwart supporters of our work
13 at United Way NCA and throughout our nonprofit community
14 for many years.

15 Our region continues to enjoy the benefits of their
16 excellent corporate social commitment, and without their
17 support United Way and other community serving
18 organizations would be unable to reach the same number of
19 people and communities in needs. We are proud of these
20 results, but they're not possible without the partnership
21 and commitment of true corporate citizens like BB&T,
22 SunTrust and philanthropic support like SunTrust
23 Foundation whose investment in employee engagement
24 provides the families that needed help being on the
25 pathway to financial confidence and stability.

1 Based on our partnership with SunTrust and SunTrust
2 Foundation their long legacy of engagement and investment
3 in the community, we have enthusiastically supported the
4 proposed merger with BB&T because we have witnessed a
5 positive measurable impact that they make within our
6 regional community.

7 The union between these two great financial
8 institutions can only mean increased impact for the seven
9 million residents in our metropolitan region. Thank you
10 for your time.

11 MR. LITTLE: Good Morning. My name is Milton Little,
12 I'm the president and CEO of the United Way of Greater
13 Atlanta. And, on behalf of the board, the management
14 team, and all of our volunteers thank you for the
15 opportunity to be here this morning and offer our
16 enthusiastic support for this merger.

17 United Way of Greater Atlanta is the largest of the
18 140 United Ways in SunTrust's footprint. And, we bring
19 together people and the resources they need to tackle
20 complex issues and drive sustainable change to help our
21 communities thrive.

22 For the last two years in Atlanta our signature cause
23 has been to mobilize the region to improve the outcomes
24 for children across greater Atlanta. Of the 1.3 million
25 children in greater Atlanta, half a million of them live

1 in communities of low or very low financial well-being.

2 And, many of those children are those who make up the
3 statistic that Atlanta if not has the lowest, then one of
4 the lowest rates of social mobility in the United States.
5 We thank SunTrust for being an early and consistent
6 believer in that signature cause campaign. United Way is
7 also the signature giving campaign of SunTrust because our
8 purposes so align. SunTrust strives to help people take
9 steps toward financial confidence, and United Way helps
10 people find the resources and confidence they need to
11 improve their education, income and health.

12 We also work to help free people from the fear and
13 risk of homelessness and make the experience of those who
14 are trapped in homelessness as brief and as rare as
15 possible. Every year across the SunTrust footprint,
16 SunTrust teammates generously support the work of United
17 Way through their gifts of time, talent, and treasure.

18 SunTrust teammates participate in volunteer
19 activities and fundraising campaign to support United
20 Way's mission. From 2016 to 2018 SunTrust teammates and
21 retirees have provide more than 30,000 volunteer service
22 hours in addition to giving more than \$8.6 million.

23 Over the same period the SunTrust Foundation has
24 invested nearly \$20 million to support the United Way's
25 efforts to strengthen families and neighborhoods.

1 SunTrust Foundation and the United Way of Greater Atlanta
2 also partnered to create the Money Game, a free mobile
3 application to provide a new way for people to become
4 engaged in financial well-being.

5 The Money Game uses financial trivia to motivate
6 learners to learn how to become financially self
7 sufficient so that they can do more than live paycheck to
8 paycheck. Here in Atlanta, BB&T's northern region has
9 also been a partner of our United Way. And, BB&T has
10 supported United Way's signature workforce program,
11 Atlanta Career Rods.

12 BB&T associates have also run United Way fundraising
13 campaigns and they have helped to lead our young
14 professional leaders and women of color donor affinity
15 groups. In addition, we partnered with BB&T at the very
16 beginning of the launch of its very successful BB&T Tennis
17 Challenge.

18 With business and civic interests that cover
19 affordable housing, financial stability, workforce
20 development, and small business and partnerships with the
21 region's most important and influential nonprofit
22 organizations, BB&T and SunTrust have demonstrated a deep
23 commitment to the health and well-being of communities in
24 which their associates live, work, play, and pray.

25 We believe the combined entity will continue this

1 legacy. Thank you very much for this opportunity to speak
2 on behalf of this merger.

3 MR. MILLS: Good morning. My name is Bill Mills and
4 I am the president of Florida Prosperity Partnership
5 commonly known as FPP. FPP is a statewide nonprofit
6 coalition of over 2200 financial capability practitioners.
7 Approximately 80 percent of the individuals that make up
8 the FPP work for nonprofits serving low to moderate income
9 individuals and families.

10 Since FPP was founded as a 501(c)(3), both SunTrust
11 and BB&T have been involved with the coalition as members,
12 supporters, and in the past board members. As a
13 coalition, in one year FPP engaged 96,159 participants and
14 7,484 financial literacy events.

15 Banked 272,000 Floridians that were previously
16 unbanked, and filed 78,488 free income tax returns,
17 according to our self reported survey last year. We have
18 a very large reach and work with a lot of partners. Once
19 again, this includes SunTrust and BB&T.

20 I want to tell a brief anecdotal story of something
21 that I experienced a few years back. This was a volunteer
22 income tax assistance Super Saturday. There were many
23 banks involved in the event. The bank partners were there
24 to open accounts for these low income families so that
25 their tax returns could be directed deposited into a bank

1 account.

2 It was a huge success. Twenty percent of those that
3 had their tax returns that day opened new accounts.
4 Almost every single one of those was with BB&T. They had
5 an extremely attractive account and helped the clients,
6 several of which were unbanked prior to this.

7 BB&T continues this type of service with their bus,
8 that was mentioned earlier, that they send to Florida
9 every tax season to help out multiple free income tax
10 preparation sites. This is just one quick example of work
11 that I have seen first hand from BB&T.

12 My history with SunTrust is a little different as I
13 was employed there from 1999 through 2010. Now, I have
14 seen the culture from outside and within. The culture is
15 community. I still remember the words of Linton Allen,
16 the SunBank founder, build your community and you build
17 your bank.

18 An FPP staff member tells a story that he was waiting
19 in the lobby of a SunTrust and noticed the banker
20 introducing a client to someone from a nonprofit that we
21 work with. Someone that could help this person to be more
22 financially capable. Exactly what we talk about at FPP.
23 Everyone is welcome.

24 Of course, these are just two quick anecdotal
25 stories, but there is an underlying tone to them. They

1 are more than financial institutions. They are community
2 partners. I know John Hope Bryant earlier called them
3 community banks, and I'll agree with you, sir.

4 I am here today to support the merger. At Florida
5 Prosperity Partnership we are very concerned for the
6 numbers of un- and under-banked in the State of Florida.
7 Almost a quarter of Floridians are using predatory slash
8 high cost alternative financial services. This merger
9 will help two community-minded banks to better compete
10 with these virtually unregulated predators that have an
11 immoral carve out in Florida's usury laws.

12 It would be a disservice to these two upstanding
13 financial institutions and Florida's communities to not
14 allow for this merger to happen. Thanks for your time
15 today.

16 MR. WATKINS: Are there any questions? If not thank
17 you very much. Panel 5, please take your place. I would
18 like to remind the panel members, four minutes for your
19 comments. We welcome your comments. Ms. Cross, we will
20 start with you.

21 PANEL 5

22 MS. CROSS: Good morning. I'm Millicent Cross. I'm
23 the president and founder of Totally Free, Incorporated.
24 We are a HUD approved, housing counseling agency that has
25 operated since 2001. We serve counties all over the state

1 of Georgia and some of our services are national in scope,
2 and some reach our local footprint in the Southeast
3 region.

4 Thank you for this opportunity to speak this morning.
5 Over the years we have had a great relationship with BB&T
6 Bank and with the growth of BB&T Bank and SunTrust. With
7 their growth experiencing a merger, we hope our
8 opportunity to serve the underserved will expand. As we
9 help the low income, disabled, and seniors qualify for
10 mortgage products, we often find that as they are shopping
11 there is limited or no inventory of homes in their price
12 range to purchase.

13 The homes in their price range tend to be old, run
14 down, and need work or the opposite is true. Homes are
15 beautiful and new homes, but too expensive. We want to
16 bridge the gap by developing communities in our rural
17 areas and areas of need that are attractive with new
18 inventory yet affordable for the demographic we serve.

19 In order to accomplish this we need the strength of
20 our growing financial institutions to back us with
21 charitable contributions to jump start our projects while
22 we work with other sources of funding like USDA and the
23 Federal Home Loan Bank to complete the task.

24 While bridging the gap for low and moderate income
25 purchasers with desirable, affordable new inventory, we

1 will also build and develop the workforce by employing
2 construction crews to build. We plan to develop
3 communities while working with local contractors and
4 families through, hopefully, the mergers CRA initiatives.

5 We also invite this merger to support our homebuyer
6 workshops which help provide more potential homeowners in
7 the communities we serve. The bank's presence at our
8 workshops is always helpful in educating potential
9 consumers. We also guide buyers through the process with
10 our individual housing counseling services, which
11 minimizes the number of non-qualified potential buyers,
12 and maximizes loan application success.

13 Many of our clients are intimidated by banks and
14 expect to be turned down. By working with them upfront we
15 give them confidence that they have a higher percentage of
16 being approved and because of this they become referral
17 sources and can repeat the success for others. There is
18 great opportunity with banks growing and when the banks
19 reach out to the communities they are housed in and make
20 life better for the underserved, it's even better.

21 Here at Totally Free we stand ready to partner with
22 the newly merged banks to advance with them. Thank you so
23 much for your time.

24 MS. LETT: Good morning. My name is Rosalind Lett,
25 and I'm the director of the Clayton County Library System.

1 And, I'm here today to talk in favor of the merger with
2 BB&T and SunTrust.

3 About five years ago when I got to the library I saw
4 that our community was made up of a lot of unbanked and
5 unbankable citizens. So I wrote a grant to FINRO which is
6 a financial regulatory authority with the American
7 Libraries Association. And, I got a hundred thousand
8 dollars to do financial literacy education in the
9 community. We spotlighted four different groups: youth,
10 seniors, disenfranchised families, and entrepreneurs.

11 The first three years we set up having our workshops
12 with the families on credit and money management, on
13 homeownership with the entrepreneurs. We had an eight
14 week series to teach them how to become business owners
15 and how to sustain businesses.

16 With the youth we went into the schools and we did
17 training on Banking on Our Future, which is one of the
18 initiatives of Operation Hope, who we partnered with. We
19 taught them how to write checks, about identity theft,
20 about all the questions they had about money and how to
21 keep money and have money and dignity.

22 We also worked with the teens and gave them a reality
23 check. And, this was to teach them how to live for one
24 month with a set salary, and with getting housing and all
25 the other things that you need so they could see how far

1 money would stretch and what you needed to do to make your
2 money stretch.

3 We also worked with the seniors for asset protection,
4 we wanted to protect them against fraud, and against
5 identity theft and things like this. So about the second
6 year of our grant, I realized that this was something that
7 was sustainable in our community and we really needed to
8 find some community partners to sustain it after the third
9 year.

10 So that's when we reached out to some banks, and BB&T
11 stepped up to the plate and they have been a wonderful
12 partner for us through this whole process. They have
13 helped us with training, they have provided speakers for
14 our entrepreneurial workshops, they have provided Banking
15 on Our Success programs.

16 They've helped us bring together the business
17 community so we have business forums and we have business
18 round tables and talk to them about money and how to get
19 money and how to position yourself. We talked to the
20 community about how to get your credit back in order so
21 that you can start a business and you will have what you
22 need to start a business.

23 We've also partnered with them to go into the school
24 systems and they have introduced us to EVERFI, which is a
25 marginal training for kids, so now we're introducing that

1 through the library for our elementary school kids, our
2 middle school kids, and our high school kids.

3 We work with the seniors very closely to make sure
4 that they realize all of the benefits that they can get in
5 the community by knowing how to leverage your money, how
6 to invest your money, and BB&T has been a constant partner
7 with this.

8 I also want to say that SunTrust has helped us also.
9 We had a ten week series for our entrepreneurs as well as
10 a Shark Tank, and they supported our entrepreneurial
11 series with the Shark Tank. So both of these banks have
12 been a wonderful partner to us.

13 And, in Clayton County we serve 287,000 citizens.
14 The library has six branches, so we are reaching out to
15 all of the citizens because we want them to be financially
16 literate, and we want them to have dignity in the money,
17 so through the library, a trusted source, they will come
18 to us.

19 And, we have gotten a great response from the
20 community in all levels from the school system and from
21 our community as a whole and the county government to
22 support us as we present financial literacy to our
23 citizens. And, also citizens of other counties are now
24 coming to us because our libraries are one of the few that
25 is offering this kind of financial literacy training.

1 Thank you so much for the opportunity to speak.

2 MS. DUGAN: Good morning. Thank you. I'm
3 Missy Dugan. I'm the president and CEO of the Boys and
4 Girls Clubs of Metro Atlanta.

5 For those new to our mission, the Boys and Girls
6 Clubs works to save and change the lives of children and
7 teens, especially those who need us most. We provide a
8 safe, positive, and nurturing environment and programs
9 that prepare them to achieve their great future. We serve
10 nearly 3,000 children each day in the Metro Atlanta Area
11 at 25 locations and ten counties.

12 Each day our dedicated staff works to help kids and
13 teens get college and career ready, live healthy, and
14 serve as leaders in their community. Many of the kids and
15 the teens that we serve do not have the resources and
16 relationships that they need each day in their lives.

17 Nearly 80 percent of the children we serve come from
18 low income families. The average household income is
19 \$31,000. And, nearly 80 percent of our youth come from a
20 single parent household. While the cost to effectively
21 serve those who need us most is approximately \$5800 per
22 child, families are asked to pay between \$50 and \$135 per
23 year to have the programs that the Boys and Girls Club
24 provide.

25 Our work is only possible through generous partners

1 like SunTrust. They have been a long term critical
2 partner with transformational funding over more than
3 25 years. Over this time SunTrust has donated nearly
4 \$1.4 million from its branches, foundations, and overall
5 organization, and an additional \$300,000 from employees
6 directly.

7 Bill Rogers, chairman and CEO for SunTrust, has given
8 a transformational number to our children in our programs.
9 This funding has allowed us to continue the programs that
10 are saving thousands of children's lives here in Metro
11 Atlanta. The SunTrust teammates have also contributed
12 dollars and volunteerism.

13 For the past several years, the SunTrust staff has
14 been involved with numerous projects at many of our sites
15 logging over a thousand hours annually. Projects have
16 included working directly with kids at the club to
17 increase their financial literacy skills, and they have
18 participated in homework help sessions and lead many STEM
19 competitions.

20 SunTrust executives have served in key leadership
21 positions for decades. Bill Rogers has served for over
22 25 years on our corporate board, and now serves at the
23 board of governors level with our Boys and Girls Club of
24 America National Board of Trustees.

25 During his time as chair of the Boys and Girls Club

1 of Atlanta, Bill was the chairman of our Open the Door
2 Campaign, raising \$26 million through community support
3 for the organization, and opening up the 28,000 first of
4 its kind in the Boys and Girls Clubs movement, arts
5 focused Boys and Girls Clubs in the west end of Atlanta.

6 Looking ahead we believe that workforce development
7 is essential and our children need it. Boys and Girls
8 Clubs are working to solve the problems our kids are
9 facing and making our cities stronger. Globally,
10 employers are facing a huge talent shortage, and in
11 particular US employers say that the inability to find
12 qualified workers is their biggest obstacle to growth.

13 Earlier this year, SunTrust made an announcement of a
14 transformational gift of \$1 million to the Boys and Girls
15 Clubs of America's Workforce Development Initiative to
16 help our teens get the knowledge, skills, and experiences
17 to better prepare them for the workforce. This new
18 partnership will reach over 45 organizations nationwide.

19 In closing, I'm here today to support SunTrust
20 because they've supported our kids throughout Metro
21 Atlanta. They are a trusted community partner who gives
22 so much and helps our children thrive. Thank you,
23 SunTrust and thank you.

24 MR. BUSSE: Good morning. My name is John Busse, and
25 I'm the director of the Corporate Internship Program at

1 Cristo Rey Jesuit High School in Baltimore, Maryland.

2 Cristo Rey is a growing network of co-ed, college
3 prep, private high schools all operating in urban cores
4 and all exclusively serving motivated students of limited
5 economic means, most from highly distressed communities.
6 To gain access to this quality education, and to offset a
7 large portion of their own tuition, each student
8 participates in a four year integrated work study program
9 working real jobs at real firms five days per month.

10 In Baltimore, we rely on over 100 corporate partners
11 to open these doors of possibility. SunTrust has been a
12 corporate partner since we opened our doors in 2007, and
13 most recently under the local leadership of
14 Natasha Horton, our community development manager. We
15 have increased that partnership in several different ways.

16 The investment directly funds student work
17 opportunities at several community partners where our
18 students assist in business, operational, and educational
19 functions impacting both the generation above and the one
20 to follow.

21 Additionally, SunTrust volunteers will be in our
22 classrooms and our hallways providing mock interview
23 practice, financial education resources, and career fair
24 presentations. To date, every single graduate from Cristo
25 Rey has been accepted into college, one hundred percent.

1 Even better, they are persisting toward and achieving
2 degrees at rates far higher than their zip codes would
3 predict. And even better, they are now returning to
4 Baltimore as nurses and teachers and engineers,
5 technologists, entrepreneurs, and social influencers. The
6 entrenched cycle of poverty broken in one generation and a
7 family transformed.

8 I'd like to personally thank SunTrust for investing
9 in this market based model of earned success, for living
10 their corporate values daily through our program and for
11 making direct impact in the lives of our remarkable
12 students. Thank you.

13 MR. ROGERS: My name is John Rogers. I'm from
14 Gainesville, Georgia. I represent Rogers Development LLC.
15 I think at this point I feel like I'm one of the few for
16 profit entities at this meeting, although from time to
17 time I feel like I run a nonprofit.

18 My background basically is, I wanted to cover, in my
19 opinion ladies and gentleman this is the new branch of
20 banking. This merger is based on technology. I agree and
21 I applaud it. What I wanted to center on is the fact that
22 I'm an old banker as well.

23 I started a bank in Gainesville, which BB&T
24 inherited, and I have had involvement in the Southeast. I
25 spent time in Alabama playing football for Vince Dougall.

1 He left, and then I left and went to Duke, so I got
2 involved with them in North Carolina.

3 I think that -- knowing I've got short time here, my
4 concern is that I'm focusing in on the deal -- I've got
5 the Wall Street Journal articles here, this represents
6 3100 branches. 740 are within two miles of each other.
7 What I see is a lot of closed branches and possibly laid
8 off people.

9 I'm interested in those branches if they're going to
10 be closed. There are a lot of good people there that need
11 another chance. So I think that we need to look at the
12 for profit angle at this point, and I just want the people
13 to know that I think this deal is bigger than you think,
14 but I think it's necessary. Being an old banker myself, I
15 think it's very much necessary. That's it for me.

16 MS. WALKER: Good morning. My name is Debbie Walker.
17 I'm a Volunteer Project Director at Economic Opportunity
18 for Savannah-Chatham County Area, Incorporated. I'm here
19 to say, SunTrust has a tremendous impact in our local
20 community in Savannah.

21 EOA was incorporated in 1965. It was developed
22 during Lyndon B. Johnson's war on poverty, and that's the
23 key word, poverty. Our agency has several programs
24 designed to help people develop economic self sufficiency,
25 and SunTrust has supported many of those programs.

1 Some of the programs at EOA consist of: Head Start,
2 Early Head Start, Foster Grandparent Program, Retirement
3 Senior Volunteer Program, Energy Assistance, Homeless
4 Services, Housing Services, Crisis Intervention,
5 Employment Development, Computer Lab and many more.
6 SunTrust has thoroughly invested in our agency.

7 They provide us funds to support our many programs,
8 and particularly our Foster Grandparent Program. The
9 Foster Grandparent Program is a program where low income
10 seniors age 55 and older volunteer their time to work with
11 children with special or exceptional needs in our
12 community.

13 It has a dual purpose and not only are the seniors
14 receiving a stipend with their living, they're also
15 working with children. Our community development program
16 manager, Stephanie Johnson, she is consistently involved
17 in our program. We have individuals from SunTrust, they
18 help our agency as far as measuring our impact, what kind
19 of impact does our program make in our community?

20 They also provide assistance in helping us to
21 evaluate our program, and see that our program is meeting
22 critical needs in our community. So we appreciate their
23 support in that way. They also support us by making
24 financial donations to your agency.

25 The yearly donations we receive from SunTrust helped

1 us leverage other funding, and that's critical when you're
2 at a nonprofit agency. We depend on community funds to
3 match federal dollars, and SunTrust has been instrumental
4 in providing us strategies for leveraging funding to
5 support our services and provide our services and funding
6 for our different programs.

7 Equally important, are the funds they have provided
8 our agencies. The knowledge we have gained from their
9 staff members show us how to measure results and outcomes.
10 They have also provided useful information to ensure our
11 programs align with community needs and trends.

12 We can't state enough about the support we get from
13 SunTrust. We are deeply indebted to them for all the
14 services and especially Ms. Stephanie Johnson. They not
15 only work with our agency they are working with other
16 agencies in Savannah.

17 They do provide us a network with the agencies
18 letting us know how we can network to make our community a
19 stronger and better community to volunteer service. We
20 appreciate the role they have played with us. And again,
21 we are very supportive of this merger.

22 And I do bring you these comments on behalf of
23 Economic Opportunity for Savannah, our board directors,
24 and our executive director Ms. Tom Macbeth.

25 MR. WATKINS: Thank you very much. If we could have

1 individuals from Panel 6 please make your way up.

2 PANEL 6

3 MS. ADAMS JOHNSON: Good morning. I'm
4 Thelma Adams-Johnson, president and CEO of Albany
5 Community Together. Our history with SunTrust runs deep.
6 We're a small CDFI in Albany, Georgia. I can truly say
7 without the assistance and support of SunTrust, Albany
8 Community Together would not be in existence.

9 In 1994 Albany, Georgia suffered from the torrential
10 rains of Tropical Storm Alberto. Tropical Storm Alberto
11 was the costliest and first named storm of the 1994
12 Atlantic Hurricane season, devastating southwest Georgia.
13 A number of homes and businesses suffered extensive impact
14 with up to several million dollars in damages.

15 SunTrust, along with three other local banks,
16 answered the call by providing start up capital to form a
17 revolving loan fund to support the small business
18 community affected by the storm. That loan fund is known
19 today as ACT, Albany Community Together, Inc.

20 Without the initial start up capital, board presence,
21 and management expertise of SunTrust, ACT would not be
22 able to provide the much needed access to capital to our
23 small business community today. ACT most recently
24 received the lighting the way award from SunTrust
25 foundation. That award provided unrestricted capital to

1 our organization.

2 Twenty-five years after the initial partnership,
3 SunTrust and ACT continues to make a difference in the
4 community we serve. SunTrust is vital to the health of
5 small businesses in Albany, Georgia. I would be remiss if
6 I did not mention the support of BB&T to the CDFI
7 community.

8 Even though BB&T does not have a physical branch
9 presence in our community, we have benefited from their
10 generosity to support economic development through BB&T's
11 Community Development Capacity Building Program in
12 partnership with the National Development Council.

13 I personally have received -- becoming a certified
14 economic development finance professional. Our business
15 development officer most recently received her
16 certification through the partnership with BB&T. The
17 merger and SunTrust and BB&T marries two institutions that
18 have a proven record of providing assistance in the
19 communities they are serving.

20 As this merger moves forward, I would like to
21 encourage the institutions to aggressively work towards a
22 community benefits plan to focus on providing low cost
23 patient capital and grants to CDFIs to meet the needs of
24 the communities we serve together. It is because of our
25 longstanding history with both institutions that I can

1 support this merger.

2 I know that there are only better and bigger things
3 to come for those of us who are in the trenches working to
4 make a difference in our underserved communities. Thank
5 you.

6 MS. BOLDEN: Good afternoon. I'm Stephaney Bolden.
7 I'm the senior business development officer with LiftFund.
8 LiftFund is a nonprofit CDFI that was established in 1994
9 focused -- in San Antonio, Texas, focused on providing
10 access to capital to small businesses throughout 13 states
11 with Georgia being the newest. Our target clients are
12 those business owners who fall just below the bank's
13 qualifications. And for this reason, we have established
14 a -- program with banks to review and fund many of these
15 small businesses.

16 BB&T has been a strong supporter for us in this as
17 far as a referral source, as well as, allowing me to be on
18 many panels to grow in this community. So I support this
19 merger in the hopes that we will continue this
20 relationship and reach more small businesses that
21 eventually become great assets to the banks.

22 MS. BOOKER: Good morning. I'm Jozelle Luster
23 Booker, president and CEO of the Mid-South Minority
24 Business Council Continuum and the Mid-South Minority
25 Technical Assistance and Developmental Pool located in

1 Memphis, Tennessee.

2 Our organization is a proud partner of SunTrust Bank
3 Memphis and are pleased to support the SunTrust and BB&T
4 merger. The MMBC Continuum is a nontraditional minority
5 economic development agency with a long standing history
6 and nearly 40 years of experience providing strategic
7 growth solutions to minority businesses.

8 The organization serves minority and women owned
9 business enterprises or MWBEs located in the Memphis
10 metropolitan statistical area. The foundation of the
11 organization's problematic activities is anchored in
12 creating and developing scalable MWBEs capable of
13 competing in the global marketplace and most importantly
14 creating jobs.

15 Job creation is critically important to the growth
16 and viability of any community in the country. My
17 organization has a long standing collaborative
18 relationship with SunTrust Bank Memphis to provide
19 nontraditional financial management and financial
20 education to the members of our organization.

21 That relationship allows and has allowed members of
22 the SunTrust Bank Memphis team to integrate into the
23 programs, the events, and training and development
24 activities that are designed for our MWBE membership. But
25 it allows for them to integrate not as bankers but as

1 participants.

2 Over the years, SunTrust Bank Memphis has deployed
3 team members ranging from the Memphis Bank president to
4 participate on panel discussions to their commercial
5 bankers presenting succession planning and investment
6 seminars, and year-round hands on participation of those
7 commercial bankers with our MWBEs as part of our
8 organizations Scalable Banking Initiative.

9 This immersion strategy has fostered trust and value
10 filled relationships between SunTrust bankers and our MWBE
11 members, helping us to develop more bankable, minority,
12 and women owned businesses. In turn, fostering job
13 creation resulting in decreased unemployment and
14 underemployment, reducing poverty and improving the
15 quality of life of citizens across the Memphis community.

16 This is evidenced when an MWBE firm secures
17 additional capital to expand their business or finance a
18 new contract or their employees are able to purchase their
19 first home or car or qualify to receive a student loan to
20 send their child to college or a business owner becomes
21 financially astute and invests for their retirement
22 thereby sustaining the business for the next generation.

23 That is the work SunTrust Bank Memphis does in our
24 community, and I'm happy to share that with you today. We
25 value the partnership and the support of SunTrust Bank

1 Memphis and hope through this merger they have the
2 opportunity to continue to change and improve the human
3 condition of citizens in the Memphis community and across
4 the region. Thank you for your time today.

5 MR. BUTTS: Good morning. My name is Cassius Butts,
6 and I'm the former Regional Director for the Small
7 Business Administration. I'm also the current CEO of
8 Capital Fortitude Business Advisers. Today I'm here to
9 represent the Florida 8(a) Alliance as a board member.

10 The Florida 8(a) Alliance is an organization founded
11 by Andy Harold in 2011. It's a nonprofit organization
12 with the mission to strengthen, train, and educate, as
13 well as, promote 8(a) and small business companies in
14 Florida.

15 During my tenure with the SBA, we backed over \$30
16 billion in small businesses in the Southeastern region.
17 SunTrust and BB&T have led that effort to support small
18 businesses by offering competitive loans to aspiring and
19 existing small businesses. During my tenure to date, they
20 have backed over \$3 billion in loans to small businesses
21 while amassing over 7,000 SBA loans.

22 We've also continued to see both of these
23 organizations who support a lot of outreach efforts. I've
24 had the privilege over the years to work with BB&Ts SBP
25 community development Luz Freeman, as well as, SunTrust

1 ethics officer, Arnold Evans.

2 As board member of the Florida 8(a) Alliance we
3 support hundreds of small businesses with the emphasis on
4 government contracting. The SunTrust Foundation has
5 awarded and been supportive with the Florida 8(a) Alliance
6 over the years. In addition, over the years we have been
7 able to support -- SunTrust as well as BB&T have been able
8 to support institutions of higher learning such as Florida
9 A&M University.

10 During this small business outreach events that --
11 they actually take place on an annual basis -- we've also
12 been able to see the presence of SunTrust as well as BB&T.
13 During it's annual partnership with the City of Orlando to
14 rely on this small business roundtable, we have been very
15 ecstatic about their support over the years and we look
16 forward to continue to see their support in the many years
17 to come.

18 In closing, I have been able to witness the
19 leadership of SunTrust CEO Bill Rogers, as well as, BB&T's
20 CEO Kelly King as a board member with Operation Hope
21 during its annual global summit. I must say that we are
22 actually pleased to continue to see them support
23 institutions of higher education, underserved markets, and
24 we're very pleased to continue to see this merger take
25 place because we know that they will continue to support

1 entrepreneurs, as well as, underserved communities as they
2 have done in the past.

3 We thank you very much for your time and we are in
4 deep support of this merger.

5 MS. SPILLER: My name is Teela Spiller. I control
6 the Atlanta Micro Fund, a small nonprofit revolving loan
7 fund, focusing upon supporting the creation of commercial
8 corridors in communities of color. Today, I want to thank
9 SunTrust and BB&T for your service and investment in the
10 community. As the economic development advisor to
11 Dr. Ernest McNealey, the former President of Stillman
12 College an HBCU in Tuscaloosa, Alabama, I was able to call
13 upon Heidi Schoonover when BB&T entered the market and
14 without hesitation she came and brought that very large
15 financial education bus with her.

16 As economic development advisor to Dr. Colton Brown,
17 the former president of Park Atlanta University, an HBCU
18 in Atlanta, Georgia, I was also able to call upon Lynette
19 Bell, and she came to campus and sat down for an extended
20 period of time. And, these conversations regarded how
21 Historical Black Colleges and Universities can
22 meaningfully contribute to the economic advancement of
23 communities they anchor.

24 The Community Reinvestment Act establishes an
25 opportunity for people in communities of color to advance

1 economically. One segment of the population vying for
2 attention are black people and HBCUs. This merger
3 inspires hope because it could lead to more timely
4 advances and resources capable of economic development,
5 equity and inclusion, thus realizing the mutual benefit of
6 the bank achieving a triple bottom line and the erasure of
7 redlines in black communities.

8 I strongly support your interest in merging for, I
9 trust it will position the new institution to be creative
10 to become a leader in the marketplace for economic
11 advancement of black people in communities. As you
12 finalize your community benefits plan, please, consider
13 there are approximately 63 HBCUs in BB&T's footprint, and
14 although there is some overlap there are 41 within
15 SunTrust's footprint.

16 With few exceptions such as Florida A&M University,
17 which has 10,000 students, and North Carolina A&T, which
18 has nearly 12,000 students, most HBCUs have fewer than
19 1,000 and about no more than 3,500 students.

20 Nevertheless, if on average there are about 52 HBCUs in
21 your shared footprint, and if you have more than 180,000
22 students enrolled, and if 98 percent are Pell eligible
23 with an expected family contribution of \$0 toward their
24 education, which will be about \$176,000, and if their
25 maximum federal student aid award is \$11,000, then this

1 grossly underutilized sector of community anchor
2 institutions controls more than \$1.9 billion, which needs
3 to sit in the custody of some FDIC insured bank.

4 Although HBCUs only represent about 3 percent of all
5 US colleges and universities and enroll only about
6 14 percent of all black people attending college, they
7 still produce 70 percent of all black doctors and dentist,
8 50 percent of all black engineers, 50 percent of all black
9 public school teachers, and 35 percent of all black
10 lawyers.

11 The mean average of this statistic suggest that 51.25
12 percent will earn incomes ranging from \$35,000 to well
13 over six figures. For what began as a free basic student
14 checking or savings account will eventually become car
15 loans, mortgages, and wealth management.

16 I am hopeful your merger produces a partnership more
17 closely aligned with Historical Black Colleges and
18 Universities, and a significant investment in the next
19 middle class of black people.

20 MS. KILLIAN: Questions at this time? (No response.)
21 Thank you very much.

22 MR. WATKINS: Next, we'd like to hear from Panel 7.
23 We would like to remind the panel members about the time
24 clock, so you can stay in that four minute time frame.
25 Mr. Bland, we'd like to start with you.

PANEL 7

1
2 MR. BLAND: Good morning. Thank you for the
3 opportunity to come today. I'll share my experiences with
4 SunTrust and our strong support for the merger. My name
5 is Gil Bland. And, I have been a CEO, an entrepreneur, an
6 employer for 35 years, owning 70 restaurants, and being an
7 employer for 2,000 team members.

8 I began my career as a commercial lender for the
9 continental bank of Chicago. Once, the sixth largest bank
10 in the country. Today, my comments will be largely
11 focused on the underserved, particularly African American
12 communities and our needs and hopes for the banking
13 establishment.

14 You've already listened to a number of effective
15 community programs today, but I contend that most of the
16 speakers are here today because much work remains for all
17 of us. For the past 18 months I have served as a
18 volunteer CEO to Urban League of Hampton Roads.

19 For over 100 years The National Urban League, and
20 locally for 40 years, we have served African American
21 communities with the focus on four pillars: Education,
22 workforce financial literacy, housing, and healthcare.
23 Hampton Roads where I live, is a home of 1.8 million
24 residents and the second largest metropolitan region in
25 Virginia.

1 Virginia is the home to the ninth largest population
2 of African Americans in America, and our region is also
3 home to the thirteenth largest African American population
4 in the country. We represent 33 percent of the
5 population. We are a significant presence in Virginia.

6 Unfortunately, we also have a variety of social ills
7 relative to drop out rates, property evictions,
8 recidivism, incarceration, and health issues. In several
9 of these metrics we are among the worst in the nation. My
10 premise today is simple: Any successful community like a
11 successful business requires the participation of
12 everyone.

13 Many of my fellow African American residents are only
14 spectators to local economies without the resources for
15 admission. To better understand our communities, its
16 important to recognize in my opinion three important
17 voices of leadership in our communities: First, the
18 African American church. Secondly, our African American
19 colleges. And third, nonprofits like the Urban League.

20 Each of us are critical voices of advocacy,
21 leadership, and influence, yet because of our small size
22 and many of our service components and lack of access to
23 traditional funding due to our small size, we are unable
24 to fully execute our mission that I outlined a moment ago.

25 We are far too often focused on the administrative

1 costs. It is why personally I am a volunteer CEO. This
2 is not just my opinion. I serve on the board of the
3 Hampton Roads Community Foundation where we fund 180
4 nonprofits with \$17 million annually, but we don't fund
5 churches, which are very small nonprofits, so community
6 needs are not fully met.

7 I also serve on the board of Sentara Healthcare. The
8 medical community now recognizes these unfulfilled needs.
9 So what I have mentioned only accounts for 20 percent of
10 the length and quality of life. Neighborhoods separated
11 by only two miles will have expectancy differences of more
12 than 20 years. Zip code by far is the most significant
13 social determinant and these impacted zip codes it's
14 primarily the African American church, our colleges, and
15 the Urban League that is always present and engaged.

16 In order to properly fulfill our mission, we need
17 capacity building support. However, I will share today a
18 valued partner in our many local community efforts has
19 been SunTrust. Both with money and volunteers. Their
20 support has been exemplary. In particular SunTrust has
21 worked diligently with our Urban League to bring a
22 National Financial Literacy Program sponsored by LISC to
23 our area.

24 They've also been a valued partner with Sentara
25 Healthcare. Just one more moment, and I know I'm running

1 out of time but I do want to share this. Presently, the
2 City of Norfolk has embarked upon the demolition of 200
3 acres of public housing and the relocation of thousands of
4 residents. The project is known as St. Paul's Quadrant.

5 These residents are poor with over 50 percent
6 unemployment rate. Further, their neighborhood has
7 10 percent of its residents incarcerated, among the top
8 ten in the nation, and consider this correlation to
9 societal ills. The neighborhood has the fifteenth lowest
10 life expectancy in America.

11 This is a monumental initiative and I have
12 experienced the very impressive engagement of SunTrust.
13 Again, we support this merger. Thank you. If you'll
14 allow me just one personal statement, I am an employer and
15 I live in the area with the largest naval presence in the
16 world and many residents in poverty.

17 So I lend my voice to others who have commented today
18 and encouraged the banking system to seek alternatives or
19 products to predatory lenders and to bank these that make
20 it too costly to maintain checking accounts for low wage
21 employees. In the absence of traditional banking
22 vehicles, I fear many of our residents will never
23 establish a good credit history. Thank you.

24 MR. BROWN: Good morning. My name is Ken Brown. As
25 I looked through the list of presenters today I think I

1 have the distinct honor of being the only pastor that will
2 speak today and that is perhaps because lending
3 institutions usually have an estranged relationship with
4 churches.

5 I'm proud of the fact that I can stand today and
6 testify partnership that we've had for many years with
7 SunTrust. While I could give you a litany of things that
8 they have done in partnership with us I will limit it to
9 four. One of the things that stands out the most about
10 our relationship with SunTrust is what we called the
11 "Biggest Loser Contest," and that is a moment in which we
12 challenge people around our region and our community to
13 live health conscious. SunTrust is a partner with that.

14 Coupled with that is the Biggest Saver Contest in
15 which the last time we did it in partnership with SunTrust
16 200 new savings accounts were opened for people that had
17 never had a savings account before. The residual amount
18 of savings that took place over that one year period is
19 astronomical.

20 Perhaps the signature moment of partnership with
21 SunTrust is about six months ago we opened the only state
22 certified residential care facility for young teenage
23 males that have no criminal background. If there are any
24 social workers in the room you know that most -- any
25 programs that exist are for children that are delinquent

1 children, that are in some kind of trauma or children that
2 are in some form of trouble with the law.

3 This is the only residential care facility where
4 these young men are in troubled environments. That is a
5 direct result of us finding out that three years ago one
6 of our valedictorians was homeless, and so, I'm proud of
7 that.

8 And then, finally I'm excited to stand today because
9 of the health and wellness forum that enabled us to
10 share -- so on behalf of 14,000 partners, seven locations,
11 one church in two different states, we stand in support of
12 the merger and support SunTrust.

13 MR. CRAWFORD: Good afternoon. My name is -- I meant
14 to say good morning. My name is Dwayne Crawford,
15 executive director for the National Organization of Black
16 Law Enforcement Executives, NOBLE. And, it's a pleasure
17 to be here today.

18 And, as I was delayed in D.C. last night getting
19 here, I actually have a home here in Atlanta, I really
20 thought about when I made the decision to leave Atlanta,
21 go to Washington, D.C. to lead NOBLE, one of the key
22 partners in that decision was SunTrust.

23 I had an opportunity to speak with Wendy McSweeney who
24 is the chief inclusion officer there, and as I was making
25 the transition from the 100 Black Men of America, which

1 was hard to leave here, Atlanta, it was important for me
2 to get some support early. And, I want to first start off
3 by saying that NOBLE does support this merger.

4 We see extreme benefit of that. My members
5 represent -- roughly 40 percent of your American cities
6 are led by my NOBLE chiefs and sheriffs. So in our world
7 we know its very important to have communities that have
8 the ability to raise their quality of life.

9 Though we are in the business of law and order, we
10 are also in the business of transforming lives, and to do
11 that you need partners. And, SunTrust really joined on
12 early, for approximately the last five years.

13 For example, if a program -- in your community --
14 programming began in December of 2014. That whole program
15 was focused on how do we empower and educate young people
16 and parents of how to communicate, work, and partner with
17 law enforcement? And, SunTrust has part of that program
18 over the last four years where 50,000 citizens direct
19 beneficiaries of that program in over 450 communities.

20 And why is that important? Law enforces (inaudible)
21 law and order, but it's also about making sure that
22 everyone feels equally protected under the law. But to do
23 that you got to make sure quality of life is part of that,
24 and SunTrust has been part of that work. We think this
25 merger is going to be beneficial on both sides.

1 We're looking forward to expanding our footprint of
2 service but also we look forward to this entire country
3 understanding the importance of quality of life issues:
4 Education, jobs, housing. These things, though we look at
5 law enforcement as kind of law and order, our work will
6 become a lot more easier if we can get people's lives
7 improved.

8 And then, lastly when you look at this merger, and I
9 will say to you that I don't know where the nation sits on
10 this, but we think you're going to see some amazing
11 investment in these communities. Some of the other
12 persons here already mentioned this.

13 We think you're going to see jobs, we think you're
14 going to see investment, we think you're also going to see
15 what people's credit improving, but also I think, and
16 we're hoping this, we're going to see young people in
17 particular really become part of this American dream of
18 making sure that they believe in this America. This thing
19 we call America. Because I'm very concerned from a law
20 enforcement standpoint that people don't trust their
21 government, don't believe in their government. I think
22 through this merger and through others like this through
23 the financial services industry we can empower these young
24 people. Thank you.

25 MS. HEISE: Good morning. My name is Laura Heise.

1 I'm the CPA and the CFO of the United Cerebral Palsy of
2 Georgia and the United Cerebral Palsy of South Carolina.

3 Our mission is to positively impact and support an
4 achievement of a life without limits for people with
5 disabilities. SunTrust has been an enormous partner with
6 us in that effort. I feel like we are slightly unique as
7 we have banked with both SunTrust and BB&T. Georgia banks
8 in primarily with SunTrust, and our South Carolina
9 operations bank primarily with BB&T.

10 We reach between the two states over 350 people every
11 day with disabilities -- all kinds of disabilities, not
12 just cerebral palsy, but all developmental disabilities.
13 And, we have -- our budget is about \$30 million combined.
14 And, we have about 700 employees between the two states.

15 What SunTrust has done for us in being a partnership,
16 is they really help us achieve that mission by providing
17 homes for -- funding the homes for our folks here in
18 Georgia. Most of the folks we care for spend their entire
19 adult lives with United Cerebral Palsy. They have nowhere
20 else to go.

21 If we did not have the funding from SunTrust we would
22 not be able to own those homes and provide a true home for
23 these people. Stability so that they don't have to worry
24 about where they're going to sleep, and that is critical
25 to their well-being.

1 The other thing that SunTrust does for us is become a
2 community partner. Not just a community partner with us,
3 but a community partner with all of us, and that matters
4 because it strengthens our community and makes us a great
5 place to live not just in Atlanta but in Georgia as a
6 whole.

7 I'm sure you've all been to SunTrust Park. Our folks
8 get to go there once a year, and to see the smiles on
9 their faces, to be able to have an event like that for
10 them is critical and really important to their quality of
11 life. SunTrust supports YMCAs. Our folks go to the YMCA,
12 they take swimming lessons. That's critical. You know,
13 they wouldn't necessarily be able to have those
14 opportunities if SunTrust weren't funding that kind of
15 activity.

16 They support the Red Cross. We have homes in coastal
17 areas like Savannah and Chatham County. SunTrust and the
18 Red Cross partner together to make sure that when
19 hurricanes hit, we can recover quickly and that's vital to
20 the folks that we serve. Not just the people we serve but
21 also our employees and that's really critical.

22 Specifically, they support us. We have our largest
23 fundraiser coming up this Sunday and SunTrust is a partner
24 in that. And, we couldn't be more grateful for the
25 partnership that we've had. So we, United Cerebral Palsy,

1 wholeheartedly support this. And, we think that we can
2 see the connections between SunTrust and the way they work
3 and the way BB&T works.

4 We think this is going to allow them to reach more
5 people, more employees, more communities and do better
6 work everywhere. Thank you.

7 MR. LOGAN: Good morning. My name is Warren Logan
8 and, I am from Chattanooga, Tennessee. And, I don't want
9 to be remembered as the person that's keeping you from
10 lunch, so I'm going to be brief in terms of my comments.

11 I happen to be a member of the advisory board of
12 SunTrust in Chattanooga. But for the last 15 plus years
13 the Urban League of Greater Chattanooga has relied on and
14 sought the advice of SunTrust as a partner in our efforts
15 to bring financial stability to our low to moderate
16 incomes that we represent.

17 This has been primarily through the vehicles of
18 technical and financial assistance. For example, as a
19 result of the volunteer income tax assistance program that
20 we run, SunTrust investments represents a savings of about
21 \$4.4 million in savings to the taxpayers that we represent
22 which is a low and moderate income consumer.

23 Annually, we touch about 15,000 persons with direct
24 services. These services include the Volunteer Income Tax
25 Assistance program, homebuyer training, minority, and

1 women owned business counseling, budgeting and finance
2 seminars.

3 In addition, SunTrust has really been responsive to
4 the leaders in the low to moderate income community. For
5 example, when it was more prudent to close a branch bank
6 due to lack of deposits and limited transactions
7 communities continued to appeal to SunTrust to remain
8 open, it's a benefit to the residents and small business
9 owners with the idea that would open up practically a
10 protractive period of time if the residents and business
11 owners would help to increase the deposits so that the
12 bank could remain viable in that community. SunTrust
13 adhered to their wishes and they are still open today as a
14 benefit to the community.

15 In addition to these services in an effort to enhance
16 diversity and inclusion within the overall corporate
17 community, they participated in the inaugural -- Urban
18 League's inaugural class of inclusion by designing an
19 executive leadership program, which is a ten month program
20 by basically sponsoring one of their rising female
21 executives.

22 Inclusion by design was really designed to create a
23 pipeline of competitive highly skilled women and people of
24 color who are prepared to function successfully in
25 executive positions within the corporate community.

1 We wholeheartedly support the merger of SunTrust and
2 BB&T, and we believe that it will be a tremendous asset to
3 the community overall. Thank you.

4 MS. HICKOX: Good morning, everyone. My name is
5 Reverend Joanne Hickox, and I run a program in
6 Jacksonville, Florida called Seniors on a Mission. We
7 exist to engage senior adults and to serve God and
8 community.

9 We do this by taking 70, 80, and 90-year olds on
10 day-long mission trips. They can't necessarily fly to
11 Zimbabwe and build an orphanage, but they can go to a
12 local nonprofit and they can work for the day in a team of
13 18 to -- last week we had 97 people on one mission trip.

14 We take on large projects for local nonprofits, and
15 we accomplish them in a four hour period. A lot of the
16 projects have to be sitting down, we have where they can
17 get up and move around. One day Loren Butler from
18 SunTrust came to visit us because he was told we were a
19 great organization.

20 Now, we are two employees -- we are not like most of
21 these organizations -- we are two employees, a bus, and an
22 office and a workspace. That's what we are. Loren showed
23 up and he sat down beside a senior citizen and rolled up
24 his sleeves and worked. That's what thrilled me about
25 Loren. He is boots on the ground.

1 I don't know the upper echelon of SunTrust or of
2 BB&T, but I know that what flows down comes from the top.
3 So what I see in Loren is what I believe the bank to be
4 passionate about, and that's community responsibility.

5 We have had a five year relationship with Loren. He
6 has gone from a volunteer, he continues to volunteer --
7 and, I will tell you he works hard. But he has joined our
8 action council, he joined our board, and he's been helpful
9 along the way in helping us. There are senior citizens
10 who want to know when Loren's coming the next time on a
11 mission trip. And, that's the kind of heart that I see in
12 SunTrust Bank.

13 I don't have an account with SunTrust. I don't have
14 an account with BB&T, but they are invested in what we do.
15 They want to help independent living, low income -- I have
16 four teams of senior citizens that simply come from HUD
17 housing, and we all get together and we work passionately
18 for somebody else, so that they will have community, they
19 will have pride in what they do, and that gives them
20 better health.

21 SunTrust came to me a couple months ago and said,
22 Joanne, what do you want to do in the next two decades?
23 And, I just laughed and I said, well, really? I want to
24 build a senior living community where everybody -- its
25 lower to lower middle income -- where people can actually

1 afford to live in the place that they are. That a portion
2 of their rent would be given in purpose would be given
3 towards the making of the daily routine of the building
4 happen.

5 And, he looked at me and said, I can get behind that.
6 That's the encouragement I get from a banker who doesn't
7 have an account with me and that's really appealing. And,
8 I believe that this merger will bring together two
9 companies -- every bank has to make money, but does every
10 bank reinvest as well as what I've seen? I don't know,
11 but I think this merger will be excellent if they do.

12 MR. WATKINS: I think that concludes the morning
13 session. We start promptly again at 1:00. And, the
14 cafeteria is open to the public which is on this floor and
15 agency staff will help direct you to the cafeteria. Thank
16 you.

17 (A break was taken for lunch.)

18 MR. WATKINS: If the members from Panel 8 could make
19 their way upfront that would be helpful.

20 Welcome back and thank you. We will begin the
21 afternoon session. For the next panel, as a reminder we
22 are asking the participants to limit their comments to
23 four minutes. We have a very large clock that we are
24 using to help. People have been very good about sticking
25 to the four minutes.

1 largest investor. With the \$3 million investment from
2 SunTrust Bank we have been able to build a \$15 million
3 loan portfolio. Additionally, we utilize the capital to
4 leverage private investments.

5 Last year, we provided \$864,000 in down payment
6 assistance which leveraged \$14.3 million in first mortgage
7 lending. Without the support and investment of SunTrust
8 Bank, its staff, it's leadership we would not be able to
9 adequately provide the families and communities throughout
10 the State of Tennessee, the resources they need to live in
11 a safe, healthy and decent place.

12 On behalf of our staff and the board of directors, we
13 believe the merger between BB&T and SunTrust Bank will
14 only strengthen communities and the community development
15 movement, which in essence allows us to make an even
16 greater significant contribution to society. Thank you.

17 MS. HAAS: Good afternoon. I'm here today on behalf
18 of Enterprise Community Partners to express our
19 appreciation for the collaborative relationships we've
20 built with BB&T Corporation and SunTrust Banks, and for
21 their ongoing support in our shared efforts to achieve
22 greater housing affordability for lower income residents.

23 Enterprise is a national nonprofit organization
24 committed to making well designed homes affordable so that
25 communities can thrive. Headquartered in Columbia,

1 Maryland, we have 11 regional offices and in the past
2 several years have worked more than 425 communities
3 nationwide.

4 For more than 35 years we have been committed to
5 helping communities break down silos and build
6 organizational capacity in both the public and private
7 sector so that funding for affordable housing is deployed
8 more effectively. We have investment more than
9 \$43 billion in capital to help create or preserve 585,000
10 homes in all 50 states plus in the District of Columbia
11 and Puerto Rico.

12 Our success is achieved in large part through
13 effective partnerships with national, regional, and local
14 housing organizations, as well as, with philanthropic
15 partners like SunTrust and BB&T, with who we have been
16 able to further our efforts to increase housing
17 affordability and improve community access to opportunity.

18 As philanthropic partners, BB&T and SunTrust have
19 been vested in our work directly. For example, both
20 contributed to the Open Doors program in Metro Atlanta, a
21 city-wide partnership of real estate experts, developers,
22 building owners, nonprofit service providers, and funders
23 committed to finding homes for homeless families and
24 individuals, reducing both the number of homeless families
25 and individuals and the cost to care for them.

1 We have also seen first hand the level of engagement
2 and participation by senior leaders from both financial
3 institutions in community planning and problem solving
4 discussions along side many other stakeholders and their
5 support for many organizations who serve at the local and
6 regional levels, especially in service to our lower income
7 and vulnerable communities.

8 We look forward to BB&T's and SunTrust's ongoing
9 contributions of resources, expertise, and partnership to
10 the communities we jointly serve through housing
11 affordability and other important nonprofit and
12 philanthropic efforts.

13 MR. MORATIN: My name is Eddy Moratin, here with LIFT
14 Orlando and I am speaking specifically about our
15 relationship with SunTrust in our community of Orlando.

16 When LIFT Orlando started it was an initiative
17 founded by business leaders in the downtown area wanting
18 to seek revitalization on the west side of our port, and
19 do it in ways that we need or required a true partnership
20 with residents. So through a long process and not only
21 the investment community engagement, but actually
22 investing in amplifying the voices of residents there
23 began the track invention of global partners.

24 In our first conversation with SunTrust, where
25 shortly after that football ad for the On Up Campaign to

1 increase financial wellbeing, began to talk with who at
2 the time was the New Market President Arlo Evans, about
3 the idea of doing more than just the campaign. Increase
4 awareness via engagement, but to really see action on the
5 ground and life change in ways that are palpable and
6 sustainable.

7 Our work to readvance a full revitalization of that
8 community involves mixed income housing, creating career
9 education, community health involvements, and long-term
10 economic viability. Most critical was the cornerstone of
11 transforming the housing in an area that had not seen
12 major investments of any kind over 60 years.

13 An apartment complex that once was famed for being
14 the first where blacks could live in had central air
15 conditioning, had become a terrible hellhole where one
16 slum lord after another was driving it into the ground and
17 losing the great heritage and pride that it had.

18 Shut down by Fannie Mae, we struggled to acquire it,
19 but were able to do so with philanthropy. Then, once
20 winning tax credits at the 11th hour of being able to
21 finance and close on that deal when the elections occurred
22 in the promise of lower income taxes, our bank partner at
23 that time bailed two days before closing.

24 What seemed impossible and unimaginable, we were
25 already deflated about the loss, SunTrust showed up like

1 an incredible partner at the 11th hour and saved it. When
2 that deal was not attractive at all, which has turned into
3 a fantastic deal for everyone involved, that was the spark
4 that really lit the fire for transformation of this
5 community.

6 Today, LIFT Orlando is enjoying an incredible
7 partnership with the newly founded communities of West
8 Lakes led by the residents in this area, in the heart of
9 our most distressed zip code in Orange County. Our
10 partnership involves full revitalization of this
11 neighborhood: Building mixed income housing, housing
12 that's all affordable for seniors, over 320 units now, new
13 homes to be built for sale, a cradle to career pipeline,
14 of schools including an Early Childhood Education Center,
15 Elementary, Boys and Girls Club, Health and Wellness
16 Center, and a High School.

17 We will by this time next year have \$100 million of
18 new developments (inaudible.) When we opened our first
19 housing development we had 10,000 people inquire about
20 living in 200 units. We opened our eyes to the great need
21 for housing, but also the fact that almost 80 percent of
22 applicants did not earn enough money for the lowest income
23 units.

24 SunTrust followed up their commitment to support
25 housing with the \$1.3 million commitment for a center for

1 financial wellbeing, financial literacy, and education in
2 the neighborhood. That followed up with multiple
3 commitments for new market tax credits and investments in
4 our projects that can make this vision a reality.

5 We really could not be more grateful for their
6 partnership and we are hopeful that this merger will
7 result in an even greater expansion of that capacity to
8 help this community.

9 MR. WATKINS: Thank you. Next, also if you could
10 make sure your mics are on. There should be a green light
11 that will indicate that. Thank you. Please.

12 MS. O'MARD: On behalf of the Atlanta Neighborhood
13 Development Partnership, ANDP, I appreciate the
14 opportunity to provide public comments supporting the
15 merger of SunTrust and BB&T with the agreed to Community
16 Benefits Proposal.

17 Since our inception in 1991, ANDP has enjoyed a long
18 and valuable partnership with SunTrust in fulfilling our
19 mission to promote, create, and preserve affordable
20 housing throughout Metro Atlanta. Senior leadership from
21 Trust Company Bank served on our inaugural board of
22 directors.

23 Executives from SunTrust have provided leadership on
24 our board throughout our history, including current ANDP
25 board member, Ms. Lynette Bell, who is the senior vice

1 president of Community Reinvestment at SunTrust. SunTrust
2 has also been an important source of philanthropic support
3 to ANDP particularly as a lack of affordable housing has
4 reached a crisis level here in Atlanta.

5 It is our hope that the combined company will
6 maintain a vital community presence in Metro Atlanta and
7 continue to commit corporate leadership to equity focused
8 community leadership opportunities and nonprofit board
9 service. SunTrust has a stated mission of lighting the
10 way for financial wellbeing for its customers.

11 Financial wellbeing is of critical importance to LMI
12 households and communities of color. The racial wealth
13 gap has been growing over the past five decades. Today
14 white households hold more than ten times the wealth of
15 African American households.

16 This is of particular concern in Atlanta which ranks
17 No. 1 in the country for income inequality and dead last
18 for upward mobility. The combined company must put a top
19 priority on product innovation and programs that increase
20 wealth and economic opportunity for LMI households and
21 people of color.

22 The merger application indicates that the combined
23 company will not diminish the collective CRA activities of
24 both banks. In fact, we encourage the combined company to
25 make an ambitious community development lending and

1 investment goal that well exceeds the current CRA
2 activities of both institutions.

3 Homeownership is one of the key drivers of wealth
4 creation for households of color. The homeownership gap,
5 which currently measures at 30 percent between white and
6 African American households, largely overlaps with the
7 racial wealth divide. ANDP is focused on rehabbing homes
8 in distressed neighborhoods and generating wealth for
9 communities of color and low income families.

10 ANDP rehabs over 90 single family homes each year.
11 To our knowledge, we are the largest developer of
12 affordable single family homes for sale under \$200,000 in
13 our region. In recent years we have significantly scaled
14 our production by securing New Markets Tax Credit
15 allocations for single family homeownership.

16 We encourage the combined company to continue
17 participating in the New Markets Tax Credit Program and to
18 pursue innovations including the use of New Markets Tax
19 Credits for single family homeownership. We look forward
20 to a strong productive partnership with the combined
21 company as we continue our work in serving our community
22 in meeting the affordable housing needs of households of
23 color as well as households of low income background.

24 As the sixth largest bank in the country your
25 leadership in combating the racial wealth divide will be

1 critical to addressing one of the most pressing challenges
2 of our time. Thank you for the opportunity to comment.

3 MS. GORDON: Good afternoon. My name is Lisa Gordon.
4 I'm the president and CEO of Habitat for Humanity in
5 Atlanta. We are one of 12,000 affiliates across the
6 country serving multiple millions of families in
7 affordable housing. I'm here representing Atlanta Habitat
8 who is the sixth largest affiliate in that network. We
9 have over \$15 million annually in investment in
10 homeownership and programs to support families. We also
11 have a very strong relationship with SunTrust Bank.

12 We are pleased to comment on the merger and hope that
13 all of the efforts under way and investment, a partnership
14 with SunTrust, that we have experienced here in Atlanta
15 would continue to thrive in the new organization.

16 I wanted to speak directly to two components where we
17 feel that SunTrust has been one of our most valuable
18 partners. One, they handle all of our banking needs.
19 That includes financial advice, management of our
20 endowment fund, extending a line of credit to us for
21 strategic purposes, and managing our operating accounts.

22 This amounts to over \$20 million annually in funds
23 managed and advice received on those transactions. We
24 were also one of the first transactions for New Market Tax
25 Credits here in the Atlanta market and we received a

1 philanthropic gift from SunTrust as a result of that
2 transaction to build our \$12 million headquarters, which
3 we use for financial literacy institute, family
4 management, as well as, maintenance training and capacity
5 building.

6 We serve over 161 families annually. What is
7 instrumental about the work that we do is we have a
8 program that focuses on people and on producing income
9 units, as well as, financial literacy. We are one of the
10 few providers of affordable housing that is trying to
11 close the gap on social and economic mobility and we have
12 had over 50 homeowners pay off their mortgages in the last
13 three years.

14 We think the partnership with SunTrust has allowed us
15 to see that investment and to see those results because
16 they support annually building with us, they provide
17 grants for our financial literacy, they provide staff
18 members who volunteer in all of our services as well as
19 build with us. They have a board member that is a senior
20 executive in their organization that serves on our board
21 as well as continued investment in a real and significant
22 way.

23 All of the staff members that manage our accounts
24 have relationships with our staff members, so if we have
25 any questions we're able to call them, we're able to get

1 advice, we're able to leverage the financial institution
2 in a way that helps us leverage our funds, which is why we
3 have continued to invest with them.

4 We understand that this merger will allow them to
5 continue to expand their reach, to add to their customer
6 service and investments in all of the communities that
7 they serve, especially in the Atlanta market, and we
8 support being able to see that benefit this community in a
9 real and meaningful way.

10 MR. WATKINS: Thank you. Any questions or comments
11 from the representative panel? (No response.)

12 Thank you all very much. We would now like to invite
13 the members for Panel 9 to start to make their way to the
14 table. Just as a reminder for the panel members, if you
15 could speak into the microphone that will be helpful.
16 And, there's a button you can press, the green light comes
17 on, and that will indicate that the mic is on.

18 Also, we are asking everyone to limit their comments
19 to about four minutes and you'll have a very large clock
20 in front of you to keep us on track. I believe we are
21 starting with Mr. Coney, and we'll go around the table.
22 Thank you.

23 PANEL 9

24 MR. CONEY: Good afternoon. I'm Ernest Coney, the
25 CEO of the Corporation to Develop Communities of Tampa,

1 actually known as the CDC of Tampa. I'm here today to
2 recommend the merger of BB&T and SunTrust Bank.

3 I've been consistently impressed with both bank's
4 community involvement in capital investment in low and
5 moderate income neighborhoods. Imagine being a disabled
6 veteran being told that your pension will not afford you
7 the American dream. Imagine being an elderly grandmother
8 who was scammed into a variable interest rate.

9 Imagine being a millennial thinking that you will
10 never be able to own your own home because of escalating
11 prices. The CDC of Tampa creates opportunities by helping
12 comprehensive community development strategies that
13 connect educational attainment, workforce development, and
14 affordable housing with community safety and resident
15 leadership to drive economic prosperity.

16 The aforementioned aren't imaginary tales. These are
17 our customers who come into our doors every single day who
18 need access to capital and financial education. We are
19 able to help that veteran own his own home and he cried as
20 gave the keys to the house to his wife and said that he
21 felt like a man again. We were able to help that
22 grandmother to stay into her home, and she gave us a hug.
23 The first thing she said was she will be able to teach her
24 grandkids how to say grace over Sunday dinner.

25 The millennial was excited that they no longer have

1 to rent anymore in a home that we were able to build
2 stating that they could not have a backyard for their dog
3 to run and now they can think about having their own
4 child.

5 When the CDC of Tampa was evaluating the development
6 of a program headquarters in East Tampa, a low and
7 moderate income area, BB&T quickly responded. The project
8 allowed the CDC of Tampa to demolish the gentleman's night
9 club, and build a 10,000 square foot urban enterprise
10 center in its place.

11 Even in the face of a recession BB&T represented and
12 reviewed the CDC of Tampa's capital need and decided to
13 provide a million plus mortgage to make the center a
14 reality. BB&T helped the CDC of Tampa to acquire an EDGE
15 loan through the Federal Home Loan Bank, significantly
16 reducing the interest rate.

17 BB&T evidenced their commitment to this community,
18 and with their help now residents have a central location
19 to receive the assistance they need to improve their
20 lives. At the center we offer workforce training and job
21 assistance, homeownership services, financial education,
22 and programs to ensure area youth graduate from high
23 school apply to college or obtain a trade.

24 Because of BB&T the center has allowed us to help
25 1,000 families annually increase their economic

1 prosperity. For the past 15 years, we have also had
2 SunTrust Bank provide a dedicated management staff member
3 to sit on our board. The market president said that
4 that's very important for him.

5 SunTrust has also provided the CDC of Tampa with
6 program and capacity funding to help us provide housing
7 counseling to over 500 residents on an annual basis, as
8 well as, provide knowledgeable staff of the first time
9 home buyer products to support our home buying education
10 classes. I've also witnessed SunTrust partner on our
11 regional and national level to support financial
12 capabilities and credit improvement.

13 They also helped us to win the Lighting the Way Award
14 to help us to improve the financial capabilities and also
15 become a vital site in our communities. These two banks
16 have done a great job to deal with both the investment in
17 the human and physical capital within low and moderate
18 income areas such as East Tampa.

19 I found both banks to have engaged senior level
20 officers and embrace a culture of community banking. I
21 saw Lewis Freeman here earlier today. He's one of those
22 great leaders and his counterpart at SunTrust is Keith
23 Bell. These gentleman are folks who engage with our
24 community on an every day basis.

25 So with that, I'd like to recommend the merger. I

1 know that we still have a lot of pushing to do still.
2 We're hoping to have a Community Benefits Agreement, and
3 we look forward to the great products that this merger
4 will be able to accomplish.

5 MS. JENKINS: Good afternoon. Thank you for the
6 opportunity to offer brief comments on the merger of two
7 venerable financial institutions. My name is Annetta
8 Jenkins, and I am here representing the Riviera Beach
9 Community Redevelopment Agency, and its partner the
10 Riviera Beach CDC.

11 We are supportive of the merger of BB&T and SunTrust
12 Banks. And, we lend our voice of support only if it means
13 that one plus one equals more than two and certainly
14 nothing less than that.

15 Riviera Beach is a small sized city on the Atlantic
16 Ocean in Palm Beach County, Florida with a population
17 around 34,000 residents. Sixty-six percent of whom are
18 African Americans. Our median income is 50 percent of
19 that of Palm Beach County. To our north is a prosperous
20 city. To the south is a prosperous city.

21 From our working waterfront you can gaze on the mega
22 yachts being spruced up by workers who do not live in our
23 city who spend their dollars elsewhere. Our citizens need
24 jobs and small business opportunities. The largest
25 potential source of these is our city owned marina.

1 Eight or nine years ago BB&T provided a \$26 million
2 loan to our CRA that has resulted in the successful
3 completion of Phase 1 of our marina. We are now
4 positioned for Phase 2, which will bring in \$250 million
5 in investment, providing over 2,000 permanent new jobs and
6 more than 100 new businesses.

7 In our city we have three banking institutions, one
8 of which is BB&T but we have two dollar stores and one
9 pawn shop. BB&T is the only bank in the heart of our
10 mainland. If you go into a branch on any given day you'll
11 see city workers transacting business, business owners
12 making deposits and discussing loans, and elderly
13 residents slowly making their way into the branch to check
14 their account balances.

15 The ATM is always busy. We need BB&T to remain in
16 our community. We have many residents who cannot drive to
17 the next town to cash a check or make a deposit. That
18 presence says that BB&T is serving the entire community
19 and I am pleased to say that the customer service and
20 leadership in our local BB&T is simply awesome.

21 Our residents are cost-burdened when it comes to
22 housing. The median price of new homes in our county is
23 over \$375,000, and up until two years ago nothing new had
24 been built in the city for ten years. BB&T was our
25 partner in our Riviera Beach Renaissance, which resulted

1 in new homeownership, an award winning program that won
2 not one, not two, but three awards for this effort.

3 Last year our local branch participated with over 35
4 BB&T employees and the Lighthouse Program Grant Award that
5 allowed us to develop a beautiful flower meditation garden
6 for our senior citizens. The 75 seniors love it. A few
7 months ago BB&T provided a \$9 million loan leveraged by
8 our tax increment finance dollars that allowed us to buy a
9 boarded up former home to several banks, one of which was
10 BB&T, at our most important intersection.

11 The rehab building will be the mixed use new home of
12 our CRA, a small business incubator, and several city
13 offices in the near future. The doll up will allow us to
14 do additional infrastructure projects and provide capital
15 for workforce housing land acquisition.

16 I'm here with several others from my town. We know
17 that time is money, but we need more staff resources
18 appropriately incentivized for first time homeowner
19 products and programs. As I said at the beginning, we
20 need one plus one to equal more than two. Thank you.

21 MR. MIMS: Good afternoon. I'm Darrell Mims. I'm
22 the chief financial officer of Victory World Church.
23 Victory World Church just happens to be one of Atlanta's
24 mega churches. On the Easter weekend we had over 20,000
25 people attend our services. We have three locations

1 located around the city.

2 The mission of our church is to build families to
3 connect and serve in our local community, to impact
4 nations, and to reconcile cultures. In the summer of
5 2017, our then primary banking relationship told us that
6 they no longer had an appetite for nonprofits and
7 churches. At that point in time, our particular board of
8 directors got together and we decided to look at what
9 other financial institutions in the Atlanta area could
10 help us form a banking relationship.

11 After our due diligence, we decided that two banks
12 met the basis for looking at them as a particular bank.
13 And so, we looked at both BB&T and SunTrust Bank at that
14 particular time. After a month of having them both
15 compete for our business going back and forth, we chose
16 SunTrust Bank. And, basically we could have chose either
17 one of the institutions, but SunTrust just happened to
18 have a branch that was close to our church.

19 At that point in time, the morning of the merger was
20 announced, I called our BB&T guy and I said you went to
21 great lengths in order to get us as a client. With that
22 said, I think it's very important for everyone here to
23 know that either one of those financial institutions were
24 going to serve us.

25 They both gave us suggestions so that in March of

1 2018 when we chose SunTrust we were able to eliminate our
2 debt completely six months later because of their
3 suggestion on how to manage our money.

4 And so, with that said our church feels that by
5 having this particular merger of two pretty good sized
6 organizations is going to have more competitions with some
7 of the largest banks that are out there, the big four,
8 which is going to help other churches and other nonprofits
9 be able to compete better because they now know that there
10 is an institution that really will cater to small
11 businesses and this particular type of client.

12 I also feel, our organization, that by having this
13 combination there will be other competitors that will
14 enter the market and that will help small businesses.
15 Victory World Church is in 100 percent agreement with this
16 particular merger. Thank you.

17 MR. REESE: Hi, I'm Jim Reese, and I am the president
18 and CEO and I have the privilege of running the Atlanta
19 Mission, a homeless ministry that has been in Atlanta
20 since 1938, over 80 years.

21 Today, across four campuses we will serve 1,000 men,
22 women, and children. Last year we served over 7,000
23 people. Our mission as an organization is to transform
24 through Christ the lives of those that are facing
25 homelessness. Each day that's our job and that's what we

1 get to do.

2 You know, our relationship with SunTrust, which is
3 over 25 years long, is a couple important things: One,
4 they have been our banker, help us do all of that work and
5 we've seen the ups and downs in the needs and what we've
6 had in our ministry over that period of time, and they've
7 been an incredible partner for us.

8 The other thing that I would say that they've been
9 important for us is their leadership. Joe Arnold who is
10 one of our past board chairs was on the board for eight
11 years and will actually return to our board in two more
12 months -- I'm counting down the days. He will rejoin us
13 and David Crag who is on our presidents council brought
14 marketing expertise in regards to our work that we do each
15 and every day.

16 We as an organization, as a board are fully in
17 support of BB&T and SunTrust coming together for a couple
18 of the following reasons: First, we think that the
19 financial strength of them being together will be better
20 for Atlanta because it will create a stronger base, will
21 make them stronger, and the importance that they are in
22 the Southeast.

23 Second, we think that their long term roots deep in
24 the area of Atlanta won't weaken, but will only
25 strengthen. We think those two organizations, the

1 alignment of their cultures will be a strength for Atlanta
2 and for the ministries and the nonprofits that do the
3 works here in our city. And so, we're excited about what
4 that can bring and the difference that can make.

5 We also see that the combination of these two
6 financial institutions with their great strength in this
7 period of time will allow them to grow as an organization
8 and as a company, and probably in one of the most critical
9 areas of technology. As we all know technology is more
10 and more expensive and the importance of security, safety,
11 and the ability to connect with consumers is absolutely
12 critical.

13 The other thing I would say, is SunTrust's heart for
14 many of the people we serve of what they do around
15 financial literacy is absolutely critical for the work we
16 do. And then, finally and maybe most important is that
17 each day we have people that enter our doors with no hope.
18 Looking for hope. And so, one of the greatest things
19 about SunTrust is their employee base and their volunteers
20 who come to serve alongside us, providing that hope.
21 Providing the hope through their time, their talents and
22 their treasures.

23 Truthfully, when you are in our facilities and you
24 look at them serving, you couldn't tell the difference
25 between them and the people that are serving with them.

1 But their heart to serve, and their heart to be close to
2 those who have lost hope in our city is why we are in
3 favor of this merger.

4 MR. ROBERTS: Good afternoon. My name is Sherman
5 Roberts, and I'm the president and CEO of City Wide
6 Community Development Corporation, a 501c3 nonprofit and a
7 community housing development organization, CHODO, located
8 in Dallas, Texas.

9 First of all, and most important I want to say I
10 support the merger of BB&T and SunTrust Bank. I believe
11 this merger will provide more services and lending across
12 the spectrum of communities but most important in low
13 income communities. City Wide CDC operates in a low
14 income community where the poverty rate is over 20 percent
15 to just a little bit below 40 percent, but the area looks
16 bright for the future.

17 The City of Dallas has recently adopted a housing
18 policy, and has begun putting infrastructure in the very
19 area that I am talking about where we operate. The area
20 is home to the second largest VA hospital in the country,
21 and BB&T is located right in the heart of that community.

22 It continually works with small businesses and
23 recently a new branch manager took over and started
24 walking down the street, meeting each small business
25 that's located in the area. This community has recently

1 been designated an opportunity zone, and the community
2 development organization continuously receives grant
3 donations from BB&T.

4 But most importantly I have received a lot of
5 training from BB&T and that's more than some of the money
6 that you can ever get. BB&T recently provided over a 125
7 scholarships to pay for training for the Dallas staff, for
8 CDFIs and nonprofit. So as I said, I strongly support
9 this organization and the merger of these two
10 organizations.

11 One last point I'd like to say, is BB&T has a
12 community development council that serves across its
13 various communities, and I happen to serve on the one for
14 Texas where they bring different backgrounds of community
15 organizations to help hear what's going on in the
16 community.

17 I hope the merger will continually do that so that
18 you can continue to hear what the community says. So
19 again I strongly support the merger of these two
20 organizations. Thank you.

21 MS. SCHUELKE: Good afternoon. On behalf of Project
22 Community Connections, Inc. I'd like to thank the joint
23 committee for this opportunity to speak today on the
24 proposed merger between BB&T and SunTrust Bank.

25 Project Community Connections Inc. or PCCI, is an

1 Atlanta based nonprofit homeless service provider. Our
2 goal is to permanently rehouse individuals and families
3 experiencing homelessness into appropriate, affordable,
4 and safe housing where they can live and thrive.

5 Since PCCI began offering services in 1999, SunTrust
6 Bank has been an important partner to us by providing
7 leadership through board participation including Lynette
8 Bell, who is on our board and has been for the past eight
9 years, most of which time she has been serving as the
10 treasurer.

11 In addition, the bank has provided key banking
12 solutions to our organization, has been an investor of
13 significant grant funding for operations and program
14 support. Finally, their skilled staff have volunteered
15 countless hours to assist the agency through trainings and
16 technical assistance, making us a more effective and
17 efficient organization as a result.

18 SunTrust has always been an exceptional community
19 partner and has demonstrated so in many ways. I'd like to
20 take just a few minutes to give you key examples that help
21 demonstrate the impact that SunTrust has had on PCCI and
22 our clients. PCCI is a recipient of SunTrust's Lighting
23 the Way Award.

24 This award provides resources to nonprofit agencies
25 to advance financial literacy and further efforts to help

1 build financial confidence. With these grants PCCI was
2 able to scale up our financial education, financial
3 counseling, and career development programs.

4 To date, we have assisted hundreds of men and women
5 previously living on the streets, in shelters or places
6 not fit for human habitation and provided critical
7 resources to help them reach financial independence. We
8 are proud to be among the agencies selected for funding
9 and continue to benefit from SunTrust's effort to create
10 community amongst the grantees as we share and learn best
11 case practices from each other.

12 The SunTrust Bank Foundation has also provided PCCI
13 with critical program support for our work with homeless
14 school aged children. For years PCCI recognized the need,
15 the disconnect between housing providers and homeless
16 school liaisons, so we set about creating connections and
17 securing funding to more effectively end homelessness for
18 this population.

19 SunTrust was there to help from the beginning.
20 Through our partnerships with local school systems and
21 support from SunTrust Bank and other funders, PCCI has
22 improved housing stability for thousands of families of
23 school aged children and improved educational and
24 behavioral outcomes as a result.

25 As a result of these early initiatives and

1 investment, PCCI has expanded the program regionally
2 through the Regional Commission on Homelessness at our
3 local United Way, and received recognition through the
4 White House as a champion of change to end homelessness.
5 PCCI looks forward to working with BB&T and SunTrust Banks
6 throughout the merger and beyond.

7 We support this effort as we believe that the merger
8 will combine the best of both entities, and the result
9 will be stronger and broader community connections.

10 Please feel free to reach out to me if you have any follow
11 up questions about our programs and our relationship with
12 SunTrust. Thank you again.

13 MR. WATKINS: Questions for the panel?

14 (No response.) Thank you all very much.

15 If Panel 10 could make its way up to the table we
16 will start shortly. For the next panel, just a reminder
17 we are requesting that you limit your comments to four
18 minutes, you have a giant clock here in front of you.

19 Also, as you speak, please, speak into the
20 microphone, and the green light will indicate if it's on.
21 Mr. Malone, if we could begin with you and we will come up
22 the table.

23 PANEL 10

24 MR. MALONE: Good afternoon to the committee, and
25 thank you for this opportunity to speak and to share just

1 a little bit of my perspective.

2 My name is Rob Malone. I'm the founder of a youth
3 development organization in Prince George's County,
4 Maryland right outside of DC, here in support of SunTrust
5 and I'll explain why I'm supporting them and support the
6 merger.

7 In 2005 -- since we're here in the South I'm sure you
8 guys know the song: Jesus on the mainline, tell him what
9 you want? Well, the song was a little bit different for
10 me, it was Jesus was on the mainline and he was telling me
11 what he wanted. And, at the time Prince George's County,
12 which is one of the most affluent African American
13 counties in the country, was experiencing a lot of crime
14 with black boys.

15 Every night you'd turn on the news, you'd see a new
16 shooting that would bring you to tears. And, it was such
17 a frequent case that it was a major problem for the
18 county. Four black men decided that we wanted to get
19 involved and make a difference, particularly for young
20 black boys middle school and high school. We did that,
21 just volunteering, getting involved, engaging with young
22 folks.

23 We were a nonprofit so we applied for grants,
24 submitted applications, got lots of denials for a couple
25 of years, and SunTrust was one of the first for profit

1 companies and foundations that invested in our work after
2 they had come to visit to see how this program was making
3 a difference in the lives of young boys who came to us
4 with 0.00 grade point averages, who had some juvenile
5 justice issues, et cetera.

6 We were helping these kids turn the corner, and so
7 they invested in our work. Four black men just trying to
8 figure out how to make a difference. We're not
9 politically connected at all, just there to volunteer and
10 make a difference. I look at this as I was sitting here
11 listening to all the testimony for us.

12 Our story, SunTrust was sort of a pebble in the pond
13 but the ripple kept growing because once you get
14 validation from one reputable organization then others
15 start to look and say, oh, they fund you? So you must be
16 doing something right.

17 So we're proud that we have now served that community
18 for now 14 years. We have grown because of SunTrust's
19 committed support. There's a gentleman,
20 Cassius Priestling who has served on our board for
21 probably about five years now, he's the treasurer of the
22 board, he brought a level of professionalism and
23 discipline in financial control that was really helpful
24 for our organization.

25 This year we will be about a \$1.6 million nonprofit

1 with its own executive director, which is not me, I'm just
2 the founder. And, I think this represents an amazing
3 story of how an organization like SunTrust can make a huge
4 difference in the community.

5 I'll close with this, which is where I should have
6 started, if you look at our crime statistics, and I was
7 just informed last night with the police chief, crime is
8 way down in Prince George's County. There's still more to
9 do. If you look at students in our program their
10 proficiency scores in math are elevating 30 percent a
11 year. That's almost like a grade and a half in terms of
12 metrics.

13 So we are really appreciative to SunTrust and the
14 team in the greater Washington area and we want to lend
15 our voice of support as a small organization that has
16 grown to be actually one of the largest youth development
17 groups in our particular county. Thank you very much.

18 MR. WOODSON: Good afternoon, Mr. Watkins,
19 Ms. Killian, and other members of the panel convened for
20 this hearing. I am Robert Woodson, senior counsel to the
21 Washington office of Leftwich, LLC, and long-time advisor
22 to DC Students Construction Trades Foundation.

23 Established in 2005, the foundation is a partnership
24 among business and community leaders in the DC region.
25 Among other things, it was created to promote and advance

1 vocational education in the building construction trades
2 for students enrolled in the public schools, and to
3 generate renewed interest in career and technical
4 education.

5 The foundation has three principle programs: The
6 Academy of Construction and Design, the DC Apprenticeship
7 Academy, and Adult Education. Our correspondence dated
8 April 19th, a copy of which is attached to my remarks
9 today, details the Foundation's programs, including its
10 signature hands-on skills project, Build a House-Build a
11 Future, where our public school students under the
12 supervision of industry tradesmen and tradeswomen actually
13 construct a house.

14 We believe this type of learning experience should be
15 a crucial component of public education today. We take
16 note that a major theme of the recently released Federal
17 Reserve System study Investing in America's Workforce:
18 Improving Outcomes for Workers and Employers, is the
19 recognition that employers are essential partners for
20 successful efforts to bridge skills gaps.

21 Standing still is not an option for employers faced
22 with skills shortages in their talent pools and skills
23 gaps cannot afford to stand still. The truth of this
24 insight has long been recognized by the construction
25 employers in the District of Columbia where, when they

1 organized the Foundation back in 2003, it is widely
2 recognized that vocational trades education in many public
3 school systems, especially in urban areas was abandoned
4 starting in the late '70s and early '80s as the idea of
5 college for everyone gained currency in education and
6 public policy circles.

7 Our experience suggests that this flawed approach
8 remains deeply ingrained despite recent efforts to
9 reconsider the value of CTE education. Understanding the
10 need for expanded and effective CTE education is in our
11 view a motivating reason why SunTrust Bank has undertaken
12 its financial support for the Foundation.

13 Providing skills trainings to large numbers of young
14 people not destined for post-secondary education gives
15 promise to youthful employment and productive lives, all
16 of which promotes stable communities. Such partnerships
17 amongst the employer groups and public school systems
18 similar to that enjoyed by the foundation and supported by
19 SunTrust should be encouraged.

20 We believe that the merger of SunTrust and BB&T will
21 resolve an even stronger commitment to advancing CTE
22 education. Our young people need to see and understand
23 that each of them can build a prosperous and rewarding
24 future through skilled work.

25 The presence of such skilled craftsmen and

1 craftswomen contribute mightily to the economic and social
2 vitality of our communities and our country needs them.
3 Accordingly, our Foundation, the DC Students Construction
4 Trades Foundation is pleased to convey and support
5 SunTrust as it seeks approval of this merger with BB&T
6 Bank.

7 MS. HUDSON: Good afternoon. My name is
8 Symeria Hudson and I reside in South Florida. I am the
9 president and CEO of Chapman Partnership which is located
10 in Miami, Florida. I want to first thank you for this
11 wonderful opportunity to speak on behalf of SunTrust and
12 BB&T and Chapman Partnership. We support the merger.

13 Chapman Partnership is the largest provider of
14 services for persons experiencing homelessness in the
15 Miami-Dade County area. We operate two state of the art
16 homeless assistance centers that serve over 5,000
17 individuals on an annual basis, which includes families
18 with children, single men and single women.

19 Since our conception in 1993 we have supported over
20 115,000 individuals that may have experienced homelessness
21 on the streets of Miami helping them to transition to
22 housing. Our mission is to empower the homeless with
23 dignity and respect to really help them get to the life
24 that they want to lead, and SunTrust has been a critical
25 partner in that.

1 SunTrust has helped us through our goals in
2 supporting the homeless and they have really led the way
3 as corporate leaders in helping us to create this level of
4 self sufficiency and independence for our homeless
5 residents.

6 SunTrust has connected with our community through our
7 mission, and we believe as the executive team and board of
8 trustees that this merger is absolutely important. While
9 many institutions of prominence, and I've worked on both
10 sides of the aisle, public and nonpublic, international as
11 well as domestic, I know those institutions that focused a
12 lot on financials and operating metrics, which I think are
13 really important, and SunTrust certainly does that.

14 But the difference with SunTrust as well as BB&T they
15 care about their community. They care about the people in
16 their community. They care about all people. Now, with
17 this SunTrust has really led the way in the Miami-Dade
18 area. Leading the way for financial wellbeing for all
19 people in their community.

20 I will say specifically in 2017, SunTrust sponsored a
21 pretty amazing program called "Empower You," and this
22 program at Chapman Partnership was really about providing
23 soft skills for our residents. Making sure that they
24 understand the importance of things like teamwork when
25 they're on the job, helping to understand like reliability

1 and dependency and being on a job, conflict resolution,
2 which is really, really important.

3 We use those skills and we allow those folks to now
4 go out and market themselves in the local community. And,
5 what really has made a difference is that those skills
6 allow them to be even more competitive in a very tight job
7 market.

8 As a result, in a one year time frame, we were able
9 to help 1,062 residents get jobs in our community. That
10 is a big deal. That's almost the number of employees that
11 are employed here at the Federal Reserve Building. That
12 is a big deal. We know with employment comes sustainable
13 housing. We know with employment comes reinvesting in the
14 community. We know with employment -- making sure we
15 drive economic development in our community. Because of
16 SunTrust and BB&T we were able to do that.

17 Now, with this further goal of inspiring innovations,
18 SunTrust executives have long served on our board of
19 trustees, both SunTrust and BB&T. We have volunteers on a
20 regular basis that come to our center. It is not a
21 beautiful place.

22 We serve with our hearts but sometimes you have to
23 roll up your sleeves and get in the trenches and our
24 SunTrust volunteers have been able to do that. They come,
25 they support us annually on different events.

1 to go off script, but I always do. I'm extremely proud to
2 be here. We're very excited about the opportunity with
3 this merger and we do support that.

4 I am gonna do a quick little mission thing for you,
5 it's all about helping our kids understand what they can.
6 And, the fact that there is hope out there for them
7 because there is an opportunity for every child and we
8 have to help them do that and find that space and that
9 place. So that's what JA is about.

10 What I'm proud to tell everyone is this group in this
11 room are the folks that help us get it done. The
12 example -- by the way it's not in my script, I'm totally
13 off script. The example is perfectly laid out with
14 SunTrust Bank. They are the individuals, they are the
15 group, they are the organization that totally gets it.
16 They support us with the people, and they support us with
17 the funding, to support what we do in our communities.
18 Now, I'm gonna get back on script.

19 This is an exciting time as these two banks will
20 combine to become a premiere financial institution with an
21 increased positive impact on our surrounding communities.
22 With a goal of helping every child in 22 counties in
23 Middle Tennessee, understand the unique value of who they
24 are and be prepared for successful future, our work is
25 certainly cut out for us at Junior Achievement.

1 As we strive to accomplish our mission of inspiring
2 and preparing young people to succeed in a global economy,
3 we are incredibly grateful for the continued generous
4 support and involvement of our friends at SunTrust.

5 Over the past five years SunTrust volunteers have
6 impacted roughly 5,000 students of all socioeconomic
7 backgrounds throughout Middle Tennessee. Particularly,
8 low income students who make up 47 percent of the 37,000
9 students we reach annually.

10 Also, as the title sponsor for our new JA Finance
11 Park launching early next year, generous funding from
12 SunTrust Foundation is enabling us to provide a much
13 needed and entirely new type of programming tool for local
14 eight graders that will educate them in making wise
15 personal financial decisions for their future.

16 Our partnership with SunTrust is vital to the success
17 of our program in Middle Tennessee and we look forward to
18 how a merger with BB&T will benefit our community by
19 increasing volunteer and funding opportunities. We fully
20 support this merger, and are excited by the significant
21 benefits it would have on students of Middle Tennessee for
22 years to come. Thank you.

23 MS. RIX: Thank you for the opportunity to be here
24 and share a few comments with you. My name is Cindy Rix,
25 chief development officer with Girls Inc. of Chattanooga,

1 Tennessee. I am here in support of our partnership with
2 SunTrust and the proposed merger with BB&T.

3 For almost a decade SunTrust has been committed in
4 strengthening and supporting Girls Inc. as well as other
5 organizations in our community. We perceive this merger
6 as an opportunity to forge stronger partnerships, to
7 strengthen the legacy of SunTrust in our community, and to
8 continue to be that partner with a positive impact we can
9 count on.

10 As a smaller nonprofit organization, Girls Inc.
11 depends on the financial support from partners like
12 SunTrust. Together we can give hope and opportunity to
13 those in need, and together we can make a difference but
14 we can't do this alone financially.

15 Our mission at Girls Inc. of Chattanooga, is to
16 inspire and equip girls to be strong, smart, and bold
17 leaders within their families, their community and
18 society. To give girls the opportunity and hope to
19 provide educational programming in a safe environment both
20 in school, after school and summer breaks.

21 Girls Inc. offers educational programming to girls
22 six through 18 in all areas of Hamilton County. With
23 historical low test scores in low income areas, we target
24 the underserved areas giving these girls the opportunity
25 to stay on track for graduation, to provide opportunity,

1 paving the way for success and to keep these girls off the
2 street.

3 Since 1961, Chattanooga Girls Inc. has served over
4 28,000 girls. Over the years, needs change and SunTrust
5 has made that change with us. In 2012, SunTrust funded a
6 program encouraging middle school girls to become
7 physically fit. 2010, it was to fund a program about
8 arts, expanding their horizons.

9 Most recently SunTrust recognized the need in our
10 community to improve the educational outcome for the youth
11 by funding programs, supporting STEM, financial literacy,
12 and reading. SunTrust also encourages and supports their
13 own employees in servicing the community whether it be by
14 a few hours offering in the classroom, assisting in
15 fundraisers or community clean up.

16 SunTrust Bank has been walking along side our
17 organization helping us rewrite the future for our girls
18 and for our community. Not all banks take the time to be
19 involved in the community. It comes down to the
20 leadership in leading by example, which our SunTrust Bank
21 does, as the president of the bank does himself.

22 To do this it takes smaller communities and nonprofit
23 organizations such as Girls Inc. as an example of the
24 leadership starts with our own local SunTrust.
25 Spearheading programs that focus on educating our youth

1 together regarding financial literacy and college
2 readiness.

3 With over 1,500 nonprofit organizations in
4 Chattanooga, the financial support of SunTrust is vital
5 for the sustainability of our program and the stability to
6 our organization. And, we thank SunTrust for their
7 support and welcome the merger because to us it will bring
8 not just our organization but others in our community a
9 larger support system.

10 MS. MCREYNOLDS: Hi. Thank you. My name is Linda
11 McReynolds. I'm the director of communication and
12 development at Siskin Children's Institute in Chattanooga,
13 Tennessee. We have an institute that's over 50 years old,
14 and we serve over 2,600 children each and every year that
15 are children with disabilities and support to their
16 families.

17 We're so appreciative of the opportunity to share
18 about the wonderful community partnership and support that
19 we've received from SunTrust over the years. The
20 foundation, the employees and the bank, the commitment to
21 the community's wellbeing, the support for local causes
22 and initiatives, as well as, just being our friends,
23 consumers of our services, has been priceless.

24 From the day to day simple transaction of handling
25 basic banking things to the more complex financial

1 strategies, it's been very comfortable to pick up the
2 phone or walk in or see someone on the street and say we
3 need some help. They're our friends, they're our
4 neighbors, and we love the partnership.

5 Siskin Children's Institute has enjoyed a longterm
6 relationship with SunTrust. It goes way back to when
7 SunTrust first came to the Chattanooga community.
8 SunTrust came to the Chattanooga community as they
9 purchased American National Bank.

10 Well, the founders of our organization were local
11 folks, and they just weren't sure about this new
12 corporation coming into town because American National
13 Bank had been owned and operated by local folks in the
14 community. At that time that comfort zone was kinda not
15 so sure.

16 Well, surely those anxious moments gave way to new
17 acceptance, new trust, new engagement, and support that
18 was brought in by the folks from SunTrust and its whole
19 team. As we became better acquainted with them and their
20 interest in helping children with special needs and their
21 families, it became a joint venture that we've traveled
22 the path together.

23 There's been a strong partnership for a number of
24 years. Their involvement has ranged from financial
25 support, to helping us with events, to very, very focused

1 fundraising and services, specialized training for our
2 families, and how to help our special needs children, but
3 also to help their families.

4 Their families have looked to and received guidance
5 from SunTrust toward financial independence as well as
6 participate in Lighting the Way financial strategies. As
7 considerations given to a merger with BB&T we support that
8 merger.

9 We expect that there not be a change in the services
10 and commitment, to be an integral partner within our
11 community, and to keep that engagement. We've worked
12 closely with BB&T, and with BB&T and SunTrust jointly on
13 some efforts and we look forward to continuing that
14 partnership.

15 MS. RUSSO: Good afternoon. Thank you for the
16 opportunity to be here and express our support for this
17 merger. My name is Camille Russo, and I am with Junior
18 Achievement of Georgia. It's nice to sit at the bookends
19 of the table with the Tennessee table, apparently.

20 SunTrust has been a long time partner of ours.
21 Junior Achievement as an organization has been around for
22 nearly 100 years, and our partnership with SunTrust in
23 Georgia has been several decades. We line up very well
24 together because we have some of the same ideals and some
25 of the same things that we want to accomplish.

1 Mainly one of those things is a strong financial
2 education of our communities. They are an excellent
3 community partner both in their financial support from
4 their foundation and their corporation as well as the
5 volunteerism that they support from their employees.

6 SunTrust for the last six years for JA of Georgia has
7 been our number one supplier of volunteers. A lot of you
8 sitting out here in the nonprofit world and you know
9 volunteers are hard to come by, that is invaluable. They
10 also provide leadership on our boards, both the Junior
11 Achievement of Georgia board as well as our local boards
12 around the state in some of the smaller communities. They
13 are a true partner in helping us deliver financial
14 education across the state.

15 They not only give us funding for that programming
16 annually, but as we have developed new ways to deliver and
17 to keep students engaged and interest them in learning
18 about financial education and financial literacy, when we
19 came up with the idea to build what we call a discovery
20 center, which as middle schoolers they go through two
21 different programs, one is personal financial literacy,
22 the other is business skills, how to run a business? And
23 then, they have a capstone program in something we call a
24 discovery center.

25 The first one that we built is over at the World

1 Congress Center in Atlanta, and SunTrust donated a million
2 dollars to help get that off the ground. They also are
3 the sponsor of the Finance Park Program there, which is
4 how you balance your checkbook? How do you know what
5 compound interest is? Is it good? Is it bad? Well, it's
6 both. And then, their employees are there volunteering as
7 well.

8 We also -- when we expanded and built a new discovery
9 center in Gwinnett County, north of Atlanta they said, put
10 us in. We'll do a store front and again interact with
11 those students as they go through those programs. We also
12 have a new way of reaching our high school students, a
13 program that we call "3DE," which stands for
14 three-dimensional education.

15 This is a case study based curriculum that is in the
16 high school all the time. And, local companies, SunTrust
17 is one, they go in and they say, well, here's a problem
18 and heres how our company approached it. Now, why is your
19 math applicable? Why is your social studies applicable?
20 It really increases the relevance of high school and
21 financial literacy.

22 So SunTrust stepped up again, pledged \$2 million over
23 two years for a national 3DE Program, pledged \$75,000 in
24 Savannah for the first one outside of Atlanta, which is my
25 home. I'm very grateful for that and that will start in

1 the fall.

2 But I just want to say what a pleasure it is to have
3 a true partner like SunTrust in a community and we look
4 forward to watching how that grows and develops with this
5 successful merger. Thank you.

6 MR. WATKINS: Our next panel is Panel 12. If you
7 could make your way up to the table, members, that would
8 be appreciated. Just as a reminder, we're limiting
9 comments to four minutes. We have the clock to help
10 assist on that. And, as you speak just make sure the mic
11 is on. The green button will turn the green light on and
12 your mic will be on. If we could start at the end of the
13 table and move forward. Thank you.

14 PANEL 12

15 MR. MILLER: Good afternoon. My name is Eric Miller.
16 I'm senior vice president of Economic Development for the
17 Greater Memphis Chamber. I'm privileged to be here today
18 to speak on behalf of my community and my region in
19 support of the pending SunTrust BB&T merger.

20 I don't have a script. I just speak from conviction.
21 I'm relatively new to the Memphis market, about nine
22 months now. In my role it's incumbent upon me to be
23 acutely aware of various activities taking place in the
24 marketplace as well as elements of support in the
25 business, government, philanthropic arenas.

1 I can tell you as a young man graduating law school
2 from the University of South Carolina my first job was at
3 the headquarters with Bank of America in the CNB, so I
4 have an idea of what banking headquarter presence means to
5 a community.

6 It was noteworthy to me to quickly ascertain or
7 discern that SunTrust's presence in the Memphis market,
8 although it was not a headquarters, was very much
9 representative of a headquarters presence in that market.

10 One example that I came to know as soon as I got there
11 was, SunTrust's role in an adaptive reuse development
12 called the "Sears Crosstown Concourse," which was
13 essentially a million square foot vertical Sears
14 Distribution and Retail Facility that had fallen into
15 disrepair and was dilapidated and, you know, all the
16 things that are attended to building that are no longer
17 occupied and not used.

18 Fast forward from 2015 to now, it is now an example
19 of a national award winning adaptive reuse that houses a
20 charter high school, healthcare facility for
21 underprivileged, retail opportunities and living
22 opportunities as well as an artist's studio. It's just a
23 wonderful example of adaptive reuse that has served to
24 revitalize what was a downtrodden part of the community,
25 and so they've been great in that way.

1 SunTrust also participates on the board of the
2 Chamber and also sits on the board of our economic
3 development industrial development board, known as EDGE so
4 they very much are at the center of helping catalyze
5 economic development in the city and the region both at a
6 commercial and an industrial scale.

7 I'm very pleased to have SunTrust in the community,
8 and look forward to that presence growing, as their
9 presence grows with the merger with BB&T.

10 MR. AVERY: Good afternoon. My name is Shawn Avery,
11 and I am here representing the Hampton Roads Workforce
12 Council located in Southeastern Virginia in support the
13 merger of SunTrust and BB&T. The Hampton Roads Workforce
14 Council and SunTrust Foundation have been working
15 collaboratively in the Hampton Roads Community since 2014.

16 The council serves as the regional leader of
17 workforce development in Hampton Roads by delivering
18 excellent business, economic development, veterans and
19 youth focused services. With partners like SunTrust Bank
20 we have developed and implemented a system that prepares
21 the existing and emerging workforce to meet the current
22 needs of the business community, attract high quality
23 employers to the region, and support innovative high
24 growth enterprises.

25 With increased demand for trained workers to fit the

1 21st century market, workforce development resources must
2 align with new and emerging employer job needs. Our
3 strategic approach is to provide leadership and coordinate
4 the efforts to other workforce development organization.
5 No other entity in Hampton Roads has the mission to set
6 the regional workforce agenda and led its implementation.

7 SunTrust Bank has been a significant partner in this
8 important endeavor developing the workforce in the Hampton
9 Roads. Last year the Hampton Roads Workforce Council was
10 one of 36 nonprofit organizations to receive the SunTrust
11 Foundation's Lighting the Way Award, which was given to
12 organizations, who are actively involved in community
13 outreach in their cities.

14 The generous award allowed the Hampton Roads
15 Workforce Council in the City of Norfolk, Virginia to
16 expand their partnership through a series of four business
17 café summits aimed at sparking the innovative spirit in
18 the residents of the Hunterville Community in Norfolk
19 through high intensity training programs focused on
20 entrepreneurship and workforce development.

21 The SunTrust supported café summits will include the
22 following events: Entrepreneurship presentations and
23 panels led by small business experts, employment
24 preparation sessions led by local employers, financial
25 sustainability sessions, and members of the workforce and

1 entrepreneurial ecosystems on hand to provide personalized
2 coaching.

3 The final biz café summit will include an opportunity
4 to win seed money through pitching business development
5 plans to local business leaders. Future summits supported
6 by SunTrust will target other vulnerable communities in
7 the City of Norfolk.

8 Mark Johnson, SunTrust community development manager
9 of the Hampton Roads region, has been our primary contact
10 and has been instrumental in our growing partnership with
11 the bank as well as the entire Hampton Roads Community. I
12 am excited to say that Mark is on track to be the board
13 chair of the Hampton Roads Workforce Council which will
14 only increase our partnership with the combined SunTrust
15 and BB&T.

16 SunTrust's hands on approach, professionalism, and
17 real passion for impacting the community through a
18 plethora of initiatives has been outstanding. We have not
19 only been able to utilize resources from SunTrust to
20 advance our mission but have also been connected to other
21 organizations to support our efforts.

22 It is my earnest hope that the merger between
23 SunTrust and BB&T will expand its outreach to the various
24 communities and cities that both banks currently serve. I
25 look forward to continued opportunities to partner with an

1 expanded financial institution to transform communities
2 and cities through the equipping of our citizens.

3 Thank you for this invitation to share about our
4 partnership with SunTrust Foundation and the work that we
5 have been able to achieve through our viable partnership
6 with SunTrust and Mark Johnson, the bank's community
7 development manager.

8 The Hampton Roads Workforce Council supports the
9 merger of the SunTrust and BB&T wholeheartedly. Thank
10 you.

11 MR. DERREBERRY: Good afternoon and thank you. I am
12 representing the Charleston Metro Chamber of Commerce in
13 support of the SunTrust and BB&T merger application. My
14 name is Brian Derreberry and I am president and CEO of the
15 Chamber. Our organization has 1,600 business members
16 representing 160,000 employees.

17 We are the oldest continuing operating chamber in the
18 United States of America founded in 1773. Our daily
19 imperative is to increase the wealth and wellbeing of
20 every Greater Charlestonian. A snapshot of the vibrant
21 region I represent: Greater Charleston ranks sixteenth
22 out of the nation's top 100 metros in creating jobs from
23 2011 to 2016 with 50,000 net new jobs and 35,000
24 additional jobs anticipated in the next three years.

25 The region's gross domestic product increased by

1 50 percent to \$42 billion between 2011 and 2017. Greater
2 Charleston is the 14th fastest growing US metro and
3 projected to hit one million people by 2029. With this
4 rapid development, strong financial companies are vital to
5 our region's future.

6 Enterprises depend on business banking for the
7 capital needed to meet their growth opportunities.
8 Residents current and future count on healthy financial
9 institutions to buy a house or start a college fund. This
10 merger will ensure Charleston's banking needs are met.

11 As our region evolves, we also need to engage
12 corporate citizens anticipating and charting a future
13 course. SunTrust and BB&T do this by placing their time,
14 talent, and treasure into our Chamber's Regional
15 advancement efforts. They're combined bank commitment
16 over the past four years exceeds \$410,000 and 1,000 plus
17 volunteer hours. These targeted resources are having a
18 powerful impact in addressing a number of our metro's most
19 pressing issues.

20 Starting a decade ago the chamber elevated our stake
21 in ensuring a skilled and career ready workforce for area
22 employers. We concentrate our efforts on helping students
23 who might otherwise get left behind with an added
24 strategic focus on underserved populations.

25 SunTrust Bank is a major supporter of this work

1 through Foundation funding for youth apprenticed volunteer
2 engagement, and highly visible support from their
3 executive leadership. SunTrust has been a champion for
4 ensuring that our region's emerging workforce has equal
5 access to high wage and high demand occupations growing in
6 Greater Charleston.

7 Today, our region's Youth Apprenticeship Program is
8 being presented by the department of labor as a preferred
9 national high school model with 17 different career
10 pathways available to students in everything from
11 industrial mechanics to engineering to pre-nursing. These
12 students graduate high school with a diploma, 30 college
13 credits, two years paid work experience, a certificate
14 from the department of labor, and every parent's favorite
15 three words "no college debt."

16 Twenty-first century leadership development is vital
17 for our region's immediate and long term sustainability.
18 BB&T has invested heavily in leadership development
19 through their emerging leader certification program. More
20 than 3,000 college students with an emphasis on first
21 generation have been certified in the program since 2014.

22 I conclude my comments this afternoon with a
23 thoughtful request for you to approve this proposed
24 merger. The creation of this new institution will provide
25 the market strength required to leave even more robust

1 community and economic development efforts in multiple US
2 markets. Thank you.

3 MR. WATKINS: If you could introduce yourself and who
4 you're representing. We're trying to limit comments to
5 four minutes. Whenever you're ready.

6 MS. SUTTON: Pardon my timing here. I'm
7 Bonnie Sutton, president and CEO of the ACCESS College
8 Foundation based in Norfolk, Virginia, serving most of
9 Southeast Virginia.

10 Dear ladies and gentlemen, thank you for this
11 opportunity to share information today about the
12 partnership between the ACCESS College Foundation and
13 SunTrust Bank and SunTrust Foundation. The ACCESS College
14 Foundation supports the merger of BB&T and SunTrust Bank.

15 We are a nonprofit 501c3 organization founded in
16 1988, 31 years ago to assist students in accessing
17 education beyond high school both through college and
18 other types of post secondary training. More than 60,000
19 students have been assisted in going to college as a
20 result. And, we've leveraged \$625 million in financial
21 aid and scholarships for those students.

22 We have been able to provide many opportunities and
23 our partnership with SunTrust has been really integral in
24 that opportunity. Many of those 60,000 students are from
25 low income and moderate income families. They are the

1 first of their family to go to college or to have any type
2 of post secondary training in many cases.

3 This has been instrumental to the workforce
4 development in our area of Virginia, Southeastern
5 Virginia, where more than 70 percent of our scholars
6 actually complete their program after -- well, 90 percent
7 complete their program, but 70 percent actually return to
8 our area to live and work after they complete.

9 Our partnership with SunTrust has been active for 24
10 of our 31 years of existence. They have provided nearly
11 \$300,000 in aid to us during that time. With our leverage
12 of \$20 for every one dollar we spend on the program
13 services, that has made a \$6 million impact to the low
14 income and moderate income students and their families in
15 our area, in part by funding their futures through
16 education.

17 We've also been fortunate that Mark Johnson, SunTrust
18 vice president and community development manager for
19 Hampton Roads, Virginia was elected to our board in 2012.
20 60 percent of the funding we have received over the years
21 from SunTrust has happened over this time affording many
22 of these opportunities I was describing for our student's
23 success.

24 He had an active role in our College Changes
25 Everything Endowment Campaign, which increased college

1 access services, for middle school and high school
2 students. And, during that time we also were able to
3 expand geographically to North Hampton County on the
4 eastern shore of Virginia, the second poorest county in
5 our state.

6 SunTrust through Charity Volman our area's market
7 president and Mark Johnson, they understand what it means
8 to be a community development organization. They know
9 true community in every sense of the word through their
10 shared values, their interest and goals for the betterment
11 of our region. SunTrust has not only facilitated funding
12 for ACCESS but also helped us make numerous connections
13 with other community organizations and other nonprofits.

14 As a major funding partner their financial commitment
15 has exceeded the annual support that we receive from other
16 banking institutions. As an organization that is
17 100 percent privately funded through the business
18 community, local foundations, and individuals that's
19 important to us because we do not receive federal or state
20 funding we rely on our local partners.

21 In closing, we are anticipating that the merger
22 between BB&T and SunTrust will increase the outreach and
23 support in the cities and counties that both banks
24 currently serve, and definitely the one where our program
25 is located, which is Norfolk, Portsmouth, Chesapeake,

1 Virginia Beach, Suffolk, and North Hampton County,
2 Virginia.

3 Next year, we will also be expanding to Western
4 Tidewater and three of, again, some of the poorest
5 counties in Virginia. Thank you for your diligent work on
6 this merger, and for allowing me to speak in support of
7 it. Thank you.

8 MR. WATKINS: So at this stage we've heard from
9 individuals from the first 12 panels. Unless there's
10 anyone else from one of the panels who was not able to
11 speak, we are not scheduled to resume until 3:25. That
12 gives us a bit of a break.

13 Just as a reminder, for anyone who is unable to sign
14 up to testify in advance of today's meeting to the extent
15 that we will have additional time after the next two
16 panels, we would encourage you to take advantage of that,
17 and to register to speak at the registration desk.

18 For now, let's adjourn for the moment and please join
19 us again at 3:25.

20 (A break was taken.)

21 MR. WATKINS: Welcome back and thank you for
22 rejoining the afternoon session. The next panel is
23 Panel 13. We will remind the panelists to keep your
24 comments to four minutes the best you can. Also, to make
25 sure your mic is on when you start. We are all here and

1 can begin with you, Mr. George when you're ready.

2 PANEL 13

3 MR. GEORGE: Sure. Good afternoon everyone. I'd
4 like to take this opportunity to thank the joint committee
5 for speaking today on behalf of National Development
6 Council, specifically about the merger between BB&T and
7 SunTrust.

8 Before I get started there are several friends from
9 my former employer, SunTrust, that are in the audience,
10 namely Joe Arnold, and also partners with BB&T Heidi,
11 Gerald, and Lewis. So nice seeing you in this format.
12 BB&T and SunTrust has been immensely important to National
13 Development Council, from this point on NDC, for more than
14 20, 25 years. During this period BB&T and SunTrust have
15 both invested in our training, our technical assistance
16 and financial tools.

17 Our mission is to increase the supply of capital to
18 low income neighborhoods and communities through different
19 products and services that we have and both institutions
20 have been tremendously supportive. It's not an
21 overstatement to say that BB&T and SunTrust support their
22 many communities and areas that we work in, predominantly
23 for cities and counties and redevelopment agencies that
24 wouldn't have those community financial development tools
25 or capacity building training that both institutions

1 support.

2 The types or levels of support from these
3 institutions range from grants, loans and equity
4 investments in some our tax credit programs. Over the
5 past ten years they have cumulatively provided over
6 \$2.3 million in training to support capacity building for
7 community development corporations, and provided their
8 institutions and their regional reps as partners as we
9 look to fill the financial gap in a lot of affordable
10 housing transactions.

11 BB&T in particular has been especially strong partner
12 with NDC in supporting capacity building and training and
13 advancing the work of nonprofits specifically in the
14 Southeast over the past 20 years. Some of the highlights
15 are really contained within affordable housing, small
16 businesses expansion, economic development, social
17 infrastructure and community facilities.

18 We have tabulated our own numbers and we know this to
19 be a fact that over 3,000 participants have benefited from
20 classes and capacity building training specifically as it
21 relates to the community. Both institutions, BB&T and
22 SunTrust, supported NDC through our Low Income Housing Tax
23 Credit Equity Fund.

24 We are a syndicator in that realm, and these
25 sponsor's funds have supported affordable housing projects

1 throughout the nation. In this area these funds have
2 provided financing technical assistance and asset
3 management for over 10,000 affordable housing units. And,
4 combined both institutions have supported us to the tune
5 of \$74 million in equity investments.

6 They are represented in the products that we all come
7 to know very well, supporting seniors, families, college
8 students and special needs populations. Through the
9 partnerships with both institutions, we've also been able
10 to make our market a New Market Tax Credit realm as a
11 community development entity, and with their support we've
12 invested over about \$28 million over the past three years.

13 This capital helps galvanize and capitalize
14 businesses that create jobs which otherwise wouldn't
15 happen, and employment opportunities more importantly.
16 SunTrust out of our New Markets transactions have
17 specifically supported us in four or more projects that
18 have really benefited communities throughout the
19 Southeast. Let me correct that, in four of our CDE
20 arrangements, over 87 projects throughout the country.

21 With the relationships we have developed with both
22 institutions BB&T and SunTrust, National Development
23 Council looks forward to working with the combined entity
24 to continue to serve low and moderate income communities
25 and the cities that we have a footprint in.

1 Feel free to reach out to me. My name is KC George,
2 National Development Council. If there are any items in
3 particular you'd like to hear about what I just reported
4 on. Without further ado.

5 MR. TATE: Okay. Great. My name is Markee Tate, the
6 president and CEO of the Atlanta Black Chambers, where we
7 serve as an advocate for black businesses in the Atlanta
8 Metropolitan Area as it relates to business, government
9 and community.

10 We are under the umbrella of the US Black Chambers
11 out of DC. Definitely very proud to be here today and to
12 actually say a few words about our great partnership with
13 BB&T, but on behalf of the Atlanta Black Chambers where we
14 serve an advocate for the black businesses in the Atlanta
15 Metropolitan Area, I would like to say that we are a very
16 proud corporate partner of BB&T, and have been for the
17 past two and a half years while working on several
18 programs and functions and activities throughout the
19 Atlanta Metropolitan Area that help strengthen the
20 financial goals of our membership base.

21 I would like to also say that we're very proud of a
22 particular person that has definitely strengthen this
23 relationship. And, that's Tameka Stafford, who is a V.P.
24 of the Atlanta Area in Business Development. We are very
25 proud of her and she even serves as the chair of our

1 corporate advisory council where we talk about the issues
2 that we can help strengthen those activities with the
3 Atlanta Metropolitan Black Chamber's Membership base,
4 mainly through access to capital and just being an
5 advocate when it comes to public policy and management
6 such as this.

7 Basically, and lastly, I would like to say on behalf
8 of the Atlanta Black Chambers, that we do support the
9 merger of BB&T and SunTrust. And, looking forward to
10 building an even stronger relationship with the new
11 banking institution. Thanks a lot.

12 MS. WILLIAMS: Good afternoon. I'm Cathy Williams
13 with Neighbor Works Columbus. Thank you for the
14 opportunity to come before you and share the Neighbor
15 Works Columbus story and our relationship with one of
16 these two outstanding banks.

17 In 1997, the civic leadership of Columbus decided to
18 take a hard look at what we were doing right and what we
19 had to do better. One of those areas was housing. With a
20 specific eye toward the issue of substandard housing and
21 the availability of affordable housing, I was fortunate to
22 be asked by our then city manager to co-chair this
23 committee.

24 On that first committee meeting SunTrust President
25 Frank Etheridge stepped up to lead the way. For two years

1 we moved through studying the charge to implementing the
2 recommendations, among those the creation of the Columbus
3 Housing Initiative known as Neighbor Works Columbus.

4 In these last 20 years, Neighbor Works Columbus has
5 assisted over 15,000 families to become life-long
6 homeowners, counseled and educated over 6,000, built over
7 600 housing units, and managed over 100 of those. We have
8 produced over \$20 million in mortgages through our CDFI
9 and have managed over \$168 million total private,
10 philanthropic, and public investments.

11 That all started largely because SunTrust spent two
12 years creatively helping us build the plane as we flew it
13 and stayed with us ever since. When we needed capital
14 then president, Frank Etheridge, met with the presidents
15 of all the banks in Columbus, and moved everyone to buy
16 into a consortia line of credit and then committed
17 SunTrust to being the manager of it.

18 When we needed a partner to help us achieve the
19 second most successful Section 8 to Homeownership Program
20 in Georgia, it was SunTrust that led the way. When our
21 local housing authority wanted to apply for the first Hope
22 Six opportunity, it was SunTrust that pledged the capital.
23 All this was monumentally important in our success.

24 I guarantee you that CRA was not the motivating
25 factor in these SunTrust decisions. It was simply the

1 right thing to do. And, SunTrust has continued to act in
2 the best interests of Columbus and Neighbor Works. Of
3 course all good things in housing came to an end in 2008.

4 Had it not been for the great recession, I know that
5 our numbers and impact would have been exponentially
6 larger. In our new normal, we have had to contend with
7 how we do this critical work moving forward. How do we do
8 our work? Assisting those with limited housing choices in
9 an environment that is seemingly hostile to what we do.

10 Simply said, it is getting harder and harder to serve
11 the underserved. According to the Federal Reserve's own
12 study last year, the supply and demand gap in Columbus'
13 affordability is reaching 14,000. We see more of our low
14 to moderate income families being forced into either being
15 cost burdened or moving into substandard housing. This is
16 unacceptable and intervention must be accomplished.

17 I challenge these two wonderful banks to step up and
18 lead the way so that this country for the first time in
19 our history will not miss the opportunity of allowing our
20 next generation to achieve equal or better than their
21 parents were able to accomplish.

22 I don't have much experience with the BB&T side of
23 this equation. I can only speak to their leadership,
24 access to capital, and the complete support of SunTrust
25 that has allowed Neighbor Works Columbus to do what we do

1 for the last 20 years.

2 I do know that BB&T has enjoyed great reputation with
3 affordable housing practitioners throughout their
4 footprint. I can share that I was often envious of the
5 creativity that BB&T brought to the table. But at the end
6 of the day if bigger means better then put me at the front
7 of the line as an advocate for this merger.

8 Allowing both entities to build on the success of
9 their own leadership, creativity, access to capital, and
10 support that they bring to this industry will make us all
11 better for it. Thank you so very much for allowing me to
12 stand before you and talk about this.

13 MS. GRIFFIN: Great. Good afternoon. My name is
14 Marcia Griffin. My organization is HomeFree-USA. This is
15 an organization that I founded 23 years ago. We are a
16 homeownership and leadership development organization.
17 I'm here not only to represent HomeFree-USA, but to
18 represent my 57 nonprofit partners that are part of the
19 HomeFree-USA network.

20 And really, most importantly, I'm here to represent
21 300,000 of black and Hispanic and diverse students at
22 Historically Black Colleges and Universities largely in
23 the footprint of BB&T and SunTrust. We come together to
24 support this initiative.

25 We look forward to doing more under the program that

1 we have created called the "Center for Financial
2 Advancement." This is a program that we are so happy that
3 SunTrust has participated in. We hope to elevate through
4 the new bank, elevate the financial stature of not only
5 the students, giving them exposure to careers and mortgage
6 banking, financial services, community development,
7 et cetera.

8 The students at Historically Black Colleges and
9 Universities want a better life. And I must say, just
10 really, one of our CFAS, Center for Financial Advancement
11 Scholars, who is the president of our community, and we
12 have 142 HBCU scholars, and we work with many of the HBCUs
13 around the country. With his first little \$50 check he
14 opened an account in Nashville at SunTrust. He was so
15 happy at 18 years old he went to -- a freshman -- went to
16 the bank, and the people at SunTrust were so happy they
17 gave him a hand, they clapped for him, he was opening an
18 account with his little \$50. And, he came back and talked
19 to all of the students at this university about SunTrust
20 Bank.

21 He wrote a letter in support of this merger. It was
22 just the cutest thing. But anyway, not only Nicholas, but
23 just in general SunTrust has been a tremendous for
24 HomeFree-USA, in our homeownership suits, through our work
25 with low to moderate income communities we have been able

1 to produce a zero percent foreclosure rate, which is a
2 good thing in the industry.

3 We want to really work with the new bank BB&T
4 SunTrust to move forward, to help more students, to help
5 more diverse families, just to advance the financial
6 structure of many low to moderate income families in our
7 communities. Thank you.

8 MR. WATKINS: Thank you. The members from Panel 14
9 can come up to the table. Just as a reminder there will
10 be a clock. We're asking each participant to limit their
11 comments to four minutes. If you can make sure your mics
12 are on. Press the button. A green light should turn on
13 to ensure that it is on. I believe we are starting with
14 Mr. Cannon.

15 MR. CANNON: Thank you. My name is Chris Cannon. I
16 am from the Georgia Council on Economic Education. We are
17 an organization whose mission is to help teachers teach
18 economics and personal finance.

19 We have been doing that since 1972. And basically,
20 the way it works is we offer free workshops for teachers,
21 and give them all sorts of materials and training that
22 they can't get access to otherwise to teach the mandated
23 curriculum for -- in K12 there is some sort of personal
24 finance or economic standards all throughout the Georgia
25 Standards.

1 A big way that we do that is we get support from
2 organizations like SunTrust and the SunTrust Foundation to
3 go out and pay for materials, to pay for substitute
4 teachers, salaries, things like that. We really couldn't
5 do what we do without the support of SunTrust and the
6 SunTrust Foundation. So much so that Herbie Thompson, the
7 current senior vice president of Communication Government
8 Affairs is our current chairman for our organization.

9 SunTrust has been a supporter of the Georgia Council
10 for more than 20 years. We were looking back today to
11 find out when they made their first donation, but it was
12 sometime in the early '90s, we think. So -- I'm sorry
13 almost 30 years SunTrust has been a supporter of the
14 organization.

15 While they contribute financially the thing I would
16 like to say that we appreciate about SunTrust is the way
17 they connect us with other organizations. In particular,
18 I can rattle off three examples really quick. Last year
19 SunTrust came to us and said we have got some interest in
20 doing something with Georgia Public Broadcasting, is there
21 something you guys can do with them? And, we were able
22 to, with help from SunTrust, put together a really nice
23 online video game that helps teachers and students learn
24 how to budget, and also incorporates the movie industry of
25 Georgia.

1 So really kind of creative stuff like that happens
2 because of SunTrust and their support of education and in
3 particular financial education. They've also put us in
4 contact with Horizons Atlanta, which is a group that tries
5 to minimize learning loss during the summer by offering
6 free summer camp, essentially for underprivileged
7 students.

8 So we were able to go in and train some of their
9 teachers last year on some financial literacy lessons they
10 could be doing with the students during the summer.
11 Again, all provided at no charge, courtesy of SunTrust.
12 And, the biggest relationship we have developed through
13 them is with the Atlanta Braves.

14 When SunTrust Park was going to open and the Braves
15 were going to move, teachers had a lot of questions about
16 the economic impact of that, why they're doing it? What's
17 going on? And, through a very quick series of about three
18 emails and contacts between Kirby and Eric Schiller, and
19 my plan -- myself, we had a meeting set up with the Braves
20 and before long we had a full series of workshops to help
21 teachers sort of understand that economic impact and how
22 that works.

23 That's the kind of stuff we do all the time. If you
24 have a child who's gone to school in the State of Georgia,
25 at some point they have had a teacher who has been

1 impacted by the Georgia Council because we reach about
2 2,000 teachers a year. So if they've had any kind of
3 social studies teacher in Georgia, we've probably seen
4 them at some point and a lot of that is possible because
5 of SunTrust and the SunTrust Foundation.

6 So we are fully supportive of this merger and we look
7 forward to continuing our work with SunTrust for hopefully
8 another 30 years.

9 MS. MAHONE: Hi. My name is Carne Mahone. I'm the
10 founder and executive director of Morningstar Urban
11 Development. Our mission is to help families and
12 individuals gain economic and generational wealth.

13 We do that by counseling, education, and giving them
14 access to community resources. Our church banks with
15 SunTrust and our organization banks with BB&T, so I'm
16 excited about this merger because of the fact that it is
17 going to give us access to other branches, hopefully,
18 where we have to drive further to, but nevertheless.

19 BB&T has been the primary partnership that we have
20 established when it comes to our homeownership department
21 and our workforce development. We have been associated
22 with them for approximately three years. They have helped
23 us to educate our counselors in reference to sending them
24 to trainings out of town to where we could not afford to
25 do so in support of that at the Neighbor Works trainings.

1 They have also helped us with our workforce
2 development where in our Direct Hire Project, we help
3 people get hired on the spot, 11,084 jobs at the airport,
4 and BB&T was our primary partner in that, in that they
5 came, sent out associates to help open accounts where
6 people did not have checking, or did not have access to
7 credit, and they did that also on the spot. And, they did
8 that for as long as we did the project which was about six
9 months.

10 They have also helped us financially of course, as
11 far as our homeownership center and our economic center.
12 And, they are helping us to extend into the Job Force
13 Readiness Program to where we're going to be doing job
14 development, helping people to understand job
15 sustainability, also resume development, as well as, doing
16 some other things that we have got down on the pipeline.
17 We are also going to be doing a vibrant community with
18 them. And so, I am in support of the merger.

19 MS. SNIPES-WILLIAMS: Hello. My name is
20 Sherrie Snipes-Williams. I am the CEO of Charleston
21 Promise Neighborhood. And, we're a small and mighty
22 nonprofit that was incorporated in May of 2010 that was
23 founded by the City of Charleston, the City North
24 Charleston, Charleston County, and the Charleston County
25 School District to support four tough underserved Title

1 One elementary schools in the neck area of Charleston
2 which is a 5.6 mile corridor that straddles the cities of
3 Charleston and North Charleston.

4 Our mission is to ensure that our residents are
5 engaged and our students are on track to graduate high
6 school with options and abilities necessary to succeed in
7 college and the military and or the workforce.

8 CPN, my organization has had a strong partnership
9 with BB&T since 2011. While CPN was founded with generous
10 support from various corporations, individuals, and
11 government partners, BB&T was an early investor in our
12 work and demonstrated their commitment to our programs,
13 impact and vision through generous restricted and
14 unrestricted gifts.

15 Their philanthropic investments gave our organization
16 the ability to be nimble, to focus on our mission and
17 infrastructure to invest in salaries, technology and
18 marketing and communications, and create high quality
19 programming for long term impact.

20 Over the years BB&T's representatives have spent
21 hours meeting with me and my stakeholders attempting to
22 thoroughly understand our organization's programs. During
23 these interactions they have asked the hard questions,
24 spent time with our team, brought local and regional
25 employees to visit our schools, and invited CPN to share

1 our successes as well as our growth challenges with
2 representatives from the bank.

3 As a result, they clearly understand what we are
4 accomplishing, how we operate the results we are
5 achieving, and our opportunities for improvement. On more
6 than one occasion BB&T has gone above and beyond in their
7 efforts to do good in our community's toughest schools.

8 Specifically, Frank Bullard, BB&T's former coastal
9 regional president, supported CPN's early work, and
10 initiated our inaugural gift from the bank. In the fall
11 of 2016 with the assistance of John Stokes, the North
12 Carolina and South Carolina vice president of community
13 development specialist, about a dozen banking executives
14 brought BB&T's mobile banking bus to our schools and
15 engaged over 300 students in digital financial literacy
16 exercises and shared financial health information with
17 their parents.

18 CPN participated in a planning meeting and presented
19 our programming and impact to BB&T's community development
20 staring committee in March of 2015. And, most recently
21 our work with Derald McGuyver and David Hamilton has
22 resulted in them really understanding what were doing and
23 being advocates and also supporters and champions of our
24 work.

25 We are forever grateful for their early and continued

1 investments in our schools, our students and their
2 families and we work hard to ensure that they receive the
3 true return on their investments. We look forward to a
4 continued partnership with the bank and hope that their
5 influences on our work continues to make us an even
6 stronger and more impactful organization.

7 Thus, I wholeheartedly support the merger between
8 BB&T and SunTrust as I believe only greater things are to
9 come. Thank you for this opportunity.

10 MS. KUHLMAN: Good afternoon. Thank you for the
11 opportunity to speak with you today. My name is
12 Cynthia Kuhlman. I currently serve as chairman of the
13 board at Drew Charter School in Atlanta. And, I formerly
14 enjoyed an amazing career in the Atlanta Public School
15 System. In my allocated time today I hope to provide you
16 a description of Drew, Atlanta Public Schools and our
17 valuable partnership with SunTrust Bank.

18 I'll start with Drew Charter School. Since opening
19 in year 2000 as Atlanta Public School Systems first
20 charter school, Drew has proven its innovative approach to
21 education works. Drew Charter School serves as a key
22 component of Cradle to College Pipeline within the
23 holistic East Lake neighborhood revitalization. Drew is
24 an essential component of community wide initiatives that
25 helps families break the intergenerational cycle of

1 poverty.

2 Our mission is to serve as an exemplary, innovative,
3 education community that empowers all students to achieve
4 their full potential. Our school has had a long standing
5 complete banking history with SunTrust Bank. SunTrust
6 Bank has been a valuable partner to Drew for over
7 12 years.

8 Drew Charter School maintains the only youth bank
9 within the Atlanta SunTrust footprint, teaching the
10 importance of savings while SunTrust Foundation provides
11 match dollars to the students. Over this time, SunTrust
12 teammates have maintained a volunteer partnership by
13 facilitating financial education to the students in all of
14 our academies. Two SunTrust executives, Ron Alston and
15 Shannon Longino, have served in key leadership roles on
16 Drew's board of directors.

17 Next, I'll talk about the Atlanta Public Schools
18 where I worked for 36 years and also enjoyed SunTrust
19 relationships. Atlanta Public Schools has also enjoyed a
20 long-standing partnership with SunTrust which has been an
21 pillar in our community and our city for decades.

22 We're incredibly committed to ensuring our
23 relationship as the new iteration of SunTrust continues.
24 Here are a few examples of how they have supported
25 Atlanta's children: SunTrust is a huge supporter of

1 Achieve Atlanta, which is an incredible opportunity to
2 ensure our students get to and through college, with large
3 dollar scholarships and mentorship support.

4 Bill Rogers has served on the board and we welcome
5 continued representation from the new bank because college
6 and career readiness is critical to the strength of our
7 city and workforce development. SunTrust has given
8 generously to the Homeless Innovation Academy on the west
9 side of Atlanta to transform the neighborhood and turn the
10 school around. This investment has been imperative for
11 ensuring the school has extracurricular resources,
12 technology, and personnel support.

13 Finally, SunTrust has provided incredible financial
14 literacy program for Atlanta Public School students,
15 parents, and staff. They have also funded an Operation
16 Hope inside Financial Wellness coach for Atlanta Public
17 School's low income staff such as bus drivers, nutrition
18 workers, and teachers to help them get a 700 credit score
19 and buy a home.

20 In closing, we're incredibly grateful for the
21 partnership of BB&T and SunTrust. And, we look forward to
22 this continued relationship so Atlanta can continue to
23 thrive. Thank you SunTrust, and thank you for allowing me
24 to speak today.

25 MR. ABENSOUR: I realize I'm one of the last panelist

1 today, I'll try to keep it as quick as I can. Thank you
2 for having me here today. My name is Michael Abensour.
3 I'm the executive director of Kramden Institute. Kramden
4 is a statewide nonprofit based in Durham, North Carolina,
5 founded in 2003.

6 Our mission is to provide technology, tools and
7 training to bridge the digital divide. Why do we do this?
8 Because in North Carolina only 19 percent of North
9 Carolina households do not have access to a meaningful
10 computing device in their home. Without a device or
11 knowledge on how to use it these families consistently lag
12 behind their peers in both school and the workforce.

13 Our primary activities are twofold. First, we
14 collect, refurbish, and award tens of thousands of
15 computers free to students and families in need across the
16 state. Second, we provide much needed digital literacy
17 skills to those with limited or no experience using a
18 computer.

19 Since our founding, Kramden has successfully
20 distributed over 34,000 computers across 83 of North
21 Carolina's 100 counties, positively impacting over 120,000
22 individuals in the process. In 2014 we launched our
23 education and training programs to ensure that our clients
24 could effective use those computers for everything from
25 schoolwork to finding a better job.

1 In less than five years, over 5,000 have gone through
2 a digital literacy training, acquiring the experience and
3 skills needed to become an effective and informed citizen
4 of our twenty first century society.

5 The reason I'm here today is to represent those
6 communities that we work with in North Carolina,
7 specifically, low income populations found in Raleigh,
8 Durham, and Chapel Hill. We have worked with these
9 communities for nearly 20 years supplying free computers
10 and digital literacy classes in partnership with other
11 nonprofit organizations, companies and local governments.
12 Our goal is simple: We want to ensure that those who are
13 most often left behind in a rapidly changing
14 technologically advanced society have access to computing
15 technology and training to better their lives and those of
16 their families.

17 With this proposed merger between BB&T and SunTrust,
18 my concern is that these communities will lack access to
19 deeply needed financial services near their neighborhoods
20 and homes. In all, there are 111 SunTrust branches in
21 North Carolina, with more than 40 alone in the
22 Raleigh-Durham area.

23 If these branches were to close or reduce operations,
24 many of our clientele would be severely limited in their
25 ability to have their financial needs met. Online

1 banking, while easy and readily available to most of us in
2 this room, is a luxury for those who lack the technology
3 and the knowledge to do so.

4 Realizing that many of our low income communities are
5 finding harder than ever to access financial services,
6 Kramden has partnered with smaller local financial
7 institutions to help. We have worked together to fuse
8 both digital and financial literacy together in the series
9 of hands on classes.

10 Over a series of five to six weeks, class
11 participants gain valuable hands on experience using a
12 computer, learning how to use it, and then going home with
13 one. They learn everything from financial literacy
14 concepts such as credit scores, securing loans, and
15 financing and how to access online banking service
16 information.

17 Taken together this twin approach solving not only
18 the digital divide but the financial divide has proven
19 extremely successful. This is an effort that can lift
20 lower income populations and bring them fully into the
21 twenty first century. I hope that as this merger is
22 considered that both BB&T and SunTrust reflect on the
23 potential impact that closing a branch can have, and to
24 reflect on the potential avenues by which those concerns
25 can be alleviated.

1 our community.

2 For those of you that don't know, Chattanooga was not
3 a place you would want to be 30 years ago. We were losing
4 population. We had pollution issues in the market that
5 were devastating for us as a community, and we turned that
6 around. And so, we are a bit of a renaissance story in
7 the Southeast.

8 A lot of that history stems back to one of the
9 communities families, which was the Probasco Family.
10 Scotty Probasco and his family were heavily involved in
11 American National Bank, which was acquired through a
12 series of acquisitions by SunTrust. And, that family
13 stayed very engaged in the community during the
14 renaissance. And, I think Scott Probasco actually was
15 honored -- got to honor his father in 2015 by throwing out
16 the first pitch at SunTrust Stadium here in Atlanta.

17 But that legacy of that family investing in the
18 community really carried over and through with the
19 acquisition and growth of SunTrust in the market. Today,
20 SunTrust is heavily invested in kind of taking us to the
21 next level if you will.

22 They have been very engaged in financial literacy and
23 education in our school system and partnered as well with
24 a number of private businesses to do that. They are
25 engaged with new visioning effort that we're undergoing

1 right now that really will help us chart where a community
2 goes over the next 20 years as part of a program called
3 "Velocity 2040." And then, also engaged in an effort
4 around making our school system the smartest city in the
5 South is the goal so it's a pretty audacious.

6 Their leadership in the community has been engaged in
7 a number of programs that incorporate that. And, that
8 includes activities with the Chamber but also with United
9 Way and the Urban League and a host of others were there.
10 Employees and their resources are brought to the table in
11 the community to really change the trajectory of our city.

12 So I want to say thank you to the folks here at
13 SunTrust that have been engaged in that, but also to say
14 that I think that what happened in the course of our
15 history with American National and how that played into
16 SunTrust, if that's any indication of what we can expect
17 from this we're excited and looking forward to see it. So
18 thank you again for the opportunity to be here.

19 MR. WATKINS: So we're at the open session. Does
20 anyone wish to register and come and make a presentation
21 or offer comment? (No response.)

22 Let me just remind everyone that the public comment
23 period is scheduled to end today. You may submit written
24 comments either at the participants registration desk out
25 front or you can send comments by following the

1 instructions that were included in the materials you
2 received at registration today. We look forward to
3 reviewing all materials.

4 MS. KILLIAN: Although we don't have anybody else
5 registered to speak at open mic at the moment, we did
6 advertise that the session would be open until 5:00, so we
7 will be standing by in case anybody else walks in and
8 would like to speak.

9 MR. WATKINS: So Brian, you can begin whenever you'd
10 like. If you can introduce yourself and who you represent
11 and/or if you're representing just yourself. Also, please
12 remember to speak into the microphone, and you press the
13 button so when the green light is on the mic will be on.

14 MR. BOLLINGER: Looks hot to me.

15 MR. WATKINS: Okay, you're on.

16 MR. BOLLINGER: Good afternoon. Almost good evening.
17 I am Brian Bollinger, and I'm the executive director of
18 Friends of Refugees in Clarkston, Georgia. And, I'm
19 actually here to share the impact that both foundations of
20 BB&T and SunTrust have had on our organization.

21 Friends of Refugees is a community development
22 organization in Clarkston, which many of you know is where
23 many of our newest American neighbors begin their journeys
24 after surviving war and violence and coming to the US as
25 refugees. We started there 23 years ago and every year we

1 serve between 4,000 and 6,000 new Americans with
2 opportunities for wellbeing, education and employment.

3 In particular, SunTrust Foundation has given us
4 capital grants to help us with building out capital
5 infrastructure, in particular our employment services.
6 With their help, we were actually able to completely
7 enlarge and rebuild a program that we called the "Refugee
8 Career Hub."

9 It's a program that essentially works to transition
10 new arrivals from jobs that are sort of good first starts,
11 perhaps in poultry processing or some of our more entry
12 level opportunities in Georgia towards living wage jobs
13 that permanently break the poverty cycle and get these
14 families opening bank accounts, savings toward their goals
15 and bringing the full force of their economic capacity to
16 our state. Thanks to SunTrust's gift we were able to
17 create what we call the Refugee Career Hub.

18 Today, and as an example, last year that program was
19 able to place over 300 people into living wage jobs at
20 over 50 companies in Georgia that this year will generate
21 \$6.4 million in new, annual and residual earning in our
22 community. Additionally, we were able to launch solar
23 photovoltaic installation training curriculum within the
24 space, which has allowed us to begin training our
25 neighbors to bring more of those low voltage electrical

1 skills which of course are one of Georgia's fastest
2 growing and earning sectors.

3 The other element I wanted to point out was that
4 beyond sort of the training and the business English and
5 the job placement, is that we actually received operating
6 grants from BB&T for our community development work which
7 have enabled us to operate several of the programs and
8 impacts that I just explained, in addition to a number of
9 other things including our small business accelerator
10 program Start Micro Enterprise which we do in partnership
11 with Emory Goizueta Business School where over the last
12 seven years thanks in no small part to those gifts from
13 BB&T we have been able to help launch 98 new enterprises
14 in our community and today over 80 percent of them are in
15 business including a dozen brick and mortar stores.

16 So my point is that in coming together everyone in my
17 space at least generally knows BB&T doesn't do capital.
18 They do operating. SunTrust doesn't do operating. They
19 do capital. By coming together I think there's an
20 opportunity to create an even more focused impact in
21 communities by bringing those two efforts together.

22 And, from what I've been able to read of the intent
23 of the foundation, the intent of the business, the intent
24 is to continue to build on those veins. And, if that in
25 fact comes to fruition I think that it will be even more

1 impactful than perhaps they were apart. Thank you.

2 MR. WATKINS: Thank you for coming in.

3 MR. BOLLINGER: My pleasure.

4 MR. WATKINS: So there's still an opportunity if
5 someone wants to come and make comment. (No further
6 comments were presented.)

7 (The proceedings concluded 5:00 PM)

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CERTIFICATE

STATE OF GEORGIA)

COUNTY OF FULTON)

I, Debra Montgomery, Certified Verbatim Reporter, certify that the foregoing transcript is a true, correct, and complete record of the said proceedings; that I am not a relative, employee, attorney or counsel of any of the parties; nor financially interested in the action.

This certificate is expressly withdrawn and denied upon disassembly and/or photocopying of the foregoing transcript, or any portion thereof, unless such disassembly or photocopying is done by the undersigned Certified Verbatim Reporter and original signature and official seal is attached hereto.

WITNESS my hand and seal at Kennesaw, Cobb County, Georgia is the 22nd day of May, 2019.



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[1] 186/24
MR. ALGHITA:
[1] 52/11
MR. AVERY: [1]
158/9
MR. BLAND: [1]
96/1
MR. BOLLINGER:
[3] 193/13
193/15 196/2
MR. BROWN: [1]
99/23
MR. BRYANT: [2]
34/9 40/4
MR. BUSSE: [1]
80/23
MR. BUTTS: [1]
91/4
MR. CANNON: [1]
177/14
MR. CONEY: [1]
122/23
MR. CRAWFORD:
[2] 101/12
111/5
MR. DERREBERRY:
[1] 161/10
MR. GEORGE: [2]
54/5 168/2
MR. HARDIN: [1]
61/18
MR. JOHNSON:
[1] 63/11
MR. KING: [1]

14/17
MR.
KLINGENSMITH:
[3] 146/13
146/18 146/21
MR. LITTLE: [1]
67/10
MR. LOGAN: [1]
106/6
MR. MALONE: [1]
137/23
MR. MILLER: [1]
156/14
MR. MILLS: [3]
49/3 49/7 70/2
MR. MIMS: [1]
128/20
MR. MORATIN:
[1] 114/12
MR. PINA: [1]
22/23
MR. REESE: [1]
130/16
MR. ROBERTS:
[1] 133/3
MR. ROGERS: [2]
7/6 82/12
MR. ROYAL: [1]
40/6
MR. STRADFORD:
[1] 29/4
MR. TATE: [1]
171/4
MR. TAYLOR: [1]
45/20
MR. WALKER: [2]
26/11 43/5

MR. WATKINS:
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31/22 31/24
48/24 52/9
55/24 56/4
72/15 85/24
95/21 110/11
110/17 117/8
122/9 137/12
146/9 146/16
146/19 156/5
164/2 167/7
167/20 177/7
190/4 190/11
192/18 193/8
193/14 196/1
196/3
MR. WOOD: [2]
190/10 190/15
MR. WOODSON:
[1] 140/17
MS. ADAMS
JOHNSON: [1]
86/2
MS. ADRIANSEN:
[1] 32/4
MS. BEAVOR: [1]
56/7
MS. BELL: [1]
12/4
MS. BOLDEN: [1]
88/5
MS. BOOKER: [1]
88/21
MS. CROSS: [1]
72/21

	MS. O'MARD: [1]	116/17
MS. DUGAN: [1]	117/11	\$100 million [1]
78/1	MS. RIX: [1]	15/17
MS. GAMBRELL:	148/22	\$11,000 [1]
[1] 58/23	MS. RUSSO: [1]	94/25
MS. GORDON: [1]	153/14	\$115 [1] 42/5
120/2	MS. SCHUELKE:	\$12 [1] 121/2
MS. GRIFFIN:	[1] 134/20	\$135 [1] 78/22
[1] 175/12	MS.	\$14.3 [1] 112/6
MS. HAAS: [1]	SNIPES-WILLIAMS	\$15 [2] 112/2
112/16	: [1] 181/18	120/9
MS. HEISE: [1]	MS. SPILLER:	\$160 [1] 13/4
103/24	[1] 93/4	\$168 [1] 173/9
MS. HICKOX: [1]	MS. SUTTON: [1]	\$17 [1] 98/4
108/3	164/5	\$173 [1] 18/12
MS. HUDSON: [1]	MS. WALKER: [1]	\$176,000 [1]
143/6	83/15	94/24
MS.	MS. WILLIAMS:	\$18 [1] 42/11
JEFFRIES-JONES:	[1] 172/11	\$19.5 [1] 13/7
[1] 19/15		\$2 [1] 155/22
MS. JENKINS:		\$2.1 [1] 42/19
[1] 126/4	\$	\$2.3 [1] 169/6
MS. JONES: [2]	\$0 [1] 94/23	\$2.3 million [1]
36/22 40/5	\$1 [1] 80/14	169/6
MS. KILLIAN:	\$1,000 [1] 8/18	\$2.6 [1] 20/13
[8] 2/1 31/23	\$1.3 [1] 116/25	\$20 [5] 41/25
48/25 49/6	\$1.4 [3] 9/24	68/24 120/22
55/22 56/2	41/7 79/4	165/12 173/8
95/19 193/3	\$1.4 million [1]	\$20 million [1]
MS. KUHLMAN:	79/4	41/25
[1] 184/9	\$1.5 [1] 12/20	\$200 [1] 14/12
MS. LETT: [1]	\$1.6 [1] 139/25	\$200 million [1]
74/23	\$1.7 [2] 25/13	14/12
MS. MAHONE: [1]	54/20	\$200,000 [1]
180/8	\$1.9 [1] 95/2	119/12
MS. MCREYNOLDS:	\$10 [2] 12/13	\$24 [1] 111/24
[1] 151/9	41/16	
	\$100 [2] 15/17	

\$	23/9 25/14	162/16
\$250 [2] 16/21	42/18	1,062 [1] 145/9
127/4	\$5 million [2]	1,480 [1] 32/19
\$26 [2] 80/2	11/15 25/14	1,500 [1] 151/3
127/1	\$50 [4] 41/23	1,600 [1]
\$28 [1] 170/12	78/22 176/13	161/15
\$3 [3] 34/13	176/18	1,800 [2] 33/19
91/20 112/1	\$533 [1] 30/8	54/22
\$3.5 [2] 27/6	\$5800 [1] 78/21	1.3 [1] 67/24
53/17	\$6 [1] 165/13	1.8 [1] 96/23
\$3.5 million [1]	\$6.4 [1] 194/21	10 [2] 137/15
27/6	\$600 [1] 12/17	137/23
\$30 [5] 20/4	\$625 [1] 164/20	10 percent [1]
41/14 57/16	\$650 [1] 11/9	99/7
91/15 104/13	\$74 [1] 170/5	10,000 [4]
\$30 billion [1]	\$75,000 [1]	94/17 116/19
20/4	155/23	124/9 170/3
\$300,000 [2]	\$8.6 [1] 68/22	100 [11] 35/24
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