Public Meeting Regarding Proposed Merger of BB&T Corporation and SunTrust Banks, Inc.

Charlotte Branch of the Federal Reserve Bank of Richmond

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PROCEEDINGS

MS. SUZANNE KILLIAN: Good morning. I am pleased to welcome you to this important meeting on the application by BB&T Corporation to acquire SunTrust Banks, Inc. and SunTrust Bank. I am Suzanne Killian and I'm a Senior Associate Director of the Federal Reserve Board's Division of Consumer and Community Affairs in Washington, D.C. I will serve as one of the two presiding officers for this public meeting. My colleague, Jonathan Miller, of the Federal Deposit Insurance Corporation will serve as the other presiding officer and I will turn to Jonathan in just a minute.

First, I'd like to introduce our other panelists. For the Federal Reserve, to my left we have Adam Drimer, Assistant Vice President, Federal Reserve Bank of Richmond. For the FDIC, we have Jim Watkins, Senior Deputy Director, Supervisory Examinations Division of Risk Management Supervision, and we are also joined today by Ray Grace, the Commissioner of the North Carolina Commission of Banks and Kevin Hagler, the Commissioner of the Department of Banking and Finance for Georgia.

When our agencies consider the applications related to this proposed merger, we look at a number of factors under the Bank Holding Company Act which governs the application filed
with the Federal Reserve, and the Bank Merger Act, which governs the merger application being processed by the FDIC. These factors include the convenience and needs of the communities affected by the proposal. In doing so, we particularly look at the record of performance of the parties under the Community Reinvestment Act. The CRA requires the Federal Reserve and the FDIC to take into account an institution's record of helping to meet the credit needs of its entire community. The financial condition and future prospects of the combined organization are also considered. The managerial resources of the combined organization, including the competence, experience and integrity of the officers, directors and principal shareholders of the applicant, and their record of compliance with laws and regulations, the competitive impact of the proposal, the financial stability impact of the proposal and the effectiveness of the institutions involved in the transaction in combatting money laundering activities.

The purpose of today's public meeting is to receive information regarding these factors as well as any other factual issues related to the BB&T-SunTrust applications. We are here today to listen to you. We are very pleased that members of the public have been willing to come and present their views at this
public meeting and we look forward to your testimony today. With
that, let me turn it over to Jonathan for his opening remarks.

MR. JONATHAN MILLER: Thank you, Suzanne. As Suzanne
mentioned, my name is Jonathan Miller. I'm a Deputy Director
for Policy and Research in the Division of Depositor and
Consumer Protection at the FDIC. I'll serve as the co-presiding
officer for this meeting this morning. I'm just going to talk a
little bit about the meeting procedures. The meeting today is
an informal public meeting. This is a forum for members of the
public to provide comments on the pending applications. Members
of the agency panel up here may ask clarifying questions of
those who are presenting, but we are here primarily to listen to
you. I'll underscore what Suzanne said in that regard. We want
to hear from you and listen to your comments. The panel will
generally not be answering questions on the proposal and it does
not exercise any final decision making authority related to the
applications being discussed today. This is not a formal
administrative hearing, it is not governed by the Administrative
Procedure Act, The Federal Rules of Evidence, the Federal Rules
of Civil Procedure, the Board's Rules of Practice for Hearings,
or the FDIC's Rules of Practice and Procedure.

Because we have so many presenters, we will endeavor to
stick closely to the schedule so that every who has asked to offer comments will be able to do so. We are going to ask the presenters today to be respectful of the other presenters' time, please be mindful of the needs of others and help us stay on schedule. Each panel will consist of five to six presenters and each presenter will have five minutes to give their presentation. The panels of speakers will be expected to keep within their allotted times. When it is your turn to speak, please state your name and, if applicable, what organization you are representing. We're going to be strict on the time limit because there are so many people who want to present today and we want to make sure that everybody has their opportunity. During your testimony you'll notice a clock directly in front of the dais, that will show how much time you have left to provide for your comments. Please conclude your remarks before the time elapses. The timekeeper will also give you a signal when you have one minute left to speak and another signal when your time has expired.

In addition, we're mindful that there may be some individuals here today who were unable to sign up to testify in advance of today's meeting. To the extent possible, we want to give them a chance to speak as well. At the end of the meeting
today we'll make a microphone available to anybody who would
like to make a five-minute presentation, time permitting. This
open session is scheduled to begin at 3:20 p.m.

One more comment about the presentations: Presenters may
submit a written supplement to their oral remarks for inclusion
in the public record. We remind you that the public comment
period ends at the close of business on May 3rd. You may submit
your written supplement at the participant registration desk or
you can send it by following the instructions included in the
material that you received in the registration this morning.

It's important that we get this material for the record.

Finally, a copy of the official transcript of the meeting will
be made available on the Board's and the FDIC's public websites
within a few weeks of today's meetings. We look forward to
hearing your remarks and comments about the applications today.

With that, let us begin by recognizing our first panel,
which includes representatives from BB&T and SunTrust. Thank
you.

MR. KELLY KING: Thank you and good morning, I'm Kelly
King, Chairman and Chief Executive Officer of BB&T and I'm
joined today by some of the key leaders of the proposed
company's management team and we thank you very much for the
opportunity to tell our story. The combination of BB&T and
SunTrust is a true merger of equals, bringing together two
strong mission and purpose-driven companies who have proudly
served our clients and communities for a combined 275 years.
Both institutions are strong. We believe that together we can
create a tremendous value for everyone involved, our clients,
our associates, communities and shareholders. Today we want to
particularly focus on why this merger will be good for our
clients and communities. The idea for this merger actually
began a few months ago with a conversation between Bill and
myself about how quickly our world is changing. In today's
world, we all expect things to work simply and quickly and we
want it all to happen immediately, right in the palm of our
hand. Our clients' definition of quality has clearly changed
and there's a tremendous opportunity to combine our distinctive
personal touch and the right dynamic technology to create
relationships of trust with our clients. This merger of equals
provides us with the additional scale we need to make
technological investments to provide the digital services our
clients expect. We have plans to invest an incremental 100
million dollars annually into innovation and technology to
create a digital client experience that is second to none. This
will enable the combined company to compete with the largest
banks, thereby creating a more competitive and systemically
stabilizing landscape. Our additional investments will also
ensure we remain best in class in cyber-security and other risk
management systems, which is very, very important, enabling us
to continue to offer a safe and secure digital platform for our
clients. Following the merger, the combined company will
continue to serve main street America lending to local
businesses, families and students. We empower our bankers to
listen and truly understand the needs of their clients and their
communities and then be responsive to those needs. Along with
the expanded digital offerings I just mentioned, our clients
will also have access to more branches, 24-hour service through
our online banking, mobile banking and various applications,
phone assistance and expanded network of ATMs. Clients will
also benefit from the best of both companies when it comes to
service and products, for example, BB&T now has the opportunity
to combine our unique community banking model with the strength
of SunTrust's corporate banking and investment model. This
allows us to serve everyone from a mom and pop business to the
largest corporate client. For the client we can feel as small
and as personal as you need us to be, but we can also serve
virtually any financial need that you need help with. The scale of this merger will also allow us to serve the communities in which we live and work in more ways than ever before. For more than 147 years our communities have been very good to us. We believe giving back to them is an honor and a privilege. As a bank, we are merely a reflection of the financial strength and vibrancy of the communities so it just makes good business sense to engage in our communities through lending and banking services, financial support to, and leadership roles in charitable organizations, and empowering our associates to volunteer for worthy causes.

One of the most meaningful aspects of this proposed merger of equals is the potential impact on community reinvestment which we believe will be even further enhanced through this merger. Sharon Jeffries-Jones, to my right, BB&T's Director of Corporate Social Responsibility and Community Reinvestment Activities will speak in a few moments about our outstanding Community Reinvestment Act rating from the FDIC and our current engagement in many community groups, some of which are represented here today, but before she shares, I'd like to share just a few comments about some of the positive differences we're making in our communities, specifically related to childhood
literacy, leadership development and diversity and inclusion.

First, we know something must be done to help our kids learn to read. While many of us take literacy for granted, we know that third graders who are not proficient at reading are four times more likely to drop out of high school. We also know the industrial jobs of yesterday and the agricultural jobs are fading away and more skills are needed in our workforce than ever before. Because literacy is critical to our future success we have recently committed six million dollars over a three-year project partnering with EVERFI, a leading education technology company. Now, the goal is ambitious, but it is to create a digital game to help children in grades K through 2 to build critical literacy skills and we believe it has tremendous progress.

Regarding leadership, the BB&T Leadership Institute offers world-class, proven development programs to raise a leader's self awareness and help them develop conscious leadership practices. Ninety-seven percent of the participants in these programs from our flagship Leadership Program rank it as one of the most powerful and impactful experiences of their professional development. I can also speak to this very personally. It transformed my ability to lead and there's not a
chance I would be here today without that program. Since 2014, we have offered this high quality program at no cost to school principals. Our future is sitting in today's classrooms and few leaders in our community have a larger impact on our collective future as school principals. We currently partner with state-level organizations in school districts in four states with plans to expand to all states within our core banking footprint.

There is also much work to be done when it comes to inequities that still exist in our communities. Bill and I, and our teams, are both assuring you that our combined company will continue our commitment to serve all of our communities fairly and equally when providing loans, investments and services. Everyone deserves to be treated with dignity and respect. Year after year, BB&T has been highly rated by the Human Rights Campaign on the Corporate Quality Index. In 2017 and 2018, BB&T was recognized as one of the best places to work for LGBT equality. BB&T's diverse supplier spending was $173,000,000 in 2018, a 40% increase from the previous year, and we operate more than 600 multicultural banking centers throughout our community banking footprint, all with teams that reflect the diversity of their neighborhoods. Diversity and inclusion isn't just the
right thing to do, it is a strategic business imperative and it creates more productive associates, a better understanding of the diverse clients we serve and ultimately better business results. We will continue to focus and foster a diverse and inclusive culture and workforce and create opportunities at organizations that we support. We are very proud of our diversity progress but we look forward to doing even better.

So, why are we so passionate about serving our clients and communities? Really, it's quite simple. It comes back to our culture. We believe it is the single most important factor causing our long-term success. It is also the most important foundation aspect of this merger of equals. Our two companies are inspired, guided and driven by our mission and our purpose. By lighting the way of financial well-being, SunTrust's purpose, we also achieve BB&T's long-standing mission of making the world a better place to live. Our values such as honesty, teamwork, independent thinking and self-esteem help us create a workplace where our associates can learn and grow and be fulfilled in their work. We have always understood that our associates are BB&T's most valuable asset.

What really gets us out of bed in the morning is thinking about ways to serve our clients and make a real difference in
their lives, their families and their businesses. Both companies have a rich heritage of financially supporting local events, community groups, nonprofit organizations and rolling up our sleeves and getting involved in the communities to volunteer. That will not change. The proposal in front of you is not just about BB&T and SunTrust and what we've done individually, it's about what the new, combined company will be and the value it will bring to our clients and communities. The ability to invest for the future is the primary factor driving this merger of equals. It's about creating the kinds of products and services and experiences that not only meet the needs of our clients, but exceed their expectations, and it's about increasing our scale and capabilities so we can serve our communities in an even deeper and better and more effective way.

To speak in more detail about these commitments, I'm pleased to turn it over now to Sharon Jeffries-Jones.

MS. SHARON JEFFRIES-JONES: Thank you, Kelly. Good morning and I appreciate the opportunity to speak with you today about the merits of this proposal. My responsibility with BB&T includes ensuring we are at the forefront of meeting the needs of our communities, not just in terms of the financial services we provide our clients, but also the investments we make in our
associates and our communities. As Kelly said, our mission is to make the world a better place and this has become a driving factor behind the bank's long history of community reinvestment. These principles have resulted in a number of investments and initiatives that serve to support our community partners.

Today, I want to share with you a small selection of the initiatives and programs we believe have made a tremendous impact in our communities. BB&T has provided more than 27 billion dollars in affordable mortgage loans this decade. The bank also invested 2.7 billion dollars during this time to support the development of affordable housing. The investments in single and multi-family housing allowed working class individuals and families to have access to safe and secure housing which is critical for their success. BB&T also understands small businesses are key economic drivers that promote neighborhood revitalization in communities across our country. In 2018, small businesses accounted for more than 4% of the nation's private workforce and BB&T made 103,000 loans to true small businesses, putting more than 2.6 billion dollars into our local communities. In addition, BB&T recognizes education is key to upward financial mobility. We partner with community organizations to share our Bank on Your Success
program which provides free financial knowledge to participants about basic banking, home ownership and budgeting. We recently developed a new module, Growing Your Business, to help business owners navigate the banking system and to improve their financial well being. BB&T also utilizes other financial education programs such as the FDIC Money Smart and the ABA Safe Banking for Seniors, to engage the community and share knowledge.

I also want to highlight that our commitment to our communities extends well beyond client services. While we donated more than 34 million dollars in 2018 to support philanthropic organizations, we also emphasized the importance of our associates volunteering in their communities. Each year, BB&T's 37,000 associates participate in our Lighthouse Project. They determine their community's greatest needs and choose a nonprofit partner. The corporation provides the funding and time away from work for our associates to support these projects in a hands-on fashion. In the Lighthouse Project's ten years, our associates have contributed more than 640,000 hours of community service and touched the lives of more than 16.5 million people. The last example I would like to share is our 2019 plan to open seven branches in low and moderate-income
neighborhoods. This will provide greater access to financial services in underserved communities across our footprint. We are proud of the impact we have made within our communities and we believe that impact is why BB&T earned a CRA rating of Outstanding from the FDIC. Our initiatives and investments truly reflect the values of our company and the importance we place in strengthening our communities. What we really want to emphasize today is the scale and strength of the new company isn't just about serving our clients in a more dynamic way, it provides us greater opportunity to further develop and expand community programs well beyond our current capabilities. We held community listening sessions in Winston, Salem, Atlanta, Baltimore, Philadelphia, Richmond and Fort Lauderdale. These sessions have been in partnership with the National Community Reinvestment Coalition. We heard communities' concerns and recommendations related to the merger and this information will be used to formulate a combined company's community benefit plan. We consistently heard four key things: The importance of affordable housing for families, financial sustainability for individuals and businesses, philanthropic support for communities, and diversity and inclusion at every level in our footprint. Both BB&T and SunTrust bring significant programs
1 and partnerships to the new company. Each is doing impactful
2 work in their respective markets, but combined we will be in an
3 even stronger position to actively make the communities we serve
4 better places to live. Thank you so much for your time today.
5 Now I would like to turn it over to SunTrust Chairman and CEO,
6 Bill Rogers.
7
8 MR. WILLIAM ROGERS JR: Sharon thank you, and Sharon and
9 Kelly thank you both for your great leadership. Good morning,
10 I'm Bill Rogers and it is my privilege to serve as Chairman and
11 Chief Executive Officer of SunTrust Banks. I'd like to begin by
12 thanking the members of the Federal Reserve and the FDIC for
13 convening this meeting. I'm grateful for the opportunity to
14 hear from interested members of the public.
15
16 Let me share my perspective on how a SunTrust and BB&T
17 merger will be positive for our clients and the communities that
18 we serve. I've been with SunTrust for 38 years. My personal
19 commitment runs deep. I've been fortunate to lead the company
20 for the past seven years as we strengthen both our purpose and
21 our performance, which I believe are inextricably linked. Since
22 it's founding in 1891, SunTrust has been a purpose-driving
23 company. As Kelly mentioned, today we express our purpose as
24 lighting the way to financial well-being. This commitment
extends beyond any regulatory requirements. Fulfilling our purpose is central to everything we do and it is rooted in our culture. Our employees, whom we call teammates, have told us in engagement surveys that we really do live this purpose in all of our daily work activities. We're eager to join forces with BB&T and create a new company principally because it's a likeminded institution with a compatible culture and strives to make the world a better place to live. BB&T and SunTrust are strong and successful companies on their own, yet Kelly and I believe that great companies don't stand still. Continuing to deliver on our purpose and performance commitments requires us to evolve and to invest and to keep pace with the changing dynamics of our industry and our clients. This merger of equals enables us to do that faster and more effectively together. It gives us the scale to better compete and the capacity to do even more for all the constituents that count on us. For our teammates, we'll deliver a collective set of training, leadership and development programs to attract and retain the industry's top talent. We'll invest in technology to help teammates and associates do their jobs more effectively and we'll embrace a one-team approach bringing the best expertise and solutions to the table.

At SunTrust we're already investing significantly in
teammate financial well-being, putting our purpose into action with a financial wellness program that gives graduates a thousand dollar contribution toward their emergency savings. We also offer a paid day off each year to focus on your own personal finances and an additional day off to volunteer and give back to the community. Last year, our teammates logged more than 200,000 volunteer hours with 5300 organizations. They include Junior Achievement, the Boys and Girls Clubs, United Way, Habitat for Humanity and many, many others. I'm confident that the combined company will enhance the teammate experience and thereby result in even more outstanding client and community service.

For our clients, the BB&T and SunTrust combination will lead to enhanced data security, a full complement of financial services, offerings and transformative technology. I'm excited about our planned innovation and technology center to design and implement new ideas that delight consumers and businesses. We've always made the client experience a top priority. This will enable us to deliver the best service and customer care experience possible. We recognize that as we combine our two companies with overlapping markets we'll need to consolidate some branches. We'll be thoughtful in performing an extensive
market, branch, and client analysis before making any decisions, including prioritizing our service to low and moderate income clients and communities. We'll think carefully about the potential capacity of nearby branches and preserve the branches that are most modern and accessible for clients and communities. When we do make decisions, we'll reach out to clients to minimize any potential for disruption.

Let me comment specifically on small business clients. SunTrust has a strong track record of investing in small businesses, helping them create jobs and benefit their local economies. This year we were awarded one Excellence award and two Best Brand awards for small business banking by Greenwich Associates. Across SunTrust's markets last year we provided more than 1.4 billion dollars in loans to more than 42,000 small businesses. Together with BB&T's strong programs, our team will be able to deliver even more advice and support so small businesses can invest and grow.

For the banking industry, some have suggested that this transaction will create an institution that's too big. Let me assure you in the case of this merger bigger does not mean riskier. Each company has a conservative risk profile now and will maintain such as a combined entity with strong risk
management, liquidity and strong capital management. The combined BB&T SunTrust entity will actually increase competition by creating a stronger regional bank that reduces the concentration of systemic risk at the top of the market, and the combined company will have an even more balanced profile due to greater diversification across clients, businesses and geographies.

There are a number of very important considerations regarding bank regulatory compliance and performance that are subject to your review and the bank merger process. That includes promoting diversity and inclusion, promoting competition and adhering to anti-crime and terror laws as well as fair lending and compliance regulations. While these issues are discussed in detail in the merger application we filed in March, we want to note how seriously we take these matters and express our commitment to continue to work with regulators, community members, our clients and our teammates and associates to deliver excellence in each of these categories. Part of the merger will be fully dedicated to meeting all of our responsibilities and we remain so if the merger is approved.

For our communities, I think one of our founders said it best, and we still believe this: When you build your community,
you build your bank. We actively support community development investment and civic initiatives large and small, urban and rural. In 2018 we made more than 4 billion dollars in community development loans including $650,000,000 in loans to hospitals, educational institutions, and nonprofits. Together we believe we can drive our community lending and investments to new heights. It's important to us that the new size of this company reflect the sophistication and deep commitment to the communities that we're privileged to serve. Following the public comment period, we'll evaluate all the feedback we've received and then finalize a community benefits plan that will increase investment across all our markets.

Also, we'll continue to ensure that the new institution reflects the extraordinary diversity of our clients and markets. I have personally invested my energy in promoting broader opportunities and awareness for our teammates as a signatory to the WPC CEO Action For Diversity and Inclusion. SunTrust sponsored a day of understanding last year where thousands of teammates came together to have the kind of conversations that break down walls of unconscious bias and promote a workplace where everyone feels welcome to contribute. My colleague, Lynette Bell, SunTrust Enterprise Community Reinvestment Officer
will now speak in more detail about our community reinvestment activities and focus on leading the movement for financial well-being in an all-inclusive workplace. Lynette celebrated yesterday 35 years with our company and I am so honored to be on this panel with Lynette.

MS. LYNETTE BELL: Good morning, thank you Bill, so much. I'm pleased to share additional information today about SunTrust's longstanding commitment to our communities. Since our most recent CRA Performance Evaluation, SunTrust has significantly improved several areas over the past three years. We've created lifelong homeowners by providing 74,000 mortgage loans to low and moderate income borrowers totaling 10 billion dollars. Our community development lending has nearly doubled, totaling 9.5 billion dollars in the past three years supporting over 750 projects. For example, we deployed $600,000,000 in financing for affordable housing last year, creating more than 6600 multi-family, affordable units. SunTrust community development investments exceeded 1.5 billion dollars, covering another 570 projects, utilizing federal tax credit programs to revitalize distressed neighborhoods. We maintain a geographic presence of branches and other retail services to mirror the distribution of low to moderate-income households. Last year,
SunTrust opened ten branches in low to moderate-income areas and majority-minority census tracks and will open three more this year.

I'm proud, as a SunTrust banker, that since 2008 the SunTrust Foundation has donated more than 160 million dollars to help people take steps toward financial stability, gain workforce training and recover from natural disasters. Last year, we granted 19.5 million dollars to nonprofit partners driving real change to improve lives. In addition, SunTrust is one of the few banks in the country to receive a direct allocation of New Market Tax Credits authority from the U.S. Department of Treasury. This allows us to drive economic development and help the neighborhoods and cities and communities around the country.

At SunTrust we believe achieving meaningful impact requires personal involvement as well. This is evident in the level of volunteers and by our teammates who have served 1.4 million hours, taught hundreds of financial education classes to children and adults, and performed a variety of services to benefit others. A signature volunteer program is our partnership with Junior Achievement where we supported finance parks in eight cities. Here, we teach children life skills such
as how to live on a budget and plan for the future. We were awarded the U.S. President's Volunteer Award for our work with Junior Achievement over three times.

Finally, I'd like to expand on Bill's comments about diversity and inclusion. We know it takes a range of people with different perspectives to foster creativity and a more competitive company. We strive to attract and retain the most talented people. Of the total SunTrust workforce today, 61% are women, and 44% are minorities. SunTrust was named one of the best of the best financial and banking companies from the Hispanic Network Magazine in 2018. We offer an atmosphere of respect that capitalizes on our differences. We have eight diversity teammate networks building appreciation for multiple ethnicities, LGBT, veterans, disabilities and more, all promoting leadership and community engagement. We provide proactive opportunities for diverse suppliers. Our supplier program was named Corporation of the Year in 2018 by the Georgia Minorities Supplier Developmental Council and we were named the Best of the Best Corporations for Inclusion by the National Gay and Lesbian Chamber of Commerce. Over the last two years our total spent with diverse suppliers averaged more than 200 million dollars a year. These values are rooted in our culture
and the new company will enable us to continue programs on a
scale beyond our current capabilities. Both SunTrust and BB&T
believe a strong community is vital and on behalf of all of us
today, thank you so much for your time. We look forward to
hearing your thoughts and questions and listening to the public
comments.

MS. SUZANNE KILLIAN: Are there any questions for this
panel? Okay, thank you so much for coming, we appreciate that.
At this time, we'll ask the members of Panel #1 to take the
stage please. Good morning, thank you for coming. Jennifer,
are we starting off with you? All right, thank you. Please
note the time on the clock in front of you, thanks.

MS. JENNIFER GIOVANNITTI: I want to thank the regulators
for hosting this meeting and for the bank leadership here today
after listening to our concerns. My name is Jen Giovannitti and
I am the President of the Benedum Foundation. We are a private
foundation and the largest philanthropic investor in the state
of West Virginia. We've been around for 75 years and we've been
investing in communities throughout the state for a very long
time. I'm representing a group of 13 different organizations
that have come together today that are expressing concerns about
this merger. We represent the two major universities in the
state, a handful of CDFIs and loan funds, as well as an SBIC and others that are investing in health, housing and education.

So, first, the operating history of SunTrust and BB&T are very different in the state of West Virginia. SunTrust came to West Virginia in 2004, opened a handful of branches around Charleston, but has since closed all those branches and left the state entirely, not serving our rural state of West Virginia. BB&T, on the other hand, has had a very positive history for us. BB&T came in 1999 and bought a small bank in a very small town and over the next 18 years grew their business tremendously in the state of West Virginia. BB&T started out with just over 1% of the market share and in those 18 years has become the largest market share holder in the state of West Virginia for all FDIC-insured institutions. This is important to us but in the last several years BB&T has been closing branches and it went from a high of 78 and is ending now with roughly 63 at the time of this application. The bank merger and the branch closure piece is important to us because this affects rural areas very differently, and as a leading, prominent institution for economic research, the Federal Reserve is very aware of this, both Chairman Powell and Vice-Chairman Quarles, have given important speeches in the last year referencing rural issues and
the issue of bank branch closures. And in this, Chairman Powell said in a listening session around the country with rural leaders that have been looking at bank branch closures in their community, they found those that are most impacted are small businesses, the elderly, people with limited access to transportation, and they also recognize that it's more than just the loss of financial access, it is also advice, civic leadership and institutions that bring customers into downtown businesses. This is why we're concerned because West Virginia cannot afford to have their businesses disadvantaged any further by the loss of branch closures.

This has been documented by other research as well through the Appalachian Regional Commission which serves 13 states as a federal agency. The Appalachian Regional Commission commissioned a study in 2013 that showed small business lending in Appalachia was about 18% lower than lending nationally. They also found that bank branches are important because a higher number of branches correlates statistically with more loans to small businesses.

So, this point about the closures and the small business access to credit and capital is important and it's why the group that I'm representing has actually developed our own network of
CDFIs, loan funds and others that can support the gaps that are left in access to credit and capital for the consumers, but more importantly, for small businesses which are essential. We have a culture of small and family-owned businesses in West Virginia and this is going to be essential to our local economies.

Lastly, this issue of community reinvestment. So, for those of you that know anything about rural you know that CRA is not working and is not equitable in rural regions. We give a lot of credit to the regulators who have been having deep discussions in the past several years on modernizing CRA because rural areas are being left behind for the things that I just mentioned. Leaders like Governor Lael Brainard and others from your agencies, OCC and the FDIC as well, have been looking at this but it's not moving fast enough to bring us to where we need to be for rural.

So, in closing, the operation of these two banks looks very different in West Virginia. My group does not have the confidence that SunTrust has any interest in West Virginia and BB&T, while having a very successful rate, has been closing branches. The two optimistic parts for us include the discussions around modernization and if there can be true leadership around this issue to equalize the effect in rural.
The other optimistic aspect for us is the Kelly King factor. Mr. King does come from rural, he knows rural, and he has proven that he can build a business that is successful and important and engaged in a state like West Virginia, so as a private foundation I want to challenge all of you to do what I'm doing, invest the type of money that is necessary and build the partnerships to better understand the organizations in West Virginia. We grant 15 to 20 million a year and we've been doing it for 75 years. We need the kind of leadership to work with these groups to solve issues facing rural. Thank you.

MS. SUZANNE KILLIAN: Thank you, Jen. Mr. Fudim.

MR. BERNARD FUDIM: Good morning, ladies and gentleman. I am an 88-year-old senior citizen who has come at my own expense to testify here because of the perceived danger of the closing of SunTrust. This testimony resulted from discussions with many seniors, especially my talks with Dr. Norm Makana who participates in studies of senior health care and is an associate professor at the Academy of Health Sciences associated with the University of Central Florida. Surveys indicate 70% of bank deposit balances are held by customers over the age of 50, seniors. These valued custumers have become prime targets for fraudsters. Banks are finding themselves on the front lines of
protecting their older customers. When a name format is changed, as a result of a merger or closure, it also opens up more possibility for robbery by cyber fraud. This BB&T merger and closure is not designed to stimulate the economy. SunTrust bank personnel will likely not be available to customers after such closures and mergers occur. I've seen it already in our local bank. I would have to go travel many more miles to deal with -- to get the services of a bank. Seniors constitute a depositor base in SunTrust banks. Seniors are more easily confused by changes in a bank name and changes in bank locations, even the location of handicapped parking. A software programmer told me there's always increased risk to cyber security whenever computer formats are modified. Finally, is a statement by the ABA, American Bankers Association: "Mergers must consider their effect upon social infrastructure. Banks across the country are on alert and adopting new strategies to help older customers protect their life savings and smoothly transition to retirement. The ABA must also be on guard against the confusion initiated by mergers. With a generation far more likely to visit a bank's physical location, customer relations can make all the difference in helping seniors protect their savings."
I am a ten-year member of the UCF Life Studies Lecture Program. I have recently made inquiries of many seniors and they were all opposed to the BB&T merger and closure of SunTrust banks, except for one senior who thought it was a waste of my personal time because she had received an official letter from BB&T indicating the merger was already a fete accompli.

SunTrust already possess a social infrastructure. Social infrastructures are recognized by economists, sociologists and psychologists as affecting the way people interact. This holds true for banking. Before bank mergers are approved, the reserve banking system should consider its effect upon the established social infrastructure. Seniors are far more likely to consider a bank's physical location. I, myself, feel less secure using a cell phone for the movement of money and instead opt for the familiar location of SunTrust banking locations. Any closure or physical relocation that might result from a merger makes a difference to me and to other seniors. My SunTrust bank serves our local community and the community is making strides with new shopping plazas and the construction of new apartment buildings designed for people who want to rent instead of buying a house. Increased economic uncertainty will inescapably result from the proposed merger of BB&T with SunTrust Bank. The emotional
component can damage the depositor base. I witnessed confusion after Scottrade merged with Ameritrade. It swamped their ability to adequately deal with the resulting chaos. Users started to receive computer warning notices after attempting to log in. The proposed SunTrust BB&T merger and closure is not proposed to enhance any aspect of socially responsible banking, but the social nature of employment is the reason for providing Federal Reserve control of banking. The Federal Reserve must consider these things, not just that. That concludes the nature of why I'm opposed to such a merger. It can present a stumbling block which can affect the economy.

MS. SUZANNE KILLIAN: Thank you. Tammy?

MS. TAMMY MANN: Thank you for the opportunity to be here today and share comments on this important decision. I am Tammy Mann, Present and CEO of the Campagna Center and I am speaking on behalf of that community-based organization that's been around for 74 years and much of our success as an organization has been due to investments made by strong corporate citizens like SunTrust. Their role in our success story dates back some forty years. I think it's also important to note that the Campagna Center is situated in Alexandria, a community that is located in the Washington metropolitan area.
where, on average, most households have to work 2.5 jobs to
access a decent place to live. The mission of the Campagna
Center is simple: To provide access to education, social
development programs, Cradle to Career, so that children, teens
and adults have an opportunity to realize their full potential,
thereby making our community and our country strong and vibrant.
In Alexandria, 60% of our children attending public schools
qualify for free and reduced priced lunch, a proxy for children
living in poverty. There is a great need for the work that we
are doing in our community, and we know that it's making a
difference. Last year we served 2241 children, teens and adults
who benefitted from the services that we offered and it's had an
impact. Among our early childhood program we are serving 500
children who are living between 100 and 200% of poverty, 95% of
those children are being served by our organization, four out of
five of those children met developmental milestones.
Eighty-eight percent of the high school students who are
accessing tutoring and mentoring support through Building Better
Futures, improved or maintained their grades. One-hundred
percent of the seniors in the program graduated, and 94% were
accepted into college. Among adult students accessing English
language instruction, 88% qualified to advance to the next level
of instruction. We are offering ten levels with 91% of the
students also reporting more comfort engaging in job-related and
health services in our community. Alexandria as a city has
twice the rate of foreign-born residents across the state. The
SunTrust Foundation has played a pivotal role in developing and
expanding our Building Better Futures program which provides
tutoring, mentoring and enrichment support to high school
students at T.C. Williams. Thanks to support from the
Foundation we were recently able to create an externship
component to the program where students have an opportunity to
be exposed to career paths as they consider their plans post
high school by partnering with a number of local businesses,
financial institutions, local grocers, and other small
businesses in our community.

I'd like to just note that last week we learned that one
of the students we've been working with for the past four years
won a $100,000 scholarship to help finance her college
education. She was overcome with emotion and noted that had it
not been for the support she received from the staff to really
navigate the college application process, (she is a
first-generation college student) it would not be possible for
her to be pursuing her dream of earning a degree. She is
planning to attend George Mason University where she will be
majoring in Engineering in the fall.

Our organization is passionate about its role in helping
to build the pipeline of tomorrow's workforce. The investments
made in Building Better Futures is a perfect example of what it
means to live out the spirit of the Community Reinvestment Act,
something I know SunTrust has done to invest in our communities.

The impact of our partnership certainly goes beyond financial
investments. Several years ago, when the organization found
itself in need of accessing space, SunTrust made space available
at no cost to ensure that we were able to continue to provide
services in our community. Currently, the chairperson of our
board, Laura Lawler, is a senior executive at SunTrust, Senior
Vice President. In the greater Washington area we've had a
number of executives serve in board and other volunteer
capacities. This support is critical to the philanthropic
community. In addition to support from the bank, Muriel Garr,
Senior Vice President, who also has charge of greater Washington
has helped to ensure that we've been able to connect with other
grantees of the Foundation to share resources to strengthen our
work and our ability to have impact.

I'm sure that the Federal Reserve Bank and the FDIC
understand the role that corporate entities play in the nonprofit sector. Corporate partnerships enable organizations like ours to bridge gaps in our communities that make it possible for all children to have a fair shake at succeeding. News of this merger comes at a significant time in our history as we prepare to address future needs through our relocation and capital campaign effort. Whether that work involves reaching 500 preschool children at a cost of $18,000 per year, or serving school-aged children, more than 1000 of them, at a cost of $5000 a year, 300 adults seeking to provide English access to get better jobs and support our community, the Campagna Center is in a position to make a difference. We need our corporate partners to remain with us. SunTrust has been engaged and committed and I am concerned that future support might be in jeopardy at a time when we need it most. I hope that this combined entity under consideration will continue its commitment to our community and our work as we focus on our future. I thank you for the opportunity to speak and hope you will carefully consider community impact as you deliberate the merits of this merger.

MS. LESLEY WEAVER: Good morning, I'm Lesley Weaver of Bleichmar, Fonti and Auld. I'm counsel to the National Black
Farmers Association and I practice anti-trust law among other pursuits. We very much appreciate the work of your venerable institutions and I appreciate the opportunity to be heard. The NBFA is a nonprofit organization representing more than 100,000 African-American farmers and their families in the United States. The NBFA provides education, services and advocacy efforts concerning civil rights, land retention, access to public and private loans, education and agricultural training. You may have heard of the NBFA because they litigated a landmark, 10-year lawsuit against the USDA for discriminating against African-American farmers in loan terms. They obtained over more than one billion dollars in recovery for Black farmers and then had to fight for another ten years to get that money available to the farmers through a claims process they could understand. SunTrust was a beneficiary of that process because they applied for, and were awarded, to operate the qualified settlement fund in that case. Access to financial resources on equal terms is a matter of critical importance to the NBFA. The NBFA is deeply concerned that the consolidation of these two financial institutions, however, is a troubling trend that makes capital, financial and loan services less accessible to the communities that the NBFA serves. This proposed merger will
increase concentration in specific markets where they live in the southeastern U.S., especially in communities in Virginia, Georgia and Florida where over 220,000 farmers reside.

We ask that the Federal Reserve and FDIC disprove this merger, and if you are inclined to approve it, we ask for a seat at the table to discuss specific therapeutics guaranteeing lending to Black farmers and others similarly disenfranchised, financial literacy training for them, keeping enough local branches open so that people can come talk to people to understand how to apply for a loan, not to be gouged on interest rates and dividends, and more compliance personnel rather than less, which is part of the proposal, to ensure that the CRA's requirements are met and we ask that, if approved, the combined bank honor SunTrust's earlier promises to the NBFA to create a credit union for farmers and fund it with at least two million dollars in non-member deposits.

I will note that we reached out to both BB&T and SunTrust. They declined even to respond. In contrast, the day after we sent our letter, the Department of Justice reached out to us and we have engaged in in-depth discussions with them with economists discussing the economic impact with some of their most respected economists. Why would we expect that post-merger
BB&T and SunTrust will be more responsive when they will not respond now in their hour of need? As you know from our written submissions, we have conducted an in-depth HHI analysis, and submitted these to the DOJ and to your institutions for consideration. The widespread increase in HHI across markets expressed why this data had practical effects. Empirical evidence shows a direct correlation between increases in HHI and increases in interest rates and bank deposits, in short, increased market concentration leads to worse economic terms for bank customers. In the significant metropolitan statistical areas, the merged firm will have over 20% market share and, more importantly for these tribunals, in rural and economically disadvantaged areas such as West Virginia and the other states that I have identified, the merger will have disproportionate effects such as shuttered branch offices and reduction in staff over CRA compliance. Both the NBFA and members are, or have been, customers of SunTrust or BB&T. As of 2017, there were 45,000 Black farmers located throughout the United States, with most residing in the southeastern United States and having an average of 61.3 years of age. There are thousands of NBFA farmers and Black farmers who are residing in the states most heavily impacted by this proposed merger. But the concerns of
Black farmers aren't in isolation. Independent small farmers in general have problems accessing credit and certainly face similar market pressures with regard to increased farming costs and a decreasing ability to fund their livelihoods.

We heard today that one reason for this merger is innovation, but the benefits of technology are dubious to most of these consumers. Rather the efficiencies accrue to the banks. Farmers in the southeastern United States have limited access to the internet. A map from the 2017 census, which we submitted in our written materials, shows that farmers in the southeastern United States have a lower rate of internet connectivity than elsewhere in the United States. Most importantly, Black farmers and all farmers need these loans to maintain their livelihoods. Between the squeeze of monopolization of the seed market and the Bayer-Monsanto merger, which forces farmers to pay for one year's seed up front rather than siloing seed that naturally germinated for one to five years, it's simply impossible to operate without credit. The increasing consolidation across all of the accessibility to credit is not just wiping out the middle class, it's wiping out the ability of hard-working Americans to contribute to society.

I thank you so much for the opportunity to be heard on this. I
would just note that the average Black farmer is age 61 with an average income of $50,000. This merger would propose that the CEO of this combined bank, who also will be 61 years old, will be making significantly more than that, especially if you look that in 2018 he made 1.1 million dollars. These asymmetries may benefit certain individuals, but they simply are not good for the economy.

MR. JESSE VAN TOL: Good morning, I'm Jesse Van Tol, I'm the CEO of the National Community Reinvestment Coalition and NCRC is a collation of 600 community based organizations who champion fairness in banking, housing and in business. Thank you for the opportunity to testify here today. This hearing is an important hearing and your job is an important job. I will detail our position on this merger at the end of the testimony, but let me start by saying that, in general, we believe that mergers of this size require a demonstration of a significant public benefit. We believe that should such a benefit be detailed then the merger can go through. The law requires you to examine significant concentration and growth through the lens of how the public benefits. We believe that historically bank regulators have not done a good job of so doing. The problem with the way bank regulators approach anti-trust analysis is
that it is a tipping point analysis. There's a threshold, a
point at which a bank is considered anti-competitive. The
problem with so called trust busting is that practically
speaking once a bank reaches that size many people consider it
impractical, disruptive and perhaps politically unfeasible to do
so. We believe this type of analysis should be considered along
the way as banks grow with a larger obligation the bigger they
get. In the case of very large financial institutions and the
public benefit they create, we believe that a combination of 1
plus 1 needs to equal more than 2. In too many cases,
communities have experienced that 1 plus 1 equals less than 2.

Traditional anti-trust analysis has other limits including
it has been too focused on price and not focused on other
factors such as whether their size allows them to be well
managed, maximized benefit for customers and create a public
benefit more generally.

Let me read from your former colleague, Federal Reserve
Board Governor, Daniel Tarullo. He said: "The regulatory
structure should discourage systemically consequential growth or
mergers unless the benefits to society are clearly significant.
There is little evidence that the size, complexity and reach of
some of today's SIFIs are necessary in order to realize
achievable economies of scale and scope." That said, the
standard for merger review is a balancing standard. Does the
benefit created outweigh any potentially negative impacts of
growth and concentration? NCRC has suggested that merger
approvals need to include forward looking statements detailing
how the public communities will benefit. We have developed one
such form for so doing known as the Community Benefits
Agreement. I am pleased to say that we have had very productive
communications with BB&T and SunTrust about a community benefits
agreement. Together, we have convened meetings in six cities
with nearly 200 community-based organizations. We have
discussed community needs and ways in which the combined
institution could better serve them. We expect to reach a
Community Benefits Agreement with the bank in the near future
detailing lending, investments and services for low and moderate
income people, communities and communities of color. When the
bank articulates such a forward-looking commitment detailing how
the public benefits, we would be in the position of saying that
the merger could and should go through. It is your job,
additionally, as regulators to ensure that the examination of
the bank's forward-looking statement creates a clearly
significant public benefit. Thank you again for the opportunity
to testify and I'm happy to answer any questions.

MS. SUZANNE KILLIAN: Thank you. Any questions for this panel? [No response.] Will Panel #2 please come up? Mr. Crawford, are we starting with you?

MR. BRIAN CRAWFORD: Thank you. This is a change of a panel. My name is Brian Crawford and I'm a partner at Sanford Holshouser Law Firm, that is the legacy of the two governors of North Carolina. Our firm represents many North Carolina community development groups as well as groups interested in developing affordable housing. Since 1997, I've had a relationship with BB&T, both through my work with the North Carolina Community Development Initiative as well as a partner in the law firm. BB&T has had a history of supporting community groups through both their investments, their choice to donate property to some of these community groups, the choice to support some of the community groups in their developing projects. BB&T has invested and put their money at risk with some of these community projects by mortgage backed securities, helping some of the community development groups do the projects that are necessary in the community. Throughout North Carolina BB&T has been the hometown bank, truly, to a lot of community groups and supporting them through technical assistance and also
further investments. BB&T has always not been the biggest bank at the table but they've always put much more money at risk than some of the other banks in the state. So, I'm proud to see that BB&T is interested in this merger. I hope, however, that BB&T in their merger with SunTrust will continue -- SunTrust continue the substantial amount of development that they're doing in the communities. For instance, I know for a fact that every year through their CRA department there are up to 500 to 600 units in their footprint that they're developing, investing in affordable housing, and this is just through one program, the AHP program of the Federal Home Loan Bank. They also put up to 50 million dollars a year in their community-development investment funds for tax credits, so there's a substantial amount of work that they do to make sure that affordable housing exists throughout the BB&T footprint. As you know, with the federal government stepping back on a lot of affordable housing, it's important for banks to continue with this investment.

Our concern, and the concern I wanted to bring from the members of the community, is whether or not the commitment of both banks together will increase that work or retrench. We hope that the leadership of the bank continues, not only since they've become, I believe, the sixth largest bank in the
country, to expand the work that they're doing for affordable housing. We believe that private capital is important for the investment in the community and BB&T has been an important part of that private capital. We want to make sure that that investment doesn't stop because of the merger. I am not as familiar with the work of SunTrust in North Carolina. I have been with many, as a general counsel, for many nonprofit groups, and that's one of the names that pops up. That doesn't mean that it's not happening, we just don't see the strong enough investment that BB&T has done, so we hope that leadership in this transition will make sure that both banks step up to continue the work in these communities. A lot of urban communities are suffering with affordable housing. We want to make sure that affordable housing is a priority and that capital, market capital, private capital, become an important part of that. It's good for the banks, it's good for the community. We're ready to support BB&T in this merger but we want to make sure that affordable housing and their continued investment still maintains with both entities. Thank you for the opportunity to speak with you.

MR. BERNIE MAZYCK: Good morning. I want to thank you for the opportunity to give testimony for the proposed merger
between BB&T and SunTrust. My name is Bernie Mazyck and I am the President and CEO of the South Carolina Association for Community Economic Development. Over the past 25 years, our organization and our network of 155 members, partners and stakeholders, have worked to improve the quality of life of low income families and communities throughout South Carolina by advancing the community economic development industry. Today, this sector has had an economic impact of over 250 million dollars in low income communities throughout our state. Almost from its inception of our organization, BB&T plays a key role in supporting our organization and our network of local community economic development organizations, both financially as well as leadership support. As we all work to develop affordable housing, create small and micro-businesses, and provide financial education, the bank has played a key role in creating bank products that are accessible to low income families. Additionally upon entering the South Carolina market, SunTrust also became a reliable partner in growing the community economic development sector in our state. Both banks have a strong presence in South Carolina and through their services on boards and committees of community economic development organizations as well as the establishment of advisory groups, both BB&T and

SunTrust have taken seriously the input they received to improve the lending products, investments and services of LMI communities.

Engagement with customers and stakeholders at the market level has been a unique quality of both banks and their commitment to community lending. BB&T's senior leadership, including Chairman and CEO, Kelly King, demonstrated that commitment by conducting annual senior leadership tours in South Carolina. This event has given the bank the opportunity for senior management to engage locally with customers and staff associates. For the community economic development sector in South Carolina, BB&T and SunTrust have been a strong partner. Over this time, BB&T and SunTrust assisted in the development of the CD sector through financial support, technical assistance and leadership. BB&T and SunTrust endeavor to respond to unique community development needs with the appropriate bank accounts, loan products and services. One example of BB&T's responsiveness was in the development of a product that assists new savers seeking to purchase their first home or start a business through a matched savings program called the Individual Development Account. An example of SunTrust's responsiveness to the market needs is the participation in new market and low
income housing tax credits to support commercial and residential development in LMI communities. Both banks have used federal and state programs to increase capital flow into communities that are often overlooked by other capital sources. We would like to see the bank resulting from this proposed merger not only to continue with this community banking business model, but by becoming the sixth largest bank in the country, we'd like to see an increase in its community engagement and community investment that will be transformative of this region and all communities in their footprint. This will require increased levels of support to include community development capital, philanthropic support and responsiveness to include market needs. For example, in South Carolina 43% of the credit users have prime credit, meaning that over 50% of credit users in South Carolina access alternative sources of capital that are often predatory, to include payday lenders. This is an opportunity to provide or support small dollar loan products that will be helpful to LMI communities. Additionally, South Carolina and markets throughout the bank's footprint experience economic disparity both racially as well as disparities between urban and rural markets. The bank resulting from this merger should look specifically at these disparities, especially to
ensure that bank branches are present in rural markets and
develop strategies and partnerships to bridge these divides.
We'd also like to see the resulting bank invest more in CDCs and
CDFIs and support small and micro-business development to
include entrepreneurship training and capital with small and
micro-business lending.

Again, we'd like to thank you for this opportunity to give
testimony and we encourage you to consider this matter very
closely. Thank you.

MR. FLOYD MILLER: Good morning, my name is Floyd E.
Miller II and I'm the President and CEO of the Metropolitan
Business League in Richmond, Virginia. I have over 20 years of
experience in nonprofit management and I come to you today in
support of the merger. The Metropolitan Business League is a
nonprofit organization that provides support to small, women,
and minority-owned businesses through the Richmond, Virginia
area. We provide this through education, leadership and
advocacy. Both SunTrust Bank and BB&T have been very supportive
to our initiatives. We are a membership based organization
consisting of over 500 small businesses as well as corporate
partners and sponsors. As president, my top priority is to
foster the growth of the Richmond region's businesses and one
way that we do that is through collaboration and partnerships and developing better relationships. SunTrust Bank continues to be and exemplify the definition of a true outstanding partner. Over the years, both organizations have provided success stories throughout the years. They've provided longstanding financial support and always supported our initiatives as far as diversity and inclusion. I am a proud individual today to say that both organizations will continue to provide the quality services that we need to provide support to our small businesses in Richmond. In 2018, we received a Lighting the Way award and we received 75,000 dollars for two initiatives: One, the Abilities Entrepreneurship Series, which provides support to individuals with disabilities that want to start businesses. The second initiative was, of course, our Veterans Entrepreneurship Training Program which is a 12-month comprehensive program that provides support to veterans transitioning out of the military.

Collaboratively, I believe that this merger will work. We will continue to support each other, we will continue to provide valuable services and resources to business owners pertaining to financial literacy and entrepreneurship. Thank you.

MS. SUZANNE KILLIAN: Thank you.

MS. RALPHINE CALDWELL: Good morning, I am Ralphine
Caldwell, the Executive Director for the Local Initiative Support Corporation in Charlotte, North Carolina. On behalf of our president and CEO, Maurice Jones, and especially the local office here in Charlotte, I'm pleased to provide comments regarding the proposed merger of SunTrust and BB&T. LISC has partnered extensively with both organizations in support of our community development initiatives, and we look forward to ongoing collaboration assuming the merger is approved.

Established in 1979, LISC is a national nonprofit housing and community development organization that is dedicated to helping community residents transform distressed neighborhoods into healthy and sustainable communities of choice and opportunity. Our organization has a nationwide footprint with local offices in 33 cities and national rural network where we partner with 86 organizations serving over 2200 rural counties in 44 states. LISC invests approximately 1.4 billion each year in these communities and our work covers a wide range of activities including housing, economic development, building family wealth and incomes education, and creating healthy communities. LISC has had a long-term and valuable relationship with both SunTrust and BB&T. Most recently, the banks made a combined investment of 30 million in support of LISC's expansion of operations into
the Charlotte market including 10 million for the housing opportunity investment fund, known as the CHOF, which LISC is managing. The CHOF is an innovative, customized to the Charlotte market, fund which will finance approximately 2000 units to mixed income housing for families earning 30 to 120% of area median income. To date, 31 million has been raised for the CHOF with a goal of 50 million by the end of June. BB&T and SunTrust also earmarked an additional 20 million for below market rate loans to finance additional affordable housing outside of the CHOF here in Charlotte. This is just the most recent example of the support LISC has received from SunTrust and BB&T. Since our inception, LISC has received significant additional financial and technical support from the banks including 115 million of equity investments through the low income housing tax credit program, 8 million of combined debt investments and equity investments through the new markets tax credit program. These investments supported the development of a grocery-anchored retail center in a low income community in Saint Petersburg, Florida, as well as equipment and facilities financing for an upholstery fabric manufacturing firm that enabled the firm to expand capacity by 30% and create 100 new jobs in a high poverty rural county in North Carolina. Over 2.1
1 million in grants used primarily in support of our local LISC
2 office operations and program delivery. In addition, the
3 development of business investment district in a low income
4 community in Washington, D.C. as well as the delivery of
5 financial coaching and workforce services at our network of
6 financial opportunity centers in Houston and Richmond, Virginia.
7 SunTrust and BB&T officials have provided critical in-kind
8 support to LISC by sitting on advisory boards and committees at
9 our local offices including sites in Houston, Richmond, San
10 Antonio and Washington, D.C. In short, LISC has partnered
11 substantially with both institutions over the years in support
12 of our community development work. Both institutions have been
13 exemplary partners to us and we expect they will increase their
14 commitments to the community development and financing and
15 engage more efficiently in these efforts once the merger is
16 complete. We are also hopeful that the merger will lead to more
17 efficient retail operations and not the closure of branches in
18 vulnerable communities.
19 In close, we support the merger with the full expectation
20 that together they will invest more in low to moderate income
21 communities than the two banks separately did and we commit to
22 work with them to achieve such goals. A letter from our
MS. SUZANNE KILLIAN: Thank you.

MR. TIMOTHY JOHNSON: Good morning presiding officers, Assistant Vice President, Deputy Director, commissioners and other members of the Federal Deposit Insurance Corporation, and Federal Reserve Bank assembled here today. My name is Timothy Johnson and I have the pleasure of serving as the chief strategy and impact officer of the United Way of the National Capital Area, where we serve 11 counties across the District of Columbia, Northern Virginia, Piedmont region of Virginia and suburban Maryland. At United Way of the National Capital Area we fight for health, education and the financial stability of every person in our community. On behalf of Rosie Allen-Herring, President and CEO of the United Way of the National Capital Area, its board and staff, I appear before you today to offer testimony and enthusiastic support of the merger between BB&T and SunTrust Banks. For everyone whose lives have been skipped over, written off, United Way of the National Capital Area fights for them, because everyone deserves hope, everyone deserves a chance and everyone deserves respect. How do we get there? By living united. By finding new solutions to old problems and by mobilizing the best resources that produce
lasting results, by forging impactful partnerships. We ask that
the Federal Reserve Bank and the FDIC support the merger between
BB&T and SunTrust. Both companies have been champions in the
community and the type of partners that I just described above
and that the community desperately needs. We support their
efforts and ask that you continue the economic and philanthropic
impact that they've had in our region which is home to over 7
million residents. United Way of the National Capital Area
mobilizes individuals and organizations to improve education,
financial stability and health, the building blocks of a good
quality of life. With over 40 years of existence, United Way of
the National Capital Area continues to serve as a model of
integrity, ethics and honesty of the nonprofit community and to
serve as the vehicle of choice for directing its resources to
the most deserving causes and to convene business, agencies,
nonprofits and civic leaders around the needs of our community.
United Way of the National Capital Area membership is comprised
of over 500 nonprofits that represents a variety of sectors from
health to housing, arts, financial literacy, education and the
environment. We serve as a unifying voice of the nonprofit
community in our region, we provide critical direct services and
help organizations build capacity to increase their impact in
our region. In education we set a goal of increasing student
success at low performing middle schools and increasing the
number of students graduating from high school. We support
financial stability. We believe that area residents who
understand the best money management options and the importance
of banking, budgeting and savings will be better equipped to
ensure a most successful future. For a community to thrive, we
know its members must be healthy and for that reason United Way
NCA make strategic investments in programs that provide adults
and children with access to health and wellness. SunTrust bank,
under the leadership of MidAtlantic Chairman and CEO, Daniel
O'Neal, and SunTrust Foundation under President Stan Little,
were the first corporate citizens to engage us in a strategic
discussion which led to their investment in Greater Washington
systems of Financial Empowerment Centers -- FECs. The FECs are
local community centers where residents and families can receive
high quality professional guidance on a myriad of financial
needs including, but not limited to, budget management,
financial coaching, entrepreneurial aid and assistance, often at
no direct cost to the recipient. Now, several years later,
SunTrust provides financial resources and strategic marketing
and volunteers to support two of the four regional FECs which
played a critical role in delivering financial guidance and help
the federal employees and contractors during the recent partial
federal government shut-down. As northern Virginia and southern
Maryland has a disproportionate number of federal employees,
contractors and workers whose businesses support the federal
workforce, many of these individuals found themselves assessing
an array of human services and government services for the first
time in effort to obtain food, gas, rent and utility assistance.
If these FECs, powered by the support of SunTrust, were not in
place, many more of our region's residents would have gone
without basic needs support and falling deeper into financial
jeopardy. SunTrust Bank and SunTrust Foundation have both been
stalwart supporters of the work at United Way NCA and throughout
our nonprofit community for many years. Our region continues to
enjoy the benefits of their excellent corporate social
commitment. Without its support, United Way and other
community-serving organizations would be unable to reach the
same number of people and communities in need. United Ways
around the country have praised SunTrust for their commitment
within communities in which they are located, whether through
employee engagement, whether it's back to school drives or
financial literacy series taught to community members by market
executives lie Muriel Garr, SunTrust has distinguished itself as a leader in the community through its corporate philanthropy and generous employee support. We're proud of these results but they're not possible without the partnership and commitment of corporate citizens like SunTrust Bank and BB&T, and the philanthropic leaders like SunTrust Foundation whose investment in employee engagement provides our families with the help needed to get to the pathway of financial confidence and stability.

Based on our partnership with SunTrust Bank and SunTrust Foundation, and their long legacy of engagement in investment in the community, we enthusiastically support the proposed merger with BB&T because we witnessed the positive and measurable impact they've made within our regional community and the union between these two great financial institutions can only mean increased impact for the 7 million residents of our metropolitan region. Thank you for your time.

MS. SUZANNE KILLIAN: Questions for this panel? (No response). Thank you very much. (BREAK)

MR. JONATHAN MILLER: Ms. Dunn, do you want to lead us off?

MS. CORYE DUNN: I'm happy to. Thank you ladies and
gentlemen for the opportunity to speak this morning. My name is Corye Dunn and I'm an attorney and serve as the Director of Public Policy for Disability Rights North Carolina. As our state's designated protection and advocacy agency, we are dedicated to advancing the rights of people with disabilities. We're an independent 501(c)(3) organization and our work spans the entire state. There is an organization like ours in every state and territory of the U.S. Born and raised in Durham, I have a keen sense of the importance of these two financial institutions on our communities in North Carolina, but today I want to focus on the potential impact of the proposed merger on North Carolinians with disabilities. I urge you to specifically address the impact of this and any merger on people with disabilities as you analyze public benefit. I'll comment briefly on three areas and will comment more fully in writing.

I ask that you consider impact in retail banking, home lending and business lending for people with disabilities.

On the retail banking front, it's essential that any consolidation plan preserve branches that are accessible by public transit and also protect drive-through hours at remaining branches. Of course, we recognize the pressures that have led to significant consolidation among financial institutions but we
have to ensure that further branch consolidation does not take retail banking out of the reach of people with disabilities. In addition to physical branch locations, it's important that the consolidated entity make its web presence more accessible. We have reviewed both Banks' websites under section 508 standards, lower than some other standards courts have imposed on similar institutions, and have found inaccessible features in both. Since there will certainly be an investment in updating the web presence of any consolidated entity, we would call on you to require that that new website meet high accessibility standards.

Housing finance for my clients has two parts: First is the individual home lending, as it must be fully accessible, including the website, as I previously mentioned, but it also means making lending for home modifications available and less cumbersome. Housing stock in our state is largely inaccessible for people with a variety of disabilities. Access to capital is essential for both homeowners needing to adapt their existing home in the face of a newly acquired disability, and also for the purchase of a home that may not yet be physically accessible to a homebuyer with an existing disability.

Second, it's essential that multi-family development
lending ensure accessibility. In this context, accessibility
means more than just architectural accessibility which is what
we usually think of when we talk about accessibility of housing.
For example, it's really important that people with
disabilities not experience discrimination in housing based on
credit and criminal histories that are directly related to their
disability. We'd be happy to work with these, and any,
financial institutions in our communities to ensure that their
lending helps guarantee accessibility to renters with
disabilities. We see this even in our most forward-thinking
affordable housing investment programs -- we see this sort of
discrimination.

Finally, business lending should be prioritized for
entrepreneurs with disabilities. Just as housing discrimination
is a factor in our clients' lives, so is employment
discrimination. For many people with disabilities the only way
to make a living without being subject to other peoples' biases
is to own their own business. We encourage expansion in
investment in lending and in technical support to entrepreneurs
with disabilities. And finally, perhaps the highest impact way
for these entities to further the accessibility of our
communities is to fund direct advocacy, to ensure that all
financial institutions, not just they, are working toward
accessibility in addition to their admirable historical
investment in funding of services and lending. We'd be happy to
discuss any of these matters in more detail and look forward to
providing you written comments as well.

MR. PETER SKILLERN: I'm Peter Skillern, Executive Director
of Reinvestment Partners, and advocacy and community development
agency fostering healthy and just communities by empowering
people, improving places and influencing policy. We work at the
local, state and national levels. The agency has been engaged
in advocacy for community reinvestment since 1988. BB&T entered
into a community benefits agreement with us in 1994 as part of
its merger with Southern National Bank. It was on a path to
grow from a community bank to a regional powerhouse. The bank
quickly outgrew its 1994 goals, totaling 300 million dollars,
but the pattern of setting goals for lending to low and moderate
income and minority households, and offering mortgage products
like CHIP and FHA, continued. BB&T expanded its community
development activities and philanthropy lending and investments.
Over time, BB&T leadership has been responsive to our concerns
regarding fair lending compliance and overdraft protection
making changes to policies and procedures as needed. It has
proactively reached out to discuss bank branch closures and new merger acquisitions, fostering good communications. The bank has been innovative in supporting new approaches, such as our Healthy Food Prescription Program delivered in rural areas. In short, we agree with the outstanding rating that BB&T has received for its community reinvestment performance. Likewise, we thank SunTrust for its commitment to investments and its products through the new market's tax credits, low income tax credits, and its commitment to financial literacy in the work of its Foundation.

It is hard to overstate the impact of this bank merger. The new bank will become the sixth largest bank in the country but its footprint is primarily in the southeast. The merger concentrates power with more than 442 billion dollars in assets. With power comes responsibility. The concentration of capital in one corporation is important to market dynamics in the provision of credit, services and competition. The bank can have a negative impact or a positive impact on families, neighborhoods and society as never before. We are here to urge the combined bank to create a beneficial impact that matches the new institution's capital and capacity by affirmatively meeting the financial needs of consumers and communities.
Founded in 1872, BB&T started as a merchant bank serving the farm communities around Wilson, North Carolina and, given the bank's history, will continue to have a significant footprint in rural areas. BB&T has 138 branches in 56 of our 80 rural counties, more than any other retail bank, and that matters to those communities. We anticipate divestment or branch consolidation in urban areas. We urge the banks to consider the impact on LMI and communities of color when doing so, but there's a little overlap between SunTrust and BB&T in rural areas and branch duplication should not be a catalyst for closures in rural areas -- those banks mean too much. We have additional written comments and analysis of branch locations that we'll submit.

In North Carolina and across the southeast, rural areas face a challenging economic landscape. Many different problems intersect to create an environment where good jobs are scarce, businesses strain to grow and too many households cannot make ends meet. These areas consistently report higher rates of poverty, lower rates of educational attainment, and persistent population declines. We recommend that the new bank create a multidisciplinary team to focus on the credit and investment needs of its rural footprint. We applaud the leadership of both
SunTrust and BB&T for engaging in the listening process of six regional meetings organized through the National Community Reinvestment Coalition. I participated in the Winston, Salem and the Atlanta meetings. Community leaders asked that the bank recognize the continued impact that slavery, segregation and discrimination have in creating an unequal playing field for African-Americans in our society. We ask that a racial equity lens be used in creating fair, nondiscriminatory treatment and that the new bank undertake an affirmative initiative to diversify its hiring, its philanthropic to minority-led agencies and HBCUs and its efforts to create economic opportunity. During those meetings, we requested support for the community development field including low-cost capital investments into the community development of financial institutions, partnerships with community development corporations and small business technical assistance centers, and grant support for housing, counseling agencies and nonprofits. In response to climate change, an increasing number of disruptive storms in its franchise footprint, we also ask that the bank become a leader to assist recovery efforts. For accountability and transparency we ask for measurable goals for lending by income, geography and race, and to meet the goals we request mortgage products like
CHIP and FHA and rehab loans. We request the bank take a leadership role in disclosure data for its small business lending and to date those conversations have been positive and we are encouraged by them.

But most importantly, we ask that the leadership merge the best of both banks in terms of their talented staff, products, investments and relationships. We hope the new bank will embody a culture and provide the infrastructure of policies and procedures to serve the common interests of the bank, its clients, and their common communities. Thank you.

MS. ANGIE STEELE: Good morning, my name is Angie Steele and I am the Executive Secretary of the Durham Committee on the Affairs of Black People, known as committee, located in Durham, North Carolina. The committee was formed in 1935 to be a representative of, and a leadership body for, the Black citizens of Durham. The purpose of the committee is to promote the welfare of the citizens in civic, cultural, economic, educational, health, housing, political youth and religious affairs, which we consider Black Affairs whenever they affect the Black population or any individual in any special manner by race. This merger is considered Black Affairs and the committee felt strongly that a merger of this magnitude requires our
participation to ensure the elimination of racial discrimination
in lending, investments, and services resulting from this
merger. The city of Durham just celebrated its 150th birthday
on April 10, 2019, and the Black community will celebrate on
August 20, 2019, the 150th anniversary of the establishment of
the Hayti Community through land purchased by Reverend Ian
Markham. After the Civil War, the African-American economy
progressed through a combination of vocational training, jobs,
land ownership, business ownership and community leadership.
Just as now, federal, state and local actions led to the
destruction and the deconstruction of our beloved Hayti business
district which was a thriving economically and socially viable
Black community. The Durham Redevelopment Commission created in
1958 oversaw several different projects to rebuild areas deemed
blighted and to build a freeway to connect the newly planned
research triangle park to downtown and more effectively
dismantling the once thriving Hayti community. Urban renewal
leaders did not make good on promises to the Black community,
ailing to provide adequate replacements for lost housing and
businesses, Durham 150. The legacy of Central Carolina Bank and
Trust goes back to 1899. By 1961, CCB, the city and its
citizens, both Black and White, prospered and grew together. In
2000, when CCB merged with NCB, we lost our headquarters, and in 2005, SunTrust eliminated over 107 jobs in its mortgage and servicing division and 293 jobs were lost from the operations center based in Durham resulting in the loss of leadership and commitment to the Durham community. CCB went from one of the best lenders to members of the Black community for home loans, business loans and church loans, to SunTrust Bank, a bank that is underperforming its peers. CCB was known as a bank that supported diversity and inclusion long before it was a thing. That can't be said of SunTrust. The Black community of Durham has been made promises before and we want the North Carolina Banking Commission, FDIC, and Federal Reserve to protect our interests and make sure that the Black community is not neglected or forgotten as this merger takes place. We expect you to ensure that the resultant merged financial institution does not deny the Durham Black community the loans, financial services and investments provided to other communities and that the institution provides public benefits in support of the Durham Black community in accordance with fair lending laws and regulations. My colleagues will go into greater details about the needs of our community, but I felt it was important to provide you with this historical context for our concerns. The
Durham committee will submit substantive written comments and exhibits prior to the May 3rd deadline. Thank you for the opportunity to testify.

MR. JONATHAN MILLER: Thank you.

MR. TYRONNE JOHNSON: Good morning. My name is Tyronne Johnson, and I serve as the Treasurer for the Durham Committee on Affairs of Black People, also known as Committee. My colleague just explained the purpose in the role of the community that we all love and cherish. The founders of the committee were focused on the economic success of the Black community. The Durham Black community and its citizenry were known for their land ownership, business ownership, home ownership and business ownerships to wealth development in underserved communities. The committee is very concerned how the 34,314 Black households will fare as a result of this merger and wants to ensure that the Black community benefits from the wealth creation that the merged institution can generate through lending, investing and providing targeted products and services to our community. My testimony will focus on the concerns this merger raises for the committee related to these issues and share with you our recommendation on how the merged institution might address our concerns.
The committee proposes that the merged institution commit to providing a seat at the table for Black citizens on national, regional and local boards and advisory councils it appoints. That any advisory committees designed or assigned to address affordable housing funding, investments in opportunity zones, CRA, small business lending and investments in minority and women-owned businesses have representation from affected Black citizens, Black-led organizations and historically Black colleges and universities in the area. While our primary concern is the Black citizenry of Durham, we want to raise this as a national issue as we are aware that nearly 70% of the national Black community will be impacted by this merger.

The Committee proposes that the merged institution announce at least 30 million dollars commitment for affordable housing in conjunction with the City of Durham's 95 million bond proposal and five-year affordable housing and strategic plan. The committee proposes the merged institution provide a first look program to the city of Durham, County of Durham, nonprofits and first-time homeowners for vacant land or houses obtained through bank-owned real estate. The committee proposes that the merged institution develop a home retention program for homeowners located in opportunity zones whose loans are serviced.
but not owned by the merged institution for both public and private investors. The committee proposes that the merged institution commits to doing business with Durham-based Black businesses including, but not limited to, Black architects, investment bankers, law firms, real estate and property management firms as well as construction firms, home improvement firms and SBIC's. Thank you for the opportunity to appear today and to share with you my concerns of the merger on the Durham Committee on the Affairs of Black People.

MS. STELLA ADAMS: Good morning. My name is Stella Adams and I'm CEO of S.J. Adams Consulting. First, I want to associate my comments with those of my fellow panelists. As a person with a disability, resident of Durham and member of both The Committee and Reinvestment Partners, I concur with their concerns. I have spent my life recognizing the importance of the economy in advancing an equal opportunity society. I have sought to address these challenging economic realities faced by the Black community and other underserved communities. These communities face disproportionately high unemployment, stagnant wages, and rising housing costs. In order for this merger to provide a major public benefit to these communities, the resulting institution would have to enhance the capacity of
communities of color and other underserved groups by promoting
diversity and inclusion in housing, financial services and
related programs and by promoting community economic development
and through community and industrial engagement.

This proposed merger would cover 17 states. It will
affect 25.7 million Black households and 16.7 million Hispanic
households. In other words, this merger is going to cover 70% of the Black population and 26% of the Hispanic population in the nation. A commitment to racial equity, diversity and inclusion is paramount and the commitment must be explicit. It cannot just be platitudes. While early stage minority and women-owned companies and small and medium sized enterprises in low and moderate income communities have positive environmental, social, and economic impacts on their communities and are critical to driving sustainable growth, many of these companies face difficulties in obtaining adequate investment capital. We need these two banks, this merged bank, to increase its capital and to partner with CDFIs, SBTCs, SBICs, and other community based organizations to provide support to minority and women-owned businesses and to businesses operated in low to moderate income communities and funding programs that promote the establishment of incubators, accelerators and other
sustainable start-ups and also for the integration of
sustainability considerations in existing programs and services
that they offer.

I want to focus the remainder of my time on climate change
and urge BB&T SunTrust to develop resiliencies for its clients
and the communities it serves. Many southeastern cities within
the proposed footprint are particularly vulnerable to climate
change compared to cities in other regions and are increasingly
at risk due to heat, flooding and disease. Rural communities
are an integral part of the southeast cultural heritage and to
the strong agricultural and forest product industries across the
region. The more frequent extreme heat episodes and changing
seasonal climates are projected to increase exposure linked to
health impacts and economic vulnerabilities in the agricultural,
timber and manufacturing sections. I urge BB&T SunTrust to work
constructively with borrowers in communities affected by natural
disasters within their assessment area. BB&T SunTrust must
acknowledge the effect of natural disasters on local businesses
and should make an effort to adjust the terms of existing loans
in affected areas and offer loan products that can assist
borrowers with recovery including and especially FHAs, 203H, and
203K loan products as well as SBA and USDA loan products. I
strongly urge BB&T SunTrust to consider all activities related
to disaster recovery that are the most responsive to the needs
of low and moderate income individuals and neighborhoods and to
underserved communities of color. Thank you for allowing me to
speak at this important hearing and I will have more substantive
written comments, like a volume, that I will be submitting prior
to May 3rd.

MS. SUZANNE KILLIAN: Are there any questions for this
panel? (No response).

MR. JONATHAN MILLER: Thank you very much panelists, we
appreciate it. The next panel, we're still waiting for some
people to arrive so the next panel will start at 10:55.

MR. DAVID BENNETT: Good morning, my name is David Bennett
and I serve as Executive Vice President of Centrant Community
Capital which is based in Raleigh, North Carolina. Thank you
for the invitation to appear at today's hearing and for this
opportunity to provide comments regarding the proposed merger of
BB&T and SunTrust. It is my pleasure and privilege to share my
observations regarding our experience with BB&T as it relates to
the bank's record of support for community development projects.

Centrant Community Capital is a wholly owned subsidiary of
the North Carolina Bankers Association. When the NCBA created
this entity in 1990, we were known as Community Investment Corporation of North Carolina and our purpose was to provide a conduit through which the banking community could support the creation and preservation of affordable multi-family housing for low to moderate income families and seniors across our state. Typically, these are projects that have received an allocation of federal low-income housing tax credits. Specifically, we offer conventional, long-term, fixed rate, permanent mortgage product that is not typically offered by commercial banks. Over the years, our lending footprint has expanded well beyond North Carolina now encompassing six southeastern states from Virginia to Texas.

As a lending consortium, all of the funding behind our loans is provided by a network of nearly 100 member banks via voluntary loan-by-loan participation commitments. By pooling these loan participation commitments, the affordable housing developments receive the financing that they need but the loan risk to any one individual bank is minimized and shared among the participant banks. To date, Centrant Community Capital has provided over 400 million dollars in funding commitments to finance 23,000 units in six southeastern states. BB&T was among the earliest members to join our consortium in 1993. Since that
time the bank has been one of Centrant's most consistent and
supportive members. In total, BB&T has provided over 37 million
dollars in funding for our loans or approximately 9% of our
total loan commitments. These participation commitments have
helped to finance the creation or preservation of literally
thousands of affordable apartment units in over 230 properties
across our entire lending footprint. Without a doubt, BB&T has
been our largest contributing member.

In addition to providing funding commitments for our
permanent loans, I would note that BB&T regularly serves as the
construction lender for its attached credit equity investor for
the projects that we are financing. Without the support of
financial institutions such as BB&T it would not be possible for
Centrant to provide the financing that we offer. We appreciate
BB&T's longstanding support of our organization, and applaud its
demonstrated commitment to community development efforts in the
markets that we serve together. And while Centrant Community
Capital has less direct experience with SunTrust as a member
bank, I will add that we also encounter SunTrust on a regular
basis as a funding partner on these developments, either as
attached credit equity investor or as a lender through its
community development subsidiary, SunTrust Community Capital.
It's my observation that both institutions have a longstanding, demonstrated track record of support for community reinvestment efforts, particularly affordable housing, and I have no doubt that the combined entity will continue to do the same going forward. Again, I appreciate the opportunity to join you today and I'm happy to provide any additional information as necessary. Thank you.

MR. LENWOOD LONG, SR: Good morning, my name is Lenwood G. Long, Senior. I'm President and CEO of Carolina Small Business Development Fund, a nonprofit CDFI based in Raleigh, North Carolina. It is certainly a delight for me to speak on behalf of the proposed merger between BB&T and SunTrust. The Carolina Small Business Development Fund has worked to promote community economic development in North Carolina for almost four decades. Since 2010, our efforts have focused primarily on promoting entrepreneurship across the region, primarily through the affordable small business loans, of which we are pleased to say that BB&T has been one of our notable bank partners. The Carolina Small Business Development Fund unequivocally supports the proposed merger for a variety of reasons. Our experience suggests a combined entity would be more effective and have greater capacity to promote the economic growth across the
region. Withstanding all that has been said, certainly with the lens of serving an increased population of people of color, we certainly would suggest that the merged bank would consider those lenses. We recognize that traditional banking institutions have long been recognized as viable partners in the promotion of sustainable community development. Through community banking efforts and corporate support, BB&T has displayed a long history of support for initiatives that grow small businesses and revitalize distressed neighborhoods. Unfortunately, despite the importance of this work, the past few decades have seen a decline in financial support for CDFIs and similar organizations. However, we have seen that a handful of banking institutions, including both BB&T and SunTrust, have remained steadfast in their commitment to work in this area. Over the years we have had the opportunity to work with BB&T on a variety of initiatives. They have shown consistent financial support for our work to promote in a spirit of entrepreneurship and spread an awareness about the importance of small businesses. For example, we know they have a strong desire to promote local small firm ownerships and they have partnered with us to support our innovation and entrepreneurship center in Raleigh, North Carolina. Through technical training and public
events, this center works to promote development in the most economically distressed areas of the Raleigh metro area. BB&T also has been a key sponsor for major events that the Carolina Small Business Development Fund hosts to inspire and train small businesses.

As you know, financial institutions have an affirmative obligation to support community development through the Community Reinvestment Act. The extent to which banks have met this obligation is something that fellow regulators are required to consider when assessing proposed mergers. Research shows that some financial institutions will strategically increase credit access and promotion of community development during the year before merger activity. Such actions are designed to appease the close regulatory scrutiny which comes with this type of activity. However, based upon our experience, we believe that BB&T commitment to sustainable economic development is a longstanding core component and value of their business strategy. Notably this isn't just my personal example. For example, analysis on differences in bank corporate culture has highlighted how BB&T has a strong institutional commitment to improving the economic mobility of its clients. More than perhaps ever before, there's a strong need for traditional
financial institutions to support the work of community finance
organizations. Small business lending is usually not an area
that is profitable for large banks. In the decade since the
great recession the number of small business loans for less than
100,000 dollars by regulated banks has declined by 52%. CRA
data with capital deployment shows an alarming decline from 2007
to 2016, especially in the total number of loans to small
businesses for less than 100,000 dollars. Carolina Small
Business Development Fund, an organization like us, worked to
fill that need by providing affordable financing. Support for
these comes from institutions like BB&T and SunTrust. However,
the Department of the Treasury data on CDFI lending in North
Carolina shows a concerning trend: Community lending for
amounts of more than 50,000 dollars has essentially remained
flat since the great recession, and loans for smaller or micro
loans of 50,000 or less have actually declined by more than half
during the same period. And I have experienced the ability of
community development organizations to meet this consistent
need, it's mostly a fountain of funding constraints. Put
simply, community organizations need additional support to fully
assist all small business owners that come to us for help. When
banks merge, there's often a variety of legitimate concerns
raised by stakeholders about how the combined entity should alter the competitive landscape for affected industries. I would urge BB&T and SunTrust as they complete this merger, if approved, that increased response to a cap of the equity needs of the CDFIs managed by people of color be given some attention. I would also challenge them that any merger should also have a strong positive with a narrative that supports small businesses. So, for all these reasons I strongly urge approval of the merger between these financial institutions. Thank you for giving me an opportunity to speak these five minutes on this important issue and I will have written comments to augment this. Thank you so much.

MR. PATRIC WOODIE: Good morning, my name is Patrick Woodie. I'm President of the North Carolina Rural Center, a statewide nonprofit based in Raleigh and serving North Carolina's 80 rural counties. As the representative of the rural center and its affiliate organization Thread Capital, I am pleased to offer our perspective in support of the potential merger of BB&T and SunTrust. I offer our testimony today based upon the Rural Center's long history of partnership with BB&T. As a statewide nonprofit with an economic development mission, the Rural Center works to develop, promote and implement sound
economic strategies to improve the quality of life of rural
North Carolinians. Our affiliate, Thread Capital, is a
community development small business lender and a primary lender
to disaster impacted businesses. We operate with the core
belief that our rural communities have inherent cultural value
and are vital to the economic health of our state. The rural
center has enjoyed a long and productive partnership with BB&T.
Kelly King, CEO of BB&T, is a former seven-year chair of the
Rural Center Board of Directors and presided over the founding
of the Rural Center's North Carolina Capital Access program in
1994. BB&T is currently represented on the Board of Directors
of both the Rural Center and Thread Capital. BB&T is an
excellent example of one of the Rural Center's core economic
development strategies: A determined focus on growing the
businesses that are already present in our rural communities.
The fact that it was founded in Wilson, North Carolina and is
now positioned to be the nation's sixth largest bank speaks to
the long term vision of nurturing our state's current
businesses. 75% of all business establishments in rural North
Carolina have fewer than ten employees. Small business is big
business in rural North Carolina.

In the coming weeks the Rural Center and Thread Capital
will release the report: Small Business Dynamism North Carolina, which highlights a variety of negative trends for our state's entrepreneurs between 2005 and 2015. Trends include a 7% reduction in rural bank branches, a trend that accelerated dramatically between 2010 and 2015, a 61% reduction in lending to rural businesses with less than one million in revenue, and a 7% reduction in businesses with less than ten employees. While we recognize that economic and demographic factors are at the root of this decline, we also know that the future of rural North Carolina's economy depends upon our state reversing these negative trends. There is much for us to applaud in BB&T's support for and presence in rural North Carolina. The bank was born in a rural community and has remained loyal to its roots. We commend BB&T for its recent seven figure investments in its own operations centers in downtown Wilson and downtown Wyattville. With the potential move to Charlotte, the Rural Center has confidence that BB&T will not forget its rural North Carolina investments, its rural employees and its rural history. We also applaud BB&T's outstanding CRA rating. The Rural Center has benefitted from their community support including more than 250,000 in grants over the last four years. BB&T was especially generous in the aftermath of hurricanes Matthew and
Florence in helping create emergency bridge loan funds to support impacted small business owners. As other banks have moved away from rural communities, BB&T has been the noticeable exception. While there was an overall 14% net reduction in rural bank branch locations in North Carolina from 2010 to 2015, BB&T went in the opposite direction and expanded their presence in rural North Carolina. The disparity in recent CRA performance between BB&T and SunTrust should be noted. Given the disparity in the ratings, but acknowledging our lack of familiarity with SunTrust beyond what is available in public reports, it is our hope and our belief that the combined entity will follow BB&T's lead and be committed to achieving outstanding CRA ratings as a newly merged entity. While we have concerns regarding the negative trends in rural small business lending, we support the proposed merger between BB&T and SunTrust. We are realistic about the economic pressures that are pushing banks to close branches and serve larger businesses. It is our hope that the rural roots and community focused culture of BB&T will be ingrained in the DNA of this new banking partnership and will help guide it into the future. Our support is based on our confidence in the continued leadership of Kelly King, given the historic performance of BB&T as an outstanding
corporate citizen of our state and in the institute's continued rural presence. This new bank will significantly impact the economic future of all of North Carolina. Thank you for allowing me the opportunity to be here today and to provide our views.

MR. DANIEL ELLIS: Good morning, I'm Dan Ellis. I'm the Executive Director of Neighborhood Housing Services of Baltimore. Our organization is a CDFI working in Baltimore City, Maryland. We also do community engagement work in West Baltimore in a historically disinvested community. Our community has a lot of needs. It is characterized as a low income community, not a moderate income community. We have recently had the opportunity to develop a project in West Baltimore that's a mixed use project that contains about 10,000 square feet of retail space. We began looking about a year and a half ago for a bank partner that had interest in locating a branch, because the community had identified the need of having a branch in the community. We talked to a lot of banks and we actually only found one bank that had significant interest in furthering the conversation which was BB&T. We have since signed a letter of intent and they are planning to open a branch on North Avenue which is a distressed street through the middle
of West Baltimore. The impact on our community of having a new bank branch is not to be understated. The services that are provided by the bank will largely be replacing services provided by check cashing companies where people go to cash their checks and the fees associated with check cashing are extraordinary and have a tremendous negative impact on our residents. It will also bring investment into the community that has historically been in great need of this. We applaud BB&T for their willingness to consider placing a branch in a distressed part of the city and in their willingness to partner with us in making these services available to our residents. Within Baltimore City, looking at the whole city, there are needs of lending that continue to happen. We are very supportive of the efforts that are being done by BB&T and SunTrust with NCRC to create a community benefits agreement. It is, however, critical that within that agreement we have goals that are specific to the local market, not simply the MSAs. The reason for that is that we've seen from other institutions a tendency to often meet CRA obligations outside of the city and to not have the investment occur within the most distressed parts of our communities. So we strongly encourage local specific goals within the Community Benefits Agreement.
We also encourage goals around the nonprofit grants and support for some of our colleagues within the industry. Over the past 18 months our organization has received about 80,000 dollars of support from BB&T and SunTrust when we combine them together. When we have seen mergers happen in the past, the idea of 1 plus 1 equal 3 has not been true, it has been 1 plus 1 equals 1 with other institutions and other experiences with grants. What we have seen happen is they may raise the overall philanthropy commitment to the local area but they lower the caps or lower the amounts they provide to any institution. And so, therefore, institutions that are having impact within our communities therefore receive less resources and have less places to go. This also sometimes occurs within the investments that CDFIs can pursue. So, we encourage the combined entity to be very mindful of their historic relationships and maintaining those to the greatest extent possible. We are grateful to both SunTrust and BB&T for their support and appreciate the opportunity to continue that. I want to conclude by simply saying that we are supportive of the merger with the condition that a Community Benefits Agreement is reached and that is a critical component that will quantify what the outcomes are and what the agreements are that everybody can do. We are
supportive and very appreciate of both SunTrust and BB&T's willingness to work with the community to develop this and are confident that we will be able to come to a resolution, and so with that resolution we are supportive of this merger. Thank you for the opportunity to bring comments.

MS. TIA BREWER-FOOTMAN: Good morning, I'm Tia Brewer-Footman, Executive Director of the FB Foundation based in Charleston, South Carolina. Thank you for the opportunity to speak in favor of the merger. As a former television news anchor, I have worked for many broadcasting affiliates from ABC to Fox to CBS and, in order to advance in that industry, moving to other markets was common, but after nearly a decade in the industry I knew it was time for me to begin to develop roots in a city and in a community. That place for me was Charleston, South Carolina. I remember calling my mother to share the feeling that this would be my last move and the conclusion to my days in television news. It was an inner knowing. And that same strong knowing is what I felt nearly three years ago when I walked into the lobby of BB&T bank after wanting to diversify my banking while maintaining my other small business accounts across other financial institutions. And there, standing in the lobby, I had that same exact inner knowing that this was it. I
had a feeling without knowing exactly why or how that BB&T was
going to be more than just a bank to me. And they have been more
than a bank. As they've invested in my personal development,
professional development and now community development projects.
As the only female voice on the local BB&T advisory board in
Charleston I appreciate how I'm heard and valued as a business
professional and community leader. In fact, soon after that
placement, BB&T invested in and for me to attend nearly a week
at their high level leadership training at the BB&T Leadership
Institute which is typically reserved for their executives and
corporate clients. Since that time, the institute collaborated
with me to pilot an inaugural high school level Emerging Leaders
certification program in partnership with my statewide program
for teen girls of color interested in leadership, STEM or
entrepreneurship in South Carolina. Being more than just a
bank, BB&T has also asked me to serve on their newly formed
statewide community development council in which they invested
CRA funds to help me launch SC Faith Work, a community economic
development initiative for South Carolina's faith-based
community. Through the support of BB&T over two dozen pastors
are receiving monthly training and technical assistance to
assess the real needs of their community, design community based
programs and then address those needs through the establishment of a separate nonprofit or CDC. Empowered and equipped, thanks to institutions such as BB&T, SC Faith Work pastors will be prepared over time to collaborate with funders and community based organizations to activate projects and initiatives in their own neighborhoods. As this pilot group concludes this fall, efforts are already under way to strategically expand statewide and after research some of SunTrust's values, philosophy and community outlook, I'm hopeful and optimistic. In fact, it was refreshing to learn of their affordable housing efforts for seniors, their targeted economic development initiatives in LMI communities and even their Lighting the Way Award by their SunTrust Foundation in which they recognize nonprofits across their market with well deserved financial resources and recognition for the positive impact these organizations are making within their individual communities. And while I don't have a personal or professional connection to SunTrust, it is my prayer that the merger will strengthen both of their commitments to community in which together they could really be positioned to be more than just a bank. Thank you.

MR. JONATHAN MILLER: The next panel will start at 11:25.

MR. HECTOR VACA: Good morning, my name is Hector Vaca and
I'm here representing the members of Action NC and Families Belong Together Coalition. Our community is concerned about the proposed merger between SunTrust and BB&T. According to an April 2019 report, SunTrust is a leading lender to private prisons and its proposed merger would only increase its ability to finance this industry which profits from mass incarcerations and the criminalization of immigrants. Public and private prisons are equally damaging when it comes to their role in the criminal justice system which criminalizes people of color, tears people from their loved ones and contributes to generational poverty and economic instability. While private prisons are distinct in that they generate profits from the pain of communities and separation of families. The private prison and the detention industry is a five billion dollar enterprise, made possible by government contracts and facilitated by debt financing and investments made by Wall Street firms like SunTrust. Brutality, neglect, and human rights violations are well documented in public and private prisons alike. The conditions in privately operated facilities have proven even more deplorable than in government operated facilities. In August of 2016, the Justice Department's Inspector General reported that privately operated federal prisons are more...
dangerous for incarcerated people than government operated facilities. The same report stated that people held in privately operated prisons were more likely to submit complaints about medical care, treatment by correctional officers, and the quality of the food, and more likely to experience violence. Two years ago, Pedro Salmerone, a young Salvadorian seeking asylum in the U.S. was in such a facility. Pedro was detained at the Stewart Detention Center operated by CoreCivic, one of the companies that SunTrust finances. While at Stewart, Pedro was denied access to a doctor, even though he was sick, bleeding from his eyes, nose and mouth and he had bloodshot eyes. Before leaving the facility, Pedro lost over 30 pounds. Pedro told us that guards routinely woke him up in the mornings and threaten him with violence. There are many such stories from many of the private prisons operated by CoreCivic and Geo Group. SunTrust has played a leading role in financing agreements that are vital to the expansion of the private prison industry. SunTrust is part of a group of banks that offers revolving lines of credit and term loans to the two largest private prison companies: Geo Group and CoreCivic. CoreCivic currently has an 800 million dollar line of credit with a syndicate of ten banks, one of the largest contributors being SunTrust, loaning 14% of the credit.
SunTrust has issued term loans to CoreCivic valued at 28 million dollars and has extended a revolving line of credit to them valued at 112 million dollars. As of December 31st, 2018, CoreCivic had issued seven bonds totaling over 1.516 billion dollars for the bonds or senior notes totaling over 1 billion dollars. SunTrust was one of the banks involved in underwriting one or more of those bonds. Geo Group has 900 million dollars revolving line of credit with a syndicate of six banks. As of December 31, 2018, it had borrowed 498.8 million dollars under that line of credit. SunTrust is one of these lenders but its contribution is based on the bank's credit commitments recorded in agreements lender addendums which are not publicly available. As of December 31, 2018, GEO Group owed six banks a total of 786 million dollars through its term loans. The total value of the loan is 792 million dollars. SunTrust is one of these leaders but its contribution is based on the bank's credit commitments recorded in agreements lender addendums which are not publicly available. As has been shown, SunTrust plays a role in financing private prisons, an industry that has a history of horrendous living conditions and violence against incarcerated individuals. In supporting this industry financially SunTrust is
1. complicit in the commitment of atrocities like what happened to
2. Pedro Salmerone. Therefore, we ask that the Federal Reserve not
3. let this merger go forward unless SunTrust and the new company
4. to be formed commit to ending their association with the private
5. prison industry by not refinancing existing agreements with any
6. private prison companies and not entering any new finance
7. agreements with any private prison companies. Once again, we
8. ask that the Federal Reserve not let this merger go forward
9. unless SunTrust and the new company to be formed will make the
10. commitment to end their association with the industry. We also
11. call on BB&T to take this into account and to not go forward
12. with their plans to merge with SunTrust unless SunTrust pulls
13. their money out of private prisons. Thank you.

MR. CHRISTIAN CANO: Good morning, my name is Christian
15. Cano and I'm here as a business and personal BB&T account
16. holder. I am also here as a member of Action NC and a neighbor
17. who is concerned about the proposed merger between BB&T and
18. SunTrust due to SunTrust's role in financing agreements with the
19. American private prison industry. Specifically with CoreCivic
20. and GEO Group. My family has personal accounts also with Wells
21. Fargo and are shareholders of Bank of America, shares that we
22. have recently sold in Bank of America, we've only kept a few of
those shares so we could still attend the bank shareholder
meetings here in Charlotte because they have some great
giveaways. In 2016, I was honored to be one of the Ninth
Congressional District's congressional nominees here in
Charlotte, and because Bank of America was listed as one of the
backers of hate, I was forced -- or not, I was forced, but my
family made a decision to withdraw all of our accounts from Bank
of America and sell our shares from Bank of America. Mainly
because of the lack of moral leadership with Bank of America
with issues like this that actually decrease shareholder value
in my opinion, one of those irresponsible decisions once again
was to continue to finance private prisons. I share this with
you because my family would like to actually welcome SunTrust
and BB&T if they decide to merge to Charlotte. My understanding
is they may actually move here to the great city of Charlotte,
and I want to welcome them with open arms. My family would like
to welcome the new partnership with open arms and continue our
relationships both as account holders and also possible new
shareholders and stakeholders in their success. But only if
they decide to embrace what is best for not only the account
holders like myself, their employees and their share and
stakeholders, and that is also to join us in stopping the 2019
American apartheid system of private prisons. I use the term apartheid because it feels like I was back here in 1986 with many of us around here having the same conversations about the brutality reached in the 1980s during the free South Africa movement here in America. That groundswell of opposition that we're seeing against private prisons as well, led to Congress passing the comprehensive anti-apartheid act in 1986, and I see this type of Congressional action if banks do not decide to willingly do this, passing in our current Congress. The apartheid system that I believe is happening in America is our treatment of immigrants, undocumented and neighbors of color here in America and I would not like to see BB&T and SunTrust continue to participate in that. My family understands that just being here is not going to force SunTrust or BB&T or the Federal Reserve from stopping this merger but I do hope they take it within their heart to understand that this is just bad business. Just like back in the 80s with the free South Africa movement here in America, I'm going to do everything I can to make sure that SunTrust and BB&T understand this is no longer a profitable industry to invest in as a shareholder if I become one. It's going to damage their brand, it's going to continue to damage financial brands and shareholder value. That is why
my family was so grateful recently when Wells Fargo decided to announce that they would stop financing private prisons because we have accounts. We also have tickets to the Wells Fargo gold tournament that's coming here next week in Charlotte and I'm excited to see Tiger Woods, and I know that I would not be buying those tickets if Wells Fargo was continuing to finance private prisons, nor would the PGA heads or professional athletes play in tournaments that do such. As far back as 2013 Deputy Attorney General Sally Yates wrote that private prisons, even though they did at a small time provide the same level of corrections services, programs and resources, that we needed at the time to offset the needs at that time, they did not provide the same level of safety and security. Yates also wrote that they did serve during a difficult time but they have not been proven to be effective as facilities run by the government and she said the bottom line is you pay for what you get with private prisons. I believe that we should possibly, or BB&T should, invest in food services for privatizations of private prisons, there's still money to be made in that area, medical and transportation are areas. So, at the end of the day, let me be clear, the merger of BB&T and SunTrust would be welcomed with open arms by my family, as both an account holder and a future
shareholder. I want them to succeed and I want them to be part of our culture here in Charlotte if they decide to move here, but only if they do the responsible thing and stop financing all private prisons as a backer of hate. Once again, I do hope that SunTrust, BB&T and the Federal Reserve consider what Action NC is asking for. Thank you.

MR. JORGE MILLARES: Good afternoon, my name is Jorge Millares and recently J.P. Morgan Chase and Wells Fargo committed to stop financing private prison companies such as CoreCivic and GEO Group. We have all come here today to say that it's time for SunTrust to follow the same example of their counterparts or not let the merger go through. Private prisons have a really long history of violating the human rights of undocumented immigrants and U.S. citizens alike. You see, they don't discriminate when it comes to the mistreatment of the detainees in their locations. One example is that of the Stewart Detention Center in Georgia. Those who are detained there are living under terrible circumstances that one can only imagine. From being served expired food -- often -- not just on one occasion but multiple reported occasions of being fed expired food -- can you imagine looking at a meal and saying "I have to eat this to just be able to sustain life, but it's
From well documented issues of ventilation system issues, which Hector mentioned, which have led to critical and life-threatening illnesses and diseases to abuse, many well-documented times of abuse and, most importantly, detaining children in cages like animals. We've all seen the pictures and we've all seen the videos across every media outlet in the nation. It's simply unacceptable. As if that wasn't enough, the merger would continue and allow this problem to just rise to the top, so the reasons we're here is to say that either: A) SunTrust must stop funding these private prisons, or stop the merger. But, how do we stop the -- well, what does that mean exactly, right? So, what does it mean to stop funding? Well, number one, commit to not providing new loans to CoreCivic or organizations like GEO Group and, secondly, commit to ensure that they do not finance -- or rather, refinance any of those existing loans that are in place. Unfortunately, we live in era where everything is politicized. This is not a political issue. This is a human rights issue that's happening right here in the United States of America. My mother came to this country sixty years ago and I'm a first generation American. She came to flee the oppressive regime in Cuba. In Cuba there are political prisons, where people are treated very similarly to the way that
these individuals are being treated in these private
institutions. At the moment, many people are of the opinion
that SunTrust is guilty by association of these atrocities,
which is why we urge you to stop financing CoreCivic and GEO
Group immediately. But, you don't have to take our word for it,
take it from your counterparts over at Wells Fargo and J.P.
Morgan Chase. They've already committed to pulling the
financing and no longer doing that practice, and the reason why?
My personal opinion, it's because they realize that people are
people and that they're much more valuable than the commas on a
check. Thank you.

MS. KELLE PRESSLEY: Good morning, my name is Kelle
Pressley, I'm with Mom's Rising, and we have over a million
members nationwide and we are one of the hundreds of
organizations that are members of Families Belong Together
Coalition. Every family should have a safe bed to sleep in at
night and children definitely should have the privilege of being
tucked in, or being kissed goodnight in a comfortable setting by
their parents, and the reason why I can relate to that is
because I'm a mother of nine and I'm also -- a very proud mother
of nine -- and we have five sons, four daughters, we home
schooled and our lifestyle revolves around our children and
making sure they're safe. So, going back to what I was
mentioning earlier, we see that there's a problem with the
current systems and how families are being torn apart and we
know that moms have a lot of power, moms make the most consumer
decisions for their families even down to banking, and we care
deeply about how banks make decisions that affect our families
and our loved ones. According to April 2019 report, these banks
that we are talking about, they were major financers for the
private prisons, as everyone here is very aware of, and as a mom
and a member of Families Belong Together we won't tolerate that
at all. We definitely choose to continue to let our voice be
heard so that we can get this over and done with because we love
spending time with our families. Under Trump's administration
and the cruel treatment of our families in these prisons, we are
asking that this proposal is demolished. We are also stating
that the treatment of immigration can be handled in a more
humanized way and we are definitely looking for that respect and
focus on our families, that bank would be the same thing, and we
hope that the banks will be part of the solution and not part of
the problem. So, we urge you to stop this merger right now, and
if the merger does go through, we are asking that banks of --
I'm having a long day already -- I'm thinking of the home school
stuff. But definitely that the parameters are set in place that
the continued support of the private prisons are ended, and I
thank you for your time on behalf of Moms Rising.

MR. JONATHAN MILLER: We'll have an hour for lunch.

(Break).

We are getting started with our first panel this
afternoon. Mr. Allen, we'll start with you.

MR. JOHN ALLEN: Presiding officers, Mr. King, Mr. Rogers,
special guests: Good afternoon, I am John Allen and I am Vice
President of Housing and Financial Counseling for the UP Center.

We are the Commonwealth of Virginia's oldest multi-program
501(c)(3). On behalf of our President and CEO, Tina Gill, I
convey our wholehearted support of the SunTrust-BB&T merger.

Like SunTrust and BB&T we were founded in the latter part of the
19th century. Our mission then was providing service to the
most vulnerable population in the greater Hampton Roads region.

We operated an orphanage, distributed home heating coal -- coal
for home heating -- and also gave out shoes to poor children so
that they could walk to school. Adapting to many changes in the
136 years of service, the agency mission remains virtually the
same as a HUD-approved, comprehensive, housing counseling agency
we serve almost 1500 clients per year. Our specific goal is to
empower households to establish, maintain or improve upon their financial stability and obtain or retain affordable, safe and permanent housing. Collaboration with, and funding through, SunTrust and BB&T has continued for years and remains vital to achieving our mutually defined goals. 89% of our service population earn less than 80% of the area median income, and over 60% live paycheck to paycheck and have little or no savings. Evictionlab.org out of Princeton University reports that five Greater Hampton Roads cities are among the top 15 cities in the United States experiencing the highest eviction rates, and it is well documented that the Hampton Roads region has a severe shortage of affordable housing. SunTrust financial literacy efforts complement our own two and a half hour art of debt management course. That course encompasses introductory financial planning, budget management including savings, credit management and debt management. 75% of individuals who complete this course make a written commitment to begin or increase financial behaviors to increase their financial stability and capacity. On follow-up, we have found that about 75% of that total actually meet their written commitment and/or improve their credit scores. With funding from SunTrust and BB&T we have undertaken intensive counseling and achieved a 90% success
rate in preventing eviction and foreclosures of household when they complete counseling. Perhaps the greatest example of collaboration between us, SunTrust and BB&T and one other mortgage lending institution pertains to our home ownership education counseling efforts. With approval of appropriate regulators we gained permission to produce a professional color flyer advertising our free counseling services. The flyer also featured the logos of SunTrust, BB&T and the other competitor. We distributed this flyer to over 600 of our clients and outreach prospects. Although we don't have an accurate figure of the number of mortgage loan approvals granted, we do know that after four months of counseling, 70% of clients improved their credit scores by ten points or more as reported by all three credit reporting agencies.

In summary, we believe that SunTrust has done an exceptional job meeting their CRA responsibilities. We also believe that the combined entity will continue to do so. Mr. Rogers and Mr. King, please take note of the following individuals that we continue to work with: Robin Pope Moss, Anthony Weekly, Mark Johnson, Sharon Jeffries Jones and Cindy Mims. Thank you.

MR. RODERIC WOODSON: Board Counsel, D.C. Students
Construction Trades Foundation. Good afternoon, Ms. Killian, Mr. Miller and other members of the joint panel convened for this public hearing. I'm Roderic L. Woodson, Senior Counsel to the Washington D.C. law firm of Leftwich LLC, and long time advisor to the District of Columbia Students Construction Trades Foundation. Established in 2005, the foundation is a partnership amongst business and community leaders in the Washington D.C. region. Among other things it was created to promote and advance vocational education in the building construction trades for students enrolled in the public schools and to generate renewed interest in career and technical education, CTE, as a viable pathway to work, college and careers. The foundation has designed three programs around this objective, the Academy of Construction and Design, the D.C. Apprenticeship Academy and the Adult Education Program. Our correspondence dated April 19, a copy of which is appended to my testimony, outlines additional details of the foundation programs, including its signature, hands-on skills project, Build A House, Build A Home where our public school students are under the supervision of industry tradesmen and tradeswomen, employees of the foundation member companies, actually construct a house. We believe this type of learning experience should be
a crucial component of public education today. We take note
that a major theme of the recently released Federal Reserve
system study, Investing in America's Workforce, Improving
Outcomes for Workers and Employers, is the recognition that
"employers are essential partners for successful efforts to
bridge skills gaps. Standing still is not an option for
employers faced with skills shortages in their talent pool and
skills gaps in their workforce." The truth of this insight has
long been recognized by the construction employers in the
District of Columbia when they organized the foundation back in
2005 to reinvigorate skills trades education and training in our
public schools. It is widely recognized that vocational
education trades in many public school systems, particularly in
urban areas, were abandoned starting in the late 1970s and early
80s as the "college for everyone" idea gained currency in
education and public policy circles. Our experience suggests
that this flawed approach remains deeply ingrained despite
recent efforts to reconsider the value of vocational CTE
education. Understanding the need for expanded and effective
CTE education is, in our view, a motivating reason that SunTrust
Bank has undertaken its financial support of the foundation.

Providing skills training for the large number of young people
not destined for post secondary education gives promise to
useful employment and productive lives, all of which promote
stable communities, particularly for low and moderate income
individuals, under the Community Reinvestment Act. Such
partnerships amongst employer groups and public school systems,
similar to that enjoyed by the foundation and supported by
SunTrust, should be encouraged at every moment, and especially
so in urban school districts. Accordingly, the D.C. Students
Construction Trades Foundation is pleased to convey its support
to SunTrust as it seeks approval of this merger with BB&T Bank.
This concludes my prepared remarks. I would be pleased to
answer any questions the panel may wish to ask.

MS. MICHELLE JONES: Good afternoon. Thank you for the
opportunity to speak to you today in support of the merger of
SunTrust and BB&T. My name is Michelle Jones, and I serve as
Chief Development Officer, and I represent Money Management
International as well as its Clearpoint Division. For those of
you who may not be familiar with the organization, MMI is the
nation's largest 501(c)(3) nonprofit provider of financial
credit and housing counseling. Our work at MMI really centers
on serving low to moderate income households, helping them to
address their most pressing financial challenges. In our work
with our clients, we are striving to help them create, restore
and maintain a life of financial wellness. Last year, MMI
served over 200,000 households. I have over 20 years of
experience working in the nonprofit financial counseling service
sector and over these many years I have had the opportunity to
work extensively with SunTrust, and I can tell you in my
experience I have seen them repeatedly and reliably step up to
the plate in support of financial literacy, capability and
wellness. I’ve seen firsthand how SunTrust has continually
invested in the financial well-being of at-risk communities,
mission based nonprofits, the financial help of their clients,
their customers and their employees. SunTrust and the SunTrust
Foundation have provided significant support for our agency over
the years, investing in our efforts to develop innovative
services and providing financial support for the counseling and
education we provide to financially vulnerable members of the
community. Just as an example of this, in 2012 our organization
opened its first Hispanic Centers for Financial Excellence. At
these centers we teach first and second generation immigrants
about the U.S. financial system, how to make good use of
mainstream financial products, and help them establish and
realize those short term and long term financial goals. Only a
year after its opening, SunTrust supported our efforts to open a
second center, so we had our first in Norcross, Georgia, the
second in Miami, Florida, and not only did they support the
opening of the second center but they have provided full support
for both centers in the six years that have passed since.
Support of the Hispanic Centers for Financial Excellence is just
one way in which SunTrust has supported our education mission.
Most recently they have also added support to our organization
for our military outreach and counseling programs and, through
their generous funding, we are able to provide financial crisis
counseling for over 10,000 members of the military, veterans and
their families.

But it's not just about the support that SunTrust has
provided to our organization. I have seen firsthand SunTrust's
commitment to financial well-being when I was asked to speak at
a round table hosted by SunTrust Foundation President and also
by Bill Rogers, the President CEO of SunTrust. At that forum
SunTrust had gathered some of the leading nonprofit
organizations in the nation. They had United Way Worldwide
represented by their CEO, Boys and Girls' Clubs of America,
Autism Speaks, and many others, and we were all brought together
because SunTrust was interested in understanding how they could
better leverage their resources to make an even greater impact on the financial wellbeing of households across America. That was mirrored in the investment that I saw SunTrust make in its own employees several years ago when they began providing financial education to their teammates, incenting the creation of savings and making MMI's financial counseling services available free of charge to any teammate or family member who needed assistance. We at MMI strongly support the merger of SunTrust and BB&T because we believe that together they will continue to be deeply committed to, and invested in, the communities that we all jointly serve. We believe that this merger has the potential to reach even more individuals and families in need of financial stabilization and we also expect that the newly combined organization's increased resources and expanded footprint will be of benefit to the clients we serve as evidence by both SunTrust and BB&T's record of supporting the need of at-risk households, whether through foundational giving or community engagement. I speak for all of us at MMI when I say that we look forward to working with the expanded team at SunTrust and BB&T. I thank you again for this opportunity.

MR. HERB HOELTER: Good afternoon. Thank you for the opportunity to comment on the proposed merger and the work that
SunTrust has done, particularly in my community in the greater Baltimore community. My name is Herb Hoelter, and I am the CEO and cofounder of the National Center on Institutions and Alternatives, a nonprofit 501(c)(3). I founded NCIA in 1977 and for the past 42 years we have been working in the human service special education and criminal justice fields. I began NCIA with two employees and we currently have over 650 employees and a 32 million dollars a year operating budget in Baltimore. We reach over 2000 lives a year and are very active in training and developing workforce opportunities for individuals with developmental disabilities, students with learning disabilities, and other populations who have lived in the shadows of our society. As one example, we now have over 100 adults with disabilities working on 15 contracts in Maryland, including a full service contract in two Maryland I-95 rest stops which we are real proud of, and have had for a few years. Additionally, over the past 18 months alone we developed a new program for training and employment for homeless veterans and returning citizens. In that time we've trained over 200 homeless veterans and returning citizens and 90% of them are now employed.

I'm not here because SunTrust invested money in us. They haven't and they never gave us a grant I don't think. But I
I want to talk about the human capital that they've invested and provided for us and other nonprofits in the Baltimore area. I'm really familiar with the community involvement they've accomplished in a number of ways. First I've been at innumerable events, charity races, fundraisers, that SunTrust has sponsored and their employees have worked on. They don't just give money away, they work at it. Second, Vince Westley, who recently retired, he was a Senior Vice President and Division Manager of their nonprofit lending division in the greater Washington and Baltimore region worked for SunTrust for 34 years. He has been a member of my board of directors since 2004. In the past 15 years he's been an invaluable board member, guiding us through both good times and bad. In addition to his professional advice, he also spends countless hours working with us -- we have one charity event a year, a golf tournament, and you know bankers like to golf, and he's helped and assisted us -- we have a school for emotionally and intellectually challenged students and he's helped us put that together for a couple of years.

In addition to Vince's involvement, SunTrust employees have been involved in NCIA in developing and teaching financial literacy classes for clients with developmental disabilities and
for our program for homeless veterans, and it's fantastic, helping these people along. These classes are critical to their success in the community and SunTrust has never let us down. We are now looking with Vince's support, to expand our work into the Charlotte community. We recently developed a model training program for SNAP recipients -- the people who receive SNAP cards -- in an effort to get individuals to become self sufficient through training and employment. We believe people want to work, they just don't know how to get there. Without question, SunTrust has been a valuable and contributing member of the greater Baltimore community. I support the merger unequivocally and I believe the alliance of two banks who support our community will give them more opportunities to further their charitable giving and human capital efforts.

Thanks for the time and congratulations to the Carolina Hurricanes.

MR. ROBERT NEWMAN: Good afternoon, ladies and gentlemen, and thank you for the opportunity to provide comments this afternoon. My name is Bob Newman and I'm the President and CEO of the Virginia Community Development Corporation, also known at VCDC. That's a nonprofit syndicator of low income housing tax credits and related investments. We work in Virginia and
adjacent states. Our history of working with BB&T and various predecessors extends over 25 years and our relationship with SunTrust Bank and its various predecessors goes back nearly as far. BB&T has been a limited partner or investor member in at least 25 of our multi-investor equity funds which VCDC has deployed in over 230 affordable housing developments in communities in every region of Virginia as well as communities in Kentucky, West Virginia and North Carolina. SunTrust and its predecessor banks have invested in at least five VCDC sponsored multi-investor funds over the years. VCDC equity funds have also borrowed approximately 175,000 in bridge loans over the years from BB&T which allow us to fund the project needs in advance of receiving investor pay-ins. As of December 31, 2018, BB&T held deposits of almost 16.7 million dollars from VCDC and related entities, and at that date SunTrust held over 1.6 million in VCDC related deposits, so I estimate that BB&T and SunTrust collectively provided over 360 million dollars in equity investments and credit directly in support of our efforts to capitalize the acquisition, rehabilitation and construction of over 9700 units of affordable housing and also serves as a depository for over 18.3 million dollars in VCDC related accounts, which are mostly in the form of cash reserves to
ensure the long term success of these investments. Our partnership with both of these banks, particularly with BB&T, since at least the early 90s has been crucial to our ability to assist many scores of community based developers, most of which are nonprofit corporations or local housing authorities, to meet the pressing housing needs in their communities. We specialize in providing capital and technical assistance to enable developments that would not otherwise occur. VCDC's prudent management of the funds invested on behalf of each bank has helped the banks to meet their goals under the Community Reinvestment Act and has provided safe and dependable financial returns. In fact, no fund that we manage has ever failed to generate the projected internal rate of return to its investors. It's also worth noting that BB&T's generous support of several of our efforts to develop the capacity of our nonprofit partners, including the bank's annual sponsorship of our nonprofit sustainability challenge and several sponsorships of property management conferences, that these investments have helped to benefit scores of leaders and other professionals providing on the ground services in these communities to develop their skills and strengthen their organizations. We greatly appreciate the support that both BB&T and SunTrust have
provided. We definitely view each bank as important business partners that have always been there to help us sustain the important work that we've done for nearly 30 years through their significant and consistent investment in our enterprise. In a good partnership, each party brings something to the table to meet each others' individual needs while simultaneously meeting their joint mission and I believe that our dealings with these two entities certainly meet this description of good partnerships. The banks provide needed capital to finance the critical housing needs in diverse communities in every region in Virginia and beyond and VCDC identifies, nurtures, underwrites and structures the financing and provides long term asset management services to the projects that address the local needs to build stronger communities. VCDC therefore supports the acquisition of SunTrust by BB&T with the hope and expectation that the merged entity will continue to be supportive and trusted business collaborator with VCDC to allow this very successful partnership to continue long into the future. Thank you.

MR. RODERIC WOODSON: Members, if I might add, the President of our foundation and the chairman of Miller and Long Construction Company has come here today to express his support
and you'll be hearing from him in the open mic session.

MR. JONATHAN MILLER: The next panel will be in 30
minutes.

Welcome to our panelists, I think we're ready to get
started again.

MS. TIA HALL: Good afternoon, my name is Tia Hall and I
serve as Vice Chair of the Political Committee of the Durham
Committee on the Affairs of Black People, also known as The
Committee. I want to associate myself with my colleagues who
spoke this morning. The Durham Black community and its
citizenry are known for their commitment to education. Durham
Committee founder, Dr. James E. Shepard, opened the National
Religious Training School in Chautauqua for the Colored Race in
1910. The school later became North Carolina Central
University. The Committee understands the importance of cradle
to grave educational opportunities and has been engaged since
its founding in the promotion of Black academic excellence. My
testimony will focus on the concerns this merger raises for the
Committee related to education and the support of historically
Black colleges and universities, such as North Carolina Central
University. The committee is aware that BB&T has a leadership
institute whose mission is to expand the learning experiences of
the next generation. According to the website, BB&T partnered
with select state organizations, school districts and
educational institutions in the BB&T footprint to offer
leadership programs for college students and public school
principals. The Committee notes that not a single one of the
select educational institutions is an HBCU, and that over 3300
students were certified through this leadership program while
HBCU students were relegated to an online financial literacy
program in partnership with EVERFi. That's not good enough for
the students of North Carolina Central University. The
Committee is also aware the BB&T's leadership institute has a
program for public school principals. We wonder what type of
outreach is done to promote this program in local markets.
There have been numerous community events including those
sponsored by the Committee around ways to improve academic
excellence in Durham public schools, and I do not recall any
representatives from BB&T sharing this information with the
general public or with the local school board. The Committee
proposes that the merged institution commits to continuing the
leadership institute and to providing access to the leadership
institute to the North Carolina Central University student
leaders. Further, The Committee proposes that the merged
institution engage the Durham Public Schools by informing Durham's school board of its tuition-free program for local principals. The Committee proposes that the merged institution establish an endowment of one million dollars for North Carolina Central University School of Business. The Committee proposes the merged institution support adult literacy, workforce development, and soft skill development through Durham Technical Community College. The Committee is here to inform, to serve, and to protect the welfare and civil rights of Black citizenry of the city and county of Durham. Thank you again for the opportunity to appear today and to share with you the concerns of the members of the Durham Committee on the Affairs of Black People.

MR. PATRICK KIRBY: Good afternoon. My name is Patrick Kirby and I'm the Director of the Northern West Virginia Brownfields Assistance Center at West Virginia University. I'm here representing West Virginia University as one of 13 agencies and organizations in West Virginia that seeks to share concerns and propose actions that can mitigate the anticipated impacts that would ensure the adequate and necessary services continue to be provided in West Virginia if the merger -- when the merger happens. The potential for the merger to lead to
continued branch closures and increased prioritization of urban
investment strategies over rural services and support is a
critical concern of our organizations. As the flagship
University in West Virginia and a key technical assistance
provider to rural West Virginia communities we're aware of the
significant impacts a pending merger between BB&T and SunTrust
Banks is likely to have on banking services in our state. And I
would urge you to consider the critical role of banking services
to rural communities specifically throughout West Virginia.
Bank services and bank branches are essential to rural
communities as you've heard throughout the day. Our rural
communities face lower incomes and wealth, lower rates of
business startups and higher rate of unemployment than urban
areas, but they are a great place to visit so I don't want to
stick on the negative. Our concerns about this merger arise
from the unique relationship that both banks have with West
Virginia. For BB&T it's a financial institution that provides
critical leadership in the state and we're thankful for that,
and SunTrust is a bank that has recently completed a total
disinvestment from the state. So BB&T holds the largest market
share in the state of West Virginia, which is part of the
concern, with over 15% of the West Virginia market. That's 63
offices and more than 5 billion in deposits. Despite the growth
that they’ve seen in that market share, in recent years BB&T has
had to close branches in West Virginia from a high of 78
branches in 2013 and 2014, to consistent closing branches now
with 63 before the merger. So, for reference, West Virginia has
55 counties and 63 branches, so that's in a large area. While
we understand that branch closings can be part of normal
operations for financial institutions it's a move that has
additional implications in rural states like West Virginia, most
notably related to transportation access challenges that rural
communities being a significant distance from even large towns,
local bank branches are a critical mechanism to provide
necessary financial services to geographically remote
populations across the state. As was noted earlier by Jen
Giovanniti with the Benedum Foundation, who is one of the 13
organizations that we've talked with, Federal Reserve Chairman
Powell, she brought up had discussed the branch closure issues
back in February of 2019, and I'll just highlight that he
indicated the loss of the branch often meant more than the loss
of access to financial services, it also means the loss of
financial advice, local civic leadership, and an institution
that brought needed customers to nearby businesses.
Additionally and equally important, West Virginia has an aging demographic and lacks broadband infrastructure, limiting access to technology and online services that are becoming the norm in other parts of the country. Bank branches serve as critical resources when you have a population that is not able to easily or quickly adopt online banking practices.

I'd like to highlight access to credit and capital as well for small businesses, as indicated through research that they did, small business lending in Appalachia was 18% lower than lending nationally, and West Virginia is in the entire footprint of Appalachia the only state that is, and bank branches are important to lending because a higher number of bank branches has been statistically correlated to a higher number of loans being provided. The reality is that the Community Reinvestment Act obligations for large banks with regional and national presence can usually be met by making community investments and service commitments in nonrural service markets. This means that West Virginia may be overlooked in future CRA strategy and when our communities need and deserve both CRA community development, investment and banking services. The CRA strategy for large banks should not forget about rural communities but rather encourage banks and branches to seek more opportunities
in those underserved areas. We fear the inevitable decline in banking services in West Virginia because of the merger and expect that it will lead to a redirection in the focus of the CRA efforts into the southern geography of the current BB&T and SunTrust banking footprint. This change in CRA focus and the likely additional closing of branches will negatively impact those services. We urge the agencies to recognize existing networks of CDFIs that currently operate within West Virginia and are actively investing in housing, health, small business and entrepreneurship. Those entities are essential partners in continuing to leverage and accelerate the investments. So, looking to those groups as a dedicated partnership, that would be fantastic. Just in closing, unfortunately West Virginia is not being represented by community benefits agreements that are currently being negotiated, as we heard today, and in some cases almost finalized, so I would just ask that you look at the letter of concern that the 13 organizations submitted and they also have proposed solutions in that for the record. I appreciate the time today. Let's go Mountaineers.

MR. SEBASTIAN FECULAK: Thank you so much. My name is Sebastian Feculak, here on behalf of North Carolina AFL, CIO, representing over 14 million workers across the United States.
and over 130,000 members here in North Carolina. We are here also with some concern due to this merger between BB&T and SunTrust, both in terms of micro and macro economic impacts. We have a number of concerns that directly have to do actually with as this expansion would go forward it would create another so-called "too big to fail" bank. It is estimated that this will become the sixth largest bank in the nation and, with the looming concerns over the increased possibility of the recession that's coming up, we are concerned that this could lead to another situation like the financial crisis in 2007. If there is a possibility of another failure in some of the financial tools that are available, what will happen to many of our folks in the community? So, if such an entity was to fail again, the working class would more than likely be held accountable to try and bail out some of these banks but more than likely their own economic security would possibly suffer. Further, we have only seen how consumers and workers have been put under pressure and suffer under some of these poor policies of too-big-to-fail banks. Since 2017, the two banks have collectively authorized around 7 billion dollars in stock buy-backs in a currently probably irresponsible move to inflate its short-term market value, which only would enrich further the banking executives.
Nonetheless, as these buy-backs occur, the banks have continued
to put pressures on workers and consumers. A quote from
actually a SunTrust worker mentions, "managers really pushed me
to ignore it when consumers say no." Let's recall that these
were under the same sort of reckless conditions that banking
giants such as, unfortunately, Wells Fargo here in Charlotte
committed its own account fraud scandal which the Federal
Reserve had to move to restrict its own growth until the
problems were resolved. It extends from here a request on the
Richmond and National Federal Reserve to investigate the
possible consumer abuses before moving forward with any merger
discussions. Further, we cannot ignore the impact on the
workers themselves. One of the press releases on the merger
referenced means of the bank to increase profits would include
laying off possibly large swaths of workers. With the duty of
the Fed and its tools to assist our healthy growth of our
economy, we call for protections of these employees and workers.
The press release that I'm referencing stated things such as
"primary sources of cost savings will be in shared services and
retail banking." Such euphemisms are used for highlighting
closing call centers, savings and retail banking, possibly
closing branches. We have found that actually 700 of the 3100
branches are actually within two miles of each other which brings a concern that more than likely many of these branches would close and also become consolidated which may lead to a lot of our workers being laid off and also taking away the economic boom that it could provide, not just to urban areas but also to rural areas. Lastly, this is one of the largest such mergers since the financial crisis and this would be the largest bank which the FDIC would be the primary regulator over, and I do echo actually previous sentiments as we worked with U.S. Senator Sherrod Brown, that under these circumstances we ask the FDIC board would not move forward with this merger until the full board actually is operating without any vacancies as still one of the vice chair positions currently sits vacant. So, we again ask to refrain from moving forward with this merger and looking forward to hopefully having a fully staffed and operating FDIC regulating board. Finally, as a local of Charlotte for a number of years, we do see some concern with -- a lot has been discussed with corporate social responsibility issues and concerns and programs and we look very favorably towards a lot of those programs. We do have the highlight the unfortunate negative legacy of Charlotte that it has been following here with the upward mobility concerns that even though we have -- it
is a large banking center, we have yet to actually solve the
concern of the income inequality which has unfortunately
continued to actually increase. So, we remain apprehensive that
these issues within our community, both here locally and
nationally, can be solved and that we continue to have
discussions both in our community and nationally about how to
tackle these problems before we continue discussing these
mergers. Thank you.

MR. ADNAN ALGHITA: Good afternoon, my name is Adnan
Alghita. I represent myself here. I own the company as a
builder developer from day one, 1971, when I graduated from
Georgia Technology as a structural engineer, and here I don't
have anybody here including Mr. Roger, that I think when you
live -- I've been living in this country for 50 years. I eat
its food, I drink its water, and you owe it something. That's
the way I was raised. Especially the truth -- you owe the
truth. There is no substitute for the truth and North Carolina
did not invent the airplane without the truth. So, these are
serious, serious allegations I've got here. That's why I
address them to the Federal Reserve, to the Attorney General
Anti-trust Division, Federal Trade Commission and Mr. Kelly
King, the Chairman of BB&T which I know nothing about BB&T. I
lived all my 50 years, 30 years in Atlanta and about 20 years in Florida as a builder/developer and I'll try to be brief here. There are some serious allegations here and I'm liable for them. I told Mr. King, you ought to audit these allegations and if you find any inaccuracy in them, let me know, I am liable for them. The same thing I told the Justice Department, the same thing I told SunTrust. Mr. Rogers came to SunTrust as a chairman eight years ago. I'm talking about in the mid 80s where SunTrust, Robinson Humphries, were in coordination with Iraqi criminals ring, connected with Sadaam Hussein, taking the American program, food, Ariel for Food, sell the food, buy arms, send them to Sadaam. Then, you know, we had to go to get rid of Sadaam, 7000 Americans lost their lives. They lost their lives with bullets that went from here to Iraq. I don't want to really use emotions here. Please get serious. America can never be great again if the truth is missing. I repeat, America will never be great again if the truth is missing. You did not invent the airplane with lies. You invented the airplane with facts and accuracy. So, I'm going to go briefly about why I am hurting by SunTrust. SunTrust took my -- I applied for a loan to build projects in Florida, and it was like a 2.4 million dollar loan. They funded about a million and a half and they
say you're supposed to finish it in one year. One year has passed and you are only 60% complete. I said, it's true, you know the project is bigger and it is appraised, they're on appraisal. The land 1.7 million, the funding, the funding 1.5 million and 500,000 from me, from my company, invested in addition to the land free and clear. They took 3.5 million dollars and they sold it to a friend of theirs for $375,000 liquidation. Then they go turn around and they call the bad loans and they give the bad loans, this is in '09 when there was the backing crisis, and the American people have to buy those bad loans, they give a million and a half when they sold it for -- please, please, I beg you, investigate this, and I want, if they deny it, if there is any doubt about the truth, I will know how to document it. I know how to document it. Please, I beg you to investigate. Thank you.

MS. SIL GANZO: Good afternoon. My name is Sil Ganzo. I am here representing myself today. I am an advocate for the immigrant and refugee community. I work by the organization that provides after school and summer programs to newly arrived families providing English language classes. I thought long and hard about coming here today to talk with you about the merger. At the beginning I thought there was nothing for me to say, but
then the more I thought about it I realized that there's
something that you're responsible for that I need to ask you to
stop, which is the funding to private prisons. The mass
incarceration has been discussed this morning, I believe. And I
decided to come here. I don't have a script. I have tons of
data that I want to share with you. I want to give you an
example of what’s going on so you know where your money is going
when you give money to private prisons. I have a nephew. He is
19 years old. He was arrested -- he was one of the last people
arrested under 287-G here in the city because he was riding the
train without a ticket. He came to this country when he was two
years old. This happened last November. He is still in jail.
His charges have been dropped. There's no excuse. The Stewart
Detention Center in Georgia has many prisons in the country.
They are working to reach a quota that is inhumane and you are
partly responsible for it if you are funding it. When my nephew
was arrested, sent to Georgia, I started reading and educating
myself about the incarceration and private prisons in the United
States and I'm sure you all are aware of a lot of data out
there. There's a book that I'm reading that I will suggest to
you reading through. It's called Just Mercy by Brian Stevenson.
He is the one who said that the opposite of poverty is not
wealth, the opposite of poverty is justice.

There are two-thirds of all inmates in local jails are not even convicted and by law that means that they are presumably innocent. Two-thirds of the people in jail right now have not gone through a trial and they are still there, just like my nephew who wasn't even able to finish his [inaudible] degree. I want to urge you to redefine what your focus is. I wonder why you give money to private prisons. Is it because of crime? I also learned that from 1980 to 2009 the prison population in the U.S. climbed from 330,000 to 1.1 million. That's a 400 increase while the general population has increased 36%. Crime rates actually fell by 42%. So if you care about crime reduction I will see that funding being redirected to educational programs such as after school which are preventing [inaudible] crime. Recent tests found that between the hours of 3:00 to 6:00 is when children as young as ten years old experience alcohol, tobacco, drugs, sex, and criminal activity for the first time. I have seen what their mind is doing. I have seen the terror of the street. They're hunting us. They're hunting brown people just like me. They're hunting Black people. They're going to the neighborhoods where we live just to reach a quota, not even to rid the criminality or keep our community safe.
I don't have any more to say. I think just to get it out, I hope that you make the right thing because your children and grandchildren will know what you're doing. It's wrong. It's inhumane and I hope that you do the right thing. Thank you.

MS. JILL MONUM: Good afternoon, I'm Jill Monum, Senior Director of Corporate Partnerships at Grameen America. I am pleased to be here today on behalf of Grameen America, standing in support of SunTrust Bank and its merger with BB&T. Grameen America is a nonprofit microfinance organization empowering women who live in poverty to build small businesses to create better lives for themselves and their families. A national CDFI, Grameen America provides affordable capital, credit building, free savings accounts and financial education to enable program participants to boost their income, build assets into the mainstream financial system and create jobs in their communities. The fastest growing nonprofit microfinance organization in the U.S., Grameen has provided more than one billion dollars in small business loans and engaged more than 110,000 low income women in our program. These women have repaid their loans at a rate of 99% and are helping to transform the lives of their families and their communities. Grameen America uses the group lending model developed and successfully
refined over 30 years by Nobel Peace Prize recipient, Muhammad Yunus and the Grameen Bank in Bangladesh in which members encourage, support, and learn from each other. The group model is the cornerstone of Grameen America's approach to microfinance. It sets us apart from other CDFIs and drives our success. Its atypical underwriting makes it affordable and efficient to disperse large numbers of small loans, our maximum first-time loan is $2000, our average loan size nationally is about $3200, and allows us to reach the most vulnerable populations with reasonable access to financial services. We are in 14 cities across the U.S. including here in Charlotte.

SunTrust has been a valuable partner for Grameen America since 2016. A true partner, they listen to our needs and work with us to ensure our success. A leader in community reinvestment and a champion of financial well-being for all, the SunTrust Foundation has contributed a quarter of a million dollars in grant funding and SunTrust bank has provided 1.5 million in loans towards Grameen America's microlending branch here in Charlotte. Additionally, an important pillar of our program is asset building, through which we help members open no-fee, no minimum balance, personal savings accounts with partner banks to foster the habit of saving. SunTrust is our
asset building partner at one of our newest branches in Miami, offering members the possibility to invest in their futures. SunTrust's partnership and generosity have created a notable positive impact on communities in Charlotte and Miami. Since opening in December 2012, the Grameen America program in Charlotte has served over 7800 women entrepreneurs through over 30,000 loans totaling 83 million dollars. This includes nearly two thousand new low income women entrepreneurs in Charlotte over the past two years with support from SunTrust and providing them with not only microloans but financial education to support their overall financial health. And in just one year in partnership in Miami we have helped 438 low income women in Miami open and contribute to SunTrust savings accounts.

In my career, I've been at the intersection of nonprofits and corporations for over ten years, both on the corporate and on the nonprofit side. It's my firm belief that issues and problems of our society and communities that we face will not be solved by one single sector solutions. It take partnerships such as the multifaceted partnership we have created with SunTrust to create real change and community impact. Today, one in eight women live in poverty and more than half of low income children live in female headed households. Leveraging our
strengths and competencies we can create impact. I have seen personally that SunTrust has demonstrated its commitment to communities starting at the top of its leadership. We look forward to continued and expanded partnership with SunTrust Bank and BB&T after the merger to further improve the financial well being and economic status of those living in communities in which the banks operate. For this reason and others, Grameen America fully supports both institutions during this intended merger. I extend my appreciation to the Federal Reserve Bank of Richmond and its Charlotte branch for the opportunity to express my opinion on behalf of Grameen America. Thank you.

MR. THOMAS JACKSON: Good afternoon. My name is Tom Jackson and I am the Senior Director and Manager of Training for The National Development Council. We're on the agenda under our legal name, the National Counsel for Community Development but we've been doing business as the National Development Council for all but a few months of our 50 years as a national nonprofit working in the community development sphere. I have a brief statement to read on behalf of our president and CEO, Dan Marsh, regarding the merger, and I'll just go ahead and jump in. BB&T and SunTrust have been immensely important partners for the National Development Council for more than 20 years. During
this period, BB&T and SunTrust have both invested in the National Development Council's training, technical assistance and financing tools to further our nonprofit mission to increase the flow of capital to low and moderate income individuals and communities. It's not an overstatement to say that without BB&T and SunTrust's financial support, many economically disadvantaged communities in their respective assessment areas would have been underserved or unserved, both lacking in community development financing tools and capacity building training. During the many years that we worked with both institutions they have supported our efforts through grants, loans and investments with a brief summary of those investments being over the last ten years they've provided grants totaling over 2.3 million to sponsor NDC training, to build the capacity of community development corporations and provide them and their development partners with the tools needed to revitalize low and moderate income communities. BB&T has been an especially strong partner with NDC in supporting capacity building training and development finance to improve the success of nonprofits working to provide affordable housing, small business startup support and financing, small business expansion services and financing, community facility financing and other essential social
infrastructure. The classes that the banks have supported over this period have trained over 3000 participants, again primarily CDFIs, CDCs working in low and moderate income communities, and their development partners from local government foundations and other groups that are supportive of necessary development in low and moderate income communities.

Both institutions are investors in various NDC sponsored low income housing tax credit funds, were a relatively small syndicator of equity through these funds, combined they provided over 74 million in equity investments that support our efforts to fund affordable housing for families, seniors, formerly homeless individuals and other special needs populations including very hard to find investors for assisted living facilities, especially small assisted living facilities often in rural or exurban areas in their banking footprint. These funds that they've invested in all together have allowed NDC to support the development, both through financing, technical assistance and long term asset management of just over 10,000 affordable housing units. Through their partnership utilizing NDC's new market tax credit allocations from the CDFI fund of the U.S. Treasury, they've invested a combined 27.7 million over the past 13 years. These investments bring capital to
distressed communities across their footprint, delivering much
needed employment opportunities and expanded services to low and
moderate income communities. Again, some of these investments
have been especially creative and recognized by the CDFI fund,
the Severn Peanut Factory facility here in the state of North
Carolina was exactly the type of investment that Congress
envisioned with the new markets tax credit program and that was
a SunTrust investment that provided jobs in very low income,
rural county that far exceeded the average pay and availability
of jobs in that particular area.

Based on the long term relationship we've developed with
both BB&T and SunTrust, NDC looks forward to working with the
merged bank to continue to serve low and moderate income
communities. Again, thank you for this opportunity to address
the joint committee and I'll answer any questions you have
regarding this testimony.

MS. BARBARA GOLDBERG GOLDMAN: Thank you very much. I'm
Barbara Goldberg Goldman and I co-chair and founded the
Affordable Housing Conference of Montgomery County. It is
indeed a pleasure to get out of Washington and also to come
before you and express our support for the bank merger. The
Affordable Housing Conference of Montgomery County will focus on
the long and productive relationship with SunTrust and the 
Conference and the vital role that SunTrust plays in helping our 
organization promote the creation, preservation, and improvement 
of affordable housing in our own community and region. The 
Affordable Housing Conference is a bipartisan 
501(c)(3) charitable organization with well over 6500 members 
alone just in our region. We believe that decent, safe and 
avordable housing is a right and not a privilege for every 
American. For nearly 30 years, we a nonprofit, nonpartisan 
organization, have tackled challenges and impacts of affordable 
housing policies and programs at the local, regional, state and 
national levels. We form coalitions of people from all walks of 
life and all sectors of public and private enterprise to 
identify and address issues including: Workforce housing, mixed 
use and mixed income development, inclusionary zoning, rental 
housing, home ownership creation and preservation, fair lending, 
public/private partnerships and housing for all community 
members including those of our most vulnerable populations. We 
shine a light on the housing challenges and provide a voice for 
the underserved. The Affordable Housing Conference of 
Montgomery County is a best practices model that was replicated 
by housing groups across the region and even in 2004, then
government Robert Erlich, created the Maryland Governor's Housing Conference and it still exists today. We have been asked to provide technical assistance to other locales, looking to duplicate our model. We're often called upon to provide advice, insight and technical assistance to law and policy makers from across the region. We provide advocacy and testimony at local, state, and national levels. Montgomery County, as well as the state of Maryland, has had multiple administrations and elected officials throughout the 29 year history of the Affordable Housing Conference, yet throughout our transitions we've remained the trusted voice for progressive, affordable housing policies. Our honorary chairs, who always attend all of our events, include former Senator Paul Sarbanes, Senator Ben Cardin, Senator Chris Van Hollen, Congressman Jamie Raskin, and Congressman David Trone. Our annual Affordable Housing Summit has been held for 29 consecutive years, we attract hundreds from all across the region and, really, the country to hear from renowned and prominent housing and economic experts and the latest and most important issues we face. We highlight excellence in community service, public service and building. Our AIA sanctioned architectural excellence awards give recognition to excellence in the design and renovation of
affordable buildings and attract architect and design students from across the region. Our panel discussions feature the most important topics of the moment; for example, opportunity zones, senior and millennial housing, housing discrimination faced by minority groups including LGBTQ and disability communities, and preserving existing affordable housing as part of our upcoming Summit this May 17th, and I happened to bring with me many invitations for anybody who might be interested, we'd love to have you. We have brought housing leaders and health providers to explore ways to connect housing and public health initiatives. This past winter we explored the barriers faced by millennials looking to become renters and homeowners and we identify opportunities to promote and expand opportunities for them. SunTrust Mortgage Senior Vice President of the greater Washington Maryland Division Manager, J.C. Sterling, was an invaluable asset as he discussed mortgage and credit challenges. And just a few weeks ago our Bricks, or Bureaucracy Roundtable, discussed the cost of hard and soft regulatory barriers that limit the production for the badly needed affordable housing. Steve Smith, Senior Vice President at SunTrust Community Capital provided expert moderation as well as insightful insights on financing, housing affordability, and construction, and he will
be returning on May 17th. I want to point out that under the
great leadership of board member Muriel Garr, we have held
financial literacy workshops, our Break the Barrier to Home
Ownership closing cost assistance, provided grants to enable
essay contest winners to purchase their first time home. From
decorated military service members to immigrants fleeing the
terror in their homelands, this initiative has helped families
secure their dream of owning a home in our community. To date
we have given away $300,000 to 38 families who are now part of
our extended affordable housing family.

MR. JONATHAN MILLER: Can you wrap up, please?

MS. BARBARA GOLDBERG GOLDMAN: Yes, so I want to point out
that SunTrust for the last 20 years has been an invaluable
partner to the Affordable Housing Conference and we value Muriel
Garr, the SunTrust representative on our board. Without her,
I'm not sure how we could continue to be quite frank. Thank
you.

MR. JONATHAN MILLER: Any questions anybody? (No
response).

MR. BRENT JONAS: Thank you for the opportunity to speak
this afternoon on behalf of my President and CEO, David Gann,
who was unable to attend today. My name is Brent Jonas. I am
the Director of Stakeholder Relations for the Charleston Regional Development Alliance in Charleston, South Carolina. The Charleston Regional Development Alliance is a 25-year-old public/private partnership. We are a 501(c)(6) that was formed after the closure of our naval base in the early 90s to promote economic development in the region. Our three-county region has grown, prospered and developed mightily under the different changes that have come about, be it the naval base closure, through different political tides, through different hurricanes and natural disasters, things that have hit our market, but now we are a vibrant market of over three quarters of a million people globally connected through trade, technology and travel and locally engaged to craft a legacy for the future. We represent almost 800,000 people in the counties of Charleston, Berkley and Dorchester, South Carolina. We represent 90 miles of coastline and 50 miles inland to I-95. We are an organization of 14 employees with 3.8 million dollar budget of which 52% is private sector investment. It's why I sit before you today as both SunTrust and BB&T have been long time supporters of our organization and my role as Director of Stakeholder Relations, it is my job to go out into the market and work with our companies both on the private sector and our
three-county and local municipal governments to encourage support for our organization. The support that is given to us is not only in the form of financial assistance, which provides the jet fuel for us to do what we do, but more importantly the leadership that both SunTrust and BB&T have provided, the leadership that our market needs by providing and allowing their local head of market to sit on our board of directors over the years and they have done an admirable job in setting the table for companies such as Volvo, Boeing, Mercedes Benz, Vans, Google, and many, many others to come into our market. In fact, our market over the last eight years has been one of the fastest growing in the United States of America. We are the 76th largest MSA in the country, yet we've created jobs at a level that is 16th fastest in the country. So, we believe that over that period we've been very successful and that is based in part on the leadership of folks that help us such as Mark Lattanzio from SunTrust who is our local representative and David Hamilton who is our local representative from BB&T, both of whom have done a wonderful job in supporting our efforts. We are thrilled to have the opportunity to support this merger and we look forward to their continued support in the future as a new entity and we will look forward to the results in the coming months, so
we appreciate the opportunity to appear before you today and
wholeheartedly support the merger. Thank you.

MS. ANITA WARD: Good afternoon everybody. And again, like everybody else, I want to thank you for hosting this convening. My name is Anita Ward. I'm President of Operation Hope and I am here today on behalf of my organization and the 3.2 million clients from LMI communities whose lives we've impacted for 27 years. Operation Hope is a 501(c)(3) nonprofit dedicated to economic inclusion and community uplift, mostly through financial literacy, home ownership, small business development and economic recovery. Since 1992, Operation Hope has served urban and rural communities by providing programs supporting financial literacy, empowerment, and most importantly financial dignity. In 2018 alone, in LMI communities, we provided 130,000 financial well-being coaching sessions, facilitated 150 million dollars in mortgage loans, launched 6000 small businesses and assisted 11,000 individuals who were impacted by natural disasters. I'm here today to actually express my support and the support of the organization for the merger between SunTrust and BB&T. Both of these institutions have been strong, strong supporters of Operation Hope programming in underserved communities and both of these banks
and their leaders understand and embrace the needs of the unbanked, the underbanked and the invisible individuals in communities themselves.

At the core of our programming and core of Operation Hope programming is financial empowerment and we deliver that through a Hope Inside model. The Hope Inside model provides financial well-being coaching, counseling and education through a certified coach. Because of the bank's support we are able to offer that free of charge to anyone in the community. Both BB&T and SunTrust have embraced this Hope Inside model and they've provided financial support, volunteer hours and even space inside of their branches and community locations in their footprints themselves for the delivery of our services. Each bank also supports Operation Hope so we can assist underserved communities outside of their geographies. These banks and their leaders are committed to helping people no matter where they live and where they're located. They've even funded the development of a digital platform that we can send out to anybody, anywhere, anytime to build a small business. So, it's ubiquitous, and their support, in fact, is ubiquitous. SunTrust has supported Operation Hope since 2007. That year together we launched a youth financial literacy program called Banking on
Our Future for underserved youth in Atlanta.

Since then, Operation Hope and SunTrust opened the first Hope Inside location for adults at Ebenezer Community Center in Atlanta to provide credit and money management skills, home ownership education and small business development in an underserved Atlanta community. We now have opened 18 SunTrust Hope Inside locations supporting 176 communities and nearly 40,000 individuals. In 2019, we'll open an additional four locations with an ultimate goal of assisting 200 underserved communities. Not only are we focused on the communities but SunTrust additionally supported the dedicated Hope Inside for Atlanta Public Schools to help provide financial well-being and counseling to teachers and bus drivers and maintenance workers and administrators as well as a dedicated Hope Inside for the Atlanta Police Department. So, the support goes far beyond underserved communities but also provides services to our unsung heroes.

BB&T has supported Operation Hope since 2010, when together we recognized the need for financial literacy to educate and inspire urban underserved youth. Their bankers volunteered and joined forces with Hope to deliver education and mentorship and since then we've expanded the youth programming...
at other BB&T locations. BB&T and Operation Hope also opened Hope Inside locations for adults recognizing that poverty is a generational problem and we are now located together in Houston, Atlanta, Columbia and Baltimore and on the heels of devastating disasters in 2017 one call to Sharon Jeffries Jones helped BB&T recognize that underserved communities are disproportionately affected when it comes to a natural disaster and immediately we opened locations in Houston. And the best part of this, at least for me, is that when the waters receded and the TV cameras went on to the next sensational thing, BB&T continued its support and we're still in those communities recognizing that economic recovery just takes a bit of time.

I have an Italian mother who always told me to do the right thing when nobody was looking and so I feel like these two banks have an Italian mother, because they are leaders and these banks just do the right thing when nobody is looking, so I feel very strongly that this message gets out. Our impact numbers really do speak for themselves. With the bank's supporting we've grown 500% in the last three years and we have now been focusing on uplifting both rural and urban communities. We serve about 2500 LMI communities through 135 locations and BB&T and SunTrust have provided significant funding to support our
efforts and the needs of these underserved communities. Most importantly, our Hope Inside clients who, as they get this financial well-being support, are moving their credit scores by about 43 points in five and a quarter months. Now, what happens with that, and the importance of that, is that with that improvement there is access to credit and we're dis-intermediating lenders and alternative financial services, so we strongly support the merger between these two organizations and we're grateful for their support.

MS. TWANA WELLMAN ROEBUCK: Good afternoon, I'm Twana Wellman Roebuck, Executive Director of Experiment in Self Reliance and I'm so pleased to be here today to lend my support for SunTrust Bank as well as BB&T. I'm excited to be here today to share with you some of the vision in regards to Experiment in Self Reliance. I also want to highlight the importance of volunteerism from both of those banks. First of all Experiment in Self Reliance is an organization that was started in 1964 across the country and in North Carolina we're known as a community action agency. The mission of Experiment in Self Reliance is to empower social and economic self reliance for the working, low-income and homeless. One might think, "well, how in the world do you do that?" Well, we do that in a variety of
ways. I know all day today we've talked about the importance of
economic literacy and financial stability, and one of those
things that we do both with BB&T and SunTrust is to talk about
not only budgeting but what does it mean for a family to budget?

So, in our programs we launch budgeting programs as part of our
IDA -- IDA stands for Individual Development Account, wherein we
work in concert with Habitat and many other agencies to help
people become first-time homeowners. The greatness around the
IDA program is more than specific, it deals with generational
poverty and encouraging the head of the household to become a
homeowner but also passing down that knowledge to the children
within the household. We also have a wonderful program called
Self Sufficiency. There is a great book that talks about self
sufficiency and self reliance. What does that really, really
mean? Well, it really means that we need each other and through
education and certainly perhaps getting a trade skill or
education that will help empower the family over the long haul,
really, really helps a person and a family to sustain itself.

We also have housing services. Now housing services, what in
the world is housing services? At our place, we're dealing
specifically with the homeless, chronically homeless and those
that have been homeless a long time. Now, amongst us, when we
1 think about chronically homeless, actually it's that uncle that
comes and stays on your couch from time to time -- we all might
have one of those. Well, we're the ones that would help those
individuals find hope around homelessness and become permanently
home. When we worked with BB&T, BB&T helped us launch an effort
called the Ten Year Plan to End Homelessness. Chris Henson was
very active in our community. We went to Atlanta to look at the
wonderful program that's there in the Atlanta area in terms of
addressing issues associated with homelessness. So, that's just
one great example. Let's talk about the intellectual capital.
When you think about intellectual capital, really it's
volunteerism. So, we think about volunteerism, both SunTrust
and BB&T have helped our community through volunteerism, both
being engaged in our United Way campaign and a variety of other
things that happen. In our community, ESR last year did 4500
free taxes. Did you all hear the word about "free?" Well, free
with SunTrust and BB&T, they help us through providing
volunteers to help us prepare the taxes. Now, guys, I'm a
former school teacher, so I'm going to leave you with three
points in my closing. Three points that I want you to write and
make a note about. First of all, I talked about the
philanthropic giving that makes a difference in the dollars that
are given to agencies, both United Way funded and federally funded, and a number of agencies in Winston, Salem and throughout the community wherein those philanthropic dollars make a difference in our organization. The second point I want you to remember is the intellectual capital known as volunteerism. We could not exist without the volunteer leadership that's provided to us and with us from both SunTrust Bank as well as BB&T. You know, it's folk that keep the things going in our community and that's what's important, with us walking hand in hand and making a difference out in the community, as well as the wonderful leadership and the pride that we have from BB&T and SunTrust. So, if nothing else, let us remember the intellectual capital that's given to us each and every day from volunteers that make a difference in our organization. Now, the final, third point, deals specifically with economic development. We find that both of these banks are very strong in aiding the community in developing economics as it relates to small businesses as well as empowering our residents to understand the importance of not only money management, but establishing those businesses that really keep our small towns and our rural areas going. So, on behalf of all of the people that are benefitting from SunTrust and BB&T I want
to personally pause to thank you. I want to thank you for your
efforts. I want to thank those on this committee that are
making a fantastic and phenomenal decision to keep these people
going. Thank you very much and thank you for allowing me to be
here.

MR. GILBERT BLAND: I think I was told that because I'm
the last speaker there is no five minute limit.

MR. JONATHAN MILLER: That might be true, but you're not
the last speaker.

MR. GILBERT BLAND: Thank you for the opportunity to
comment regarding the proposed merger between SunTrust and BB&T.
I want to speak today and share my experiences with SunTrust in
particular and express our support for the merger. My name is
Gil Bland and I'm a CEO and entrepreneur and employer for the
past 35 years. I've owned over 70 restaurants, employed over
2000 people. I began my career as a commercial lender with
Continental Bank in Chicago, which was once the sixth largest
bank in the country. I would also be considered a civic leader
locally in Hampton Roads and statewide through Virginia. I only
share this background because I believe it provides context and
hopefully some credibility to my comments. I do understand
community engagement and today my comments will largely be
focused on the African-American community and the need for further community engagement. For the past 18 months, I have served as a volunteer CEO of the Urban League of Hampton Roads. We are the oldest civil rights organization in America. For 100 years the National Urban League and for over 40 years a local affiliate has served our communities of African-American citizens with a focus on four pillars: Education, workforce, financial literacy, housing and healthcare. I also serve on many of the boards of significant nonprofits in our area and my role as a board member of the Hampton Roads Community Foundation and with Centerra Hospital, which is one of the larger hospital organizations in the country, I've watched the continued support of SunTrust with the nonprofits in our region and our mission, both with volunteers and with funds. Similarly, SunTrust has been a valued partner with Centerra, the 30th largest health organization in the country, as we try to invest in efforts that promote community wellness. It's critical because clinical intervention only accounts for 20% of the length and quality of life. Community factors such as crime, stress, housing and transportation matter much more. The zip code by far is the most significant determinate in the length of life and quality of life.
The Urban League of Hampton Roads is entirely dedicated to servicing the needs of the African-American citizens of our region. Hampton Roads, where we are located, has 1.8 million residents and is the second largest metropolitan region of Virginia. Virginia is also the home to the ninth largest concentration of African-American residents in the nation and Hampton Roads, our region, is home to the 13th largest African-American population in America and we represent 33% of the population. However, we have a variety of social ills relative to dropout rates, evictions, recidivism, incarceration, health issues and in several of these metrics we are among the worst in the nation. It is imperative for my fellow African-American citizens to continue to benefit from the support of nonprofit service agencies and the African-American churches. Our churches and nonprofit organizations can only be assured to continue to exist with the help of community partners -- community partners that are willing to invest with capacity building grants. A valued partner for years in this effort has been SunTrust. In particular, I know Charity Baldwin, the CEO of the local SunTrust operation and Mark Johnson, the social responsibility representative, both care and invest time and resources. For the past year before the announcement of this
potential merger Charity and Mark have worked with the Urban
League to bring a national financial literacy program sponsored
by LISC, who spoke this morning, into our area. I am involved
in numerous conversations with regional leaders as the city of
Norfolk embarks upon the demolition of 200 acres of public
housing and the displacement of thousands of residents in the
project that's known as the Saint Paul Quadrant. These Saint
Paul residents are poor, with 47% unemployment rate, the great
depression only had 24%. Further, their neighborhood has 10% of
its residents incarcerated which is top ten in the nation, and
clearly these residents are among our most vulnerable members of
society. To punctuate my point, the neighborhood has the 15th
lowest life expectancy in the country. The relocation and
development of these residences will be monumental and SunTrust
president, Charity, has been fully engaged in assisting.
Charity has earned the confidence of my fellow community leaders
with her active participation and the bank's investment.

One final thought. I have been impressed with the support
of SunTrust with minority-led nonprofits. These agencies,
nonprofits, and African-American charities seldom qualify for
foundation support or bank financing because of their small
size. Yet, these nonprofits in our African-American churches
are there every day in their communities attempting to make a
difference. Again, SunTrust has been supportive and they've
pledged to us continued greater support with a new and bigger
bank. I'll just have one final comment and I think I would be
remiss if I did not share my opinion. I've been an employer of
low wage employees, and I see my employees don't have bank
relationships or checking accounts and accordingly are prey to
predatory lenders. We are hopeful that this new bank, as well
as others, will seek alternatives for low wage employees to
avoid these predators and allow them to gain access to
traditional bank practices. Thank you.

MS. ALICE LEE: Good afternoon, my name is Alice Lee and
I'm Vice President of EVERFI. EVERFI is an education technology
company that brings digital courses to schools across the
nation. They all focus on the essential life skills our
students need. EVERFI partners with organizations to fund the
costs of the program so that schools and districts do not have
to pay a dime for this education. For the last nine years, BB&T
has partnered with EVERFI to bring a financial education program
to high school students across BB&T's 15-state footprint
including Washington, D.C. Since 2010, the BB&T financial
foundation's program has grown from sponsoring 35 schools in
North Carolina to reach more than 830,000 students from 1480 high schools today. While service communities where over 50% of students are enrolled in the free and reduced program, it is a priority and BB&T focuses on reaching all students from low to high income communities in both public and private schools. The financial foundation's program focuses on all the financial skills our students need, from investing to financing higher education, savings, banking, taxes, insurance, all of these topics. As a former elementary and middle school teacher, like you said, it's so important that our students need this. In the 2017-18 school year, students showed significant gains in both saving and financing higher education where they failed at the start of the program and finished the lessons with a B average. And in regards to what the students think, one student shared:

"I'm not sure how much actual money I'll be making in the future, but because of BB&T I know I will be financially stable because I'll know what to do with my money and how to make smart financial choices. The knowledge I have gained through this course is indispensable." The BB&T financial foundation's program has grown each year impacting more schools and more students. In 2018 BB&T yet again committed to expand the program to reach 1800 high schools by 2022 throughout their
footprint with major growth in Texas, Florida and Pennsylvania.
BB&T's program goes well beyond the digital course. BB&T associates bring the course to life for students, volunteering in over 500 classrooms over the last four years to reinforce the topics the students have learned. In addition to sponsoring the program for schools, financial education has also been offered at no cost to students in colleges and universities, primarily, historically Black colleges and universities, throughout the footprint as well as adult learners needing Just in Time education in financial topics. BB&T has a deep commitment to the communities they serve and people they serve and EVERFI believes strongly that this commitment will continue to develop and deepen with the SunTrust merger. Thank you.

MS. SUZANNE KILLIAN: Could we have the following people come to the table, please? John McMahon John Gray, Michael Marsicano, Ivory Johnson and William Council. Thank you for coming.

MR. JOHN McMATHON: Thank you for the opportunity to talk to you guys today. My name is John McMahon and I am Chairman Emeritus of Miller and Long Construction Company. We're a concrete construction company. We build structures. You can right over here to see Panther's Stadium and that's one of the
structures that I built. If you land at Reagan Airport you're walking on my concrete. In the process, my company, and my term as chairman and president of the company, we've built over 500 million square feet of structure consisting of about 1300 highrise buildings. Right now we have 19 under construction. Some of them are thirty-story buildings. I've got 12 in the pipeline. Why am I telling you this? Because I was a walk-on laborer in 1963, and because in my high school they had vocational training, along with regular academics, I was exposed to metal shop, wood shop, mechanical drawing, all the trades that had life skills and high schools had that at the time. I wasn't a good student but I aced trigonometry and I remember every one of my shop teachers. So, in '63 I walked on a job site in downtown, big hole in the ground, noise, had no idea what's going on. Two months later I was the chief engineer on the job, taking the top [inaudible]. So, I said: "wow, if this is an industry that advances you this quick, this is where I've gotta be." By the time I was president of the company and we doubled the business every year for ten years and became the largest concrete construction company in the nation.

In my career, we were always harassed by the city council for not hiring D.C. residents. Why was that? And I always
went back and: "You've got to produce employable people." What we found out is 40 years ago they abandoned all vocation training in the school system. They're concentrating on only academics and I would urge you to buy a book called The Once and Future Worker by Orin Cash, and in chapter 6 he explains that because of this trend toward academics only, only about 15 to 20% of the students are served by that and even if they get good enough grades to get into college they can't afford it. The other 80% of the students traditionally would go into trades or work in trades and then go to college and so on. By the time they're in 8th or 9th grade they're bored. The rubber met the road for me. We had a young African-American, a nice young man, had a high school diploma from the D.C. public schools system. We put him in an apprenticeship program and they found him in the closet desperately trying to read the material. We found out that he could neither read nor write. Checking a little farther we found out he was legally blind. I thought, this and the council is blaming the contractors for not hiring people. That's when I got a group of business people and we founded the D.C. Students Construction Trades Foundation. The 12 founding members, all the top developers, general contractors, specialty contractors, and some advisors, they're still -- not one of them
turned me down. They all recognized instantly that this had a very important mission and they've been with me for 15 years and we have 12 founding members and 17 people have joined an executive council supporting this effort, and we still have a long way to go. Well, where is the achilles heel in the system? The achilles heel in the system is the lack of vocational training. When we took this program to the school board in Washington, first of all I got in a tussle in the hallway because the guy in Ward 8 didn't want me in there, and then we sat and waited to testify but they went all the way, after we testified, the school board went all the way around, morphed into why this wouldn't work --

MR. JONATHAN MILLER: If you could wrap up please?

MR. JOHN MCMAHON: Yes, I will. A 17-year-old kid got up and said "we just talked for 45 minutes about truancy, and maybe if we made school more interesting we wouldn't be talking about truancy." I said we're doing this, we've been doing this for 14 years, I need the help from the Federal and the banking industry. We have to change the high school policy because the decay in these communities is because the school is not interesting. They quit in 8th grade. We just took in a group of 9th graders that have a reading skill of first grade but
they're expected to make performance standards. It just can't happen. We need your help. Thank you.

MR. JOHN GRAY: Thank you for giving me the opportunity to speak on behalf of this merger and in support of the merger between SunTrust and BB&T. My name is John Gray and I serve with the local ministry in Norfolk, Virginia, called the Union Mission Ministries. It's been around since 1892 and it does many of the things that you've heard from these other fine organizations throughout the day to serve some of the most vulnerable, most needy in our community. The Mission's been around since 1892 and it has had lots of moves and things and lots of changes as we've gone through the time, but what I have seen is what doesn't change is that people need hope and we provide that through some of the programs that we do there and some of the practical things but also just expressing very practically the love of God and the promise and the power of Jesus Christ. And so it's a very gratifying work for me to be a part of for these last 28 years and then to see who would be drawn to something like this, and you'd have to have been through some of these public meetings when you're trying to move a homeless shelter that serves 400 men, women and children each night, to say that they love you, they love what you do, but
could you do it somewhere else? And we've gone through that a number of times but what really stands out for me, and I'll get right to it, with SunTrust and with BB&T, is, I think about their consistency in support. When they began to support us is when we began to need to move again. The city was making way for progress and we stood in the way of that progress and so I think about a bank like SunTrust and their public stature standing with a homeless shelter, a homeless provider, but they did and they have continued and I appreciate that consistent support that they have provided for us and, you know, the folks mentioned Charity and Mark have been great to work with in leading us along the way, but I think about their consistent support in standing with us, but then I also think about their critical support and here it is: When it's time to move a shelter like this, and it doesn't really matter what city, it's a challenge and really the scope and size of it doesn't really matter either, but I think about the timing of that and them standing with us through that. We're a small organization, comparatively speaking, but we're completely privately funded. We're funded by the goodwill and the generosity of people in the community and throughout. And again we serve the Hampton Roads community, the state, and even those outside of the Commonwealth
of Virginia, but to see them stand with us through all of that, and then, you know, I'm in the business of sharing what we do and talking about those things, but I can't help but think that some of the purest of charity, and this is what really gets to the heart of the story of the good Samaritan, is when you give to someone or you help someone who in no way can repay you, who cannot respond in kind, and so I'm thankful for great partners and great community partner and stakeholders like SunTrust and BB&T. Thank you for your time.

MR. MICHAEL MARSICANO: Good afternoon, my name is Michael Marsicano, and I am here today representing Foundation for the Carolinas. I am speaking in support of the SunTrust and BB&T merger application with great enthusiasm. As President of the foundation, I can attest to our longstanding relationship with BB&T and to our philanthropic partnership with SunTrust. Both banks have proven their charitable commitment to our community and to our region through their generosity, support and partnership over the years. The Foundation for the Carolinas is the sixth largest community foundation in the United States with assets in excess of 2.5 billion dollars. With more than 2800 different fund holders the foundation serves donors in a broad range of charitable purposes in a 13 county region in both North
and South Carolina. We've been doing that since '58. For more than 25 years the foundation has been a client of BB&T and they have given us superior service. We are currently expanding our headquarters facility with the renovation of an historic theater in uptown Charlotte. BB&T has not only been supportive of the project with philanthropic giving, they've also offered to help us with a bridge loan for the construction. SunTrust is well known in philanthropic circles in our community through the work of its SunTrust Foundation. Our organizations have shared interest in supporting charities such as the United Way and local groups like Classroom Central which works to equip students in need with free classroom supplies. Multiple fund holders of the foundation and the SunTrust foundation itself, are enthusiastic supporters of this initiative amongst others. The civic commitment toward our citizens and neighbors by BB&T and SunTrust was particularly evident in their recent combined 30 million dollar commitment announcement to affordable housing. Last year the foundation I direct launched a multimillion dollar campaign to raise funds from the private sector with the goal of increasing access to affordable housing. This is a dire need in Mecklenburg County as nearly half our residents are cost burdened and we face a deficit of more than 30,000 affordable
housing units. When asked to help support the campaign, the
banks not only agreed to a combined 10 million dollar gift to
the Charlotte Housing Opportunity Investment Fund we created but
they also offered 20 million dollars on top of that in
additional support. I can honestly say it was one of the few
times in my career that I have been offered more than I asked
for. Now, I have been raising funds for over 30 years and
nobody gives you more than you have asked for. So, the
generosity of these two financial enterprises cannot be
overstated. This civic commitment starts at the top. CEOs
Kelly King and Bill Rogers are corporate leaders and innovative
thinkers with proven track records of success in the financial
field but they've shown they place just as high a value on
charitable, good, philanthropic giving and civic involvement.
The Foundation for the Carolinas is focused on improving upward
mobility, education and affordable housing among other
initiatives. BB&T and SunTrust have proven to be eager partners
in these endeavors. Give both organizations' philanthropic
spirit, enthusiasm for the community, and generosity toward
causes that matter, this merger would be a clear benefit to
Charlotte, Mecklenburg and the Carolinas that I'm committed to
in my profession. BB&T and SunTrust have shown that they
1 support our foundation's mission and this community and we 
2 enthusiastically support this merger application and thank you 
3 for the time and attention enabling me to say so. 

MR. IVORY JOHNSON: Like those who have spoken before me, 
1 I'd like to express my thanks and gratitude for allowing me to 
2 support the merger between BB&T and SunTrust. My name is Ivory 
3 Johnson. I'm the immediate past president of the 100 Black Men 
4 of Greater Washington D.C. serving as President for three years, 
5 Treasurer for two years before that, and working directly with 
6 Muriel Garr at SunTrust Bank. As many of you know, the 100 
7 Black Men is an all volunteer nonprofit 501(c)(3) organization 
8 whose purpose is to mentor young men of color, young men and 
9 women of color, especially those who are trying to get over 
10 anything low enough to hurdle and worth getting over on. We've 
11 been in existence on a national level for over 50 years. The 
12 Washington D.C. chapter has been in existence for going on 25 
13 years. The role that SunTrust and Muriel Garr has played in 
14 helping the 100 Black Men of D.C. fulfill its mission of 
15 stabilizing the community, has been invaluable as we implement 
16 our financial literacy program and our STEM the 100 Way program, 
17 particularly in downtrodden neighborhoods, suffice it to say 
18 that the bank has to fulfill Community Reinvestment Act
obligations and I like to think that we've been an integral partner in that regard as well, helping them meet that responsibility by going in some of the neighborhoods in D.C., particularly Ward 7 and Ward 8 in Washington, D.C. This is the type of place where the predominant business model is pharmaceutical in nature where a disproportionate number of citizens have some experience with the criminal justice system. This might strike you as odd and it's even improbable to suggest that 90% of the students in these neighborhoods are not proficient in English and math until you look back and know that until the mid 2000s these kids didn't get textbooks. Instead they got xeroxed pieces of paper that masqueraded as a textbook. If they were lucky, they split one textbook, one getting it Monday, Wednesday and Friday and the other kid getting it Tuesdays and Thursdays. Even today in some of the schools where we mentor the computers that they have were manufactured during the Bush administration. Not George W. Bush, George H. Bush. So, in light of these circumstances we think it's important to partner with organizations that don't just talk the talk but walk the walk and we've found that Muriel Garr and SunTrust fit that description not only with financial assistance but serving as a consultant with vision and technical assistance as well.
One of the things we decided to do was go to a high school in Washington D.C. where the kids come into the 9th grade reading on a 4th and 5th grade reading level. If they read on a 7th grade reading level they put them in an honors class. And I'd love to stand here and boast that all of our kids in the program got a 1300 on SATs but as somebody who manages money for a living I pay a lot of attention to the rate of change and not just a static value, not just one number. So, if you go from 10 to 12 to 14 you're going from great to good and in my world that's bad so with that said one of the things that we found with the support of Muriel is that these kids' grades increased by 5%, their standardized test scores increased by 20% and part of that is because they can't practice on the computer. The first time they see the test is on the computer because the computers aren't up to speed so they increased their test scores. There are kids on college campus right now as a direct consequence of the support that we receive from SunTrust. As 96% of the kids that came through our program or were admitted to an accredited four-year institution, and it's a big reason why the chamber of commerce in D.C. gave us Nonprofit of the Year. And to put that into perspective, there are more nonprofits in D.C. than anywhere else in the country. And if I
could just finish with one thing if I may, when I'm not doing community service, I'm told that I own a wealth management firm and I'm on CNBC's financial advisory council and suffice it to say the financial services industry is becoming commoditized, and I have to believe without [inaudible] is about creating disruption that when you have differentiators it reinforces your business model and you do that by having partners on the ground. So, the next Bill Gates might be in a public housing project and so we want to give that person opportunity so that they can be on the bank's bottom line not at the bottom of somebody else's barrel. And all of this is possible with Muriel Garr who helped reach out to low-to-moderate-income kids and we'd like to see these actions continue because the support is not just to the community or mentees or the programs, but the bank is well. Thank you for your time.

MR. WILLIAM COUNCIL: Thank you for having me here today, my name is Bill Council. I'm with Omega Psi Fraternity in Queen City Omega foundation. I'm here in support of SunTrust BB&T merger for one reason and one reason only, is that SunTrust has been an advocate for us in terms of providing scholarships to people who otherwise wouldn't go to college. When you go to college and you have peers that basically $2000 or $1500 $500,
$3000 may be the reason why they don't go to college and the SunTrust Foundation has been providing funding for us to reach out to these folks and provide the money they need to go to college. Today, like I say, we have eight kids that have gone on to college and graduated and, trust me, they would have never gone to college without this help and continued funding from SunTrust. Also, in my minority-owned business and SunTrust has supported my business for the last six years and it's not as big as I'd like for it to be but they're there. So, I don't have a whole lot to say about it other than what's right is right and SunTrust is right and this merger is right. Thank you.

MS. KILLIAN: We don't have any more walk-ins at this time; however, the session is open until 5:00 so if you want to stay close in case we have others from the public that want to come in and talk with us, please do.

MR. CHESTER ELLSWORTH: My name is Chester Ellsworth [inaudible]. I'm talking in support of the continued investigation into the merger. Expanding a little bit on the experiences of another Florida man that talked earlier today, Mr. Alghita. And I wanted to start off by saying that there's no surprise here about why this merger is taking place and why it's such a big situation. The recognition that profits are in
loans and servicing to people is declining in response to the value of the information that's being gained in the monitoring of the systems and that "monefication" of the monitoring a la Bill Gates, the Buffets and social mediums and all that have placed the information that the banks have in a weaponized situation. In other words you're looking at putting together a large, bigger company now, of possibly mass destruction, and it's your responsibility to make sure that doesn't happen. That information, starting out back when the police would call up the bank and say "I've got a bank robbery here I'd like to get the check numbers of all the people there that robbed the bank" and the banks would give that information out, okay? The privacy policy there has been switched to bank privilege. As this goes on and you give this information out to people it spreads around and that becomes valuable. As banks have grown, the bigger the banking system, the bigger the network system is, the more privilege is gained. The profits from that monitoring are staggering compared to loans to us little guys and so it's a big, big thing politically. They investigation that this man was talking about, in my situation goes to consideration of, for instance, now when Mr. Scalia died there wasn't anybody that came forward with any checks or telephone numbers or tracking
and all that but the information was kept absolutely quiet.

Same thing with Mr. Obama when he paid his [inaudible] over to Iran, $400,000 in cash. You're not getting any information from anybody published. And now, just recently, the Perkins Coie checks from the Mueller situation. Whoever has that information is invaluable and it's being leveraged, so when you put together two big, big companies like this that are the mainstay, they have the information on all of it -- who wrote the checks, who was involved, who actually paid who, what lawsuits were performed in another part of the country that brought the money in to pay for that campaign financing. So, you're looking at an extremely serious situation of the power you're giving to these people.

I have a situation where I'm in litigation and the agreement that you have in this case has been violated already, don't need to embellish any of that, and 2014 consent judgment agreement is being violated today. That was the one that was signed by Mary Ann Collier, the FISA judge. She knows about it, she knows it now. SunTrust knows about it. The IRS knows about it. Mr. Alvarez knows about it.

MR. JONATHAN MILLER: Sir, if you could wrap up please, the five minutes is up.
MR. WILLIAM COUNCIL: Yeah, and more knows about it. The reason for the unexplained, untimely is the concealment of information and I know you guy know about it, that's how important it is. I'd like to see further investigation. Thank you.

MR. JONATHAN MILLER: Thank you. So, I guess we'll just be in sort of a recess until we have other people who may want to come up. So, hang around if you want, or not.

(Whereupon the meeting was in recess until 5pm, at which time it was adjourned.)