



FEDERAL RESERVE BANK OF MINNEAPOLIS

Pursuing an economy that works for all of us

Chris P. Wangen
ASSISTANT VICE PRESIDENT

April 14, 2022

Sent Via Email to adam.cohen@stblaw.com and spencer.sloan@stblaw.com

Mr. Spencer J. Sloan
Mr. Adam Cohen
Simpson Thacher & Bartlett LLP
900 G. Street, NW
Washington, D.C. 20001

Dear Messrs. Cohen and Sloan:

The following relates to the application submitted by U.S. Bancorp (“USB”), Minneapolis, Minnesota, the parent of U.S. Bank National Association (“US Bank”), Cincinnati, Ohio, to acquire MUFG Union Bank, National Association (“Union Bank”), San Francisco, California, under section 3 of the Bank Holding Company Act. Please provide written responses to the items listed below:

1. On November 3, 2021, and January 13, 2022, staff requested copies of the executed Transitional Services Agreement and the Reverse Transitional Services Agreement (“Agreements”), including schedules A and B to each of the Agreements, when available. Provide a copy of the final Agreements, including schedules A and B to each of the Agreements. Further, if final versions of these Agreements are unavailable, staff requests a detailed summary of each of the Agreements and the accompanying schedules, including a list of each service that would be provided pursuant to each of the Agreements. The January 26, 2022, Additional Information (“AI”) response stated that schedules A and B to the Agreements would be available by March 2022, and Confidential Exhibit A to the January 26, 2022, AI response lacked the level of detail necessary for staff to understand the Agreements and complete the record. Provide the final versions of these Agreements, including accompanying schedules, when available.
2. In the March 24, 2022, response to adverse comments, USB states that “USB has already planned for growth in its LIHTC investment activity and expects that the combined organization will make more (rather than fewer) LIHTC investments following the Proposed Transaction.” Provide quantitative information detailing how the transaction is expected to result in additional LIHTC investments relative to the banks operating independently, including the LIHTC investments of the banks over the past three years and the anticipated level of LIHTC investments for the three years following the transaction. Provide the information nationally and for California.

E chris.wangen@mpls.frb.org P 612.204.5087 F 612.204.5114 1.800.553.9656

90 HENNEPIN AVENUE, MINNEAPOLIS, MINNESOTA 55401 | minneapolisfed.org

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3. In the November 18, 2021, AI response, USB stated that “decisions regarding the anticipated community development lending, investment, or service activities of the combined organization are subject to USB’s ongoing discovery efforts, integration assessment activities and continued due diligence of Union Bank’s community development program.” Provide an update on the status of the assessment of Union Bank’s community development program and indicate any community development activities of Union Bank that are expected to be discontinued after the transaction. Discuss any products or services that would be offered to customers of Union Bank that are not currently offered by Union Bank.
4. The November 18, 2021, AI response states that “[f]inal decisions regarding the retention of Union Bank product offerings remain subject to USB's ongoing discovery efforts.” To the extent decisions have been made, indicate any Union Bank products to be discontinued. Indicate the anticipated timing for final decisions to the extent the review is not complete.
5. Describe in more detail the branch closure mitigation strategies discussed in the March 24, 2022, response to comments. Indicate whether those or any other mitigation strategies would be applied to closures occurring as a result of the proposed transaction.
6. Indicate whether the “Digital Discovery Centers” discussed in the January 9, 2022, response to comments would be offered at Union Bank locations. To the extent applicable, discuss how they would be offered to customers of closing branches after the merger. Discuss generally how online, mobile, or ATM services would be offered to customers of closing branches.
7. Discuss whether the merger is expected to result in expanded credit availability to low- and moderate-income (“LMI”) borrowers, LMI communities, majority-minority borrowers, and majority-minority communities relative to each bank operating independently.
8. The March 24, 2022, response to comments states that “USB maintains credit policies specifically designed to allow access to financing for Native American borrowers on tribal lands.” Elaborate on these credit policies.

Please provide your response via **E-Apps** within eight business days of this letter. Any information for which confidential treatment is desired should be so labeled and separately bound in accordance with section 261.17 of the Board’s Rules Regarding Availability of Information, 12 CFR 261.17. Please also send a copy of your response to the regulators listed below, and please provide a copy of the public portion of your response (together with any attachments) directly to the commenters listed below.

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If you have any questions regarding this letter, you may contact Senior Mergers & Acquisitions Analyst Linda Anderson by email at lindaa.anderson@mpls.frb.org.

Sincerely,



Chris P. Wangen

CPW/LAA

c:

Board of Governors
Office of the Comptroller and the Currency
U.S. Department of Justice, Antitrust Division
Cindy Adams
Tawanna A. Black
Cynthia H. Breunig
John Hope Bryant
Brian Betts
Norma P. Garcia
Nicole Wardlaw
Nicholas Weiner
Naima McQueen
Matthew Josephs
Kenneth H. Thomas, Ph.D
Jorge Franco
Kevin Stein
Jamie Buell
John Wilgers
Erin Rank
David Mendoza
Debora M. Bright-Laney
Chancela Al-Mansour
Brateil Aghasi
Alfred E. Osborne, Jr., Ph.D
Michael L. Lomax
Chanchanit Martorell
Susan Howard
Rawan Elhalaby
Ernesta Johnson
Renay Dossman
Paul Hogarth
Doni Tadesse

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Williams M. Cunningham
Richard Girling
Kellie George
Chineta Goodjoin
Matthew Lee, Esq.
Jordan Rosenthal
Jin Sung
Michael Banner
Joey Quinto
Thomas P. Kilgannon
Johanna Torres
Elizabeth Schott
Jennifer O'Farrell
Joe Neri
Michael Gossman
Carla Vargas Jasa
Tracey Bryan
John I. Pray, Jr.
Karen Johnson
Lawrence Rosenberg
Don Wells
Bonni Pomush
Megan Nehamen
Tony S. Hamer
Marsha Bailey
Dennis J. Huang
Marcus Owens
Jeffrey S. Lesk
Colleen Padilla
Renee Sattiewhite
Renay Dossman
Dave Glaser
Lenwood V. Long, Sr.
Oliver L. Baines, III
Philip Chen
Dee Anne Everson
Laura Archuleta
Ismael Guerrero
Stephanie Klasky-Gamer
Faith Bautista
Frank Altman
Calvin L. Holmes
Walter Harris

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Nancy Halpern Ibrahim
Evelyn Stivers
Richard Girling
Gloria Bruce
Elba Schilderout
Chelsea Kirk
Hyepin Im
Heidi Pickman
Robert Herrell
Erika Toriz-Kurkjian
Sherri Jackson
Stephen Russell
Andrew Matsas
Michael Banner
Rudy Espinoza
Amie Fishman
Erin McElroy
Sanford Livingston
Sharon Kinlaw
Roberto Barragan
Leo Goldberg
William M. Cunningham
Quentin D. Strode
Lyda Eddington
Michael A. Ocasio
Leo Goldberg
Debra Gore-Mann
Nick Weiner
Frank Altman
Mark Stivers
Al Pina
John Gamboa
Paulina Gonzalez-Brito
Kevin Stein
Marcia Griffin
Dina Harris
Ruben Guerra
Marcos Morales
Jules Dunham Howie
Kelvin W. Perry
Steve Figueroa
Darrel Saucedo
Bertha Garcia

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Joey Quinto
Jose Antonio Ramirez
Adam Briones

ATTACHMENT
U.S. Bancorp, Minneapolis, Minnesota

Please send a copy of your response to the following regulators:

Mr. John O'Brien
Licensing Manager
Office of the Comptroller of the Currency
425 S. Financial Place, Suite 2700
Chicago, IL 60605
largebanks@occ.treas.gov
jason.almonte@occ.treas.gov
patricia.roberts@occ.treas.gov

Attorney General
U.S. Department of Justice
Antitrust Division
Defense, Industrials, and Aerospace Section/Banking Unit
Liberty Square Building Suite 8700
450 Fifth Street, N.W.
Washington, DC 20530
antitrust.bank@usdog.gov
shannon.mulligan@usdog.gov
erin.grace@usdog.gov

Ms. Cindy Adams
President and CEO
United Way of the Columbia-Willamette
619 SW 11th Avenue
Portland, OR 97205
(No email address)

Ms. Tawanna A. Black
Founder & CEO
Center for Economic Inclusion
370 Wabasha Street N, Suite 900
Saint Paul, MN 55102
E-mail: tblack@centerforeconomicinclusion.org

Mr. Adam Cohen
Mr. Spencer J. Sloan
Page 7 of 22
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Ms. Cynthia H. Breunig
President & CEO
Girl Scouts of San Geronimo Council
1751 Plum Lane
Redlands, CA 92374
E-mail: Chbreunig@gssgc.org

Mr. John Hope Bryant
Chairman, Founder & CEO
Operation HOPE
HOPE Global Headquarters
191 Peachtree Street, NE, Suite 3840
Atlanta, GA 30303
E-mail: john.bryant@operationhope.org

Mr. Brian Betts
President, CFO
Operation HOPE
HOPE Global Headquarters
191 Peachtree Street, NE, Suite 3840
Atlanta, GA 30303
E-mail: brian.betts@operationhope.org

Ms. Norma P. Garcia
Policy Counsel
Mission Economic Development Agency
E-mail: ngarcia@medasf.org

Ms. Nicole Wardlaw
Interim National Director of Philanthropic Initiatives
College Track Sacramento
2450 Alhambra Blvd.
Sacramento, CA 95817
E-mail: nwardlaw@collegetrack.org

Mr. Nicholas Weiner
Director
Committee for Better Banks
E-mail: nweiner@cwa-union.org

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Page 8 of 22
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Ms. Naima McQueen
Executive Director
Alliance for Community Development
2323 Broadway
Oakland, CA 94612
E-mail: naima@alliancecd.org

Mr. Matthew Josephs
Senior Vice President for Policy
Local Initiatives Support Corporation
E-mail: mjosephs@lisc.org

Mr. Kenneth H. Thomas, Ph.D
The CRA Handbook
6255 Chapman Field Drive
Miami, FL 33156
E-mail: Ken@CRAHandbook.com

Mr. Jorge Franco
Co-Chairman and Chief Executive
U.S. Economic and Workforce Leadership Coalition
1455 Pennsylvania Ave, Suite 1400
Washington, DC 20004
E-mail: Jorge@hccw.org

Mr. Kevin Stein
Chief of Legal and Policy
California Reinvestment Coalition
E-mail: kstein@calreinvest.org

Ms. Jamie Buell
Research Analyst
California Reinvestment Coalition
E-mail: jbuell@calreinvest.org

Mr. John Wilgers
President & CEO
Greater Twin Cities United Way
E-mail: John.Wilgers@gtcuw.org

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Page 9 of 22
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Ms. Erin Rank
President & CEO
Habitat for Humanity LA
8739 Artesia Blvd
Bellflower, CA 90706
E-mail: erank@habitatla.org

Mr. David Mendoza
Project Director
Fresno Native American & Business Development
Center and Minority Business Development Center
E-mail: dmendoza@asianinc.org

Ms. Debora M. Bright-Laney
Real Estate Broker
Vice President
Multi-Cultural Real Estate Alliance for Urban Change
E-mail: debora@deborabrightlaney.com

Ms. Chancela Al-Mansour
Executive Director
Housing Rights Center
3255 Wilshire Blvd, Suite 1150
Los Angeles, CA 90010
E-mail: calmansour@housingrightscenter.org

Ms. Brateil Aghasi
CEO
WisePlace
1411 N. Broadway
Santa Ana, CA 92706
E-mail: baghasi@wiseplace.org

Mr. Alfred E. Osborne, Jr., Ph.D
Senior Associate Dean and Professor
Faculty Director, Price Center for Entrepreneurship, and Innovation
110 Westwood Plaza, Suite F405
Los Angeles, CA 90095
E-mail: al.osborne@anderson.ucla.edu

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Page 10 of 22
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Mr. Michael L. Lomax
President & CEO
United Negro College Fund, Inc.
E-mail: Lodriguez.Murray@UNCF.org

Ms. Chanchanit Martorell
Executive Director
The Thai Community Development Center
6376 Yucca Street, Suite B
Los Angeles, CA 90028
E-mail: chancee@thaicdc.org

Ms. Susan Howard
1121 Lincoln Avenue
Pasadena, CA 91103
E-mail: drawoh7@gmail.com

Ms. Rawan Elhalaby
Associate Director, Economic Equity
The Greenlining Institute
360 14th Street, 2nd Fl
Oakland, CA 94612
E-mail: rawane@greenlining.org

Ms. Ernesta Johnson
Director of Development and Community Affairs
Neighborhood House Association
5600 Copley Drive
San Diego, CA 92111
E-mail: eijohnson@neighborhoodhouse.org

Ms. Renay Dossman
President
Neighborhood Development Center
625 University Ave. W
Saint Paul, MN 55104
E-mail: EPluhar@NDC-MN.Org

Mr. Paul Hogarth
Campaign Director
Daily Kos
E-mail: paul@dailykos.com

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Page 11 of 22
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Mr. Doni Tadesse
Organizer
California Reinvestment Coalition
E-mail: dtadesse@calreinvest.org

Mr. William M. Cunningham
Economist/CEO
Creative Investment Research
E-mail: williamcunningham840@gmail.com

Mr. Richard Girling
Member
San Francisco Public Bank Coalition
E-mail: rzgirling@gmail.com

Ms. Kellie George
Executive Director
Opportunity Alliance Nevada
E-mail: Kellie@OpportunityAllianceNV.org

Rev. Chineta Goodjoin
Pastor
New Hope Presbyterian Church
2580 W. Orange Ave.
Anaheim, CA 92804
E-mail: chinetagoodjoin@yahoo.com

Mr. Matthew Lee, Esq.
Executive Director
Inner City Press/Fair Finance Watch
E-mail: lee@fairfinancewatch.org

Mr. Jordan Rosenthal
V.P. Spanish Outreach
SCORE Orange County
5 Hutton Centre Drive, Suite 900
Santa Ana, CA 92707
E-mail: jordan.rosenthal@scorevolunteer.org

Mr. Adam Cohen
Mr. Spencer J. Sloan
Page 12 of 22
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Mr. Jin Sung
Founder & Executive Director
Oasis Center International
206 W. 4th Street, Suite 430
Santa Ana, CA 92701
E-Mail: jsung@oasiscenterintl.org

Mr. Michael Banner
President and CEO
Los Angeles LDC
520 North LaBrea Avenue, Suite 108
Inglewood, CA 90302
E-mail: mbanner@losangelesldc.com

Mr. Joey Quinto
Publisher
CA Journal for Filipino Americans
E-mail: scoto@ccbbuilders.org

Mr. Thomas P. Kilgannon
President
Freedom Alliance
22570 Markey Court, Suite 240
Dulles, VA 20166
E-mail: tom.kilgannon@freedomalliance.org

Ms. Johanna Torres
Community Worker
California Rural Legal Assistance, Inc.
126 North B Street
Madera, CA 93638
E-mail: jtorres@crla.org

Ms. Elizabeth Schott
CEO
Accessity
404 Euclid Avenue, Suite 271
San Diego, CA 92114
E-mail: eschott@accessity.org

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Page 13 of 22
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Ms. Jennifer O'Farrell
Executive Director
Big Brothers Big Sisters
2155 Chicago Avenue, Suite 100
Riverside, CA 92507
E-mail: jofarrell@iebig.org

Mr. Joe Neri
Chief Executive Officer
IFF
333 South Wabash Avenue, Suite 2800
Chicago, IL 60604
E-mail: jneri@iff.org

Mr. Michael Gosman
President & CEO
Acts Housing
2414 W. Vliet St.
Milwaukee, WI 53205
E-mail: mgosman@actshousing.org

Ms. Carla Vargas Jasa
President & CEO
Valley of the Sun United Way
3200 East Camelback Road, Suite 375
Phoenix, AZ 85018-2328
E-mail: cjasa@vsuw.org

Ms. Tracey Bryan
President & CEO
The Bridge of Southern New Mexico
E-mail: TraceyBryan@thebridgeofsnm.org

Mr. John I. Pray, Jr.
Brig Gen (ret), USAF
President & CEO
Operation Homefront
1355 Central Parkway South, Suite 100
San Antonio, TX 78232
E-mail: john.pray@operationhomefront.org

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Ms. Karen Johnson
President & CEO
New Pathways for Youth
901 East Jefferson St.
Phoenix, AZ 85034
E-mail: kjohnson@NPFY.org

Mr. Lawrence Rosenberg
Anaheim Ballet Executive Director
Anaheim Ballet
280 E. Lincoln Ave.
Anaheim, CA 92805
E-mail: larryrosenberg@anaheimballet.org

Mr. Don Wells
Chief Empowerment Officer
Just in Time for Foster Youth
4560 Alvarado Canyon Rd, Suite 2G
San Diego, CA
E-mail: don@jitfosteryouth.org

Ms. Bonni Pomush
CEO
Working Wardrobes
2100 E. McFadden, Suite 100
Santa Ana, CA 92705
E-mail: bonnip@workingwardrobes.org

Ms. Megan Nehamen
Executive Director
Foothill Family Shelter, Inc.
1501 W. 9th St. D.
Upland, CA
(No email address)

Mr. Tony S. Hamer
1955 Broadway, #302
San Francisco, CA 94109-2210
E-mail: tonyhamer@me.com

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Page 15 of 22
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Ms. Marsha Bailey
Women's Economic Ventures (WEV)
Founder & CEO
333 S. Salinas Street,
Santa Barbara, CA 93103
E-mail: mbailey@wevonline.org

Mr. Dennis J. Huang
Executive Director & CEO
Asian Business Association
E-mail: dennis@abala.org

Mr. Marcus Owens
Executive Director
African American Leadership Forum
E-mail: marcus@aalfc.org

Mr. Jeffrey S. Lesk
President
New Partners Community Solar Corp.
799 9th St NW
Washington, DC 20001
(No email address)

Ms. Colleen Padilla
Executive Director
Southern Oregon Regional Economic Development, Inc.
E-mail: colleen@soredi.org

Ms. Renee Sattiewhite, CUDE, CDP
President & CEO
AACUC
E-mail: ctc@aacuc.org

Ms. Renay Dossman
President
Neighborhood Development Center
E-mail: mgrave@ndc-mn.org

Mr. Dave Glaser
President
MOFI
E-mail: info@mofi.org

Mr. Adam Cohen
Mr. Spencer J. Sloan
Page 16 of 22
April 14, 2022

Mr. Lenwood V. Long, Sr.
President and CEO
African American Alliance of CDFI CEOs
E-mail: lvlong@aaacdfi.org

Mr. Oliver L. Baines, III
President & CEO
Central Valley NMTC LLC
E-mail: obaines@cvmnmtc.com

Mr. Phillip Chen
Assembly Member, Fifty-Fifth District
Assembly California Legislature
E-mail: Assemblymember.Chen@assembly.ca.gov

Ms. Dee Anne Everson
CEO/Executive Director
United Way of Jackson County
60 Hawthorne Street
Medford, OR 97504
(No email address)

Ms. Laura Archuleta
President and CEO
Jamboree Housing Corporation
17701 Cowan Avenue, Suite 200
Irvine, CA 92614
(No email address)

Mr. Ismael Guerrero
CEO
Mercy Housing, Inc.
1600 Broadway, Suite 2000
Denver, CO 80202-4929
(No email address)

Ms. Bertha M. Garcia
Executive Director
Ventura County Community Development Corporation
E-mail: bgarcia@vccdc.org

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Page 17 of 22
April 14, 2022

Ms. Stephanie Klasky-Gamer
President and CEO
LA Family Housing
7843 Lankershim Boulevard
North Hollywood, CA 91605
(No email address)

Ms. Faith Bautista
President & CEO, National Diversity Coalition
President & CEO, National Asian American Coalition
E-mail: faith@nationaldiversitycoalition.org

Mr. Frank Altman
CEO
Community Reinvestment Fund, USA
E-mail: frank@crfusa.com

Mr. Calvin L. Holmes
President
Chicago Community Loan Fund
29 East Madison Street, Suite 1700
Chicago, IL 60602
(No email address)

Mr. Walter Harris
Chief Executive Officer
Tenderloin Neighborhood Development Corporation
201 Eddy Street
San Francisco, CA 94102
(No email address)

Ms. Nancy Halpern Ibrahim
Executive Director
Esperanza Community Housing Corporation
E-mail: rabeya@esperanzacommunityhousing.org

Ms. Evelyn Stivers
Executive Director
Housing Leadership Council
E-mail: estivers@hlcsmc.org

Mr. Adam Cohen
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Page 18 of 22
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Mr. Richard Girling
Member of the Leadership Group
San Francisco Public Bank Coalition
E-mail: publicbanks@gmail.com

Ms. Gloria Bruce
Executive Director
East Bay Housing Organizations
E-mail: gloria@ebho.org

Ms. Elba Schildcrout
Director of Community Wealth
East LA Community Corporation
E-mail: eschildcrout@elacc.org

Ms. Chelsea Kirk
Research and Policy Analyst
SAJE – Strategic Actions for a Just Economy
E-mail: ckirk@saje.net

Ms. Hyepin Im
President/CEO
FACE – Faith and Community Empowerment
E-mail: info@facela.org

Ms. Heidi Pickman
Vice President, Engagement and External Affairs
CAMEO – California Association for Micro Enterprise Opportunity
E-mail: hpickman@CAMEOnetwork.org

Mr. Robert Herrell
Executive Director
Consumer Federation of California
E-mail: herrell@consumercal.org

Ms. Erika Toriz-Kurkjian
Founder & Executive Director
Haven Neighborhood Services
E-mail: etoriz@havenservices.org

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Mr. Spencer J. Sloan
Page 19 of 22
April 14, 2022

Ms. Sherri Jackson
President
MultiCultural Real Estate Alliance for Urban Change
E-mail: kozzyshack@hotmail.com

Mr. Stephen Russell
President & CEO
San Diego Housing Federation
E-mail: steve@housingsandiego.org

Mr. Andrew Matsas
Affordable Housing Finance Consultant
Community Economics, Inc.
E-mail: andrew@communityeconomics.org

Mr. Michael Banner
President and CEO
Los Angeles LDC
E-mail: mbanner@losangelesldc.com

Mr. Rudy Espinoza
Executive Director
Inclusive Action for the City
E-mail: rudy@inclusiveaction.org

Ms. Amie Fishman
Executive Director
Non-Profit Housing Association
E-mail: amiefishman@nonprofithousing.org

Ms. Erin McElroy
Co-Founder/Co-Director
Anti-Eviction Mapping Project
E-mail: antievictionmap@riseup.net

Mr. Sanford Livingston
CEO
Northern California Small Business Financial Development Corporation
E-mail: slivingston@nor-calfdc.org

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Mr. Spencer J. Sloan
Page 20 of 22
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Ms. Sharon Kinlaw
Executive Director
Fair Housing Council of the San Fernando Valley
E-mail: skinlaw@fairhousingcouncil.org

Mr. Roberto Barragan
Executive Director
California Community Economic Development Association
E-mail: roberto@cceda.com

Mr. Leo Goldberg
Co-Director
CA Community Land Trust Network
E-mail: leo.goldberg@cacltnetwork.org

Mr. William M. Cunningham
Creative Investment Research
E-mail: williamcunningham840@gmail.com

Mr. Quentin D. Strode
President & CEO
NEW Community Investments
E-mail: qstrode@neworg.us

Ms. Lyda Eddington
Senior Pastor
Westchester United Methodist Church, Los Angeles
E-mail: lyda@wumcla.org

Mr. Michael A. Ocasio
President
The Association Financial Development Corporations
E-mail: mocasio@sbfdoc.org

Ms. Debra Gore-Mann
President and CEO
The Greenlining Institute
E-mail: debra.goremann@greenlining.org

Mr. Nick Weiner
Senior Campaign Organizer
Committee for Better Banks
E-mail: staff@betterbanks.org

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Mr. Spencer J. Sloan
Page 21 of 22
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Mr. Mark Stivers
Director of Legislative and Regulatory Advocacy
California Housing Partnership
E-mail: mstivers@chpc.net

Mr. Al Pina
Chair/CEO, Florida MCRC
Co-Founder, National MCRC
National Minority Community Reinvestment Co-Operative
E-mail: pina@fmcrc.org

Mr. John Gamboa
Chairman
California Community Builders
E-mail: jgamboa@ccbbuilders.org

Ms. Paulina Gonzalez-Brito
California Reinvestment Coalition
Executive Director
E-mail: pgonzalez@calreinvest.org

Mr. Kevin Stein
California Reinvestment Coalition
Deputy Director
E-mail: kstein@calreinvest.org

Ms. Marcia Griffin
CEO/Founder
HomeFree-USA
8401 Corporate Drive, Suite 600
Landover, MD 20785
(No email)

Ms. Dina Harris
President and Founder
National Faith Homebuyers Program
E-mail: dinaharris.nationalfaith@gmail.com

Dr. Ruben Guerra, PhD
Chairman, Latin Business Association
CA Black & Latino Business CRA Council
E-mail: rguerra@lbausa.com

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Page 22 of 22
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Mr. Marcos Morales
Executive Director
Hogar Hispano, Inc.
E-mail: mmorales@hogarhispanoinc.org

Ms. Jules Dunham Howie
Co-Chair, CRA Baltimore
Director, UPC Westside CDC
E-Mail: juleshouse@hotmail.com

Mr. Kelvin W. Perry
President
Black Chamber of Commerce
of Greater Kansas City
E-Mail: kwperry@bccgkc.org

Mr. Steve Figueroa
President
Inland Empire Latino Coalition
E-mail: scoto@ccbuiders.org

Mr. Darrel Saucedo
Chair, LA Latino Chamber
E-mail: darrel@acsgroup-usa.com

Ms. Bertha Garcia
Executive Director
Ventura CCDC
E-Mail: scoto@ccbuiders.org

Mr. Joey Quinto
Publisher
CA Journal for Filipino Americans
E-Mail: scoto@ccbuiders.org

Mr. Jose Antonio Ramirez
Chair, Central CA Latino PAC
E-Mail: scoto@ccbuiders.org

Mr. Adam Briones
CEO
California Community Builders
E-Mail: abriones@ccbuiders.org