



Agenda Report

2725 Judge Fran Jamieson
Way
Viera, FL 32940

Consent

F.22.

10/26/2021

Subject:

Consent of Deemed Assignment of Investment Advisory Agreement.

Fiscal Impact:

Dept/Office:

County Finance Department

Requested Action:

It is requested that the Board of County Commissioners consent to the deemed assignment of the County's Investment Advisory Agreement with PFM Asset Management LLC to U.S. Bancorp Asset Management, Inc. ("USBAM"), a subsidiary of U.S. Bancorp, subject to the acquisition transaction closing.

Summary Explanation and Background:

PFM Asset Management has notified the County that the PFM holding company has entered into a definitive agreement to sell PFM Asset Management LLC (PFMAM) to U.S. Bancorp Asset Management Inc. (USBAM), a subsidiary of US Bancorp. PFMAM will become a wholly owned subsidiary of USBAM and will continue to operate as a separately registered investment advisor known as PFM Asset Management, a division of USBAM. The transaction is expected to close in this fourth quarter of 2021 year. PFMAM pursuant to the Investment Advisers Act of 1940 is to notify their clients and receive consent from the investors of the change in the holding company.

The current contract with PFMAM expires on December 14, 2022 with the County having the option to renew.

County Investment Advisor:

PFM Asset Management, LLC: Steve Alexander; (407) 723-5900; email alexanders@pfmam.com
<<mailto:alexanders@pfmam.com>>

Clerk to the Board Instructions:



Kimberly Powell, Clerk to the Board, 400 South Street • P.O. Box 999, Titusville, Florida 32781-0999

Telephone: (321) 637-2001
Fax: (321) 264-6972
Kimberly.Powell@brevardclerk.us

October 27, 2021

M E M O R A N D U M

TO: Kathy Prothman, Finance Department Director

RE: Item F.22., Consent of Deemed Assignment of Investment Advisory Agreement

The Board of County Commissioners, in regular session on October 26, 2021, consent to the deemed assignment of the County's Investment Advisory Agreement with PFM Asset Management LLC to U.S. Bancorp Assets Management Inc. (USBAM), a subsidiary of U.S. Bancorp, subject to the acquisition transaction closing. Enclosed is a Consent.

Your continued cooperation is greatly appreciated.

Sincerely,

BOARD OF COUNTY COMMISSIONERS
RACHEL M. SADOFF, CLERK

A handwritten signature in cursive script, reading "Kimberly Powell".

Kimberly Powell, Clerk to the Board

/ns

Encl. (1)

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

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

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

Brevard County Board of County Commissioners
Name of Investor

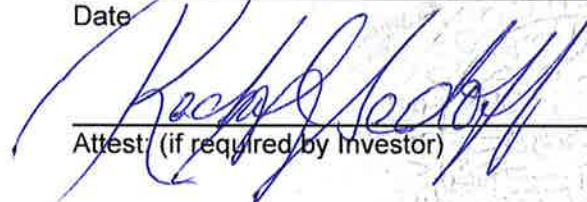
Florida
State


Signature of Authorized Officer

Rita Pritchett
Name of Authorized Officer

Chair
Title of Authorized Officer

October 26, 2021
Date


Attest (if required by Investor)



Reminder: Update to Investment Advisory Client Consent

September 15, 2021

pfm

213 Market Street
Harrisburg, PA 17101
717-232-2723

pfm.com

PFM Asset Management LLC ("PFMAM") wrote to you in July to advise that the holding company for PFMAM entered into a definitive agreement to sell PFMAM along with other associated entities to U.S. Bancorp Asset Management, Inc. ("USBAM"), a subsidiary of U.S. Bancorp (the "Transaction") and that upon the Transaction closing PFMAM will become a wholly-owned subsidiary of USBAM, but will continue to operate as a separate entity and registered investment adviser as PFM Asset Management LLC, a division of USBAM. The Transaction is expected to close near the end of 2021.

A copy of that prior letter is enclosed. Our letter advised you the Transaction would be construed under applicable laws as a deemed assignment by PFMAM of its investment advisory agreement with you, and we requested your consent to that Transaction.

As stated in our earlier letter we will continue to provide our investment advisory services to you with PFMAM personnel ready to continue serving you, and we intend to do so throughout the duration of our contract unless you communicate your disapproval of the deemed assignment, which would result in a termination of our service upon the closing of the Transaction.

PFMAM considers it a privilege to serve as your investment advisor. Please do not hesitate to contact your client services representative or John Molloy at molloyj@pfm.com if you require further information.

Should you wish to return a consent form, you may do so via email or US mail.

Email: ComplianceGroup@pfm.com

US Mail: PFM Asset Management LLC
Attn: Internal Operations
213 Market Street
Harrisburg, PA 17101



July 2021

pfm

213 Market Street
Harrisburg, PA 17101
717-232-2723

pfm.com

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

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

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

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

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



If you have questions or wish to discuss this matter, please contact your client services manager at PFMAM; or you may contact either of us at the above address, by telephone or by email.

Thank you for allowing PFMAM to serve you as investment advisor. Our colleagues at PFMAM are confident that you will find the transaction will enhance our ability to serve you, and that you will find the completion of the transaction seamless.

Sincerely,
PFM Asset Management LLC

Marty Margolis
President

John Molloy, CFA
Managing Director