

Exhibit “B”

**AMENDMENT NO. 1 TO THE
TREASURY MANAGEMENT MASTER AGREEMENT
BETWEEN THE CITY OF MIAMI BEACH, FLORIDA
AND
SUNTRUST BANK**

This Amendment No. 1 (Amendment) to the Treasury Management Master Agreement, dated February 1, 2013, by and between the City of Miami Beach, Florida ("City"), and SunTrust Bank, ("SunTrust"), is entered into this 31st day of October, 2017 (Effective Date):

RECITALS

WHEREAS, on November 14, 2012, the Mayor and City Commission adopted Resolution No. 2012-28055, approving an agreement between the City and SunTrust, pursuant to RFP No. 53-11/12, for the provision of various banking services for a five (5) year term, with five (5) additional one (1) year renewal options, at the City's option; and

WHEREAS, pursuant to City Commission Resolution No. 2012-28055, the City and SunTrust executed a Treasury Management Master Agreement, with the initial term commencing on January 1, 2013, and expiring on December 31, 2017 (the "Agreement"); and

WHEREAS, on October 31, 2017, the Mayor and City Commission adopted Resolution No. 2017-_____, approving the Settlement Agreement between the City and SunTrust, a copy of which is attached hereto as Exhibit "A," with respect to certain alleged fraudulent or unauthorized ACH debits that occurred in the City's General Depository Account (-6568) between July 29, 2016 and October 27, 2016; and

WHEREAS, this Amendment No. 1 incorporates certain of the terms of the Settlement Agreement, as set forth herein.

NOW THEREFORE, in consideration of the mutual promises and conditions contained herein, and other good and valuable consideration, the sufficiency of which is hereby acknowledged, the City and SunTrust hereby agree to amend the Agreement as follows:

1. ABOVE RECITALS.

The above recitals are true and correct and are incorporated as part of this Amendment No. 1.

2. MODIFICATIONS.

The Agreement is hereby amended (deleted items ~~struck through~~ and inserted items underlined) as follows:

- (a) Section 17 to the Treasury Management Terms and Conditions, entitled "Term and Termination," is hereby amended by adding a new sentence at the end of Section 17, as follows:**

At the conclusion of the initial term, this agreement shall be renewed for an additional term, commencing on January 1, 2018 and expiring on December 31, 2019.

(b) Section 2 of the Agreement, entitled Organization of Agreement, is hereby amended by adding a new Section 2(j) as follows:

The terms and conditions set forth in the Settlement Agreement attached as Exhibit "A" hereto, including Section 1 (and subsections) and Section 2 thereof, are hereby incorporated by reference.

3. RATIFICATION.

Except as amended herein, all other terms and conditions of the Agreement shall remain unchanged and in full force and effect. In the event there is a conflict between the provisions of this Amendment and the Agreement, the provisions of this Amendment shall govern.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their appropriate officials, as of the date first entered above.

THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.

FOR CITY:

CITY OF MIAMI BEACH, FLORIDA

ATTEST:

By: _____
Rafael E. Granado, City Clerk

Philip Levine, Mayor

Date

FOR SUNTRUST BANK:

ATTEST:

By: _____

Title

Print Name

Date

APPROVED AS TO
FORM & LANGUAGE
& FOR EXECUTION

Rafael 10-26-15

City Attorney *RAP* Date