

**ADDENDUM AND AMENDMENT TO
DEPOSITORY AND BANKING SERVICES CONTRACT**

This Addendum and Amendment to Depository and Banking Services Contract ("Addendum") is entered into by and between the City of Round Rock, Texas (hereinafter referred to as "City/Depositor") and JPMorgan Chase Bank, N.A. (hereinafter referred to as "Bank")

WHEREAS, City/Depositor and Bank entered into that one certain agreement dated April 12, 2012 (hereinafter referred to as the "Contract") by duly-passed Resolution No. R-12-04-12-11E1; and

WHEREAS, Section XV of said Contract authorizes the parties to negotiate new services and any such agreement for new services will be executed in writing as an addendum to the Contract; and

WHEREAS, the parties have negotiated new services and have agreed on new pricing for existing services; and

WHEREAS, City/Depositor and Bank now wish to establish the fees applicable to new services to be provided by Bank and the new fees for the existing services; and

WHEREAS, City/Depositor has determined that it is necessary to amend the document entitled "Pledgee Agreement Form" included in Exhibit C of the Contract to reflect the current employees of City/Depositor that may take authoritative action on behalf of the City/Depositor;

Now, therefore, the parties agree as follows:

I.

The Contract is revised as follows:

- A. Attachment B to Exhibit F of the Contract is replaced in its entirety with Exhibit "A", attached hereto and incorporated herein for all purposes.
- B. That portion of Exhibit C of the Contract entitled "Pledgee Agreement Form" is replaced in its entirety with Exhibit "B", attached hereto and incorporated herein for all purposes.

II.

Bank shall perform those services included in Exhibit "A" under the heading "Additional Service Codes added 4/5/13" (the "Additional Services") at the rates therein specified. City/Depositor and Bank expressly agree that this Addendum constitutes a new service agreement for the Additional Services and is an addendum to the Contract as contemplated in Article XV of the Contract.

III.

All other terms and provisions of the Contract shall remain unchanged and in full force and effect.

Executed in multiple originals to be effective on the _____ day of _____, 2013,
by the undersigned duly authorized officers of the parties to the Contract.

CITY OF ROUND ROCK, TEXAS

By: _____
Printed Name: _____
Title: _____
Date Signed: _____

FOR CITY, ATTEST:

By: _____
Sara L. White, City Clerk

FOR CITY, APPROVED AS TO FORM:

By: _____
Stephan L. Sheets, City Attorney

JPMORGAN CHASE BANK, N.A.

By: Larnell Camus
Printed Name: Larnell Camus
Title: Senior Banker
Date Signed: 5/17/13

JPMORGAN CHASE

2012 City of Round Rock Proposed Pricing

BANKING SERVICE FEE ANALYSIS / PRICING SCHEDULE

Last modified as of 4/5/13

Service Description	Avg Mo Volume	Bank Fee	Notes
Balance Related Services			
Balance and FDIC Assessment	606,181	0.0013	yes adjust for days
Depository Services			
Account Maintenance	9	5.0000	
Banking Center Deposit	0	0.5000	
QBD/Night Drop Deposit	0	0.5000	
Vault Deposit	190	0.5000	
Item Processing Deposit	1	0.5000	
Deposit Correction-Non-Cash	2	5.0000	
General Checks Paid Truncated	138	0.0500	
Direct DDA Statement Per acco	8	0.0000	online statement
Account Statement - Paper		5.0000	
Direct Paid Item Inquiry	0	0.0000	line 144
ZBA Master Account Maintenan	1	0.0000	
ZBA Subsidiary Account Mainte	2	5.0000	
Returns - Chargeback	16	2.0000	
Returns - Reclear	27	1.5000	
Returns - Reclear Services	0	0.0000	
Checks Dep Un-encoded Items	1,145	0.0600	
Stop Pay Automated <= 12 mon	3	2.0000	
Debits Posted-Electronic	77	0.0000	
Credits Posted-Electronic	344	0.0000	
Deposit Account Statements	10	0.0000	
Gen Disd Checks PD-IS Front I	0	0.0000	
Image Deposit	42	0.2000	
Deposit Correction - RDS	2	0.2500	image quality suspect items
IRD Deposited Items - RDSO	10	0.0600	
Image Deposited Items - RDSO	9,778	0.0000	in line 144
Facsimile Transmission	0	0.0000	
Direct Account Transfer	4	0.0000	Acces Online Transfer
Gen'l Disb. Checks Pd - IS Fron	107	0.0000	
Commercial Deps-Cash Vault			
Currency/Coin Dep/\$100-Vault	2,474	0.0130	
Coin Deposit- Non Standard Ba	2	1.0000	
Deposit Correction - Cash	0	5.0000	
Change Order Bkg Center	1	0.0000	
Dep Conditioning - Surcharge -	0	0.0000	n/a
Currency Supp/\$100 - Bkg Ctr (assuming half rolls and half straps)	4	0.3500	
Mail Notification - Dcn - Vault	0	0.2500	
General ACH Services			

ACH Optional Rpts - Electronic	7	0.0000	acknowledgement file
ACH Subscription @ ACH ID/m	1		
Subscription Detail Fee	6,957		
ACH Return Subscription @ACH	1		
ACH Returns detail	30		
ACH Delete/Reversal	1	10.0000	
ACH Return Item	30	1.0000	
ACH Reclears	19	1.0000	
ACH Monthly Maintenance	15	0.0000	
ACH Input - Echannel	19	0.0000	
ACH Input - File	7	5.0000	
ACH Blocks Auth Instructions	1	0.5000	
ACH Blocks Auth Maintenance	1	0.0000	
Delete/Reversal Batch/File	0	2.0000	Access via Eserve
ACH Notif of Change (NOC)	3	0.5000	
ACH Standard Reports - Fax	0	2.0000	
ACH Standard Reports - Electron	46	2.0000	transmission
Consumer On-Us CR - 1-day			
ACH Consumer On Us Credits	268	0.0300	
Consumer Off-Us CR - 1-day			
ACH Consumer Off Us Credits	2,717	0.0300	
Consumer On-Us DR 1-day			
ACH Consumer On Us Debits	521	0.0300	
Consumer Off-Us 1 day			
ACH Consumer Off Us Debits	3,084	0.0300	
ACH Credit Received Item	316	0.0000	
ACH Debit Received Item	51	0.0000	
Access - ACH Maintenance		0.0000	
Controlled Disbursements			
Controlled Disbursement Mainte	1	0.0000	
Controlled Disbursement Cks P	605	0.0500	
Controlled Disbursement - Fund	21	0.2500	
Wire Transfer			
Wire Module Maintenance Svcs	1	0.0000	
Elec Wire Out Domestic	19	2.0000	
Elec Wire Out - Book DB	14	1.0000	
Elec Wire Out - Domestic Repa	3	3.0000	
Incoming Domestic Wire	14	2.0000	
Elec Wire Bk Mnt Temp Storage	39	0.0000	
Book Credit	4	1.0000	
Account Reconciliation			
ARP Partial Maint-Paper Rpts	1	0.0000	electronic only
ARP Partial Per Paid Item	51	0.0200	
Full Recon Maintenance	2		
ARP Full PPay Maint Paper RP	2	30.0000	
ARP Full Ppay Maint Paper Item	2	0.0000	electronic only
ARP Full Ppay Input Per item	159	0.0300	
ARP Partial Ppay Maint-PPR R	1	20.0000	
ARP Partial Ppay Item	605	0.0000	
ARP Recon Trans End of Cycle	3	5.0000	
Positive Pay Exceptions	1	2.0000	
PWS Maintenance (for stateme	3	0.0000	
Image Captue per item	764	0.0100	
Information Services			
			Mo Maint for Access
CPO Prem Email Sched	1	25.0000	Cash Scheduler
Vash Scheduler User Fee		0.0000	
CPO Subscription Online	1	0.0000	

CPO Prem IR Maintenance	0	0.0000	
CPO Prem PDR Account - PRI	9	15.0000	
CPO Prem PDR ITM Stored 2 M	702	0.0500	
CPO Prem CDR Account - CUR	4	0.0000	no fee for CDR
CURRENT DAY ITEM	465	0.0500	
PRIOR DAY ITEM	678	0.0500	
CPO Prem CDR Item Stored	374	0.0000	no fee for CDR
CPO Prem Research Item	190	1.5000	
GCS Transaction History	0	0.0000	
Direct Previous Day Acct		0.0000	In Prem PDR acct maint above
Direct Current Day Acct		0.0000	no fee for current day
Direct Previous Day Max Item		0.0000	per IFB No 12-008
Direct Previous Day Std Item		0.0000	per IFB No 12-008
Direct Current Day Std Item		0.0000	per IFB No 12-008
Direct Previous Day Ext Item		0.0000	per IFB No 12-008
EDI Services			
Paymode Con Monthly License	0	0.0000	
Paymode Con Transaction	6,896	0.0000	
Payment Manager Transmissio	10	0.0000	
Addenda Received	4,891	0.0000	
Paymode Con Return	1		
RPO Maintenance	1		per IFB No 12-008
RPO Transaction Pricing	4,891	0.0000	per IFB No 12-008
Receivables Manager Transmis	5		
RPO Mam File Support	1		per IFB No 12-008
RPO Notification E-Mail	2,579		per IFB No 12-008
Global Advice Rec Per Paymen	40	0.0400	receiver svcs based on online bill pay
Global Advice Receiving Mainte	1	50.0000	
Reformat		0.0500	
CCCS Payment Surcharge		0.0500	
ACH Receiver Services		250.0000	one time implementation
Safekeeping & Sec. Clearings			
Safekeeping Account Maintena	1	200.0000	
Safekeeping of Assets-Receipt	56	0.0000	
Disbursements (Credit Account)	15	0.0000	
Deposit Withdrawal	2	0.0000	
Clearing FRB	10		
\$1000 Par Value	1,000	0.0000	
Next \$4,000,000 Par Value	4,000	0.0000	
Next \$5,000,000 Par Value	5,000	0.0000	
Next \$10,000,000 Par Value	1,320	0.0000	
Safekeeping per cusip	56		
Income distribution	15		
Remote Deposit Services			
Remote Dep-Account Maintena	1	0.0000	
Remote Dep Ck Image Process	9,790	0.0600	1st 500 free
Rdsol - Item Storage	457,932	0.0000	
High Volume Scanner Maintena	1	20.0000	2 scanners free
Med Volume Scanner Maintena	1	20.0000	
Image			
CD ROM Maintenance	4	0.0000	1st disk \$25 then \$15
CD ROM Per Image	732	0.0250	
CD ROM Disk	4	25.0000	1st disk \$25 then \$15

Image Archive - 90 Days	238	0.0200	\$2 if image >91 days
Image Maintenance - Direct	0	0.0000	
Image Retrieval BA Direct	0	1.0000	
GCS Transaction History	0	0.0000	
Miscellaneous			
Check Copy	1	15.0000	free on line
Nonrelationship Cust Ck Cashe	3	0.0000	

Additional Service Codes added 4/5/13

Post No Checks Maintenance		1.0000	
Elockbox Return Electronic		1.5000	
Return Notification Email		2.5000	
ACH Receiver Svcs Transaction		0.0800	
Check Deposited On Us		0.0600	
Image Group Two Tier 2		0.0250	
Return Item		2.0000	
PWS Exception Notif Acct		0.0000	
Stop Payment Electronic		2.0000	
Electroinc Fed Debit S/T		2.0000	
Electroinc Chip Debit S/T		2.0000	
Full Recon w/PP via PWS		30.0000	
Full Recon per item		0.0300	

Image Cash Letter pricing

519 - IMAGE GROUP ONE	\$0.035
520 - ON-US STANDARD	\$0.025
521 - IRD PERIOD ONE	\$0.100
522 - IRD PERIOD TWO	\$0.120
523 - RETURN IMAGE ON US	\$0.200
524 - FILE TRANSMISSION REC - VPN	
525 - RETURN IMAGE GROUP TWO TIER 1	\$0.400
526 - IMAGE GROUP TWO	\$0.025
527 - IRD SELECT	\$0.080
528 - IMAGE GROUP TWO - TIER 2	\$0.030
535 - RETURN IMAGE GROUP TWO TIER 2	\$0.500
536 - RETURN IMAGE GRP ONE PERIOD 1	\$0.900
537 - RETURN IMAGE GROUP THREE	\$1.250
539 - RETURN IMAGE IRD	\$1.750

746 - ON US PREMIUM	\$0.050
747 - IRD PERIOD THREE	\$0.200
748 - ICL DEPOSIT LATE	\$2.000
751 - IMAGE GROUP ONE - PERIOD TWO	\$0.055
752 - IMAGE GROUP ONE - PERIOD THREE	\$0.120
753 - RETURN IMAGE SELECT GRP ONE P2	\$0.900
754 - RETURN IMAGE GROUP ONE P2	\$0.900
755 - VAULT CHECKS DEPOSITED	\$0.180
756 - ICL DEPOSIT STANDARD	\$1.500
757 - IMAGE QUALITY SUSPECT ITEMS	\$0.250
758 - NON-CONFORMING IMAGE ITEMS	\$0.000
759 - ICL DEPOSIT EARLY	\$1.000
760 - ACH ELIGIBILITY TESTING/ FILTER	\$0.003
762 - RETURN IMAGE SELECT GRP ONE P1	\$0.900
763 - RETURN ICL DEPOSIT	\$3.000

Pledgee Agreement Form

To: Federal Reserve Bank of Boston
PO Box 55882
Boston, MA 02205
Attn: Joint Custody

Tel: 800-327-0147, #1
Fax: 877-973-8972

Date: 5/10/13

We, the CITY OF ROUND ROCK agree to the terms of Appendix C of your *Operating Circular 7*, dated August 19, 2005, as it may be amended from time to time with respect to the account on your books designated B552. (4 digit alpha-numeric account number)

We further agree that you may accept par for par substitutions: securities from the Pledgor as a replacement of, or in substitution for, those securities presently held (please check one):

NO (Instructions required for each withdrawal)

YES (Standing approval)

provided that the replacement or substitution does not reduce the aggregate par amount of securities held in custody for us. (See *Operating Circular 7, Appendix C, Section 4.3.*)

We authorize you to use the following call-back procedure for securities transactions pertaining to this account (please check one):

Three-party call-back

Four-party call-back

We certify that the individuals listed below may take authoritative action on our behalf with respect to the account, including a direction to release collateral from the account. You may rely on the authority of these individuals with respect to the account until we otherwise notify you.

Telephone: (512) 218-3297

Fax: (512) 671-2808

Print Name: Joan Sharp Title: Accountant

Signature: Joan Sharp Date: 5/10/13

Telephone: (512) 218-5444

Fax: (512) 671-2808

Print Name: Elaine S. Wilson Title: Accounting Manager

Signature: Elaine S. Wilson Date: 5/10/13

Telephone: (512) 218-3295

Fax: (512) 671-2808

Print Name: Lorje Lankford Title: Asst Finance Director

Signature: Lorje Lankford Date: 5/10/13

Exhibit B

Pledgee Agreement
(page 2 of 2)

Telephone: (512) 218-5445

Print Name: Cheryl Delaney Title: Finance Director

Fax: (512) 671-2808

Signature: Cheryl Delaney Date: 5/10/13

The Undersigned hereby certifies that he/she is the present lawful incumbent of the designated public office.

Pledgee

CITY OF ROUND ROCK

Name of governmental unit
221 E. Main Street

Street Address or P.O Box Number
Round Rock, TX 78664

City, State, Zip Code

Official Signature/ Date

Alan McGraw, Mayor

Printed Name and Title

Notary

State of _____

County of _____

On this ____ day of _____, 20__ before me personally appeared _____, to me personally known or satisfactorily proven, who by me duly sworn, did depose and say that he/she resides at _____, in the City of _____, in the State of _____, that he/she is the _____ [Title] of _____ and that he/she executed this document on behalf of _____ before me.

(Signature of Notary)

(Print name of Notary)

My commission expires on _____ [Date]