

THOMAS P. DINAPOLI  
STATE COMPTROLLER



110 STATE STREET  
ALBANY, NEW YORK 12236

STATE OF NEW YORK  
OFFICE OF THE STATE COMPTROLLER

June 22, 2022



Re: Contract #C001110, Amendment #1

Dear [REDACTED]:

This Amendment #1 modifies Contract #C001110 between the New York State Office of the State Comptroller, by the Department of Audit and Control ("OSC"), and KeyBank National Association ("Contractor," "KeyBank," or "Bank") as follows:

1. The arbitration requirements in Section 20 of KeyBank's Deposit Account Agreement and Funds Availability Policy ("**Deposit Account Agreement**," which is attached to Contract #C001110 as Exhibit C.8), have been rejected by OSC, as set forth in OSC's letter to KeyBank dated May 26, 2022. A copy of OSC's May 26, 2022 letter to KeyBank is annexed hereto and fully incorporated into this Amendment #1 as Exhibit 1.
2. This Amendment #1 may be executed in any number of counterparts, each of which shall be deemed to be an original, and all of which together will constitute one and the same written agreement.
3. All covenants, terms and conditions set forth in the Agreement and all Appendices and Exhibits thereto, except any covenants, terms, or conditions specifically modified by this Amendment #1, shall remain in full force and effect.

Sign, have notarized, and return two signature pages with this document to my attention to the following address:

ATTN: Liz Carl  
Office of the State Comptroller  
110 State Street, Stop 13-2  
Albany, NY 12236-0001

Address any questions to my attention at [RFP@osc.ny.gov](mailto:RFP@osc.ny.gov).

Sincerely,

A handwritten signature in cursive script that reads "Liz Carl".

Liz Carl  
Contract Management Specialist 1

Enclosure

IN WITNESS WHEREOF, the parties hereto have executed this Amendment.

In addition to the acceptance of this Amendment, the OSC and Contractor signatures on this page certify that originals of this signature page will be attached to all other exact copies of this Amendment.

CONTRACT NUMBER: C001110, AMENDMENT NUMBER: 1

CONTRACTOR

SIGNATURE

PRINTED NAME

TITLE

June 23, 2022

DATE

CONTRACTOR'S ACKNOWLEDGEMENT

STATE OF NEW YORK

COUNTY OF ALBANY

OFFICE OF THE STATE COMPTROLLER

SIGNATURE

JEREMY R. DISARE

PRINTED NAME

DIRECTOR OF FINANCE

TITLE

6/24/2022

DATE

SS.:

On the 23rd day of June in the year 2022, before me personally appeared [REDACTED] known to me to be the person who executed the foregoing instrument, who acknowledged to me that he maintains an office at 66 South Pearl Street, Albany, New York, and further that he is a [REDACTED] of KeyBank National Association, the national banking association described in the foregoing instrument; that, by authority of the Board of Directors of the national banking association he is authorized to execute the foregoing instrument on behalf of the national banking association for purposes set forth therein; and that, pursuant to that authority, he executed the foregoing instrument in the name of and on behalf of the national banking association as the act and deed of the national banking association.

Notary Public  
Registration No. [REDACTED]

WENDY A. NG  
Notary Public, State of New York  
No. 01NG4999167  
Qualified in Rensselaer County  
Commission Expires July 20, 2026

APPROVED AS TO FORM:  
NYS ATTORNEY GENERAL

APPROVED:  
THOMAS P. DINAPOLI, COMPTROLLER

BY:

DATE

BY:

DATE

APPROVED

DEPT. OF AUDIT & CONTROL

Aug 05 2022  
Brian Fuller

FOR THE STATE COMPTROLLER

**From:** [Maggi, Benjamin](#)  
**To:** [RFP; Contract Approval](#)  
**Cc:** [Ellen Porcari](#); [Elizabeth Carl](#); [Elizabeth D. McManus](#)  
**Subject:** Approved - RE: OSC Contract # C001110 & Amendment C001110-1 KeyBank N.A.  
**Date:** Friday, June 24, 2022 12:20:20 PM

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Approved as to Form: 6/24/2022 by Benjamin Maggi  
Received: 6/24/2022

OAG: CAS please file and enter. "P" Amount: 2,600,000

Reminder: Agencies must forward the contract approved by the OAG Contract Approval Section along with the email in which the OAG Contract Approval Section approved the contract, to OSC via the Comptroller's EDSS system. If you are not enrolled in the EDSS system and have not made alternative arrangements with OSC on how to submit your transaction, please contact OSC at [REDACTED] 408-[REDACTED] or email [REDACTED].

Benjamin L. Maggi  
Section Chief  
Contract Approval Section  
New York State Office of the Attorney General  
Contract Approval Section

THOMAS P. DINAPOLI  
STATE COMPTROLLER



110 STATE STREET  
ALBANY, NEW YORK 12236

STATE OF NEW YORK  
OFFICE OF THE STATE COMPTROLLER

May 26, 2022

By First Class Mail

KeyBank National Association  
P.O. Box 93752  
Cleveland, OH 44101-5752

Re: Confirmation of No Arbitration for Any Claims under  
Contracts C000914, C000936, and C001110

To Whom It May Concern:

This letter is to confirm that no arbitration of any claims is permitted under Contracts C000914, C000936, and C001110 between the New York State Office of the State Comptroller, by the Department of Audit and Control ("OSC"), and KeyBank National Association ("KeyBank"), in accordance with Appendix A to each of those agreements.

Without waiver of the applicability and priority of the no-arbitration provisions of Appendix A to Contracts C000914, C000936, and C001110, OSC provides this "opt-out" notice from arbitration of any dispute or claim under Contracts C000914 and C000936, as well as Contract C001110 immediately upon its effective date.

Set forth below is my name, the names of any joint account holders, and the Account numbers that are subject to this letter.

- Name of letter writer – Melody A. Goetz, Director, Bureau of State Accounting Operations
- Name(s) of joint account holder(s) - New York State Department of Taxation and Finance, Division of Treasury
- Accounts opened under the above-listed Contracts, including account numbers ending in the following (only the last four numbers of each account are provided), are subject to this letter:
  - XXXXXXXX0026 – General Checking Account (including payroll direct deposit pending final approval of C001110)
  - XXXXXXXX6501 – Comptroller's Special Refund Account
  - XXXXXXXX3266 – P Warrants Account - Refunds
  - XXXXXXXX3258 – W Warrants Account – Unclaimed Funds

Please send written confirmation to me via email that KeyBank has received this communication.

If KeyBank requires additional information from OSC, please advise.

We appreciate your attention to this matter.

Sincerely,

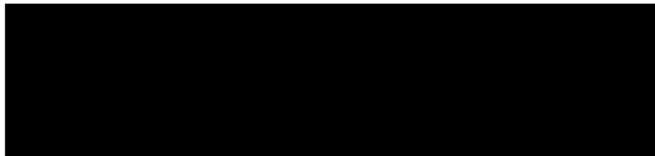


Melody A. Goetz  
Director, Bureau of State Accounting Operations

Cc: By First Class Mail and E-mail



By First Class Mail Only



By E-mail Only

OSC Division of Legal Services