***New Bank Charter Application Information Sheet***

*Below is a summary of frequently discussed requirements and considerations relating to the filing of a New Bank Charter Application with the Department of Banking and Securities (Department). The summary is for informational purposes only and is not a substitute for review and analysis of all statutory requirements for approval of a new bank charter. Applicants must review and understand relevant aspects of the Banking Code of 1965, as amended, as well as any other relevant federal or state law as applicable to chartering and operating a bank.* ***The Department does not provide legal advice to Applicants and all Applicants should consult appropriate legal counsel in the formation of their proposed bank and in the preparation and filing of this Application.***

**Prefiling Meeting:** It is strongly encouraged that any party interested in applying for a state banking charter schedule a prefiling meeting with the Bureau of Bank Supervision (Bureau) of the Department to discuss the Application process and to present the plans for the proposed bank. The Bureau will attempt to coordinate this meeting with the FDIC and other federal regulators as appropriate.

**Applicable Law:** Applicants should review all relevant provisions of the Pennsylvania Banking Code of 1965, as amended, (the "Banking Code” or “Code”) including Chapter 10 of the Code, in pursuing a Pennsylvania charter. *See* 7 P.S. § 1001-1011.

**Stock Incorporation:** There must be a minimum of three incorporators who subscribe to at least $1,000 par value of the proposed bank’s stock. *See* 7 P.S. § 1002. Additionally, any individual that proposes to purchase 10% or more of the proposed bank’s stock who is not a director, officer, or incorporator must file an Application under Section 112 of the Code to purchase the shares. *See* 7 P.S. § 112.

**Mutual Incorporation:** There must be a minimum of fifteen or more adults in the case of a mutual savings bank.

**Expenses and Incorporation Funding:** Applicants are restricted from certain capital raising and funding actions until certain approvals are received from the Bureau.

As part of the approval process, the Bureau may issue a Certificate of Incorporation and, subsequently, a Certificate of Authorization to do business. For a stock bank, no cash may be accepted by the Applicants until a Certificate of Incorporation has been issued by the Bureau. After the issuance of a Certificate of Incorporation, funds may be collected for stock subscriptions. All funds from incorporators and investors must be held in escrow until the proposed stock bank has met all conditions imposed by the Bureau and the Bureau issues a Certificate of Authorization.

A stock bank may not pay the costs incurred prior to the issuance of the Certificate of Authorization to Do Business, because those costs cannot be funded by the proposed bank. *See* 7 P.S. §1003.

**Section 1003 Affidavit:** Under Section 1003 of the Banking Code, a bank shall not pay any fee, compensation, or commission for promotion in connection with its organization or apply any money received on account of shares or subscriptions for shares to promoters' fees for obtaining subscriptions, selling shares, or other services in connection with its organization, except legal fees and other usual and ordinary expenses, including reasonable brokers' fees, commissions, and underwriting costs necessary for its organization.

Applicants must submit an affidavit pursuant to Section 1003 regarding organizational expenses and prohibition of promoters’ fees. *See* 7 P.S. § 1003. The affidavit must state all expenses incurred or to be incurred in connection with the organization of the bank, subscriptions for its shares and sale of its shares, and affirm that no fee, compensation, or commission prohibited by subsection (a) of Section 1003 has been paid or incurred.

**Deposit Insurance:** Applicants must be approved for or have deposit insurance from the FDIC before the Bureau can issue a Certificate of Authorization. The filing of an application for deposit insurance is not required at the time of filing of the Application. However, if a deposit application is filed contemporaneously, the completed insurance application can be submitted with this Application in lieu of completing the Questionnaire in Section VIII of the Application.

Even if Applicants do not intend to apply for deposit insurance contemporaneously with the filing of the New Bank Charter Application, it is strongly encouraged that the Applicants review the publication “*APPLYING FOR DEPOSIT INSURANCE” A Handbook for Organizers of De Novo Institutions*”, Division of Risk Management Supervision, October 2018. Many, if not all, of the topics covered in the handbook will be discussed or requested by the Bureau, so Applicants should be familiar with the document.

**Capital:** The capital must be structured to comply with Section 1010 of the Banking Code regarding Capital, Surplus and Expense Fund. *See* 7 P.S. § 1010. The amount of required capital is based on Applicants’ proposed business plan and the risk profile of the proposed bank. Initial capital will need to be sufficient to fund the proposed bank’s operations in a safe and sound manner through a minimum of the first three years of operations without the necessity of raising additional capital.

**Investigation:** As part of the Bureau’s investigation, the Bureau will require one or more meetings with the incorporators, directors, and senior executive officers of the proposed bank as necessary to discuss the Application and any submissions or attachments thereto.

**Business Plan:** The Application requires the submission of a business plan. Applicants must prepare their Business Plan in accordance with the guidelines found in the *Interagency Charter and Federal Deposit Insurance Application*.

**Additional Documentation:** In addition to complete answers, all documentation requested in the Application must be submitted for the Application to be deemed complete and accepted. However, as the Application is processed, the Bureau may identify deficiencies and Applicants may need to submit additional documentation or information upon request by the Bureau for the Application to be processed. Additionally, certain documentation and forms pursuant to the Banking Code will need to be submitted before final approval can be granted.

***New Bank Charter Application***

(Check all appropriate boxes)

**Type of Bank Charter being applied for: Federal Reserve Bank Member:**

 

  *If yes, identify applicable Federal Reserve Bank:*

 

 

 *Date Application filed with the Federal Reserve Bank for Membership:*

**Bank Holding Company Structure:**

 



*If yes, identify applicable Federal Reserve Bank:*





*Date Application filed with the Federal Reserve Bank for Holding Company Approval:*

**SECTION I - General Information and Instructions**

**Confidential Information:** Applicants may designate all or portions of a document to be confidential to the extent the document contains trade secrets, confidential proprietary information, or other privileged or confidential information, the disclosure of which would cause substantial harm to a bank or impair the safety or soundness of a bank.  Designations of confidentiality must be prominently indicated on the Application, documents, or attachments thereto.

**Date of Filing/Acceptance:** If an Application is determined to be complete, the date the printed Application is received by the Bureau of Bank Supervision (Bureau) is the date of filing. An acknowledgment will be sent to the Applicants indicating the Application was received and is being reviewed for completeness. Once the Application is determined to be complete, the Bureau of Bank Supervision will send a letter/correspondence indicating the Application is complete and has been accepted by the Department. Notwithstanding acceptance of the Application, additional information or documentation may be required as the Application is processed and reviewed.

**Electronic Copies:** The application, supporting documents, and a copy of each check submitted should be emailed to ra-bnbanksupervision@pa.gov.

**Fees:** *Application*:A check in the amount of $10,000 must be submitted and made payable to

the Commonwealth of Pennsylvania Department of Banking and Securities.

*Background Check*: A check in the amount of $22 for the Pennsylvania State Police Criminal Record Check must be submitted for each proposed incorporator, director, and officer of the proposed bank and made payable to the Commonwealth of Pennsylvania.

*Articles Filing Fee*: If the Application is approved, Applicants must submit a filing fee of $125 for the Department to file the approved Articles of Incorporation with the Commonwealth of Pennsylvania Department of State. The check must be made payable to the Department of State for filing the Articles of Incorporation.

All checks should be mailed to:

Bureau of Bank Supervision

Pennsylvania Department of Banking and Securities

17 North Second Street, Suite 1300

Harrisburg, PA 17101-2290

**Answers:** All answers must be complete and accurate and are subject to verification. If the answer is “none”, “not applicable”, or “unknown”, please state. An answer of “unknown” should be explained. Cross-references may be made to other answers or to an exhibit so long as the cross-reference is made with a specific cite to the location in the documents to allow easy reference.

All questions and requests for information/documentation should be answered in their entirety. Missing or incomplete answers, or failure to submit the required supporting documentation will delay acceptance of the Application and may cause the Application to be returned to the Applicants.

If circumstances or changes occur after the filing of the Application that render answers or documentation submitted to be inaccurate, Applicants must promptly file with the Department an amendment disclosing the changes and specific areas of the previous Application that are being updated.

**SECTION II - Publication Requirement**

**An advertisement is required to be published prior to or within 7 days of the date of delivery of the articles to the Department pursuant to Section 1006(a) of the Banking Code of 1965, as amended (Banking Code). *See* 7 P.S. § 1006(a).** The required content of the advertisement is found in Section 1006(b). *See* 7 P.S. §1006(b). Requirements for the newspaper in which the advertisement is to be published is found in Section 109 of the Banking Code. *See* 7 P.S. § 109.

Please indicate the following:

The newspaper(s) of general circulation the advertisement was submitted to:

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The date the advertisement was submitted for publication:

The date the advertisement will be published on:

A .pdf copy of the notarized proof of publication of the required advertisement indicating a publication date must be emailed to the Bureau at ra-bnbanksupervision@pa.gov before the Application can be approved. Any proof of publication that has a publication date longer than seven (7) days from the date the Department acknowledges receipt of Application may result in the return or delay in the processing of the application.

**SECTION III – Federal Applications**

If any other applications related to the proposed bank have been filed with any other federal or state agency, attach a copy of the application(s) and all attachments and exhibits thereto to this Application.

**Please Note:** *If an Interagency Charter and Federal Deposit Insurance Application (Insurance Application) has been filed with the FDIC, Applicants can submit to the Department the completed Insurance Application and all exhibits and attachments thereto in place of completing Section VIII of the Department’s Application.*

**SECTION IV - Biographical and Financial Reports**

Provide a list of the incorporators, proposed directors, senior executive officers (12 CFR § 303.101 (b)), and any person or group of proposed shareholders acting in concert that will own or control 10% or more of the bank's stock. For each person listed, attach a complete and fully executed Biographical and Financial Report.  A copy of the form may be found on the Department’s website and attached as Appendix “B”.

**Note:** *Any individual that proposes to purchase 10% or more of the proposed bank’s stock who is not a director, officer, or incorporator must file an application under Section 112 of the Code to purchase the shares. See 7 P.S. § 112.*

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**SECTION V - Articles of Incorporation and Bylaws**

Applicant must attach to the Application copies of the Articles of Incorporation and Bylaws of the proposed bank. The Articles of Incorporation must meet the minimum requirements set forth in Section 1004 of the Banking Code of 1965 as amended. *See* 7 P.S. § 1004. Bylaws must conform with Section 204 of the Banking Code and with other applicable relevant provisions of the Banking Code of 1965. *See* 7 P.S. § 204 and other applicable provisions of the Banking Code of 1965.

**SECTION VI – Fees and Expenses**

1. Have the undersigned incorporators directly or indirectly paid to or received from any person, partnership, association, or corporation any money or other thing of value as a fee, commission, or other compensation for any service rendered or to be rendered, or for any property transferred or to be transferred, in connection with the organization of said institution? 

 *If the answer was Yes, please complete the following (if additional space is needed please attach an addendum in substantially the format below):*

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| **Name(s) of Payor(s)** | **Name(s) of Payee(s)** | **Reason for Payment** | **Date Paid** | **Amount Paid** |
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1. Have the incorporators ever been directly or indirectly a party to any written or oral agreement or understanding to directly or indirectly pay to or receive from any person, partnership, association or corporation any money or thing of value as a fee, commission or other compensation for a service rendered or to be rendered, or for any property transferred or to be transferred, in connection with the organization of said institution? 

*If the answer was Yes, please complete the following (if additional space is needed please attach an addendum in substantially the format below):*

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| **Name(s) of Payor(s)** | **Name(s) of Payee(s)** | **Date and Terms of Agreement(s)** | **Amount to be Paid** |
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1. Have the incorporators ever been directly or indirectly party to any written or oral agreement or understanding providing for the undersigned incorporators or any other person, partnership, association or corporation not party to any of the annexed Stock Subscription Agreements, to directly or indirectly purchase any stock of said institution or providing for the sale, pledge, transfer or other disposition of any stock in the said institution to be legally or equitably owned

by the undersigned incorporators to or for the benefit of any person, partnership, association or corporation? 

*If the answer was Yes, please complete the following (if additional space is needed please attach an addendum in substantially the format below):*

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| **Name(s) of Undersigned Party to the Agreement** | **Name(s) of Other Party(s)** **to the Agreement** | **Date and Terms of Agreement** |
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**SECTION VII - 1003 Affidavit**

For a stock bank structure, complete and attach an executed Section 1003 Affidavit in the form attached hereto in Appendix “A”

**SECTION VIII - Questionnaire**

1. **Overview**
2. Provide a brief overview of the Application. The overview should describe the bank's business, and proposed market coverage including any special market niche, including the products, market, services, and any nontraditional activities.

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1. Describe any issues about the permissibility of the proposal with regard to applicable state or federal laws or regulations. Identify any regulatory waiver requests and provide adequate justification.

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1. When available, provide a copy of all public or private offering materials and the proposed form of stock certificate, including any required restrictive legends.
2. Provide a copy of the proposed articles of association, articles of incorporation or charter, and proposed bylaws.
3. Provide a copy of the business plan. The business plan should be in conformity with the Business Plan Guidelines found on pages 18 – 25 in the *Interagency Charter and Federal Deposit Insurance Application*.
4. **Management**
5. Describe each proposed director's qualifications and experience to serve and oversee management's implementation of the business plan. Describe the extent, if any, to which directors or major stockholders are or will be involved in the day­to-day management of the bank. Also, list the forms of compensation, if any.

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1. Provide a list of Board committees and members.
2. Describe any plans to provide ongoing director education or training.

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1. Describe each proposed senior executive officer's duties and responsibilities, and qualifications and experience to serve in his/her position. If a person has not yet been selected for a key position, list the criteria that will be required in the selection process. Discuss the proposed terms of employment, including compensation and benefits, and attach a copy of all pertinent documents, including an employment contract or compensation arrangement. Provide the aggregate compensation of all officers.

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1. Describe any potential management interlocking relationships (12 U.S.C. §§1467a(h)(2), 3201-3208, or applicable state law) that could occur with the establishment or ownership of the bank.

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1. Describe any potential conflicts of interest.

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1. Describe any transaction, contract, professional fees, or any other type of business relationship involving the bank, the holding company, and its affiliates (if applicable), and any organizer, director, senior executive officer, shareholder owning or controlling 10% or more, and other insiders. Include professional services or goods with respect to organizational expenses and bank premises and fixed asset transactions. (Transactions between affiliates of the holding company that do not involve the bank need not be described.)
2. State whether the business relationship is made in the ordinary course of business, is made on substantially the same terms as those prevailing at the time for comparable transactions with non-insiders, and does not present more than the normal risk of such transaction or present other unfavorable features.
3. Specify those organizers that approved each transaction and whether the transaction was disclosed to proposed directors and prospective shareholders.
4. Provide all relevant documentation, including contracts, independent appraisals, market valuations, and comparisons.
5. Describe all stock benefit plans of the bank and holding company, including stock options, stock warrants, and other similar stock-based compensation plans for senior executive officers, organizers, directors, and other insiders. Include in the description:
6. The duration limits.
7. The vesting requirements.
8. Transferability restrictions.
9. Exercise price requirements.
10. Rights upon termination.
11. Any "exercise or forfeiture" clause.
12. Number of shares to be issued or covered by the plans.

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1. Provide a list of participants, allocation of benefits to each participant, and a copy of each proposed plan. (Plans must conform to applicable regulatory guidelines.)
2. **Capital**

1. **Stock Banks:**
	1. For each class of stock, provide the number of authorized shares, the number of shares to be issued, par value, voting rights, convertibility features, liquidation rights, and the projected sales price per share. Indicate the amount of net proceeds to be allocated to common stock, paid-in surplus, and other capital segregations.

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* 1. Describe any noncash contributions to capital, and provide supporting documents for assigned values, including an independent evaluation or appraisal.

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* 1. Discuss the adequacy of the proposed capital structure relative to internal and external risks, planned operational and financial assumptions, including technology, branching, and projected organization and operating expenses. Present a thorough justification to support the proposed capital, including any off­balance sheet activities contemplated. Describe any plans for the payment of dividends.

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* 1. List all known subscribers to stock. For organizers, directors, 10% shareholders, senior executive officers, and other insiders, include the number of shares and anticipated investment and the amount of direct and indirect borrowings to finance the investment. Discuss how any debt will be serviced.

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* 1. List recipients and amounts of any fees, commissions, or other consideration in connection with the sale of stock.

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* 1. Indicate whether the bank plans to file for S Corporation tax status.

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1. **Mutual Banks:**
	1. For a mutual bank, please indicate the amount and source of all capital expected to be raised.

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1. **Convenience and Needs of the Community -** This information must be consistent with the proposed business plan.
2. Market Characteristics
3. Define the intended geographical market area(s). Include a map of the market area, pinpointing the location of proposed bank's offices and offices of competing depository banks.

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1. Describe the competitive factors the bank faces in the proposed market and how the bank will address the convenience and needs of that market to maintain its long-term viability.

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1. Discuss the economic environment and the need for the bank in terms of population density and trends, income, and industry and housing patterns.

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1. Describe any intended internet or mobile market the proposed bank will seek.

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1. **Premises and Fixed Assets**
2. Provide a physical description for permanent premises and discuss whether they will be publicly and handicapped accessible. Indicate the level and type of property insurance to be carried.

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1. If the permanent premises are to be purchased, provide name of seller, any affiliation seller has with the proposed bank, purchase price, cost and description of necessary repairs and alterations, and annual depreciation. If the premises are to be constructed, provide the name of the seller, the cost of the land, and the construction costs. Indicate the percentage of the building that will be occupied by the bank. Provide a copy of the appraisal.

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1. If the permanent premises are to be leased, provide name of owner, any affiliation lessor has with the proposed bank, terms of the lease, and cost and description of leasehold improvements. Provide a copy of the proposed lease when available.

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1. If temporary quarters are planned, provide a description of interim facility, length of use, lease terms, and other associated commitments and costs.

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1. State whether proposed premises and fixed asset expenditures conform to applicable statutory limitations.

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1. Outline the security program that will be developed and implemented, including the security devices.[[1]](#footnote-1)

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1. Discuss any significant effect the proposal will have on the quality of the human environment. Include in the discussion changes in air and/or water quality, noise levels, energy consumption, congestion of population, solid waste disposal, or environmental integrity of private land within the meaning of the National Environmental Policy Act, 42 U.S.C. § 4321, *et seq*.

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1. Describe any plan to establish branches or relocate the main office within the first three years. Any acquisition or operating expenses should be reflected in the financial projections.

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1. Indicate if the establishment of the proposed main office and/or any branch site may affect any district, site, building, structure, or object listed in, or eligible for listing in, the National Register of Historic Places pursuant to the National Historic Preservation Act, 16 U.S.C. § 470f. (See, the Advisory Council on Historic Preservation at www.achp.gov for the Act and implementing regulations.)

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1. **Information Systems**
2. State whether the bank plans to market its products and services (the ability to do transactions or account maintenance) via electronic means. If yes, specifically state the products and services that will be offered via electronic banking, the Internet or mobile application.

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1. Outline the proposed or existing information systems architecture and any proposed changes or upgrades. The information should describe how: (1) the information system will work within existing technology; (2) the information system is suitable to the type of business in which the bank will engage; (3) the security hardware, software, and procedures will be sufficient to protect the bank from unauthorized tampering or access; and (4) the organizers and directors will allocate sufficient resources to the entire technology plan.

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1. Provide lists or descriptions of the primary systems and flowcharts of the general processes related to the products and services. The level of detail in these system descriptions should be sufficient to enable verification of the cost projections in the *pro formas*.

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1. Estimate the startup budget for the information systems related to the products and services and the expected annual operating and maintenance costs (including telecommunications, hardware, software, and personnel).

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1. Describe the physical and logical components of security. Describe the security system and discuss the technologies used and key elements for the security controls, internal controls, and audit procedures. Discuss the types of independent testing[[2]](#footnote-2) the bank will conduct to ensure the integrity of the system and its controls.

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1. Describe the information security program that will be in place to comply with the "Interagency Guidelines Establishing Standards for Safeguarding Customer Information".[[3]](#footnote-3)

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1. **Other Information**
2. List activities and functions, including data processing, that will be outsourced to third parties, identifying the parties and noting any affiliations. Describe all terms and conditions of the vendor management activities and provide a copy of the proposed agreements. Describe the due diligence conducted and the planned oversight and management program of the vendors' or service providers' relationships (for general vendor management guidance, see the Appendix of the FFIEC’s guidance, Risk Management of Outsourced Technology Services).

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1. List all planned expenses related to the organization of the bank and include the name of recipient, type of professional service or goods, and amount. Describe how organization expenses will be paid.

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1. Provide evidence that the bank will obtain sufficient fidelity coverage on its officers and employees to conform with generally accepted banking practices.

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1. If applicable, list names and addresses of all correspondent depository banks that have been established or are planned.

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1. Provide a copy of management's policies for loans, investments, liquidity, funds management, interest rate risk, and other relevant policies. Provide a copy of the Bank Secrecy Act program.

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1. If the bank is, or will be, affiliated with a company engaged in insurance activities that are subject to supervision by a state insurance regulator, provide:
2. The name of insurance company.

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1. A description of the insurance activity that the company is engaged in and has plans to conduct.

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1. A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.

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**Certification**:

Applications must include a certification stating the following:

The undersigned incorporators certify the following:

* We are not directly or indirectly party to any written or oral agreement or understanding, undisclosed to the Secretary of Banking and Securities, providing for the sale of the assets of said bank to, or merging or consolidating the said bank with, any other financial bank.
* We are not acting in this Application as representatives of or on behalf of any person, partnership, association, or corporation undisclosed to the Secretary of Banking and Securities.
* The information contained in this Application, including the information set forth in all the exhibits attached hereto, is true, correct, and complete subject to the punishment and penalties for false statements provided for by 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

**Incorporators:**

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| Typed or Printed Name |  | Signature |  | Date |
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| Typed or Printed Name |  | Signature |  | Date |
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| Typed or Printed Name |  | Signature |  | Date |

**New Bank Charter Application Submission Checklist:**

[ ]  Are the required filing fees enclosed?

[ ]  Are all questions answered?

[ ]  Are all required attachments, attestations/certifications, and documentation included?

[ ]  The required advertisement has been or will be published within 7 daysof the date of delivery of

 the articles to the Department acknowledged the filing of the Application?

[ ]  Are copies of any federal applications included?

[ ]  Are Biographical and Financial Reports for **each** individual incorporator, director, and senior

 executive officer included and complete with all necessary attachments?

[ ]  Is the Application executed and dated by all required parties?

Appendix “A”

**Form Affidavit of Incorporators**

**Pursuant to 7 P.S. § 1003(b)**

We, the undersigned incorporators of  *The Bank*  (the “Bank”), affirm the following:

1. The Bank has not paid, nor will it pay, any fee, compensation or commission for promotion in connection with its organization or apply any money received on account of shares or subscriptions for shares to promoters’ fees for obtaining subscriptions, selling shares or other services in connection with its organization, except legal fees and other usual and ordinary expenses necessary for its organization.
2. The undersigned incorporators, as directors or shareholders of the said institution or otherwise, did not vote for or in any other manner approve of or consent to any payment from the organization expense fund for obtaining subscriptions to the capital stock of said institution nor shall any organization expense be paid out of any other funds of said institution.
3. The following expenses were incurred, or are to be incurred, in connection with the organization of the institution, subscriptions for its shares and the sale of its shares:

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| **Expense** | **Name(s) of Payee(s)** | **Name(s) of Payor(s)** | **Date Paid** | **Amount Paid** |
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The information in this Affidavit is stated to the best knowledge, information, and belief of the respective persons below.

IN WITNESS WHEREOF, the undersigned majority of incorporators of  *The Institution*  have caused this affidavit to be executed:

**[Signatures, typed names and addresses are required of a majority of the incorporators.]**

The foregoing Affidavit of Incorporators of  *The Institution* was subscribed and sworn to before me this *Day*  day of *Month* , *Year* .

Witness my hand and official seal.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ My Commission Expires:\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Signature of Notary Public)

SEAL

Appendix “B”

**BIOGRAPHICAL AND FINANCIAL REPORT**

This is filed with respect to: *Name of Bank/Holding Company*

**Type of Filing: Position:**

 

 

 

 Title: *Title*





**Point of Contact for Report:**

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| --- |
| Name: *Name*  |
| Business:  *Business*  |
| Street:  *Street*  |
| City:  *City*   | State:  *State*  | Zip Code:  *Zip Code*  |
| Phone:  *Phone*   | Email:  *Email*  |

**SECTION I - General Information and Instructions**

**Confidential Information:** Filers may designate all or portions of a document to be confidential to the extent the document contains trade secrets, confidential proprietary information, or other privileged or confidential information, the disclosure of which would cause substantial harm to a bank or impair the safety or soundness of a bank. Designations of confidentiality must be prominently indicated.

**Answers:** All answers must be complete and accurate and are subject to verification. If the answer is “none”, “not applicable”, or “unknown”, please state. An answer of “unknown” should be explained. Cross-references may be made to other answers or to an exhibit so long as the cross-reference is made with a specific cite to the location in the documents to allow easy reference.

All questions and requests for information/documentation should be answered in their entirety. Missing or incomplete answers, or failure to submit the required supporting documentation will delay processing and may cause the Application to be returned to the Applicants.

If circumstances or changes occur after the filing of the report that render answers or documentation submitted to be inaccurate, filers must promptly file with the Department an amendment disclosing the changes and specific areas of the previous report that are being updated.

**SECTION II – Federal Applications**

*If the filer is completing an Interagency Biographical and Financial Report (Federal Report) with a federal regulator that relates to the purpose of the filing of this Report, the filer can attach a copy of the fully completed and executed Federal Report in place of completing the remaining sections.* ***Filers must still complete the certification at the end of this Report.***

**SECTION III – Definitions**

 *(For the purposes of this Report)*

*Affiliate* means any company that owns or controls, is owned or controlled by, or is under common ownership or control with a depository institution or depository institution holding company.

*Associated* means associated as an officer, director, organizer, partner, trustee, or principal shareholder or owner.

*Company* means any corporation, association, partnership, limited liability company, business trust, sole proprietorship, joint venture, or other similar organization.

*Depository* institution means any bank (including a national, state, district, or foreign bank), savings association, savings bank, savings and loan association, building and loan association, homestead association, cooperative bank, trust company, industrial bank or loan company, or credit union. A United States office, including a branch or agency, of a foreign bank is a depository institution.

*Management official* includes a senior executive officer; director; advisory or honorary director of a depository institution with total assets of $100 million or more; branch manager; trustee of a depository organization under the control of trustees; and any person who has a representative or nominee serving in any of those capacities.

*Principal shareholder* or owner means a person who directly or indirectly owns, controls, or holds (either individually or as a member of a group) the power to vote 10 percent or more of any class of voting securities or other voting equity interest of the entity.

**SECTION IV - Personal Information**

|  |
| --- |
| Name: *Name*  |
| Business:  *Business*  |
| Street:  *Street*  |
| City:  *City*   | State:  *State*  | Zip Code:  *Zip Code*  |
| Phone:  *Phone*   | Email:  *Email*  |

If at residence less than five years, list addresses and dates occupied for past five years.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Date From** | **Date To** | **Number and Street** | **State** | **ZIP Code** | **Country** |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

|  |
| --- |
| Date of Birth:  *Day/Month/Year*  |
|  |
| Place of Birth: |  |  |  |  |  |
|  |  City |  |  State |  |  Country |
|  |  |  |

United States Social Security Number:

Citizenship:

Date if Naturalized:

Country:

If not a United States citizen, provide:

|  |  |
| --- | --- |
| Passport Number: |  |
| Home Country Identification Number:  |  |
| Immigration File Number: |  |
| Father's full name:  |  |
| Mother's full name, including maiden name: |  |

List other names you used and the period of time you used them (for example, your maiden name, name by a former marriage, former name, alias, or nickname). If the other name is your maiden name, put "nee" in front of it:

|  |
| --- |
|  |

**SECTION V – Employment Record**

List employment in reverse chronological order for the last five years. The list should include the beginning and ending dates of employment, the employer's name and location (city, state), nature of business, title or position, nature of duties, and reason for leaving.

|  |  |  |  |
| --- | --- | --- | --- |
| **Name/Address of Employer****Nature of Business** | **From/To****Mo./Yr.** | **Title or Position****Nature of Duties** | **Reason for Leaving** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

Have you ever been dismissed or asked to resign from any past employment, including a less than honorable discharge from military service? [ ]  Yes [ ]  No

If "yes," provide the employer's name, address, and telephone number; title or position; date of discharge; and explanation.

|  |
| --- |
|  |

**SECTION VI – Education and Professional Credentials**

List each diploma or degree from high schools, colleges, universities, or other schools.

|  |  |  |  |
| --- | --- | --- | --- |
| **School's Name/Location** | **From** | **To** | **Degree** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

List each professional license or similar certificate you now hold or have held (for example, Attorney, Physician, CPA, NASD or SEC registration).

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **License** | **Issuing Authority** | **Date Issued** | **Status** | **Expiration** |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

**SECTION VII – Business and Banking Affiliates**

1. List any company with which you are associated, providing the company name, location, nature or type of business, position held or relationship to the company, ownership percentage, and beginning date of the relationship.

|  |
| --- |
|  |

2. List the name of any depository institution or depository institution holding company with which you are or were associated. Also list the location, nature of banking activity, position held or relationship, ownership percentage, and beginning and ending dates of the relationship.

|  |
| --- |
|  |

3. Are you in the process of being considered for a senior executive officer or director position at another depository institution or depository institution holding company? [ ]  Yes [ ]  No

*If "yes," provide the name of the depository institution or depository institution holding company and the position. If the application has been submitted for regulatory review, provide the name of the regulatory agency.*

|  |
| --- |
|  |

4. Are you now or are you proposed to be a “management official” of another insured depository institution or depository institution holding company? [ ]  Yes [ ]  No

*If "yes," explain either why the potential interlock is not a violation of the Depository Institution Management Interlocks Act (12 U.S.C. §§ 3201-3208) or what action will be taken to prevent a violation.*

|  |
| --- |
|  |

**SECTION VIII – Legal and Related Matters**

5. Have you been involved in any of the following filings where the filing was denied, disapproved, withdrawn, or otherwise returned without favorable action by a federal or state regulatory authority or a self-regulatory organization:

|  |
| --- |
|  |

6. A charter or license application, a depository institution holding company application, or a federal deposit insurance application, in which you were listed as an organizer, director, senior executive officer, or a person that would own or control (either individually or as a member of a group) 10 percent or more of any class of voting securities or other voting equity interest of the institution, or similar position? [ ]  Yes [ ]  No

7. A merger application in which you were listed as a director, senior executive officer, or similar position? [ ]  Yes [ ]  No

8. A notice of change in director or senior executive officer, or similar form, in which you were listed as a director, senior executive officer, or similar position? [ ]  Yes [ ]  No

9. A notice of change in control for a depository institution or other company, or a similar form, in which you were listed (either individually or as a member of a group) as an acquirer or transferee? [ ]  Yes [ ]  No

10. Any other application, notice, or other regulatory or administrative request which was filed with a federal or state regulatory authority or a self-regulatory organization in which you were listed in some capacity? [ ]  Yes [ ]  No

11. Have you or any depository institution or depository institution holding company with which you are or were associated been subject to any supervisory agreement, enforcement action, civil money penalty, prohibition or removal order, or other supervisory or administrative action taken or imposed by any federal or state regulatory authority or other governmental entity? [ ]  Yes [ ]  No

12. Has any depository institution with which you are or were associated:

1. Been placed into conservatorship or receivership or otherwise failed?

[ ]  Yes [ ]  No

1. Received financial assistance from a federal agency or instrumentality (for

example, FDIC, Resolution Trust Corporation, Federal Savings and Loan Insurance Corporation)? [ ]  Yes [ ]  No

1. Merged with or been acquired by an institution that received financial assistance from a federal agency or instrumentality in connection with the transaction?

[ ]  Yes [ ]  No

13. Have you or any company with which you are or were associated:

(a) Filed a petition under any chapter of the Bankruptcy Code or had an involuntary bankruptcy petition filed against you or the company? [ ]  Yes [ ]  No

(b) Defaulted on a loan or financial obligation of any sort, whether as obligor, cosigner, or guarantor? [ ]  Yes [ ]  No

(c) Forfeited property in full or partial satisfaction of any financial obligation?

 [ ]  Yes [ ]  No

(d) Had a lien placed against property for failure to pay taxes or other debts?

 [ ]  Yes [ ]  No

(e) Had wages or income garnished for any reason? [ ]  Yes [ ]  No

(f) Failed or refused to pay any outstanding judgments? [ ]  Yes [ ]  No

14. Have you or any company or depository institution with which you are or were associated been involved in any lawsuit, formal or informal investigation, examination, or administrative proceeding that may result in, or resulted in, any penalty (including, but not limited to, any sanction, fine, order to pay damages, loss of right or benefit, forfeiture of property interest, or revocation of license), agreement, undertaking, consent, judgment, or order imposed by or entered into with any of the following entities:

(a) Any federal or state court? [ ]  Yes [ ]  No

(b) Any department, agency, or commission of the United States government?

 [ ]  Yes [ ]  No

(c) Any self-regulatory organization (for example, NASO, FASB, state bar)?

 [ ]  Yes [ ]  No

15. Have you or any company or depository institution with which you are or were associated been arrested for, charged with, indicted for, or convicted of (including a conviction where the record was expunged), or ever pleaded nolo contendere to, any criminal matter (other than minor traffic violations)? [ ]  Yes [ ]  No

16. If you answer "yes" to any question in 5 through 15, provide your explanation by identifying the number of the question, describing the situation in detail, and, where relevant, including the:

* Name and location of any institution, company, party, court, regulatory agency, or self-regulatory organization involved.
* Nature of your association with any institution or company (for example, officer, director, organizer, principal shareholder, or owner).
* Type of any application, notice, or other regulatory or administrative request.
* Nature of any supervisory, enforcement, or administrative action.
* Direct and indirect debt terms, defaulted amount, and creditor regarding any financial obligation.
* Date of any relevant event.
* Nature of any lawsuit, charge, or proceeding.
* Jurisdiction in which any legal proceeding occurred.
* Resolution or disposition of the matter.

Present any other information you believe is important to evaluate your filing. If you are involved in the organization of a new depository institution or depository institution holding company, discuss your specific role.

|  |
| --- |
|  |

**SECTION IX – Financial Information**

**Financial Statements:** Financial statements from individuals must have “as of” dates of not more than 90 days prior to the date the financial report is submitted. All amounts in this report must be based on current market value in United States dollars[[4]](#footnote-4) and agree with any totals in the supplementary schedules. In addition to the sample financial schedules, you may wish to provide supplementary schedules for other items on the financial statement. If the sample financial statement is used, an answer is required to each item. If you submit an alternative Financial Report format, the information must respond to each request for information contained in the sample Financial Report.

**Financial information “as of date:”**  *As of Date*

|  |  |  |  |
| --- | --- | --- | --- |
| **ASSETS** | **$** | **LIABILITIES AND NET** | **$** |
| Cash on hand and in depository institutions |  | Accounts payable |  |
| Marketable securities (Schedule A) |  | Notes payable and other loans (Schedule F) |  |
| Notes receivable (Schedule B) |  | Real estate mortgages (Schedule C) |  |
| Real estate (Schedule C) |  | Other liabilities (Schedule G) |  |
| Proprietary interests and other securities (Schedule D) |  | **TOTAL LIABILITIES** |  |
| Retirement funds and other assets (Schedule E) |  | Net worth (Total assets less total liabilities) |  |
| **TOTAL ASSETS** |  | **TOTAL LIABILITIES AND NET WORTH** |  |

***CONTINGENT LIABILITIES***

In addition to the liabilities listed on the Financial Statement, have you endorsed, guaranteed, or

become otherwise indirectly or contingently liable for the debts of others or through a pending

lawsuit? [ ]  Yes [ ]  No

*If "yes," complete the following:*

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name and Address of Debtor or Obligor** | **Name and Address of Creditor or Obligee** | **Description and Value of Collateral** | **Date Due** | **Current Amount $** |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
| **TOTAL** |  |

***SUPPORTING SCHEDULES***

Schedules must agree in total with the appropriate item contained in the Financial Statement on page 9 of this report.

***Schedule A - Marketable Securities***

Indicate all debt and equity securities listed on an exchange or otherwise regularly traded in an open market. Separate debt and equity securities. Securities of closely held corporations should be listed on Schedule D-Proprietary Interests. The description should include the name of the issuer, the principal amount or number of shares held, and the interest rate, if applicable. Small holdings may be aggregated and shown as "other" provided that they account for no more than 10 percent of marketable securities.

|  |  |
| --- | --- |
| **Description** | **Market Value $** |
|  |  |
|  |  |
|  |  |
|  |  |
|  |  |
| **TOTAL**  |  |

***Schedule B - Notes Receivable***

The description should include the name of the obligor, the note's maturity and terms of repayment, and a description of any collateral. If the note is payable to you and others jointly, indicate only your beneficial interest under Current Balance.

|  |  |
| --- | --- |
| **Description** | **Current Balance $** |
|  |  |
|  |  |
|  |  |
|  |  |
|  |  |
|  |  |
| **TOTAL**  |  |

***Schedule C - Real Estate and Related Loans***

List all real estate in which you hold a beneficial interest. Submit year-end financial statements, including profit and loss statements, for the last two years for each investment (exclude residence) in which you have an interest equal to 10 percent or more of your net worth. Also submit a cash flow statement on any investment property valued at 10 percent or more of net worth.

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Description and Location****(City and State)** | **Owner of Property** | **Percent Ownership** | **Mortgage Holder** | **Maturity Date** | **Current Market Value\* $** | **Current Balance\*\* $** |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| **TOTAL** |  |  |

 \* Carry TOTAL forward to Assets - Real estate

\*\* Carry TOTAL forward to Liabilities - Real estate mortgages

***Schedule D - Proprietary Interests and Other Securities***

List all companies, the shares of which are not listed on a securities exchange or otherwise regularly traded, in which you hold a beneficial interest. *(Submit year-end financial statements, including profit and loss and cashflow statements for the last two years for each business interest in which you have an interest equal to 10 percent or more of your net worth.)*

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name and Address of Company** | **Legal Form of Company** | **Nature of Business** | **Percent Ownership** | **Current Value $** |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
| **TOTAL**  |  |

***Schedule E - Other Assets***

Include retirement funds (for example, 401 K, IRA, Keogh), accounts receivable, merchandise and inventory at lower of cost or market value, machinery and equipment (less depreciation), and life insurance at its cash surrender value.

|  |  |  |
| --- | --- | --- |
| **Description** | **Basis for Valuation** | **Current Value $** |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
| **TOTAL** |  |

***Schedule F - Notes Payable and Other Loans***

Indicate all loans or notes payable, including loans on life insurance and retirement funds (but not real estate mortgages listed in Schedule C). Loan origination information must include the original date, loan amount, and co-makers, if any, and their percent obligation. Small obligations may be aggregated and shown as "other," provided that they account for no more than 20 percent of other loans and notes payable. Indicate any debt that is contractually delinquent by an asterisk next to the current balance.

|  |  |  |  |
| --- | --- | --- | --- |
| **Name and Address of Creditor and Loan Origination Information** | **Description and Value of Collateral** | **Maturity Date** | **Current Balance $** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
| **TOTAL** |  |

***Schedule G - Other Liabilities***

Include interest and taxes due and unpaid, other debts accrued, and other liabilities.

|  |  |  |  |
| --- | --- | --- | --- |
| **Payable To** | **Description** | **Maturity Date** | **Current Balance $** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
| **TOTAL** |  |

***Cash Flow Statement\****

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Sources of Cash** |  **20**  **$** | **20** **$** | **Projected Current****Year 20**  **$** | **Projected Next Year 20**  **$** |
| Salaries, wages, commissions, and other employment income |  |  |  |  |
| Rents, royalties, and investments |  |  |  |  |
| Income from dividends and interest |  |  |  |  |
| Income and other distributions from partnerships |  |  |  |  |
| Other sources\*\* |  |  |  |  |
| Total cash received |  |  |  |  |
| **Uses of Cash** |
| Personal living expenses (rent, household) |  |  |  |  |
| Fixed obligations\*\*\* |  |  |  |  |
| Income taxes |  |  |  |  |
| Capital contributions to partnerships |  |  |  |  |
| Other uses\*\* |  |  |  |  |
| Total cash outlay |  |  |  |  |
| **NET CASH FLOW (deficit)** |  |  |  |  |

 \* Discuss any significant changes on a separate page.

\*\* Itemize on a separate page any items amounting to 10 percent or more of total cash received

 or total cash outlay.

\*\*\* Fixed obligations include debt service on all loans and any budgeted capital improvement

 expenditures for real estate investments. Any loan proceeds or debt service related to this

 transaction should be included in projections for other sources or uses.

**CERTIFICATION**

The information contained in this Report, including the information set forth in all the exhibits attached hereto, is true, correct, and complete subject to the punishment and penalties for false statements provided for by 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature  |  | Signature |
|  |  |  |
| Print or type name |  | Print or type name |
|  |  |  |
| Title (if applicable) |  | Title (if applicable) |

1. See 12 C.F.R. §§ 21, 326, 568. [↑](#footnote-ref-1)
2. Independent tests should cover general and environmental controls as well as audit, monitoring, and

 balancing controls. Independent testing will provide an objective opinion on the adequacy of these

 controls. [↑](#footnote-ref-2)
3. See 15 U.S.C. §§ 6801, 6805(b); 12 C.F.R. §§ 30, 308 and 364, 568 and 570. [↑](#footnote-ref-3)
4. Provide the foreign currency exchange rate and conversion date, if applicable. [↑](#footnote-ref-4)