

## SECTION B – ADDITIONAL DOCUMENTS FOR FCA USE

Section B contains additional information required by the FCA. Disclosure of Section B information (excluding the financial forecast in Tab 21) to stockholders is optional.

TAB 18. CERTIFIED RESOLUTION FROM EACH BOARD OF DIRECTORS – Furnish a certified board resolution from each constituent bank that

- \_\_\_\_\_ 1. Describes the board's position approving the merger required by 12 CFR 611.1122(a)(3).
- \_\_\_\_\_ 2. Identifies the constituent banks to the merger.
- \_\_\_\_\_ 3. Includes a statement to indicate the board authorizes merging pursuant to the Act, applicable regulations, and in accordance with the terms and conditions of an agreement and plan of merger.
- \_\_\_\_\_ 4. Authorizes and directs officers to perform any and/or all actions under the Act and applicable regulations to carry out the intent and purpose of the board's resolution and to convene the necessary stockholders' meeting.
- \_\_\_\_\_ 5. Designates an officer to sign the agreement of merger and to obtain the regulatory approvals to effect the merger after stockholders have approved it.
- \_\_\_\_\_ 6. Contains a certification by the board or corporate secretary or assistant secretary with an inked signature, the signatory's title, the date of the board's resolution, and the date it was certified.

TAB 19. MANAGEMENT CAPABILITIES OF THE CONTINUING OR RESULTING BANK – Provide the following information

- \_\_\_\_\_ 1. Identify bank officer positions that have been filled and the persons selected for these positions. Identify any officer positions that remain vacant and estimate date by which they will be filled. Provide biographical information on the persons named to fill these positions.
- \_\_\_\_\_ 2. Assess management's ability to carry out the resulting bank's business plan, to achieve the stated merger goals, and to meet the stated cost savings objectives. Each board of directors is asked to provide its own separate and independent assessment to the FCA.
- \_\_\_\_\_ 3. Describe the management structure in place for the transition period between the date the merger is agreed to in principle and prior to the merger implementation date. Provide an organization chart for this purpose. List anticipated staffing levels for each major bank department in the resulting bank.
- \_\_\_\_\_ 4. Identify any limitations on the interim board of directors' authorities to act during the period between the date the merger is agreed to in principle and the effective date of merger.

\_\_\_\_\_ TAB 20. CREDIT QUALITY STATISTICS AND LOAN-RELATED ASSETS – Furnish credit quality information (percents and amounts) of all loans and loan-related assets for each constituent bank and breakdown by separate categories (e.g., direct lenders, direct borrowers, other financing institutions) based on the most recent internal credit review conducted by each bank. State the source and date of the credit quality information provided.

TAB 21. THREE-YEAR BUSINESS PLAN AND FINANCIAL FORECASTS FOR FCA USE ONLY

- \_\_\_\_\_ 1. The financial forecast should be prepared using the constituent banks' most recent financial forecasts. If any subsequent events, including the merger, would have a material effect on the continuing or resulting bank's financial forecast, then make appropriate adjustments and describe the adjustments made. If no material adjustments were made to the most recent financial forecasts, disclose that fact as a part of the information provided.
- \_\_\_\_\_ 2. The forecasts should be for the periods indicated below and should demonstrate how the continuing or resulting bank would obtain its forecasted level of permanent capital and meet the minimum permanent capital requirements (e.g., through accumulation of earnings, contributions by stockholders, or preferred stock issuances).
- \_\_\_\_\_ 3. The forecasts filed with the FCA under this tab are for limited use by the FCA only. Banks should prepare a limited-use financial forecast so that the presentation of such forecasts meets the following minimum requirements:
  - \_\_\_\_\_ 4. Three-year prospective financial statements, i.e., balance sheet and income statement, for the continuing or resulting bank. The forecast period must cover at least 3 years of future operations.
  - \_\_\_\_\_ 5. Year-to-date and updated forecast through the end of the current year.
  - \_\_\_\_\_ 6. Pro forma financial information for the prior year as if the merger had been in effect as of the prior year-end.
  - \_\_\_\_\_ 7. Permanent capital ratios for the 3-year forecast period, including a detailed calculation of permanent capital and risk-adjusted assets for each year of the forecast period, including the computation of the ratios.
  - \_\_\_\_\_ 8. Summaries of the significant assumptions (and the basis for each assumption) used to develop the financial forecast. The bases for the assumptions should be reasonable and realistic. Financial assumptions may be disclosed in computer printout or electronic spreadsheets. The FCA may require additional information to support the forecast or "what if" scenarios, e.g., the best and/or the worst case, as necessary.

Please refer to Appendix 1 of this checklist for guidance on the amount of detail to be provided in the limited-use financial forecast for the FCA.

- \_\_\_\_\_ 9. Provide a 3-year business plan for the continuing or resulting bank meeting the requirements of 12 CFR 618.8440 to the extent that these requirements have not been met by the material already filed in support of the merger application.

\_\_\_\_\_ TAB 22. INFORMATION SYSTEMS MERGER PLAN – Provide an information systems merger plan that addresses how the separate automated information systems will be combined, and provides for possible implementation or reconciliation problems.

disclosure materials to the FCA.

of each constituent bank as to the truth and accuracy of all documents submitted, in

accordance with 12 CFR 611.1020(c). **The CEO is to provide an updated certification after all revisions to the proposed disclosure are made upon completion of FCA staff review and comments.**

\_\_\_\_\_ TAB 26. LETTER OF INCLUSION FROM QUALIFIED PUBLIC ACCOUNTANT – A manually signed and dated letter of inclusion from the qualified public accountant to the use of the qualified public accountant's opinion included in the shareholder disclosure document.

\_\_\_\_\_ TAB 27. CHECKLISTS – Indicate the page number or other index number where the information is presented (or "N/A" for any nonapplicable items) in the space provided. Return the completed documentation and information checklists to the FCA when submitting your application.

