

APPLICATION/NOTIFICATION TO ESTABLISH A NEW BRANCH FACILITY- RELOCATE A BRANCH FACILITY – RELOCATE THE MAIN OFFICE OF A BANK

FILING INSTRUCTIONS

Revised 02/27/2024

Institutions seeking permission to open a new branch, relocate a branch or relocate the main office of a bank should complete the application/notification and file the application with the Tennessee Department of Financial Institutions. **Banks with a CAMELS Rating of 1 or 2 should complete the notification on Pages 2-3.** All other banks must complete the entire application. Completed applications/notifications will be automatically accepted as of the date they are received by the Department; however, the Commissioner retains the right to request additional information and delay acceptance of the application/notification until such time as the information is received. **Applications must be submitted via email at Debra.Grissom@tn.gov or William.Cook@tn.gov or via secure upload to the Department at this link: <https://www.tn.gov/tdfi/bank-trust/banking/bank-secure-upload.html>.**

The FDIC will accept a copy of the application/notification submitted to the Department. The application/notification should be mailed or delivered to the Regional Director on the date the notice required by Section 303.44 of the FDIC Regulations is published, or within five days after the date of the last publication. A copy of each newspaper publication required by Section 303.44, the name and address of the newspaper, and the date(s) of publication should be submitted with the application/notification. The FDIC retains the right to request additional information.

Federal Reserve Member Banks should contact their respective Federal Reserve Bank to obtain instructions relative to the filing of any branch application, main office relocation, or branch relocation, However, the Department is required to process the application regardless of the decision made by the Federal Reserve Bank.

PUBLICATION INSTRUCTIONS

Department of Financial Institutions

Chapter 0180-5 of the Rules of the Department of Financial Institutions requires that institutions give public notice of the application/notification. Within 3 days after mailing or delivering your application/notification, you must publish one time in a newspaper of general circulation in the community where you intend to establish your facility or relocate your facility, and in a newspaper of general circulation in the community where your main office is located, if they are not the same.

To relocate a branch, the notice must be published within 3 days after mailing or delivering your application/notification to the Department. The notice must be published one time in a newspaper of general circulation where the current branch is located and also in the community to be served by the branch at the new location if they are not the same.

To relocate a main office, the notice must be published within 3 days after mailing or delivering your application/notification to the Department. The notice must be published one time in a newspaper of general circulation where the current main office is located and also in the community to be served by the new main office at the new location if they are not the same.

See Attachment A for the information that must be included in the public notice. A copy of the clipping evidencing publication must be furnished to the Department and the comment period expired in order for the application/notification to be considered by the Commissioner. However, a certification from the publisher is no longer required.

Federal Deposit Insurance Corporation

The public comment period is 15 days after the date of the last newspaper publication required. To establish or relocate a branch, the notice is to be published once. To establish a branch, the notice is to be published in the community in which the main office is located and in the community to be served by the branch. To relocate a branch, the notice is to be published in the community in which the branch is located.

To relocate the main office, the notice is to be published at least once each week on the same day for two consecutive weeks. It is to be published in the community in which the main office is currently located and in the community to which it is proposed the main office will relocate.

In the case of applications to relocate a main office or a branch, a copy of the required newspaper publication is to be posted in the public lobby of the office to be relocated for at least 15 days beginning on the date of the last published notice required.

Publication requirements to establish a branch provide that the notice shall be published once in a newspaper of general circulation in the community in which the main office is located and in the community or communities to be served by the branch. Comments and requests for hearings must be received by the FDIC within 15 days after the date of the last newspaper publication. A sample publication can be found at Attachment A.

Federal Reserve Member Banks

Federal Reserve Member Banks should contact their respective Federal Reserve Bank to obtain instructions relative to publication notice requirements.

FEES

\$300 for each facility must be submitted with the application/notification to the Department of Financial Institutions whether a branch, a relocation of a branch or relocation of a main office. The application fee should be paid by ACH, please email or call: Debra Grissom, 615/870-7656 or Debra.Grissom@tn.gov; or William Cook, 615/934-1891 or William.Cook@tn.gov for instructions regarding payment by ACH. The FDIC and Federal Reserve Banks do not require a fee for the establishment of a new branch, a relocation of a branch or relocation of a main office.

NOTIFICATION

The _____ hereby makes application/notification to the
Tennessee (name, street address, & city of institution's main office location)

Commissioner of Financial Institutions for:

____ A new branch to be located at _____ in _____, _____ in _____
street address city state county

____ a relocation of a branch from _____ to _____
street/city/state/county street/city/state/county

____ to relocate the main office from _____ to _____
street/city/state/county street/city/state/county

Public notice of the application/notification was made on _____/will be made on _____.

1. The institution hereby represents that its Tier One Capital Ratio is _____% as of the date of the application/notification.

2. Estimated cost of fixed assets for the branch \$ _____ \$ _____* \$ _____ \$ _____
(land) (building) (F&F) (Total)

*If leased, please provide total cost to bank to build out space.

If a relocation of a branch or a main office, please provide details of the bank's plans for the current branch or main office location.

3. Bank premises for the bank will be _____owned_____leased. [If leased, please provide a copy of the lease agreement.]

4. Estimated **new** expenses associated with opening the branch:

	Year 1	Year 2	Year 3
Occupancy Costs	\$ _____	\$ _____	\$ _____
Personnel & Other Costs	\$ _____	\$ _____	\$ _____

5. Comments on any changes in services to be offered, the community to be served, or any other effect the proposal may have on compliance with the Community Reinvestment Act.

6. Please provide the official name to be used by the branch

7. Please disclose details, including copies of any contracts or lease agreements, concerning any involvement in the proposal by an insider (a director, an officer, or a shareholder who directly or indirectly controls five (5) percent of any class of the applicant's outstanding voting stock, or the associates and interest of any such person) of the bank including any financial arrangements relating to fees, the acquisition of property, leasing of property and construction contracts. This includes property purchased at a prior date. It also applies to possible future involvement in this proposal including but not limited to paving, landscaping, supplying of materials, subcontracting work, and labor, or any other work on the branch. Fair market value comparisons should be included if applicable. If there is no insider involvement, please answer as not applicable.

The undersigned has the authority to submit this application/notification on behalf of the bank and the information provided herein is true and correct to the best of my knowledge and belief.

Date of Application/Notification

Name and Title

Email

Application Filing Requirements for all other banks in addition to information on Pages 2- 3.

- A) Provide the most recent month-end balance sheet statement for bank and holding company (if applicable).
- B) The name of the proposed branch manager. Please include a resume and current credit report if the person is not currently employed with the bank.
- C) A summary of all costs involved with the proposal. Please indicate what basis is used for these costs. Be sure to include land, building, furniture, fixtures, equipment, paving, commissions, fees, and other significant costs.
- D) A copy of all contracts (lease agreements, options to purchase, construction contracts, etc.) executed in connection with the application. Fair market value comparisons should be included if applicable.
- E) A Signed Resolution by the Board of Directors approving the projected total costs of the branch facility, proposed branch manager, and their agreement with needs assessment and site selection.
- F) Income and Expense projections of the proposed branch and bank (including the branch) for three (3) years. Provide the basis for these assumptions.
- G) Please provide branch-only and bank (including the branch) projections at year-end for each of the first full three years of operation as to total deposits, total assets and total loans. Include the basis for assumptions.
- H) Please discuss details regarding where the bank stands in regard to hiring an architect, having plans drawn for the new building, various zoning and local ordinance requirements, employment of a general contractor and/or builder, and expenditures-to-date for site acquisition and site preparation work.
- I) Discuss details of the bank's projected year-end capital ratios, annual dividends and debt service (if any) of the holding company during the next three years.

ATTACHMENT A

FEDERAL DEPOSIT INSURANCE CORPORATION
PUBLIC NOTICE REQUIREMENTS

The public notice must contain the following information to meet FDIC requirements:

Notice is hereby given that (name and address of applicant) has made application to the Federal Deposit Insurance Corporation for (subject matter of application, including the specific location).

Any person wishing to comment on this application is encouraged to submit comments through the FDIC's website at <https://www7.fdic.gov/CRA/>. Alternatively, comments may be filed in writing with the Regional Director of the Federal Deposit Insurance Corporation at its Regional Office at 600 North Pearl Street, Suite 700, Dallas, TX 75201. Comments must be submitted by (insert closing date of the public comment period specified in the appropriate subpart of part 303). Photocopies of information in the nonconfidential portion of the application file will be made available upon request.

Name of Bank

President/CEO

TENNESSEE DEPARTMENT OF FINANCIAL INSTITUTIONS
("TDFI") PUBLIC NOTICE REQUIREMENTS

The public notice for the Tennessee Department of Financial Institutions must contain the following information:

- a) The name and location of the institution;
- b) The street address, city, state and zip code of the proposed new branch;
- c) The date the application/notification was mailed/delivered to the Department;
- d) If the proposed branch will operate under a different name from the bank, the operational name must also be included in the public notice; and
- e) The notice must include the following statement:

"Any person wishing to comment on or protest this application/notification or any person having information which may have a bearing on the fitness of any of the organizers or proponents of this application/notification, may file comments with the Commissioner of Financial Institutions, Tennessee Tower, 13th Floor, 312 Rosa L. Parks Avenue, Nashville, Tennessee 37243, or telephone the Department of Financial Institutions at 615/870-7656 or submit comments by email to Debra.Grissom@tn.gov or William.Cook@tn.gov. Written or telephonic notice must be made to the Commissioner within fifteen (15) days of this publication."

JOINT PUBLICATION OF FDIC/TDFI or TDFI/FEDERAL RESERVE BANK

Banks wishing to satisfy the requirement of both the FDIC and the Tennessee Department of Financial Institutions in one combined notice may publish the notice required by FDIC followed by items (d) and (e) in the Department's notice requirements.

PLEASE NOTE: Federal Reserve Member Banks making public notice of any branch, relocation of a branch of main office may also use the combined notice, so long as the combined notice contains items (d) and (e) outlined in the Department's notice requirements.