



State of Rhode Island Department of Business Regulation



DIVISION OF BANKING

Please submit this filing along with all required responses and attachments in PDF form to;

DBR.Bankinquiry@dbr.ri.gov

If you have any questions, please contact the Division at; 401-462-9503

APPLICATION FOR APPROVAL TO ESTABLISH A FINANCIAL INSTITUTION

PURSUANT TO RHODE ISLAND GENERAL LAWS TITLE 19, CHAPTER 2, APPLICATION IS HEREBY MADE FOR THE APPROVAL OF THE ISSUANCE OF A FINANCIAL INSTITUTION CHARTER AND A CERTIFICATE OF PUBLIC CONVENIENCE AND ADVANTAGE PURSUANT TO RHODE ISLAND GENERAL LAWS §§ 19-2-3 & 19-2-7.

NAME AND MAIN OFFICE ADDRESS FOR PROPOSED FINANCIAL INSTITUTION

Name _____

Street Address _____

City, State & Zip Code _____

Mailing Address (if different) _____

Telephone Number _____

E-mail Address _____

APPLICATION COORDINATOR:

Name: _____

Title: _____

Address: _____

Telephone Number: _____

E-mail address: _____

Date of Filing: _____

A RESPONSE TO ALL QUESTIONS CONTAINED IN THE APPLICATION MUST BE PROVIDED. USE SUPPORTING SCHEDULES WHERE NECESSARY.

HOLDING COMPANY INFORMATION, IF APPLICABLE

Name _____
Street Address _____
City, State & Zip Code _____

APPLICATION COORDINATOR

Name _____
Title _____
Street Address _____
City, State & Zip Code _____
Telephone Number _____
Date of Filing _____

APPLICANT SHALL FOLLOW REQUIREMENTS CONTAINED IN TITLE 19 AS HERETOFORE AMENDED, AND SHALL FILE THE APPLICATION WITH ALL ATTACHMENTS INCLUDING THE FOLLOWING FORMS (ENCLOSED)

- 1. Application for Certificate and Agreement to Form¹, in triplicate, which contains the information required pursuant to R. I. Gen. Laws § 19-2-2.
- 2. Certificate of Election of Directors/Directors' Oath of Office.

IN ADDITION TO THE PRECEDING, APPLICANT SHALL PROVIDE THE FOLLOWING INFORMATION AS PART OF THE APPLICATION PACKAGE

1. SUBSCRIBERS MEETING

Provide a certified copy of the minutes of the first meeting of the subscribers to the Agreement to Form which reflects actions taken in compliance with R. I. Gen. Laws § 19-2-5. The notice of the first meeting of the subscribers must also be provided which evidences compliance with the provisions of R. I. Gen. Laws § 19-2-4.

2. OFFERING CIRCULAR

- A. Provide a copy of the offering circular regarding any stock offerings to the public.
- B. Explain, if applicable, why the above offering was not prepared.

3. ORGANIZATIONAL EXPENSES

Provide a list of all expenses related to the organization of the financial institution, either paid or anticipated prior to the opening date, including any expenses for work performed during the organization phases for which disbursement has been deferred beyond the opening date. With respect to such expenses, include the following information:

- A. Type of Fee (i.e. attorney; consultant; application and investigation; pre-opening salaries; pre-opening travel and entertainment; other).
- B. Name of Recipient.
- C. Association with the financial institution; type of relationship; amount.
- D. Source of Payment For Organizational Expenses.

4. PRIMARY TRADE /MARKET TERRITORY

- A. Provide a description of the primary trade/market territory of the proposed financial institution.
- B. Provide demographics on the primary trade/market territory which addresses at a minimum the following:

¹ Applicant must choose between Application for Certificate for a Financial Institution with Trust Powers or Application for Certificate for a Financial Institution without Trust Powers, as is applicable.



- i. Population
- ii. Employment
- iii. Housing units
- iv. Median value of housing units

5. BUSINESS PLAN

Provide a five (5) year business plan complete with projected financial statements and a description of all assumptions used.

6. SERVICES TO BE OFFERED

Provide a description of the proposed services and products to be offered by the applicant, including a description of basic banking or lifeline banking services to be offered (i.e. check cashing services, charge free accounts, etc.) along with evidence of applicant's knowledge and understanding of applicable laws and regulations governing its proposed accounts which at a minimum include R. I. Gen. Laws § 19-9-1 et seq., § 6-26-1 et seq., R. I. Gen. Laws § 6A-4-101 et seq., Bank Deposits and Collections, R. I. Gen. Laws § 6A-4.1-101 et seq., Funds Transfers, and Federal Regulation DD, Truth in Savings, Federal Regulation CC, Availability of Funds and Collection of Checks, Federal Regulation E, Electronic Funds Transfers, Federal Regulation B, Equal Credit Opportunity, Federal Regulation Z, Truth-in-Lending, Federal Regulation C, Home Mortgage Disclosure and Federal Regulation O, Loans to Executive Officers, Directors, and Principal Shareholders.

7. POLICIES AND PROCEDURES

Provide copies of all proposed policies and procedures that address, at a minimum, the following:

- Asset/Liability Funds Management
- Lending
- Investments
- Bank Secrecy Act
- U.S.A. Patriot's Act
- Privacy

8. CAPITAL Structures

Provide a description of the structure of the capital and evidence that the minimum amount of capital stock has been raised and that the financial institution is in no way obligated, directly or indirectly, for any indebtedness related to the stockholders' acquisition of said capital stock.

- A. Will the proposed financial institution make or refinance any loan, advance, or credit extension, either directly or indirectly, originally made by another lender to any subscriber or stockholder for the purpose of obtaining the funds to purchase stock in the proposed financial institution? YES ___ NO ___
- B. Describe any correspondent bank agreements which establish balances required to be maintained by the proposed financial institution in connection with loans to any officers, directors, employees, or stockholders for the purpose of financing the purchase of stock in the proposed financial institution.
- C. Provide copies of all stock subscription agreements obtained.

9. CORPORATE BYLAWS

Provide a certified copy of the proposed financial institution's corporate bylaws.

10. BOND

Provide a fidelity bond for active directors, officers, and employees and a copy of the written policy adopted by the board of directors which establishes the aggregate amount and form of coverage. The applicant shall file evidence that the bond is in compliance with the minimum bonding requirements of R. I. Gen. Laws §19-2-19 and Banking Regulation 230-RICR-40-05-01.

11. MANAGEMENT PLAN

Provide a copy of the management plan and organizational chart along with a description of the duties and responsibilities for each committee and each key officer position along with the names of the persons serving as key officers and/or committee members. Indicate the number of full-time and part-time employees including the key officers.

12. TRUST POWERS

Provide a description of the extent and type, if any, of proposed trust powers to be exercised by the applicant financial institution, supplemented with copies of applicable policies and procedures.

13. OFFICERS, DIRECTORS AND STOCKHOLDERS

- A. Provide a list of all officers, directors and any person holding stock or an equity interest of ten percent (10%) or more of the voting stock or equity interest ("Principal Owner"). If applicant is a wholly owned subsidiary provide a list of any Principal Owner of the parent entity.
- B. Each proposed officer, director, and Principal Owner shall provide a resume and a completed Authorization for Background Check and Release.
- C. Prompt notification must be given to the Division of Banking if changes in the directorate, active management, or Principal Owner are made or planned prior to opening or within the first three years of the financial institution's operation. The notification shall include both the original cost and subsequent sales price of any such stock which changes ownership.
- D. Each proposed officer, director, and Principal Owner shall:
 1. Provide two Form **FD258** fingerprint cards issued by the Federal Bureau of Investigations (FBI) with a check in the amount of **\$35.00** for each individual made out to "**BCP**", for the fingerprint-processing fee. (You should contact your local FBI office, local Attorney General Office, or local Police Office for the fingerprint cards). Improperly taken fingerprints will require resubmission of new cards at additional costs to the applicant.
 2. Any individual residing in the State of Rhode Island **must go directly to the Rhode Island Department of Attorney General** for fingerprinting along with a check or money order payable to "**BCP**" in the amount of **\$35** for the fingerprint-processing fee (in this case submission of the fingerprint cards to the Division is not required)
- E. Each proposed officer, director, and Principal Owner shall provide signed personal financial statements on the Division's approved form contained in this application dated within ninety (90) days of the date the application is filed.
- F. Provide a list of all stockholders of the proposed financial institution which indicates the number of shares and dollar amount held by each stockholder. If proposed financial institution is a wholly owned subsidiary, provide the above list for all stockholders of parent entity.

14. INSIDER TRANSACTIONS DISCLOSURE

Indicate any direct or indirect benefit to any insider as compensation or inducement in assisting or consummating the establishment of the proposed financial institution. Indicate whether the governing board of the applicant has reviewed the insider involvement in connection with the establishment and maintenance of the proposed financial institution and the result of that review.

If no insider is involved, a statement to that effect signed by the president and secretary must be provided.

15. MANNER OF OCCUPANCY

Indicate whether the proposed site will be leased or purchased by the applicant. Identify the person or entity from



whom the proposed office site(s) will be leased or purchased. Identify and explain any exclusive clauses contained in the purchase or property agreement or any other agreements between the applicant and subsequent purchases or lessees. If the agreement lacks exclusive or restrictive clauses, provide a statement signed by a official of the applicant certifying the absence of such clauses.

16. AREA MAP

Provide a map illustrating the location and distance between the proposed branch office and competing state and federally-chartered banks and credit unions, including main and branch offices, in the city or town in which the proposed branch will be located.

17. PROPOSED OFFICE FACILITIES AND SITE DESCRIPTION

- A. Provide a physical description of the building premises. Specify the amount of available parking, walk-up access, drive-up access, handicapped access, vault, safe deposit boxes, automated teller machines (if applicable, applicant must complete a Request to Establish a Customer-Bank-Communication Terminal).
- B. Provide a description of the buildings and area surrounding the proposed office sites(s). Comment on local traffic patterns, including public and private transportation, zoning, building or construction restrictions, or other dominant characteristics of the area surrounding the proposed office site(s).

18. COMMUNITY REINVESTMENT ACT (“CRA”)

- A. Financial institutions affiliated with the applicant that have received a CRA Performance Evaluation must provide a copy of said financial institution’s most Recent CRA Performance Evaluation Rating.
- B. Financial institutions and/or financial institutions affiliated with the applicant that have not received a CRA Performance Evaluation Rating must provide a copy of the proposed financial institution’s CRA Statement, and pursuant to R. I. Gen. Laws § 19-9-4, the following as it relates to the proposed activities of the applicant financial institution:
 - i. The projected geographic distribution of the financial institution's credit extensions, credit applications, and credit denials;
 - ii. The effect of the matter which is the subject of the application upon the economy of the neighborhood, city or town, region, or state;
 - iii. The applicant's proposed participation, including investments, in local community development and redevelopment projects or programs;
 - iv. The applicant's proposed origination of residential mortgage loans, housing rehabilitation loans and small business or small farm loans within its community or the purchase of such loans originated in its community;
 - v. The applicant's proposed participation in governmentally-insured, guaranteed, or subsidized loan programs for housing, small businesses, or small farms; and.
 - vi. A statement which addresses whether the applicant intends to engage in any practices intended to discourage application for any types of consumer credit.

19. DEPOSIT INSURANCE

Provide evidence of deposit insurance (for depository financial institutions only) with the Federal Deposit Insurance Corporation.

20. OTHER REGULATORY AGENCIES

Provide a list of the name, address, telephone number and contact person of any state or federal bank regulatory or licensing authority having jurisdiction over the transaction.

FILING INSTRUCTIONS

Application must be filed in electronic form in a format compatible with Microsoft Word and/or Excel.

SUPPLEMENTAL FORMS

Application For Certificate and Agreement to Form

Authorization for Background Check And Release (& R D I V I S I O N D F I W R E W L (R Q W) U X

Personal Financial Statement Form

Certificate Of Election Of Directors - Directors' Oaths Of Office

Banking Regulation

5 , & 5

Bonds Of Officers And Employees

(& R Q W D F W ' L Y L V L R Q I R U , Q V W U X F W L R Q V

POST APPROVAL PROCEDURES

Once approval has been granted by the Director or the Director's designee, the applicant must provide:

1. When the shares of capital stock have been issued, a list of stockholders, with the name, residence, and post office address of each and the number of shares held by each, which list shall be verified under oath by two (2) of the principal officers of the financial institution.
2. The oath of each stockholder acquiring such shares that it is the owner of its respective shares of stock and that the par value of its shares of capital stock has been paid in cash and that the shares of stock are free of encumbrances and are not in anyway pledged as security for any loan or debt. Each stockholder shall identify the source of funds used to purchase their respective shares of stock.
3. A board of directors' resolution, certified by the corporate secretary, which states that prior to issuance of any shares of stock, said stock was paid for in cash by the shareholder for its par value.
4. A certification from an FDIC insured depository financial institution that the initial capitalization funds are on deposit in an account in the name of the proposed financial institution along with a copy of the transaction record such as deposit slips and/or credit advices relating to such deposits. The certification shall also state that the deposited funds are not subject to any claim or subject to any restrictions or encumbrances and shall be signed under witness by an officer of the depository financial institution.
5. A certificate of the general treasurer that the incorporators have paid into the treasury a sum equal to one-tenth of one percent (.1%) of the amount of such stock, which certificate shall also be filed with the Rhode Island Secretary of State.
6. Evidence that the agreement to form, in triplicate, has been filed with the office of the Rhode Island Secretary of State.

The above information shall be filed with the Division of Banking prior to the issuance of the certificate of public convenience and advantage which authorizes the applicant to commence operations as a financial institution.



FINANCIAL STATEMENT OF: _____

(Type or Print Full Name)

DATED AS OF: _____

(Type or Print mm/dd/yyyy)

ASSETS		LIABILITIES & NET WORTH	
Cash on hand/in banks	\$	Accounts Payable	\$
US Gov. Securities		Rent/Lease/Mortgage Payable	
Cash Surrender Value of Life Insurance		Taxes Payable	
Stocks/Bonds		Interest Payable	
Loans/Notes Receivable		Loans/Notes Payable	
Real Estate		Other Debts/Liabilities	
Automobiles			
Other Personal Assets		(B) TOTAL LIABILITIES	
Other Assets (Itemize)		(C) NET WORTH (A minus B)	
(A) Total Assets		Total Liabilities & Net Worth (B plus C)	

DECLARATIONS

	YES	NO
1. Are there any outstanding judgments against you?		
2. Have you filed for bankruptcy protection within the last 2 years?		
3. Have you had property foreclosed upon or given title or deed in lieu thereof in the last 2 years?		
4. Are you a party to a lawsuit?		
5. Are you presently delinquent or in default on any financial obligation, debt, or loan guarantee?		

Provide an explanation for each Yes response.

Attestation: The information provided in this financial statement and the related **Declarations** is true and correct as of the date set forth above and that any intentional or negligent misrepresentation that I have made in this financial statement may result in the denial of the related application or registration and the imposition of available civil and criminal penalties under R. I. Gen. Laws Title 19, Chapter 9.

Signature of Individual: _____

Date: _____
(Type or Print mm/dd/yyyy)





State of Rhode Island
Department of Business Regulation



DIVISION OF BANKING

APPLICATION FOR CERTIFICATE FOR
A FINANCIAL INSTITUTION (APPLICATION)

We, _____

_____ being the President

and a majority of the Directors elected at an adjournment of the first meeting of the subscribers to the Agreement to Form Financial Institution (“Agreement to Form”) for the purpose of forming a financial institution pursuant to Title 19, Chapter 2 of the Rhode Island General Laws to transact business authorized by Title 19 within this State, hereby certify:

FIRST: That a true copy of the Agreement to Form, with the names of the subscribers thereto is attached hereto as Exhibit A and made a part hereof

SECOND: That the following is the name of each subscriber to the Agreement to Form:

Name	Name
1. _____	9. _____
2. _____	10. _____
3. _____	11. _____
4. _____	12. _____
5. _____	13. _____
6. _____	14. _____
7. _____	15. _____
8. _____	

[Attach additional pages hereto if more than fifteen (15) Subscribers]



THIRD: A. A duly executed Notice of First Meeting, duly signed by the subscriber designated in the Agreement to Form is attached hereto as Exhibit B and made a part hereof.

OR

B. All of the subscribers to the Agreement to Form have executed a Notice of First Meeting and Waiver (Notice and Waiver). A duly executed copy of said Notice and Waiver is attached hereto as Exhibit C.

[Note: Must state that all waive notice, and the time, place and purpose of meeting]

FOURTH: That the date of the first meeting was _____ 20 ____, which meeting was adjourned to _____ 20__, and from then successively to _____.

The records of said meeting are attached hereto and marked collectively as Exhibit D.

FIFTH: That the name, residence, and post office address of each of the officers of the financial institution is as follows:

<u>Name</u>	<u>Office</u>	<u>Residence</u>	<u>Post Office Address</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Signatures of the President and a Majority of the Directors

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____



STATE OF RHODE ISLAND

COUNTY OF _____

In _____ on the _____ day of _____ 20____ before me personally appeared the above named _____ and severally made oath that the above Application, subscribed by each of them, is true.

[If individual signatures are notarized by different Notary Public, please attach separate pages with additional original notary clauses]

CERTIFICATE

WHEREAS, the above written Application has been submitted to the Director of the Department of Business Regulation ("Director"), together with the records of the first meeting of the subscribers to the Agreement to Form for the purpose of forming the _____.

WHEREAS, said Director has examined the same;

WHEREAS, the Director finds that Application and records conform to all provisions of applicable laws and regulations, including but not limited to the Banking Laws of the State of Rhode Island, and that public convenience and advantage will be promoted by the establishment of said _____;

NOW THEREFORE, the undersigned Director grants approval of said Application.

Dated at _____ this _____ day of _____ 20____.

Liz Tanner,
Director of Business Regulation



EXHIBIT A

AGREEMENT TO FORM FINANCIAL INSTITUTION

We the subscribers, all citizens and residents of the State of Rhode Island, associate ourselves with the intention to form a financial institution to transact business within this State. And we further agree to and with each other:

FIRST: That the financial institution shall be known by the name of _____

SECOND: That the financial institution shall be formed for the purpose of engaging in the business of _____

THIRD: That the address at which the financial institution's business is to be transacted and its main office shall be located is _____

FOURTH: That the amount of capital stock of the financial institution shall be _____ Dollars, to be divided into _____ shares of the par value of _____ Dollars each, and we will severally take the number of shares set opposite our respective names.

FIFTH: That the financial institution does not intend to exercise trust powers.

SIXTH: That the following is the name, residence address, post office address, and number of shares subscribed for each subscriber to this Agreement to Form:

Name	Residence	Post Office Address	No. Shares Subscribed
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			



SEVENTH: The undersigned hereby designates _____, one of the subscribers hereto, for the purpose of calling the first meeting of the subscribers to this Agreement to Form.

Signatures of the Subscribers to this Agreement to Form

- | | |
|----------|-----------|
| 1. _____ | 9. _____ |
| 2. _____ | 10. _____ |
| 3. _____ | 11. _____ |
| 4. _____ | 12. _____ |
| 5. _____ | 13. _____ |
| 6. _____ | 14. _____ |
| 7. _____ | 15. _____ |
| 8. _____ | |

STATE OF RHODE ISLAND

COUNTY OF _____

In _____ on the _____ day of _____ 20 _____,
before me personally appeared the above named _____

and severally made oath that the above Application, subscribed by each of them, is true.

[If individual signatures are notarized by different Notary Public, please attach separate pages with additional original notary clauses]

EXHIBIT B
NOTICE OF FIRST MEETING OF THE SUBSCRIBERS

The first meeting of the subscribers to the Agreement to Form a financial institution to be known as _____, shall be held at _____ a.m. / p.m. on _____, 20____
at _____.

The purpose of the meeting is _____

[Notice to be signed either by the subscriber to the Agreement to Form who is designated therein for the purpose, or by a majority of the subscribers. Notice is to given at least seven (7) days before the day of the meeting, to each subscriber or left at his or her residence and an affidavit of a majority of the signers of the notice that the notice has been duly served, shall be recorded with the records of the first meeting.]



EXHIBIT C

NOTICE OF FIRST MEETING AND WAIVER

WE, the undersigned, being all the subscribers, waive notice of the first meeting of the subscribers to the within Agreement to Form, and fix the time and place of such meeting at ____ a.m. / p.m. _____

20 ____ at _____

The purposes of the meeting is _____

Signatures of the Subscribers

1. _____

9. _____

2. _____

10. _____

3. _____

11. _____

4. _____

12. _____

5. _____

13. _____

6. _____

14. _____

7. _____

15. _____

8. _____



Name of Financial Institution

Address

CERTIFICATE OF ELECTION OF DIRECTORS

AND

DIRECTORS SUBSCRIPTION TO OATH OF OFFICE

_____ 20____

Received and filed

_____ 20____



RHODE ISLAND FINANCIAL INSTITUTION CERTIFICATE OF ELECTION OF DIRECTORS

The undersigned _____ Secretary of the _____

(Name of Financial Institution)

located in _____, Rhode Island, hereby certifies that at a meeting of the

(Stockholders, Incorporators, whichever is applicable)

of said Corporation, held on _____
the following named persons were elected Directors thereof for the ensuing year, and that such election has been duly recorded in the records of said Corporation.

Name	Place of Residence
1.	
2.	
3.	
4.	
5.	
6.	
7.	
8.	
9.	
10.	
11.	
12.	
13.	
14.	
15.	

_____ { Secretary-Clerk



FINANCIAL INSTITUTION DIRECTORS OATH OF OFFICE

We, the undersigned Directors of the _____

(Name of Financial Institution)

in _____, Rhode Island, do each for himself and not for the other, solemnly swear that we will severally, so far as the duty devolves upon us, diligently and honestly administer the affairs of said Corporation, and that we will not knowingly violate, or willfully permit to be violated, any of the applicable provisions of Title 19 of the General Laws of Rhode Island and/or other General Laws of Rhode Island applicable to the operations of financial institutions, or any addition thereto or amendment thereof.

Name	Place of Residence
1.	
2.	
3.	
4.	
5.	
6.	
7.	
8.	
9.	
10.	
11.	
12.	

Subscribed and sworn to this _____ day of _____ 20_____

before the undersigned, a notary public in and for said State.

Notary Signature

