

FEDERAL DEPOSIT INSURANCE CORPORATION

CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS

I, Robert E. Feldman, Executive Secretary of the Federal Deposit Insurance Corporation, hereby certify that the attached is a true and correct copy of a resolution (bearing Corporate Seal No. 061427) duly adopted by the Board of Directors of said Corporation on the 11th day of December, 1996; as amended by a resolution (bearing Corporate Seal No. 063808) duly adopted by the Board of Directors of said Corporation on the 4th day of August, 1997; as amended by a resolution (bearing Corporate Seal No. 065041) duly adopted by the Board of Directors of said Corporation on the 26th day of May, 1998; as amended by a resolution (bearing Corporate Seal No. 065229) duly adopted by the Board of Directors of said Corporation on the 7th day of July, 1998; as amended by a resolution (bearing Corporate Seal No. 066165) duly adopted by the Board of Directors of said Corporation on the 19th day of January, 1999; as amended by a resolution (bearing Corporate Seal No. 066303) duly adopted by the Board of Directors of said Corporation on the 17th day of February, 1999; as amended by a resolution (bearing Corporate Seal No. 066687) duly adopted by the Board of Directors of said Corporation on the 17th day of June, 1999; as amended by a resolution (bearing Corporate Seal No. 066939) duly adopted by the Board of Directors of said Corporation on the 31st day of August, 1999; as amended by a resolution (bearing Corporate Seal No. 067061) duly adopted by the Board of Directors of said Corporation on the 29th day of September, 1999; as amended by a resolution (bearing Corporate Seal No. 067334) duly adopted by the Board of Directors of said Corporation on the 14th day of December, 1999; as amended by a resolution (bearing Corporate Seal No. 070645) duly adopted by the Board of Directors of said Corporation on the 13th day of June, 2002; as amended by a resolution (bearing Corporate Seal No. 070911) duly adopted by the Board of Directors of said Corporation on the 6th day of September, 2002; as amended by a resolution (bearing Corporate Seal No. 072277) duly adopted by the Board of Directors of said Corporation on the 6th day of April, 2004; as amended by a resolution (bearing Corporate Seal No. 072761) duly adopted by the Board of Directors of said Corporation on the 28th day of June, 2004; as amended by a resolution (bearing Corporate Seal No. 073752) duly adopted by the Board of Directors of said Corporation on the 6th day of October, 2005; as amended by a resolution (bearing Corporate Seal No. 075354) duly adopted by the Board of Directors of said Corporation on the 19th day of December, 2007; as amended, effective July 21, 2011, by a resolution (bearing Corporate Seal No. 078996) duly adopted by the Board of Directors of said Corporation on the 8th day of July, 2011; as amended by a resolution (bearing Corporate Seal No. 079816) duly adopted by the Board of Directors of said Corporation on the 5th day of March, 2012; as amended by a resolution (bearing Corporate Seal No. 081153) duly adopted by the Board of Directors of said Corporation on the 9th day of July, 2013; and as amended by a resolution (bearing Corporate Seal No. 083503) duly adopted by the Board of Directors of said Corporation on the 28th day of July, 2016; and as amended by a resolution (bearing Corporate Seal No. 084857) duly adopted by the Board of Directors of said Corporation on the 25th day of January, 2018.

IN WITNESS WHEREOF, I have hereunto
subscribed my name and caused the
seal of the Corporation to be affixed
hereto, in the City of Washington and
District of Columbia, this 25th day of
January, 2018.

084868

(Seal)

Executive Secretary
FEDERAL DEPOSIT INSURANCE CORPORATION

NOTE: This composite resolution is provided solely for information and the convenience of the reader. Please do not cite the Seal number and date of this composite document in any resolutions prepared for adoption by the Board of Directors.

RESOLUTION

WHEREAS, Article V, section 1, of the bylaws of the Federal Deposit Insurance Corporation authorizes the Board of Directors to establish standing or special committees and to assign to those committees such functions and duties as the Board of Directors shall see fit; and

WHEREAS, the Board of Directors has heretofore established certain standing committees and delegated to those committees authority either to act on certain matters or to make recommendations to the Board of Directors on various matters presented to it; and

WHEREAS, it is the judgment of the Board of Directors that the Supervision Review Committee, the Committee on Liquidations, Loans and Purchases of Assets, and the Data Integrity Board be abolished, that a new Case Review Committee be established, that the Audit Committee continue with its stated membership and functions and duties unchanged, and that the Supervision Appeals Review Committee continue with its stated functions and duties unchanged and with only minor changes to its membership provisions; and

WHEREAS, by resolution bearing Seal No. 59817, the Board, on December 12, 1995, among other things, delegated to Corporation managers and committees the authority the Chief Executive Officer of the Resolution Trust Corporation ("RTC")

had, prior to the termination of the RTC on December 31, 1995, delegated to RTC managers pursuant to various sections of the RTC Master Delegations of Authority, as modified, as attached and incorporated into such resolution ("Modified Master Delegations of Authority"); and

WHEREAS, the Board had specifically contemplated in resolution bearing Seal No. 59817 that each section of the Modified Master Delegations of Authority would be effective until such section is specifically revoked by the Board either in amendments to the Corporation's delegations of authority or in any other resolution; and

WHEREAS, adoption of the standing committee structure set out hereinafter will effectively supersede the need for the existence of section XX(B) of the Modified Master Delegations of Authority, entitled "Delegations Regarding Contract Disputes."

NOW, THEREFORE, BE IT RESOLVED, that the Supervision Review Committee, the Committee on Liquidations, Loans and Purchases of Assets, and the Data Integrity Board are hereby abolished and that the following standing committees, with the stated membership, functions and duties, and procedures, are hereby established or, as the case may be, reestablished:

I. RESERVATION OF AUTHORITY TO THE BOARD OF DIRECTORS

The functions and duties of the committees described hereafter in this Resolution are subject to the resolution of the Board of Directors bearing Seal No. 074956, dated June 19, 2007, in which the Board of Directors, notwithstanding any delegations of authority to any committee of the Board or officer or employee of the Federal Deposit Insurance Corporation ("Corporation") previously made or that thereafter may be made by the Board of Directors or any description of the specific powers and duties of the officers of the Corporation contained in the Bylaws, reserved to itself consideration of matters which would establish or change existing Corporation policy, could attract unusual attention or publicity, or would involve an issue of first impression.

II. CASE REVIEW COMMITTEE

A. Membership.

(1) The Case Review Committee shall be composed of:

a. one member, designated by the Chairperson of the Board of Directors of the Corporation, from among the three presidentially-appointed (internal) members of the Board of Directors;

b. one Deputy or Special Assistant to each of the remaining four members of the Board of Directors; and

c. the General Counsel, who shall serve as a nonvoting member.

(2) The member of the Board of Directors designated in subparagraph A(1)a. shall serve as the chairperson of the Case Review Committee. In the event that the chairperson of the Case Review Committee is unable to continue to serve in this capacity, the Chairperson of the Board of Directors shall designate a replacement chairperson from among the presidentially-appointed (internal) members of the Board of Directors.

(3) In the event that a Case Review Committee member will be absent from any meeting of the Committee, the member of the Board of Directors on whose staff the Case Review Committee member serves may designate a substitute to act for the absent Committee member. In the event that the General Counsel will be absent from any meeting of the Committee, the General Counsel may designate a Deputy General Counsel to substitute for him or her.

B. Review Authority for Administrative Enforcement Actions. The Case Review Committee shall have authority over:

(1) proposed actions to remove, suspend, or prohibit an individual from participation in the conduct of the affairs of an insured depository institution under section 8(e)(1) and (2) of the Federal Deposit Insurance Act (Act), and proposed actions to temporarily suspend an individual under section 8(e)(3) of the Act;

(2) proposed actions to assess civil money penalties, except for civil money penalties under:

a. section 7(a)(1) of the Act for late, inaccurate, false or misleading filing of Reports of Condition and Income,

b. the Flood Disaster Protection Act for violations of flood insurance requirements, and

c. section 18(h) of the Act for failure to timely pay assessments;

(3) proposed actions to order the payment of restitution under section 8(b)(6) of the Act;

(4) proposed actions to suspend or prohibit an institution-affiliated party who is charged in any information, indictment or complaint as set forth in section 8(g) of the Act;

(5) any administrative enforcement actions that may affect Corporation policy, attract unusual attention or publicity, or involve an issue of first impression, as determined by the Director of the Division of Risk Management Supervision, the Director of the Division of Depositor and Consumer Protection,

the Director of the Office of Complex Financial Institutions, the General Counsel, their respective designees, or the chairperson of the Case Review Committee; and

(6) proposed determinations of pattern and practice of discrimination in violation of the Equal Credit Opportunity Act or the Fair Housing Act that could result in the referral of a matter to the Attorney General or notice to the Secretary of Housing and Urban Development.

C. Functions and Duties.

(1) The Case Review Committee shall review in advance and determine whether or not to approve the issuance of orders or notices under delegated authority with respect to any proposed enforcement action described in subparagraphs B(1)-(5) or the proposed determination of a pattern and practice of discrimination described in subparagraph B(6), if the chairperson of the Committee determines that such prior review is appropriate.

a. When making a determination as to whether prior review and approval by the Case Review Committee of an order, notice, or proposed determination of a pattern and practice of discrimination is appropriate, the chairperson of the Case Review Committee may confer with the other members of the Board of Directors about matters that may affect Corporation policy,

attract unusual attention or publicity, or involve an issue of first impression.

b. As part of an approval determination under subparagraph C(1), the Case Review Committee may place defined parameters or express limitations on the issuance of an order or notice under delegated authority or the proposed determination of a pattern and practice of discrimination.

(2) The Case Review Committee may consider and provide guidance on any matter related to administrative enforcement actions. The Committee shall exercise this function:

a. upon a request by the Director of the Division of Risk Management Supervision, the Director of the Division of Depositor and Consumer Protection, the Director of the Office of Complex Financial Institutions, or the General Counsel, or their respective designees, if the chairperson of the Committee determines that the request should be granted; or

b. upon a determination by the chairperson of the Case Review Committee that consideration of an enforcement-related matter is appropriate.

(3) The Case Review Committee may issue guidelines relating to administrative enforcement actions within the Committee's review authority.

D. Limitations on Delegated Authority of Division and Office Directors.

(1) The Division of Risk Management Supervision, the Division of Depositor and Consumer Protection, and the Office of Complex Financial Institutions shall exercise delegated authority to issue notices and orders with respect to administrative enforcement actions (under subparagraph N of the resolution of the Board of Directors bearing Seal No. 071098, dated December 3, 2002, as amended) in a manner that is consistent with the requirements of subparagraph C.

(2) Notwithstanding subparagraph N(1) of the resolution of the Board of Directors bearing Seal No. 071098, dated December 3, 2002, as amended, which grants the relevant division and office directors and the General Counsel the authority to redelegate their authority related to enforcement actions, neither the division or office directors nor the General Counsel may sub-delegate their authority to issue or execute any required concurrent certifications on the following types of notices:

a. notices of intention to remove or prohibit under sections 8(e)(1) or (2) of the Act;

b. notices of assessment of civil money penalties under section 8(i) of the Act (except as excluded in subparagraphs B(2)a. - c.);

c. notices of charges for restitution under section 8(b)(6) of the Act; and

d. notices of removal or prohibition under section 8(g) of the Act.

E. Communication Firewall.

(1) In order to preserve the impartiality of the members of the Board of Directors, who may be called to rule upon a recommended decision of an administrative law judge in an administrative enforcement proceeding, only the Deputies and/or Special Assistants to the Board members may consider substantive issues related to any administrative enforcement proceeding after the issuance of a notice in such a case. Such matters may not be considered or addressed by the Board members themselves during the pendency of the proceeding, nor may any information regarding these proceedings be communicated by the Deputies or Special Assistants to any Board members.

(2) Notwithstanding subparagraph E(1), the chairperson of the Case Review Committee may consider and determine whether an amended notice of charges against the same insured depository institution or institution-affiliated party should be considered by the full Case Review Committee under subparagraph C(1) prior to issuance, if the amended notice involves new or additional

causes of action based upon evidence discovered or misconduct occurring subsequent to the issuance of the original notice.

III. AUDIT COMMITTEE

A. Membership. The Audit Committee shall be composed of

- one of either the Vice Chairperson of the Board of Directors or the Director (Appointive), as designated by the Board of Directors;
- one of either the Director (Comptroller of the Currency) or the Director (Director, Consumer Financial Protection Bureau), as designated by the Board of Directors; and
- a senior employee of the Corporation who reports directly to the Chairperson of the Board or one deputy to a member of the Board of Directors other than to a member who is serving on the Committee. Such individual shall be designated by the Board of Directors.

Members of the Audit Committee and the Chairperson of the Committee shall be designated by the Board of Directors of the Corporation, upon the recommendation of the Chairperson of the Board of Directors. Any member of the Committee may designate

and authorize the most senior member of his or her staff within the substantive areas of responsibility related to cases before the Committee to act on his or her behalf in the event of the member's absence or inability to attend meetings of the Committee, *provided, however,* that at least one of the members of the Audit Committee who is also a member of the Board of Directors shall participate in each meeting of the Committee. In the absence of the Chairperson of the Committee, or in the event of his or her inability to act as Chairperson, the senior staff member from time to time designated by the Chairperson of the Committee shall perform all of the duties and discharge all of the responsibilities of the Chairperson of the Committee.

B. Functions and Duties. Except for matters pertaining to internal investigations, reports resulting from the Inspector General's audit activities shall be referred to the Audit Committee. The Audit Committee shall--

- (1) review reports of completed audits, request audit follow-up, if necessary, and submit recommendations with respect to the audit reports to the Chairperson's office and the Board of Directors;
- (2) oversee the Corporation's financial reporting and internal controls, review and approve management's annual plan for compliance with the Chief Financial

- Officers Act of 1990 and any amendments thereto, monitor management's response to audit findings and recommendations, assess the sufficiency of the Corporation's internal control structure, and ensure compliance with applicable laws and regulations and internal and external audit recommendations, all for the purpose of rendering advice to the Chairperson of the Board of Directors with respect to any matter relating to the Committee's responsibilities; and
- (3) perform such other duties as the Chairperson may prescribe including but not limited to the rendering of advice to the Chairperson with respect to staffing levels and the classification of positions for the Office of Inspector General and the expenditure of funds related to the Office of Inspector General.

IV. SUPERVISION APPEALS REVIEW COMMITTEE

A. Membership. The Supervision Appeals Review Committee shall be composed of four members as follows:

- the Chairperson or Vice Chairperson of the Board of Directors or Director (Appointive), as designated by the Chairperson of the Board of

Directors, who shall serve as Chairperson of the Committee;

- one Deputy or Special Assistant, other than to a member who is serving on the Committee, to the Chairperson, Vice Chairperson, and Director (Appointive), as designated by the respective Board member;
- the General Counsel, who shall serve as a non-voting member.

Any member of the Committee may designate and authorize the most senior member of his or her staff within the substantive areas of responsibility related to cases before the Committee to act on his or her behalf in the event of the member's absence or inability to attend meetings of the Committee. In the absence of the Chairperson of the Committee, or in the event of his or her inability to act as Chairperson, the senior staff member from time to time designated by the Chairperson of the Committee shall perform all of the duties and discharge all of the responsibilities of the Chairperson of the Committee. The Chairperson of the Board of Director's may designate alternate member(s) to the Committee if there are vacancies.

B. Functions and Duties. The Committee shall consider and decide appeals of material supervisory determinations as set

forth in the *Guidelines for Appeals of Material Supervisory Determinations*, as amended from time-to-time by the Board of Directors.

V. ASSESSMENT APPEALS COMMITTEE

A. Membership. The Assessment Appeals Committee shall be composed of six members as follows:

- the Vice Chairperson of the Board of Directors or Director (Appointive), as designated by the Chairperson of the Board of Directors, who shall serve as Chairperson of the Committee;
- a Deputy or Special Assistant to the Chairperson of the Board of Directors, as designated by the Chairperson;
- a Deputy or Special Assistant to the Director (Comptroller of the Currency);
- a Deputy or Special Assistant to the Director (Consumer Financial Protection Bureau);
- a Deputy or Special Assistant, other than to the member who is serving on the Committee, to the Vice Chairperson or Director (Appointive), as designated by the respective Board member;

- the General Counsel, who shall serve as a non-voting member.

Any member of the Committee may designate and authorize the most senior member of his or her staff within the substantive areas of responsibility related to cases before the Committee to act on his or her behalf in the event of the member's absence or inability to attend meetings of the Committee. In the absence of the Chairperson of the Committee, or in the event of his or her inability to act as Chairperson, the senior staff member from time to time designated by the Chairperson of the Committee shall perform all of the responsibilities of the Chairperson of the Committee. The Chairperson of the Board of Directors may designate alternative member(s) for the Committee if vacancies occur.

B. Functions and Duties. The Assessment Appeals Committee shall consider and decide appeals regarding assessment matters as provided in the *Guidelines for Appeals of Deposit Insurance Assessment Determinations*, as amended from time-to-time by the Board of Directors.

VI. PROCEDURES

A. The chairperson of each standing committee will schedule meetings of the committee and appoint the members of any subcommittees established by the standing committee.

B. The standing committees will meet on a regular basis and shall periodically submit reports of their actions to the Board of Directors at such times as the Board shall determine.

C. Although no permanent staff members are assigned to the committees, the committees may request staff assistance from the operating divisions and offices of the Corporation as necessary. Moreover, the committees may establish subcommittees and delegate some of their responsibilities to those subcommittees.

D. The standing committees may promulgate rules governing their operations and functions.

E. Any senior staff member designated to attend a committee meeting on behalf of a member of any committee will be considered to be a member of that committee during any meeting he or she attends. In order for any such designation to be effective, the designation must be in writing and must be signed by the committee member. The original of each such designation

must be filed with the Executive Secretary. Each designation will be of indefinite duration unless the document making the designation specifically limits the duration or until the designee leaves the senior staff of the committee member.

VII. EFFECTIVE DATE

This resolution shall become effective upon enactment.

BE IT FURTHER RESOLVED, that resolution bearing Seal No. 47580, dated October 5, 1989, as amended by resolutions bearing Seal Nos. 50873, 53930, 54142, 55911, 55910, 58467, 59960, and 61244, dated, respectively, June 11, 1991, November 10 and December 8, 1992, September 21 and 28, 1993, March 21, 1995, and February 13 and October 29, 1996, is hereby superseded by this resolution.

BE IT FURTHER RESOLVED, that, in resolution bearing Seal No. 42579, dated March 17, 1987, as amended by resolutions bearing Seal Nos. 45205, 45886, 49112, 52581, 52790, 53930, 55262, 55910, and 61244, dated, respectively, September 13, 1988, June 12, 1990, March 24, April 21, and November 10, 1992, May 25 and September 28, 1993, and October 29, 1996; and resolution bearing Seal No. 47356, dated August 9, 1989, as amended by resolutions bearing Seal No. 49592, 53929, 53930, 60985, and 61244, dated, respectively, September 11, 1990,

November 10, 1992, and September 17 and October 29, 1996, the words "Committee on Liquidations, Loans, and Purchases of Assets" shall be deleted wherever they appear, and the words "Case Review Committee" shall be inserted in their place.

BE IT FURTHER RESOLVED, that section XX(B) of the Modified Master Delegations of Authority, entitled "Delegations Regarding Contract Disputes," which the Board had incorporated into resolution bearing Seal No. 59817, dated December 12, 1995, as amended by resolution bearing Seal No. 060985, dated September 17, 1996, is hereby rescinded.