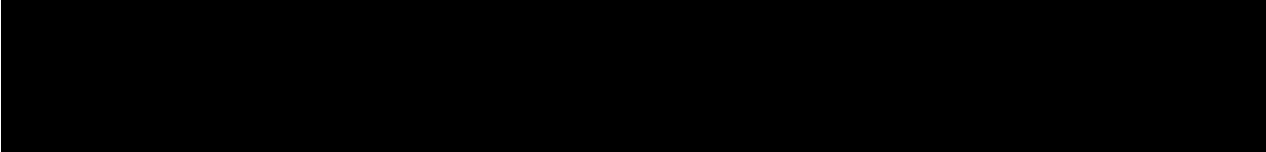


**From:** [Ed Rollins](#)  
**To:** [Comments](#)  
**Subject:** [EXTERNAL MESSAGE] February 9, 2024 - Guidelines for Establishing Standards for Corporate Governance and Risk Management for Covered Institutions with Total Consolidated Assets of \$10 Billion or More [RIN 3064-AF94]  
**Date:** Wednesday, February 7, 2024 11:02:03 AM

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Mr. James P. Sheesley  
Assistant Executive Secretary  
Attention: Comments—RIN 3064-AF94  
Federal Deposit Insurance Corporation  
550 17th Street NW  
Washington, DC 20429

Dear Mr. Sheesley:

As a community banker, I am very concerned about the FDIC's proposal requiring banks with \$10 billion or more assets, and some community banks of any size, to adopt corporate governance and risk management standards comparable to those expected of the largest banks.

Although the FDIC says the proposal is tailored to a bank's size and complexity, the proposal could apply to banks of any size. The proposal imposes new requirements and liabilities on bank board directors that exceed those of state chartering authorities. Additionally, FDIC-supervised banks will be subject to more onerous standards than banks supervised by the Fed or OCC.

The proposal will make it harder for community banks, particularly in rural areas, to attract directors, as it is already difficult to find qualified persons to serve on bank boards. The FDIC should substantially modify or withdraw this flawed proposal.

We've said for a long time that we serve where everyone else won't because of the myriad of large and midsize banks who have abandoned (and continue to exit) many of the markets we serve. It's crucially important that we're able to continue to conduct business in its current fashion. I've also argued that our relatively small organization is 'systemically important' because we're the only bank in most of the cities we serve and the only bank in several of the counties we serve. Anything negatively impacting our bank is arguably more systemically important to all of those markets than the interruption of a megabank serving large urban markets laden with significant alternatives.

Sincerely,

Ed Rollins

**Ed Rollins**

***Executive Vice President-Chief Credit Officer***

***Bank of Eastern Oregon***

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