

UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
OFFICE OF THE COMPTROLLER OF THE CURRENCY

In the Matter of:)	
)	
First Niagara Bank, National Association)	AA-NE-2016-61
Buffalo, New York)	

STIPULATION AND CONSENT TO THE ISSUANCE
OF AN ORDER FOR A CIVIL MONETARY PENALTY

WHEREAS, the Comptroller of the Currency of the United States of America (“Comptroller”), through his National Bank Examiners, has supervisory authority over First Niagara Bank, National Association, Buffalo, New York (“Bank”);

WHEREAS, the Comptroller intends to initiate a civil monetary penalty action against the Bank pursuant to section 102(f) of the Flood Disaster Protection Act, as amended, (“Flood Act”) (42 U.S.C. § 4012a(f)) for a pattern or practice of violations of the Flood Act and its implementing regulations, specifically 12 C.F.R. § 22.3(a);

WHEREAS, in the interest of cooperation and to avoid the costs associated with future administrative and judicial proceedings with respect to the above matter, the Bank, without admitting or denying any wrongdoing, desires to enter into this Stipulation and Consent to the Issuance of an Order (“Order”); and

NOW, THEREFORE, in consideration of the above premises, the Comptroller, through his duly authorized representative, and the Bank, through its duly elected and acting Board of Directors, stipulate and agree to the following:

Article I

JURISDICTION

(1) The Bank is a national banking association, chartered and examined by the Comptroller pursuant to the National Bank Act of 1864, as amended, 12 U.S.C. § 1 *et seq.*

(2) The Bank is a “regulated lending institution” as that term is defined in 42 U.S.C. § 4003(a)(10).

(3) The Comptroller is the appropriate “Federal entity for lending regulation” to maintain an enforcement proceeding against the Bank for Flood Act violations pursuant to 42 U.S.C. §§ 4003(a)(5) and 4012a(f),

Article II

ORDER FOR CIVIL MONETARY PENALTY

The Bank hereby consents and agrees, and the Comptroller orders that:

(1) The Bank shall pay a civil monetary penalty in the amount of forty-three thousand dollars (\$43,000.00) upon execution of this Order.

(2) The Bank shall make payment in full by check made payable to the National Flood Insurance Program and shall deliver the payment to: Kevin Montgomery, Federal Emergency Management Agency, 1800 South Bell Street, Room 510, Arlington, Virginia 20598-3010. The docket number of this action shall be entered on the check.

(3) The Bank shall submit a copy of the check by overnight mail to the District Counsel, Northeastern District Office, Comptroller of the Currency, 340 Madison Avenue, 5th Floor, New York, New York, 10173.

(4) This Order shall be deemed an “order issued with the consent of the depository institution” pursuant to 12 U.S.C. § 1818(h)(2), will become effective upon its execution by the

Comptroller through his authorized representative, and will be fully enforceable by the Comptroller to the same extent and in the same manner as an effective and outstanding order that has been issued and has become final pursuant to 12 U.S.C. §§ 1818(h) and (i).

Article III

WAIVERS

- (1) By executing this Order, the Bank waives:
 - (a) all rights to the issuance of a notice pursuant to 12 C.F.R. Part 19 and 42 U.S.C. § 4012a(f)(4), and recognizes that the OCC's letter dated August 28, 2015, from Assistant Deputy Comptroller Shari Lamar constitutes a valid substitute notice ("Notice Letter");
 - (b) all rights to a hearing and a final agency decision pursuant to 12 C.F.R. Part 19 and 42 U.S.C. § 4012a(f)(4);
 - (c) all rights to seek any type of administrative or judicial review of this Order; and
 - (d) all rights in any way to contest the validity of this Order.
- (2) The Bank declares that no separate promise or inducement of any kind has been made by the Comptroller, his agents or employees to cause or induce the Bank to agree to consent to the issuance of this Order and/or to execute this Order.
- (3) It is hereby agreed that the provisions of this Order constitute a settlement of the civil money penalty proceeding contemplated by the Comptroller on the basis of the Bank's violations of the Flood Act and regulation as described in this Order and in the Notice Letter. However, the specific violations described herein may be used by the Comptroller in future

enforcement actions to establish a pattern or practice of misconduct or the continuation of a pattern or practice of misconduct.

(4) It is further agreed that the provisions of this Order shall not be construed as an adjudication on the merits and, except as set forth above in paragraph (3) of this Article, shall not inhibit, estop, bar, or otherwise prevent the Comptroller from taking any action affecting the Bank if, at any time, he deems it appropriate to do so to fulfill the responsibilities placed upon him by the several laws of the United States of America.

(5) The Bank understands that nothing herein shall preclude any proceedings brought by the Comptroller to enforce the terms of this Order, and that nothing herein constitutes, nor shall the Bank contend that it constitutes, a waiver of any right, power, or authority of any other representatives of the United States or agencies thereof, including the Department of Justice, to bring other actions deemed appropriate.

IN TESTIMONY WHEREOF, the undersigned has hereunto set his hand.

/s/

07/25/16

William D. Haas
Deputy Comptroller
Midsize Bank Supervision

Date

IN TESTIMONY WHEREOF, the undersigned, as the duly elected and acting Board of Directors of the Bank, have hereunto set their hands on behalf of the Bank.

<u>/s/</u>	<u>7/14/2016</u>
<u>George M. Philip</u>	<u>Date</u>
<u>/s/</u>	<u>07/14/2016</u>
<u>Peter B. Robinson</u>	<u>Date</u>
<u>/s/</u>	<u>7-14-16</u>
<u>Austin A. Adams</u>	<u>Date</u>
<u>/s/</u>	<u>7/15/16</u>
<u>G. Thomas Bowers</u>	<u>Date</u>
<u>/s/</u>	<u>07/20/16</u>
<u>Roxanne J. Coady</u>	<u>Date</u>
<u>/s/</u>	<u>7.19.16</u>
<u>Nathaniel D. Woodson</u>	<u>Date</u>
<u>/s/</u>	<u>7/13/16</u>
<u>Gary M. Crosby</u>	<u>Date</u>
<u>/s/</u>	<u>7/14/16</u>
<u>Carl A. Florio</u>	<u>Date</u>
<u>/s/</u>	<u>July 15, 2016</u>
<u>Susan S. Harnett</u>	<u>Date</u>
<u>/s/</u>	<u>7/17/16</u>
<u>Carlton L. Highsmith</u>	<u>Date</u>