

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

**In the Matter of:**

Sidney Federal Savings and Loan Association  
Sidney, Nebraska

AA-WE-2020-74

**CONSENT ORDER**

**WHEREAS**, the Office of the Comptroller of the Currency (“OCC”) has supervisory authority over Sidney Federal Savings and Loan Association, Sidney, Nebraska (“Bank”);

**WHEREAS**, the OCC intends to initiate cease and desist proceedings against the Bank pursuant to 12 U.S.C. § 1818(b), through the issuance of a Notice of Charges, for engaging in unsafe or unsound practices, including those relating to strategic and capital planning, interest rate risk management, concentration risk management, participations purchased management, and loan review, stress testing and analysis;

**WHEREAS**, in the interest of cooperation and to avoid additional costs associated with administrative and judicial proceedings with respect to the above matter, the Bank, by and through its duly elected and acting Board of Directors (“Board”), consents to the issuance of this Consent Order (“Order”), by the OCC through the duly authorized representative of the Comptroller of the Currency (“Comptroller”); and

**NOW, THEREFORE**, pursuant to the authority vested in the OCC by Section 8(b) of the Federal Deposit Insurance Act, as amended, 12 U.S.C. § 1818(b), the OCC hereby orders that:

## **ARTICLE I**

### **JURISDICTION**

(1) The Bank is an “insured depository institution” as that term is defined in 12 U.S.C. § 1813(c)(2).

(2) The Bank is a Federal savings association within the meaning of 12 U.S.C. § 1813(q)(1)(C), and is chartered and examined by the OCC. See 12 U.S.C. §§ 1461 et seq., 5412(b)(2)(B).

(3) The OCC is the “appropriate Federal banking agency” as that term is defined in 12 U.S.C. § 1813(q) and is therefore authorized to initiate and maintain this cease and desist action against the Bank pursuant to 12 U.S.C. § 1818(b).

## **ARTICLE II**

### **COMPTROLLER’S FINDINGS**

The Comptroller finds, and the Bank neither admits nor denies, the following:

(1) The Bank’s Board and management have repeatedly failed to fully address regulatory concerns and to restore the Bank to a safe and sound condition.

(2) The Bank has failed to develop a strategic plan to prevent capital erosion.

(3) The Bank has failed to manage strategic, credit, and liquidity risks.

## **ARTICLE III**

### **COMPLIANCE COMMITTEE**

(1) The Board shall maintain a Compliance Committee of at least three (3) members of which a majority shall be directors who are not employees or officers of the Bank or any of its subsidiaries or affiliates. The Board shall remain responsible for the Bank’s adherence to the provisions of this Order. In the event of a change of the membership, the Board shall submit in

writing to the Assistant Deputy Comptroller (“ADC”) within ten (10) days the name of any new or resigning committee member. The Compliance Committee shall monitor and oversee the Bank’s compliance with the provisions of this Order. The Compliance Committee shall meet at least monthly and maintain minutes of its meetings.

(2) Within thirty (30) days after the end of each quarter, the Compliance Committee shall submit to the Board a written progress report setting forth in detail:

- (a) a description of the corrective actions needed to achieve compliance with each Article of this Order;
- (b) the specific corrective actions undertaken to comply with each Article of this Order; and
- (c) the results and status of the corrective actions.

(3) Upon receiving each written progress report, the Board shall forward a copy of the report, with any additional comments by the Board, to the ADC within fifteen (15) days of the first Board meeting following the Board’s receipt of such report.

#### **ARTICLE IV**

##### **HIGHER CAPITAL MINIMUMS**

(1) By March 31, 2021, the Bank shall achieve and maintain the following capital ratios as defined in and as calculated in accordance with 12 C.F.R. Part 3:

- (a) tier 1 capital to adjusted total assets at least equal to nine (9%); and
- (b) total risk-based capital to risk-weighted assets at least equal to twelve percent (12%).

(2) Notwithstanding any existing or future election to use the community bank leverage ratio (“CBLR”) framework under 12 C.F.R § 3.12, the Bank is subject to the minimum

capital levels prescribed in paragraph (1) of this Article pursuant to the OCC's authority to impose affirmative corrective actions pursuant to 12 U.S.C. § 1818(b)(6) and must demonstrate compliance with these requirements by completing Schedule RC-R to the Consolidated Reports of Condition and Income in accordance with the instructions for banks that have not made the CBLR election in addition to Schedule RC-R, CBLR.

(3) The requirement in this Order to meet and maintain a specific capital level for any capital measure means that the Bank may not be deemed to be "well capitalized" for purposes of 12 U.S.C. § 1831o and 12 C.F.R. Part 6, pursuant to 12 C.F.R. § 6.4(b)(1)(v).

- (4) The Bank may declare or pay a dividend or make a capital distribution only:
- (a) when the Bank is in compliance with the minimum capital ratios required by paragraph (1) of this Article, and would remain in compliance immediately following the declaration or payment of any dividend or capital distribution;
  - (b) when the dividend or capital distribution would comply with 12 U.S.C. §§ 56, 60 and 1831o(d)(1) and 12 C.F.R. § 3.11(a)(4); and
  - (c) following the ADC's prior written determination of no supervisory objection to the dividend or capital distribution.

## **ARTICLE V**

### **CAPITAL AND STRATEGIC PLAN**

(1) By March 31, 2021, the Board shall develop a written strategic plan for the Bank covering at least the next three (3) years from the date of this Order (hereafter "Capital and Strategic Plan"), complete with specific time frames that incorporate the requirements of this

Article. A copy of the Bank's Capital and Strategic Plan shall be forwarded to the ADC for a prior written determination of no supervisory objection.

(2) The capital planning process shall be consistent with safe and sound practices and ensure the integrity, objectivity, and consistency of the process through adequate governance. Refer to the "Capital and Dividends" booklet of the *Comptroller's Handbook* for related safe and sound principles. The Board shall document the initial capital planning process and thereafter review and document the capital planning process at least annually or more frequently, if appropriate, or required by the ADC in writing.

(3) The Capital and Strategic Plan shall establish objectives for the Bank's overall risk profile, earnings performance, growth, balance sheet mix, off-balance sheet activities, liability structure, and capital and liquidity adequacy, together with strategies to achieve those objectives, and shall, at a minimum, include:

- (a) a mission statement that forms the framework for the establishment of strategic goals and objectives;
- (b) the development of strategic goals and objectives to be accomplished over the short and long term;
- (c) an assessment of the Bank's present and future operating environment;
- (d) an identification and assessment of the present and planned product lines (assets and liabilities) and the identification of appropriate risk management systems to identify, measure, monitor, and control risks within the product lines;
- (e) a management employment and succession plan to promote the retention and continuity of capable management;

- (f) an action plan to improve the Bank's earnings and accomplish identified strategic goals and objectives, including individual responsibilities, accountability, and specific time frames;
- (g) establishment and guidance of the Bank's strategic direction and tolerance for interest rate risk in accordance with Article VI;
- (h) a realistic and comprehensive budget that corresponds to the Capital and Strategic Plan's goals and objectives;
- (i) specific plans to establish the responsibilities and accountability for the strategic planning process, new products, growth goals, or proposed changes in the Bank's operating environment;
- (j) a financial forecast to include projections for a major balance sheet and income statement accounts and desired financial ratios over the period covered by the Capital and Strategic Plan;
- (k) specific plans for the maintenance of adequate capital that may in no event be less than the requirements of paragraph (1) of Article IV;
- (l) an identification and prioritization of initiatives and opportunities, including time frames that comply with the requirements of this Order;
- (m) a Contingency Funding Plan with systems to monitor the Bank's progress to ensure the Bank maintains adequate liquidity in any environment. Refer to the "Safety and Soundness, Liquidity" booklet of the *Comptroller's Handbook*: The Contingency Funding Plan shall include, at a minimum:

- i. a review of the Bank's liabilities to identify large funding concentrations or large funds providers, including large single or groups of depositors;
  - ii. a description of each potential stress scenario;
  - iii. analysis of the projected effect of each potential stress scenario on the Bank's cash flow and balance sheet; and
  - iv. action plans for addressing each potential stress scenario.
- (n) specific plans detailing how the Board will recapitalize the Bank, sell a majority of the outstanding shares of the Bank, or otherwise cause a change in the control of the Bank;
  - (o) assigned roles, responsibilities, and accountability for the capital and strategic planning;
  - (p) growth limitations; and
  - (q) a description of systems and metrics designed to monitor the Bank's progress in meeting the Capital and Strategic Plan's goals and objectives.

(4) If the Bank's written Capital and Strategic Plan outlines a sale or merger of the Bank, the written Capital and Strategic Plan shall, at a minimum, address the steps and the associated timeline to ensure that within one-hundred and eighty (180) days after the receipt of the ADC's written determination of no supervisory objection to the Capital and Strategic Plan, a definitive agreement for the sale or merger is executed.

(5) Prior to adoption by the Board, a copy of the Capital and Strategic Plan, and any subsequent amendments, revisions, or updates shall be submitted to the ADC for prior written determination of no supervisory objection. At the next Board meeting following receipt of the

ADC's written determination of no supervisory objection, the Board shall adopt and Bank management, subject to Board review and ongoing monitoring, shall immediately implement and ensure adherence to the Capital and Strategic Plan and any amendments or revisions thereto.

(6) Until the Capital and Strategic Plan required under this Article has been submitted by the Bank for the ADC's review, has received a written determination of no supervisory objection from the ADC, and has been adopted by the Board, the Bank shall not significantly deviate from the products, services, asset composition and size, funding sources, structure, operations, policies, procedures, and markets of the Bank that existed immediately before the effective date of this Order without first obtaining the ADC's prior written determination of no supervisory objection to such significant deviation.

(7) The Board shall review the effectiveness of the Capital and Strategic Plan at least monthly, including its progress toward a sale of the Bank or a majority of its outstanding shares, and amend the Capital and Strategic Plan as needed or directed by the OCC. The Board shall provide an assessment of the effectiveness of the Capital and Strategic Plan to the OCC, along with any proposed amendments within (10) days of each quarter end. Any amendment to the Capital and Strategic Plan, and any significant deviation from the Capital and Strategic Plan, must be submitted to the ADC for review and prior written determination of no supervisory objection.

(8) If the Bank fails to submit an acceptable Strategic and Capital Plan, fails to implement or adhere to a Strategic or Capital Plan to which the ADC has taken no supervisory objection, or fails to achieve and maintain the minimum capital ratios as required under Article IV of this Order, then in the sole discretion of the ADC, the Bank shall, upon written direction of the ADC, within thirty (30) days develop and shall submit to the ADC for review and prior

written determination of no supervisory objection a Disposition Plan that shall detail the Board's proposal to sell or merge the Bank, or implement a voluntary liquidation plan in accordance with 12 C.F.R. § 5.48.

- (a) In the event that the Disposition Plan submitted by the Bank's Board outlines a sale or merger of the Bank, the Disposition Plan shall, at a minimum, address the steps that will be taken and the associated timeline to ensure that a definitive agreement for the sale or merger is executed not later than forty-five (45) days after receipt of the ADC's written determination of no supervisory objection to the Disposition Plan.
- (b) If the Disposition Plan outlines a voluntary liquidation of the Bank, the Disposition Plan shall detail the actions and steps necessary to accomplish the liquidation in conformance with 12 C.F.R. § 5.48, and the dates by which each step of the liquidation shall be completed, including the date by which the Bank will terminate its charter. In the event of liquidation, the Bank shall hold a shareholder vote, pursuant to 12 C.F.R. § 5.48, and commence liquidation within forty-five (45) days of receiving the ADC's written determination of no supervisory objection to the Disposition Plan.

## **ARTICLE VI**

### **INTEREST RATE RISK MANAGEMENT**

(1) Effective immediately, the Board shall submit to the ADC for review and prior determination of no supervisory objection, a written interest rate risk program. Refer to the "Interest Rate Risk" booklet of the *Comptroller's Handbook*, OCC Bulletin 2010-1 ("Interagency Advisory on Interest Rate Risk Management") (Jan. 2010), and OCC Bulletin

2012-5 (“Interest Rate Risk Management: FAQs on 2010 Interagency Advisory on Interest Rate Risk Management”) (Jan. 2012). The program shall provide for a coordinated interest rate risk strategy and, at a minimum, must address:

- (a) the Bank’s strategic direction and tolerance for interest rate risk;
- (b) establishment of prudent short- and long-term limits on the nature and amount of interest rate risk the Board is willing to accept in relation to earnings and capital;
- (c) strategies and procedures to manage and reduce interest rate risk to conform with the established limits set in subparagraph (1)(b) of this Article;
- (d) implementation of effective tools to measure and monitor the Bank’s performance and overall interest rate risk profile;
- (e) employment of competent personnel to manage and monitor interest rate risk;
- (f) establishment of adequate management reports on which to base sound interest rate risk management decisions for both short- and long-term risks;
- (g) adequate support for the reasonableness of assumptions used in the interest rate risk model;
- (h) periodic review and adjustment, as needed, of the assumptions and inputs used in the Bank’s interest rate risk models, with appropriate documentation; and

(i) independent validation of interest rate risk model and process on at least an annual basis and an annual review of the Bank's adherence to the interest rate risk program. Refer to OCC Bulletin 2011-12 ("Sound Practices for Model Risk Management: Supervisory Guidance on Model Risk Management") (Apr. 2011).

(2) Following receipt of the ADC's written determination of no supervisory objection, the Board shall adopt and Bank management, subject to Board review and ongoing monitoring, shall immediately implement and ensure adherence to this Article and the written interest risk management program developed pursuant to it.

## **ARTICLE VII**

### **CONCENTRATION RISK MANAGEMENT**

(1) Effective immediately, the Board shall submit to the ADC for review and prior determination of no supervisory objection, a written program designed to identify, measure, monitor, and control concentrations of credit. Refer to the "Concentrations of Credit" booklet of the *Comptroller's Handbook*. The program shall include, at a minimum:

- (a) identification of the Bank's known and potential concentrations of credit (potential concentrations are those approaching 25 percent of capital);
- (b) a written analysis of all concentrations of credit that fully assesses the inherent credit, liquidity, and interest rate risk that the Bank's known and potential concentrations of credit pose to the Bank's earnings, capital, and operating strategy under stressed market conditions, economic downturns, and periods of general market illiquidity as well as normal market conditions;

- (c) review of the existing concentration limits, including fixed-rate mortgage concentrations, to determine whether the limits are reasonable and reflect the Board's risk tolerance, and if necessary, revision of the existing limits relative to capital based on the analysis performed under subparagraph (1)(b) of this Article;
- (d) strategies and procedures to be taken when concentrations approach or exceed Board limits, which include a Board policy that requires a detailed analysis and written support to conclude that any concentration limit increase will not subject the Bank to undue credit or interest rate risk before the Board may approve such increase; and
- (e) management information systems designed to ensure timely and accurate reporting of concentrations to the Board.

(2) The Board shall ensure that all concentrations of credit are subjected to the analysis required by subparagraph (1)(b) of this Article at least annually, and, if that analysis demonstrates that the concentration subjects the Bank to undue risk, the Board shall take appropriate steps to mitigate such risk.

(3) Following receipt of the ADC's written determination of no supervisory objection, the Board shall adopt and Bank management, subject to Board review and ongoing monitoring, shall immediately implement and ensure adherence to this Article and the written Concentrations Program developed pursuant to it.

## ARTICLE VIII

### **CREDIT RISK MANAGEMENT AND INDEPENDENT LOAN REVIEW**

(1) Within sixty (60) days of this Order, the Board shall submit to the ADC for review and prior determination of no supervisory objection, a written a commercial credit risk management and independent loan review program. Refer to OCC Bulletin 2020-50 (“Credit Risk: Interagency Guidance on Credit Risk Review Systems,”) (May 2020). The program shall include, but not be limited to:

- (a) procedures to ensure timely and accurate risk ratings of all loans in the commercial loan portfolio;
- (b) procedures to provide for an effective independent loan review function to validate the Bank’s credit risk ratings and credit administration processes;
- (c) procedures to ensure management takes corrective actions to address independent loan review findings, including but not limited to, maintaining an adequate allowance and filing accurate call reports as required by 12 U.S.C. §161; and
- (d) procedures to ensure that an effective and independent commercial appraisal review is performed by a qualified reviewer, includes an appropriate scope and analysis, and documents support for the reasonableness of assumptions used within the commercial appraisals.

(2) Following receipt of the ADC’s written determination of no supervisory objection, the Board shall adopt and Bank management, subject to Board review and ongoing monitoring, shall immediately implement and ensure adherence to this Article and the written credit risk management and independent loan review program developed pursuant to it.

## **ARTICLE IX**

### **LOAN PORTFOLIO STRESS TESTING**

(1) Within sixty (60) days of this Order, the Board shall submit to the ADC for review and prior determination of no supervisory objection, a written loan portfolio stress testing program. Policies and procedures at a minimum should:

- (a) identify current and emerging risks and vulnerabilities within the loan portfolio that contains all major credit or loan portfolio segments;
- (b) reasonably determine the impact the stress event or factor might have on earnings and capital;
- (c) document support for applicable loss rates used in the analysis and develops a process to update loss rates and other key assumptions as deemed appropriate;
- (d) formalize the stress testing results in quantitative reports to management and the Board; and
- (e) include a model validation within the stress testing process to ensure that all data feeds are accurate and complete.

(2) The Board shall document, review, and approve the policies and procedures required by this Article.

(3) The Board must periodically review the results, and incorporate the findings in the development and maintenance of appropriate concentration risk limits, asset and liability strategies, and strategic and capital planning processes.

(4) Following receipt of the ADC's written determination of no supervisory objection, the Board shall adopt and Bank management, subject to Board review and ongoing

monitoring, shall immediately implement and ensure adherence to this Article and the written loan portfolio stress testing program developed pursuant to it.

## **ARTICLE X**

### **PARTICIPATIONS PURCHASED**

(1) Within sixty (60) days of this Order, the Board shall submit to the ADC for review and prior determination of no supervisory objection, a written loan policy (the “Bank’s Loan Policy”) to include, at a minimum, revisions relating to guidelines for participations purchased. Refer to OCC Bulletin 2020-81 (“Credit Risk: Risk Management of Loan Purchase Activities”) (Sept. 2020) for guidance and the requirements of 12 C.F.R. Part 34. The Bank’s Loan Policy shall include, at a minimum:

- (a) a prohibition against purchasing any participation for which the Bank does not have the knowledge, skills, or ability to properly underwrite on its own;
- (b) standards, procedures, and limits for the purchase of loans and participations;
- (c) preparation and documentation of complete, independent analysis of the credit quality of the obligations to be purchased, as well as an independent analysis of the value and lien status of the collateral pledged;
- (d) maintenance of current, complete financial information and analysis on the borrower during the term of the loan; and
- (e) the identification, waiver (if appropriate), and mitigation (if appropriate) of any exceptions to the Bank’s Loan Policy.

(2) Following receipt of the ADC's written determination of no supervisory objection, the Board shall adopt and Bank management, subject to Board review and ongoing monitoring, shall immediately implement and ensure adherence to this Article and the written loan policy developed pursuant to it.

## **ARTICLE XI**

### **GENERAL BOARD RESPONSIBILITIES**

(1) The Board shall ensure that the Bank has timely adopted and implemented all corrective actions required by this Order, and shall verify that the Bank adheres to the corrective actions and they are effective in addressing the Bank's deficiencies that resulted in this Order.

(2) In each instance in which this Order imposes responsibilities upon the Board, it is intended to mean that the Board shall:

- (a) authorize, direct, and adopt corrective actions on behalf of the Bank as may be necessary to perform the obligations and undertakings imposed on the Board by this Order;
- (b) ensure the Bank has sufficient processes, management, personnel, control systems, and corporate and risk governance to implement and adhere to all provisions of this Order;
- (c) require that Bank management and personnel have sufficient training and authority to execute their duties and responsibilities pertaining to or resulting from this Order;
- (d) hold Bank management and personnel accountable for executing their duties and responsibilities pertaining to or resulting from this Order;

- (e) require appropriate, adequate, and timely reporting to the Board by Bank management of corrective actions directed by the Board to be taken under the terms of this Order; and
- (f) address any noncompliance with corrective actions in a timely and appropriate manner.

## **ARTICLE XII**

### **WAIVERS**

- (1) The Bank, by executing and consenting to this Order, waives:
  - (a) any and all rights to the issuance of a Notice of Charges pursuant to 12 U.S.C. § 1818;
  - (b) any and all procedural rights available in connection with the issuance of this Order;
  - (c) any and all rights to a hearing and a final agency decision pursuant to 12 U.S.C. § 1818 and 12 C.F.R. Part 109;
  - (d) any and all rights to seek any type of administrative or judicial review of this Order;
  - (e) any and all claims for fees, costs, or expenses against the OCC, or any of its officers, employees, or agents related in any way to this enforcement matter or this Order, whether arising under common law or under the terms of any statute, including, but not limited to, the Equal Access to Justice Act, 5 U.S.C. § 504 and 28 U.S.C. § 2412;
  - (f) any and all rights to assert this proceeding, the consent to and/or the issuance of this Order, as the basis for a claim of double jeopardy in any

pending or future proceeding brought by the United States Department of Justice or any other governmental entity; and

- (g) any and all rights to challenge or contest the validity of this Order.

### **ARTICLE XIII**

#### **OTHER PROVISIONS**

(1) As a result of this Order, the Bank is in “troubled condition,” as set forth in 12 C.F.R. § 5.51(c)(7)(ii), unless otherwise informed in writing by the OCC. In addition, as a result of this Order, the Bank is not a savings association for purposes of 12 C.F.R. § 5.3(g), unless otherwise informed in writing by the OCC.

(2) This Order supersedes all prior OCC communications issued pursuant to 12 C.F.R. §§ 5.3(g)(5), 5.51(c)(7)(ii).

### **ARTICLE XIV**

#### **CLOSING**

(1) This Order is a settlement of the cease and desist proceeding against the Bank contemplated by the OCC, based on the unsafe or unsound practices described in the Comptroller’s Findings set forth in Article II of this Order. The OCC releases and discharges the Bank from all potential liability for a cease and desist order that has been or might have been asserted by the OCC based on the practices described in Article II of this Order, to the extent known to the OCC as of the effective date of this Order. Nothing in this Order, however, shall prevent the OCC from:

- (a) instituting enforcement actions other than a cease and desist order against the Bank based on the Comptroller’s Findings set forth in Article II of this Order;

- (b) instituting enforcement actions against the Bank based on any other findings;
- (c) instituting enforcement actions against institution-affiliated parties (as defined by 12 U.S.C. § 1813(u)) based on the Comptroller's Findings set forth in Article II of this Order, or any other findings; or
- (d) utilizing the Comptroller's Findings set forth in Article II of this Order in future enforcement actions against the Bank or its institution-affiliated parties to establish a pattern or the continuation of a pattern.

(2) Nothing in this Order is a release, discharge, compromise, settlement, dismissal, or resolution of any actions, or in any way affects any actions that may be or have been brought by any other representative of the United States or an agency thereof, including, without limitation, the United States Department of Justice.

(3) This Order is:

- (a) a "cease-and-desist order issued upon consent" within the meaning of 12 U.S.C. § 1818(b);
- (b) a "cease-and-desist order which has become final" within the meaning of 12 U.S.C. § 1818(e);
- (c) an "order issued with the consent of the depository institution" within the meaning of 12 U.S.C. § 1818(h)(2);
- (d) an "effective and outstanding . . . order" within the meaning of 12 U.S.C. § 1818(i)(1); and
- (e) a "final order" within the meaning of 12 U.S.C. § 1818(i)(2) and (u).

(4) This Order is effective upon its issuance by the OCC, through the Comptroller's duly authorized representative. Except as otherwise expressly provided herein, all references to "days" in this Order shall mean calendar days and the computation of any period of time imposed by this Order shall not include the date of the act or event that commences the period of time.

(5) The provisions of this Order shall remain effective except to the extent that, and until such time as, such provisions are amended, suspended, waived, or terminated in writing by the OCC, through the Comptroller's duly authorized representative. If the Bank seeks an extension, amendment, suspension, waiver, or termination of any provision of this Order, the Board or a Board-designee shall submit a written request to the ADC asking for the desired relief. Any request submitted pursuant to this paragraph shall include a statement setting forth in detail the circumstances that warrant the desired relief or prevent the Bank from complying with the relevant provision(s) of the Order, and shall be accompanied by relevant supporting documentation. The OCC's decision concerning a request submitted pursuant to this paragraph, which will be communicated to the Board in writing, is final and not subject to further review.

(6) The Bank will not be deemed to be in compliance with this Order until it has adopted, implemented, and adhered to all of the corrective actions set forth in each Article of this Order; the corrective actions are effective in addressing the Bank's deficiencies; and the OCC has verified and validated the corrective actions. An assessment of the effectiveness of the corrective actions requires sufficient passage of time for the Bank to demonstrate the sustained effectiveness of the corrective actions.

(7) This Order is not a contract binding on the United States, the United States Treasury Department, the OCC, or any officer, employee, or agent of the OCC and neither the Bank nor the OCC intends this Order to be a contract.

(8) Each citation, issuance, or guidance referenced in this Order includes any subsequent citation, issuance, or guidance that replaces, supersedes, amends, or revises the referenced cited citation, issuance, or guidance.

(9) No separate promise or inducement of any kind has been made by the OCC, or by its officers, employees, or agents, to cause or induce the Bank to consent to the issuance of this Order.

(10) All reports, plans, or programs submitted to the OCC pursuant to this Order shall be forwarded, by overnight mail or via email, to the following:

Assistant Deputy Comptroller  
Office of the Comptroller of the Currency  
Denver Field Office  
1225 17th Street, Suite 300  
Denver, Colorado 80202

(11) The terms of this Order, including this paragraph, are not subject to amendment or modification by any extraneous expression, prior agreements, or prior arrangements between the parties, whether oral or written.

IN TESTIMONY WHEREOF, the undersigned, authorized by the Comptroller as his duly authorized representative, has hereunto set his signature on behalf of the Comptroller.

//s// Digitally Signed, Dated: 2021.01.19

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Gary D. TeKolste  
Assistant Deputy Comptroller  
Denver Field Office

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Date

IN TESTIMONY WHEREOF, the undersigned, as the duly elected and acting Board of Directors of Sidney Federal Savings and Loan Association have hereunto set their signatures on behalf of the Bank.

/s/	1-19-21
_____ Wayne Fischer	_____ Date
/s/	1-19-21
_____ Larry Fraas	_____ Date
/s/	1-19-21
_____ Jeffrey Jung	_____ Date
/s/	1-19-21
_____ Harold Perkins	_____ Date
/s/	1-19-21
_____ Steven Smith	_____ Date
/s/	19 January 2021
_____ William Sydow	_____ Date