



March 31, 2020

**Conditional Approval #1237
April 2020**

Ms. Crystal L. Huffman
Fenimore Kay Harrison Ford
60 Salbide Avenue
Newnan, Georgia 30263

Re: Preliminary Conditional Approval of the De Novo Charter Application for RockPoint Bank, National Association (In Organization), Chattanooga, TN (Charter Number 25216) – OCC Control No. 2019-SO-Charter-312008

Dear Ms. Huffman:

The Office of the Comptroller of the Currency (OCC) has reviewed your application to establish a new national bank with the title of RockPoint Bank, National Association, Chattanooga, Tennessee (#25216)(Bank). The OCC has determined that your proposal satisfies the applicable regulatory and policy requirements for preliminary approval and therefore hereby grants preliminary approval of your charter application, subject to the conditions set forth in this letter.

This preliminary conditional approval is granted based on a thorough evaluation of all information available to the OCC, including the facts and circumstances described in, and representations and commitments made to, OCC staff as part of the application process by the Bank's representatives to the OCC as of this date. The OCC may modify, suspend, or rescind this preliminary conditional approval if a material change in the information on which the OCC relied occurs before final approval. The Bank must inform OCC staff of changes to the information, representations, and commitments made in connection with the application process, including changes to the business plan, as such changes may affect the OCC's decision to grant final approval.

We also made our decision to grant preliminary conditional approval with the understanding that the proposed Bank will apply for Federal Reserve membership and will obtain deposit insurance from the Federal Deposit Insurance Corporation (FDIC).

The OCC has granted preliminary conditional approval only. Final approval and authorization for the Bank to open will not be granted until all preopening requirements are met.

This preliminary conditional approval is subject to the following conditions:

- 1) The Bank shall: (i) give the Nashville Office at least sixty (60) days prior written notice of its intent to significantly deviate or change from its business plan or operations (if such deviation is the subject of an application filed with the OCC, no separate notice to the supervisory office is required), and (ii) obtain the OCC's written determination of no objection before the Bank engages in any significant deviation or change from its business plan or operations. The OCC may impose additional conditions it deems appropriate in a written determination of no objection to a bank's notice. This condition shall remain in effect during the Bank's first three years of operation;

- 2) The Bank shall maintain minimum capital levels commensurate with the prospective risk of the Bank's business plan, with a tier 1 leverage ratio of no less than 8.0 percent throughout the first three years of operation; and
- 3) After the Bank commences business, the Bank must file an Interagency Biographical and Financial Report with the OCC and receive a letter of no objection from the OCC prior to any new executive officer or director assuming such position. This condition shall remain in effect during the Bank's first two years of operation.

The conditions of this approval are conditions "imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request" within the meaning of 12 USC 1818. As such, the conditions are enforceable under 12 USC 1818.

The Bank's initial paid-in-capital, net of all organizational and pre-opening expenses, shall be no less than \$28,176,000. The manner in which capital is raised must not deviate from that described in your application without prior written OCC notification. If the capital for the Bank is not raised within 12 months or if the Bank is not opened for business within 18 months from the preliminary conditional approval date, this approval expires. The OCC ordinarily does not grant extensions, except under the most extenuating circumstances and when the OCC determines that the delay is beyond the applicant's control. The organizers are expected to proceed diligently, consistent with their application, for the Bank to open for business as soon as possible.

The OCC poses no objection to the following persons serving as executive officers, directors, and/or organizers as proposed in the application:

<u>Name</u>	<u>Title</u>
Hampton Johnston	Chairman, President, CEO & Organizer
Camille Daniel	Chief Lending Officer & Organizer
Patrick Jensen	Chief Financial Officer & Organizer
Kerry Riley	Chief Credit Officer & Organizer
John Haddock	Lead Independent Director & Organizer
Benjamin Brock	Director & Organizer
Deston Hutcherson	Director & Organizer
William Kilbride	Director & Organizer
Harshad Shah	Director & Organizer
Charles Hunter	Director
Dallas Joseph	Director
Dr. Mark McOmie	Director
Cynthia Lee	Director

Prior to the Bank's opening, the Bank must obtain the OCC's prior written determination of no objection for any additional organizers, executive officers, or directors appointed or elected before the person assumes the position.

The “Charters” booklet in the *Comptroller’s Licensing Manual* provides guidance for organizing your bank. The booklet is located at the OCC’s web site:

<https://www.occ.gov/publications/publications-by-type/licensing-manuals/charters.pdf>.

The booklet contains all of the steps you must take to receive final approval.

As detailed in the booklet, and as acknowledged by our previous letter dated February 6, 2020 that reviewed and accepted the Bank’s Articles of Association and Organizational Certificate, the Bank has already established its corporate existence and all official documents, stationary, advertisements, and other references to the Bank should be followed by “In Organization”. As a “body corporate” or legal entity, you may begin taking those steps necessary for obtaining final approval. The Bank may not begin the business of banking until it fulfills all requirements for a bank in organization and the OCC grants final approval.

The Bank must submit to the Nashville Field Office for review and prior written determination of no supervisory objection, a complete description of the Bank’s final information systems and operations architecture as well as the information systems risk assessment and management plan. This should include a schematic drawing and discussion of the following items:

- Vendor due diligence and contracts; electronic banking security mechanisms and policies; information systems personnel; internal controls; audit plans; and operating policies and procedures, including, but not limited to, vendor management, weblinking, customer authentication and verification, and business resumption contingency plans.

The Bank must have performed an independent security review and test of its electronic banking platform. The Bank must have this review performed regardless of whether the platform is operated in-house or by one or more third-party service providers. If the Bank outsources the technology platform, it can rely on testing performed for the service provider to the extent that it satisfies the scope and requirements listed herein. The review must be conducted by an objective, qualified independent source (Reviewer). The scope should cover:

- All access points, including the Internet, Intranet, or remote access.
- The adequacy of physical and logical protection against unauthorized access including individual penetration attempts, computer viruses, denial of service, and other forms of electronic access.

By written report, the Reviewer must confirm that the security measures, including the firewall, have been satisfactorily implemented and tested. For additional guidance, refer to the *FFIEC IT Examination E-Banking Handbook*, pages 26-30, Information Security Program. The booklet is located at the FFIEC’s Web site:

http://www.ffiec.gov/ffiecinfobase/html_pages/it_01.html

The Bank must also have a security program in place that complies with the “Interagency Guidelines Establishing Standards for Safeguarding Customer Information” specified at 12 CFR 30, Appendix B.

This preliminary conditional approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. Our preliminary conditional approval is based on the bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend or rescind this preliminary conditional approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

A separate letter is enclosed requesting your feedback on how we handled your application. We would appreciate your response so we may improve our service. If you have any questions, please contact Licensing Manager Robert Gaffney at (214) 720-2823 or by e-mail at robert.gaffney@occ.treas.gov. Please include the OCC Control No. listed above in all written correspondence.

Sincerely,

signed

Louis Gittleman
Director for District Licensing

Enclosure: Survey Letter