



CRA Decision #219
October 2021

September 1, 2021

Michael T. Rave, First Senior Vice President
Valley National Bank
1455 Valley Road
Wayne, NJ 07470

Via Email

Subject: Application by Valley National Bank, Passaic, New Jersey (Charter # 15790) to merge with The Westchester Bank, White Plains, New York

OCC Control Number: 2021-NE-Combination-322282

Dear Mr. Rave:

The Office of the Comptroller of the Currency (OCC) hereby approves your application to merge The Westchester Bank into Valley National Bank. This approval is granted based on a thorough review of all information available, including commitments and representations made in the application, merger agreement, and those of your representatives.

The OCC reviewed the proposed merger transaction under the criteria of the Bank Merger Act, 12 USC 1828(c), and other applicable laws and regulations. Among other matters, we found that the proposed transaction would not have significant anticompetitive effects. We also considered the financial and managerial resources of the banks, their future prospects, their effectiveness in combating money laundering activities, the convenience and needs of the communities to be served and the risk of the transaction to the stability of the United States banking or financial system. Furthermore, the OCC reviewed the Bank's record of compliance with the Community Reinvestment Act (CRA), 12 USC 2903(a)(2). We considered these factors and found them consistent with approval.

The OCC received one public comment regarding the transaction. The OCC considered the concerns of the commenter as they related to the statutory and regulatory factors noted above, including performance under the CRA, and the probable effects of the merger on the convenience and needs of the communities to be served. Based upon this review, the OCC finds the facts to be consistent with approval.

The branch acquisitions associated with this merger are authorized under 12 USC 36(c).

The district office must be advised in writing in advance of the desired effective date for the merger, so it may issue the necessary certification letter. The effective date must follow the applicable Department of Justice's injunction period and any other required regulatory

Michael Rave, First Senior Vice President
Valley National Bank
OCC Control Number: 2021-NE-Combination-322282
Page 2

approval.

The OCC will issue a letter certifying consummation of the transaction when we receive:

- An executed merger agreement.
- Amended Articles of Association, with a Secretary's Certificate certifying the required shareholder approval was obtained.

If the merger is not consummated within six months from the approval date, the approval shall automatically terminate, unless the OCC grants an extension of the time period.

This 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 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 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.

Please include the OCC control number on any correspondence related to this filing. If you have any questions, contact J.J. Hansen at 202-316-9761 or john.hansen@occ.treas.gov.

Sincerely,

/s/

Marva V. Cummings
Director for District Licensing