
INTERAGENCY CHARTER AND FEDERAL DEPOSIT INSURANCE APPLICATION

FOR

**ROBINHOOD BANK, N.A.
MENLO PARK, CALIFORNIA**

**SUBMITTED TO THE
OFFICE OF THE COMPTROLLER OF THE CURRENCY**

**PUBLIC SECTION
VOLUME I OF III
DATED APRIL 19, 2019**

**HUNTON
ANDREWS KURTH**

INTERAGENCY CHARTER AND FEDERAL DEPOSIT INSURANCE APPLICATION

Type of Charter

- National Bank
- State Bank
- Federal Savings Bank or Association
- State Savings Association
- Other _____

Chartering Agency

- Comptroller of the Currency
- State Agency

Special Focus

- Community Development
- Cash Management
- Trust
- Bankers' Bank
- Credit Card
- Other _____

Type of Insurance Application

- De Novo
- Operating Noninsured Institution
- Other _____

Federal Reserve Status

- Member Bank
- Nonmember Bank

For OCC: Standard Expedited

Proposed Depository Institution (institution)

Robinhood Bank, N.A.
Name
85 Willow Road
Street
Menlo Park California 94025
City State ZIP Code

Holding Company Identifying Information (if applicable)

Robinhood Markets, Inc.
Name
85 Willow Road
Street
Menlo Park California 94025
City State ZIP Code

Contact Person

Carleton Goss Counsel, Hunton Andrews Kurth, LLP
Name Title/Employer
1445 Ross Avenue, Suite 3700
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City State ZIP Code
214-468-3330 cgoss@HuntonAK.com
Telephone Number E-Mail Address

1. Overview

- (a) **Provide a brief overview of the application. The overview should describe the institution’s business and any special market niche, including the products, market, services, and any nontraditional activities.**

Robinhood Bank, N.A. (the “Bank”) is a proposed national banking association to be integrated in the Robinhood¹ financial services organization, which includes one of the country’s newest and fastest growing independent brokerage firms – Robinhood Financial LLC (“RHF”) – as well as other providers of financial services to consumers. Robinhood currently uses innovative technologies to deliver brokerage services to U.S. retail consumers. It proposes to leverage those same and other innovative technologies in order to offer banking services in a safe and sound manner to U.S. retail consumers.

The Bank will be headquartered in Menlo Park, California, and will be a wholly-owned subsidiary of Robinhood Markets, Inc. (“RHM”), which also is the parent company of RHF. The Bank’s headquarters will be located within the building leased by RHM. The Bank will also share office space with RHM and RHF in an existing leased facility in Lake Mary, Florida used for back office operations.

RHM was established to expand capital markets access and its many benefits to everyone. RHM seeks to achieve this goal by offering zero-commission trading and by eliminating expenses that make many other brokerages costly, such as manual account management and storefront locations. The company’s stated mission is “To Democratize Our Financial System.”

Since its inception in 2014, RHF has grown to serve over six million approved customer accounts. A natural extension of RHM’s mission to make financial services available to a broader population of U.S. consumers is to provide consumer banking services, not only to RHF’s existing brokerage customers, but also to customers who are new to Robinhood and may not have a need for brokerage services but are looking for a better retail banking experience.

Like RHF, the Bank expects to provide the benefits of access to banking services with no monthly fee and in a fully transparent way through the ease of a smartphone. The Bank’s foundational principles are the following:

- **Simple** – Intuitive mobile experience
- **Honest** – Transparent, easy to understand, no “gotchas”
- **Smart** – Tools to help individuals reach financial freedom
- **Safe** – FDIC-insured
- **Rewarding** – Committed to paying a competitive interest rate

The Bank will offer banking products through proprietary smartphone and internet platforms and will establish a profitable banking franchise by understanding the needs of its customer base, providing its customers with banking products and solutions that help them reach their financial

¹ Unless the context otherwise requires, references to “Robinhood” refer to the entire corporate family of which Robinhood Markets, Inc. is the top-tier entity.

goals, and building loyalty through exceptional and consistent performance and a high level of service. These very same goals have been at the forefront of RHF's provision of brokerage services and have helped to contribute to the success of the company and its customers.

Please see the accompanying confidential business plan (the "Business Plan") and associated Exhibits for more details.

- (b) Describe any issues about the permissibility of the proposal with regard to applicable state or federal laws or regulations. Identify any regulatory waiver requests and provide adequate justification.**

We have not identified any potential issues with respect to the permissibility of this proposal. Please see Exhibit E of the Business Plan for a discussion of Robinhood's cryptocurrency services. The Bank is not seeking any regulatory waivers in connection with this proposal.

- (c) List and provide a copy of all applications filed in conjunction with this proposal, such as applications for holding company, trust powers, branch offices, service corporations, and other subsidiaries.**

The Bank is not seeking trust powers, branch offices, service corporations, or subsidiaries. A copy of RHM's bank holding company application will be provided to the Office of the Comptroller of the Currency ("OCC") and the Federal Deposit Insurance Corporation ("FDIC") upon the filing of such application with the Federal Reserve Bank of San Francisco.

- (d) When available, provide a copy of all public or private offering materials and proposed form of stock certificate, including any required restrictive legends.**

A proposed form of stock certificate is included as Exhibit A to this application. No offering materials are being prepared in connection with this proposal because the capital for the proposal has already been raised by RHM and is available to the Bank.

- (e) Provide a copy of the proposed articles of association, articles of incorporation, or charter, and proposed bylaws.**

The proposed articles of association are included as Exhibit B to this application. The proposed bylaws are included as Exhibit I of the Business Plan.

- (f) Provide a copy of the business plan. The business plan should address, at a minimum, the topics contained in the appropriate regulatory agency's Business Plan Guidelines.**

Please see the accompanying Business Plan.

2. Management

- (a) **Provide a list of organizers, proposed directors, senior executive officers, and any individual, or group of proposed shareholders acting in concert, that will own or control 10 percent or more of the institution's stock. For each person listed, attach an Interagency Biographical and Financial Report, a fingerprint card, and indicate all positions and offices currently held or to be held with the institution's holding company and its affiliates, if applicable. Include the signed "Oath of Director" for each proposed director. For an FSA filing, provide a RB 20a Certification for each person listed.**

RHM will own 100% of the Bank's stock.

The initial five organizers of the Bank are Mr. Baiju Bhatt, Mr. Douglas (Tad) Lowrey, Mr. Scott Racusin, Ms. Christa Steele, and Mr. Vladimir Tenev (each, an "Organizer" and, together, the "Organizers"). Mr. Racusin is the proposed President and Chief Executive Officer ("CEO") of the Bank. Mr. Bhatt and Mr. Tenev are currently co-CEOs of RHM and also serve on the board of directors of RHM. No other Organizer, proposed director, or senior executive officer currently holds any positions with RHM or any of RHM's affiliates. All of the Organizers are also proposed members of the Bank's Board of Directors (the "Board") with the exception of Mr. Baiju Bhatt. Mr. Lowrey is the proposed Chairman of the Board. The Organizers are in the process of selecting a fifth member of the Board and hope to submit the required materials to the regulators for that individual as soon as possible.

A Joint Oath of Bank Directors is included as Exhibit C to this application. Completed fingerprint cards and Interagency Biographical and Financial Reports for each of the Organizers are being provided under separate cover.

- (b) **Describe each proposed director's qualifications and experience to serve and oversee management's implementation of the business plan. Describe the extent, if any, to which directors or major stockholders are or will be involved in the day-to-day management of the institution. Also list the forms of compensation, if any.**

Collectively, the proposed directors (i) have substantial commercial bank expertise; (ii) have experience establishing *de novo* commercial banks; (iii) have demonstrated success in designing, scaling and managing technology systems for regulated retail financial institutions; and (iv) provide a continuity of culture and familiarity with the Robinhood brand, so as to successfully leverage RHF's existing customers and brand for the benefit of the Bank.

Mr. Bhatt and Mr. Tenev are the co-founders of RHM. For over 10 years, they have worked with one another, launching and managing three financial services companies. As a member of the Board, Mr. Tenev will provide continuity with the Robinhood brand and contribute technology expertise to the Board.

Ms. Steele and Mr. Lowrey will serve as the Bank's outside directors. Both have substantial experience serving as directors and officers of commercial banks, and Mr. Lowrey has *de novo*

banking experience. The fifth director will also be an outside director and will be independent of Robinhood and senior management.

Mr. Racusin, the fourth director, has substantial *de novo* CEO banking experience with Aerobank.com, National Association and Wedbush Bank, FSB, and was most recently the CEO of a California headquartered national bank. As the proposed CEO, Mr. Racusin will be the only director of the Bank involved in the Bank's day-to-day management. Mr. Racusin will have direct responsibility for the development of business plans, operational objectives, product development and resources, and other areas. He will be the primary contact for communication with the OCC and FDIC.

Please see Exhibit R of the Business Plan for resumes of each Organizer.

The proposed directors are being compensated in the form of cash and stock of RHM. Please see Exhibit T for Ms. Steele's and Mr. Lowrey's current compensation agreements. Mr. Tenev and Mr. Racusin are forgoing compensation for their services as proposed directors.

(c) Provide a list of board committees and members.

The Bank will have two Board committees: (i) a Loan and Investment Committee, and (ii) an Audit and Risk Committee. There will also be management-level committees, including an ALCO Management Committee and a Risk Management Committee. Please see Exhibits V, W, AA, and BB of the Business Plan for copies of the Loan and Investment Committee Charter, the Audit and Risk Committee Charter, the ALCO Management Committee Charter, and the Risk Management Charter, respectively.

(d) Describe any plans to provide ongoing director education or training.

The Bank intends to develop a director education program that will (i) address those specific components that are required by law (e.g., Bank Secrecy Act and Fair Lending training); (ii) address banking industry-specific knowledge that will be required for all Bank directors (e.g., Regulations O and W, legal lending limit compliance, information on the Bank's organizational structure, strategic plans and risk appetite, etc.); (iii) provide for periodic assessments of the director's knowledge base; and (iv) provide further trainings that are tailored to specific director duties, the results of director assessments, and substantive areas for emphasis based on banking trends and developments. The education program will leverage regulator-sponsored director education events (e.g., OCC Community Bank Director Workshops), industry trade group trainings (e.g., Bank Director Trainings from the Western Bankers Association and Bankers Compliance Group), and presentations by consultants and legal counsel.

- (e) **Describe each proposed senior executive officers' duties and responsibilities and qualifications and experience to serve in his/her position. If a person has not yet been selected for a key position, list the criteria that will be required in the selection process. Discuss the proposed terms of employment, including compensation and benefits, and attach a copy of all pertinent documents, including an employment contract or compensation arrangement. Provide the aggregate compensation of all officers.**

In addition to the CEO, the Bank proposes the following four senior executive officers: (i) a Chief Credit Officer ("CCO"); (ii) a Chief Financial Officer ("CFO"); (iii) a compliance officer ("Compliance Officer"); and (iv) a Chief Banking Officer ("CBO").

- **Chief Credit Officer** – will provide leadership, direction, and guidance to the credit culture of the Bank. The CCO will develop and maintain a credit program that addresses both extensions of credit and a purchased loan portfolio. Additionally, the CCO will work with the CFO to establish credit requirements of the investment portfolio. The CCO will oversee the credit function so that it complies with applicable laws and manages credit risk in a safe and sound manner. The CCO will be responsible for establishing a loan risk rating system, appropriate loan loss reserves, and required reporting. The CCO will work with the CFO to establish the investment portfolio risk rating system.
- **Chief Financial Officer** – will (i) manage the financial and accounting functions of the Bank, including direct oversight of the accounting staff, and (ii) manage the Bank's investment portfolio. The CFO will be responsible for the establishment of policies governing the investment portfolio and will work with the CCO in the establishment of a risk rating system. The CFO will direct recordkeeping and accounting activities and make recommendations relating to budget preparation and profit forecasts.
- **Compliance Officer** – will lead and oversee the Bank's compliance department. The Compliance Officer will assume primary responsibility for anticipating and addressing regulatory and compliance issues that pose legal, operational, and reputational risks to the Bank, and will advise the Board and the Audit and Risk Committee on regulatory and compliance matters. The Compliance Officer will lead the Risk Management Committee. The Compliance Officer will monitor regulatory agency updates for changes in laws, regulations, and guidance, communicate changes to effected business unit(s), and oversee conformity within required timeframes. The Compliance Officer will also serve as the Bank Secrecy Act ("BSA") Officer.
- **Chief Banking Officer** – will manage the day-to-day operations of the Bank including the deposit programs. The CBO will report directly to the CEO. Specific duties and responsibilities of the CBO will include: (i) developing and overseeing the day-to-day back office operations of the Bank's deposit program, (ii) overseeing the customer service function, (iii) providing support to the technology lead in overseeing the Bank's IT operations, and (iv) overseeing certain administrative and operational services outsourced to RHM (e.g., human resources, bank premises, etc.).

Compensation for all senior executive officers will be on market terms and conform with OCC and FDIC guidance. A copy of the form employment agreement that will govern senior executive officer employment is included as Exhibit Z of the Business Plan. Additional details on the Bank's senior executive officers may be found in Section IV.B of the Business Plan.

- (f) Describe any potential management interlocking relationships (12 U.S.C. 1467a(h)(2), 3201-3208, or applicable state law) that could occur with the establishment or ownership of the institution. Include a discussion of the permissibility of the interlock with regard to relevant law and regulations or include a request for an exemption.**

The application does not present any management interlock issues. Please see Section IV.A of the Business Plan for additional details.

- (g) Describe any potential conflicts of interest.**

We have not identified any relationships that would pose a potential conflict of interest.

- (h) Describe any transaction, contract, professional fees, or any other type of business relationship involving the institution, the holding company, and its affiliates (if applicable), and any organizer, director, senior executive officer, shareholder owning or controlling 10 percent or more, and other insiders. Include professional services or goods with respect to organizational expenses and bank premises and fixed asset transactions. (Transactions between affiliates of the holding company that do not involve the institution need not be described).**

Aside from RHM compensating proposed directors and senior executive officers of the Bank prior to the opening of the Bank, there has not been, and will not be, any material or unordinary transactions between the Bank, RHM and its affiliates on the one hand, and any Organizer, director, senior executive officer, or other insider of the proposed Bank on the other hand. Mr. Bhatt and Mr. Tenev exercise their duties as co-CEOs and members of the board of directors of RHM in conformance with their obligations, and receive fair market compensation in return, but Mr. Tenev (and Mr. Racusin) have elected to forgo compensation in their roles as directors of the Bank. Additionally, each of the five Organizers have a retail brokerage account with RHF.

- (1) State whether the business relationship is made in the ordinary course of business, is made on substantially the same terms as those prevailing at the time for comparable transactions with non-insiders, and does not present more than the normal risk of such transaction or present other unfavorable features.**

The compensation agreements between RHM and the Bank's proposed directors (except Mr. Tenev and Mr. Racusin, who have elected to forgo compensation as directors of the Bank) and executive officers of the Bank have been made in the ordinary course of business, and do not present any abnormal risk or unfavorable features.

- (2) **Specify those organizers that approved each transaction and whether the transaction was disclosed to proposed directors and prospective shareholders.**

Mr. Bhatt or Mr. Tenev, in their roles as co-CEO of RHM, approved the compensation agreements with Mr. Racusin, Ms. Steele, and Mr. Lowrey.

- (3) **Provide all relevant documentation, including contracts, independent appraisals, market valuations, and comparisons.**

Copies of Ms. Steele's and Mr. Lowrey's compensation agreements are included in Exhibit T of the Business Plan, and a copy of Mr. Racusin's compensation agreement is included in Exhibit U of the Business Plan.

- (i) **Describe all stock benefit plans of the institution and holding company, including stock options, stock warrants, and other similar stock-based compensation plans for senior executive officers, organizers, directors, and other insiders. Include in the description:**

- (1) **The duration limits.**
- (2) **The vesting requirements.**
- (3) **Transferability restrictions.**
- (4) **Exercise price requirements.**
- (5) **Rights upon termination.**
- (6) **Any "exercise or forfeiture" clause.**
- (7) **Number of shares to be issued or covered by the plans.**

Provide a list of participants, allocation of benefits to each participant, and a copy of each proposed plan. (Plans must conform to applicable regulatory guidelines.)

RHM will own 100% of the stock of the Bank. There will be no stock benefit plan with respect to the stock of the Bank. The directors and certain employees of the Bank will, however, be eligible to participate in RHM's Stock Benefit Plan, a copy of which is included as Exhibit LL of the Business Plan. Further discussion of compensation packages for directors and employees of the Bank may be found in Section IV of the Business Plan.

3. Capital

- (a) **For each class of stock, provide the number of authorized shares, the number of shares to be issued, par value, voting rights, convertibility features, liquidation rights, and the projected sales price per share. Indicate the amount of net proceeds to be allocated to common stock, paid-in surplus, and other capital segregations.**

The Bank's authorized stock will consist of a single series of shares of common stock that will be issued to RHM in exchange for cash. RHM will be the Bank's sole shareholder. The shares of common stock will have standard liquidation and voting rights.

Additional details on the Bank's capital structure may be found in Section VI.A of the Business Plan.

- (b) **Describe any noncash contributions to capital, and provide supporting documents for assigned values, including an independent evaluation or appraisal.**

Not applicable. No non-cash contributions (other than the provision of certain services without charge by RHM) to the Bank are contemplated at this time.

- (c) **Discuss the adequacy of the proposed capital structure relative to internal and external risks, planned operational and financial assumptions, including technology, branching, and projected organization and operating expenses. Present a thorough justification to support the proposed capital, including any off-balance-sheet activities contemplated. Describe any plans for the payment of dividends.**

The Organizers believe that the proposed capital structure appropriately takes into account internal and external risks, planned operational and financial assumptions, and the projected organizational and operating expenses of the Bank. As described further in the Business Plan, the Bank's credit and liquidity risks will be low and the Bank's capital will not be tied up in fixed premises because the Bank will provide banking services through RHM's existing smartphone application and website platforms. The Bank intends to maintain capital ratios in excess of the "well capitalized" capital ratios for each of its first three years of operations, including a leverage ratio in excess of 8.00%. The initial capitalization is believed to be sufficient to allow the Bank to maintain required minimum capital ratios at all times during the initial three-year period. The Bank does not contemplate paying dividends for the first three years of operations.

Additional details on the adequacy of the Bank's capital may be found in Section VI.A.4 of the Business Plan and in the Bank's capital plan, included as Exhibit KK of the Business Plan. A contingency funding plan is included as Exhibit NN of the Business Plan.

- (d) **List all known subscribers to stock. For organizers, directors, 10 percent shareholders, senior executive officers, and other insiders, include the number of shares and anticipated investment and the amount of direct and indirect borrowings to finance the investment. Discuss how any debt will be serviced.**

RHM will own 100% of the common stock of the Bank. RHM has already raised the initial capital for the Bank. Directors of the Bank will have sufficient equity interests in RHM in order to comply with the qualifying shares requirement in the National Bank Act.

- (e) **List recipients and amounts of any fees, commissions, or other considerations in connection with the sale of stock.**

Not applicable. RHM has already raised the initial capital for the Bank.

- (f) **Indicate whether the institution plans to file for S Corporation tax status.**

The Bank will not file for S Corporation tax status.

4. Convenience and Needs of the Community

NOTE: This information must be consistent with the proposed plan.

(a) **Market Characteristics**

- (1) **Define the intended geographical market area(s). Include a map of the market area, pinpointing the location of proposed bank's offices and offices of competing depository institutions.**

The Bank will serve a national market from inception, as it will be drawing many of its initial customers from the established, national customer base of RHF.

Additional discussion of the Bank's intended market area, including a map of the area, may be found in Section III.B.2 of the Business Plan.

- (2) **Describe the competitive factors the institution faces in the proposed market and how the institution will address the convenience and needs of that market to maintain its long-term viability.**

The Bank will be entering a competitive industry and will be facing competition from large, established money center banks, as well as smaller online banks. In addition to banks, credit unions may be a source of competition. The Bank may also face additional competition from technology-oriented *de novo* banks. To maintain long term viability, the Bank will focus on those same principles that have made RHF a demonstrated success: (i) providing financial services conveniently through a high-quality smartphone application, and (ii) lowering the costs associated with accessing financial services, thereby broadening the base of retail participation in the regulated banking sector.

Additional discussion of competitive factors may be found in Section III.D of the Business Plan. Market feasibility studies are included in Exhibits O, P and Q of the Business Plan.

- (3) Discuss the economic environment and the need for the institution in terms of population trends, income, and industry and housing patterns.**

Please see Section III of the Business Plan.

(b) Community Reinvestment Act (CRA) Plan

A copy of the Bank's CRA Plan is included as Exhibit D to this application.

- (1) Identify the assessment areas(s) according to the CRA regulations.**

The Bank's headquarters will be located in Menlo Park, which is part of the San Francisco-Oakland-Hayward, CA Metropolitan Statistical Area (the "San Francisco MSA"). Therefore, the Bank expects to designate the San Francisco MSA as its CRA assessment area (the "Assessment Area").

- (2) Summarize the performance context for the institution based on the factors discussed in the CRA regulations.**

Business Strategy – The Bank will leverage RHM's existing mobile and online platform and RHM's existing customer base to offer traditional retail deposit and credit products. Additional details may be found in the Business Plan.

Institutional Capacity and Constraints – A number of factors demonstrate that the Bank will have ample institutional capacity to pursue its CRA goals. These factors include Robinhood's culture of inclusiveness, the Bank's capital base, the low credit and liquidity risk profiles of the Bank, and projected profitability of the Bank in its second year of operations.

Demographic/Housing Information – The San Francisco MSA is a large, vibrant, and diverse region with a population of approximately 4.73 million people as of July 1, 2017. The area's population is increasing faster than the United States as a whole (9.04% growth for the area versus 5.50% growth for the United States from 2010 to 2017). The area also has a larger percentage of foreign born residents than the United States as a whole (30.45% of total residents for the area are foreign born versus 13.20% of total residents for the United States are foreign born). The San Francisco MSA has a comparatively greater number of individuals with a college degree or higher (47% of the population who are 25 or older in the area have a college degree versus 30% of the population who are 25 or older in the United States have a college degree) and a comparatively greater number of people who speak a language other than English at home (41% of the population in the area speak a language other than English at home versus 21% of the population for the United States speak a language other than English at

home). The San Francisco MSA is also more densely populated than the United States as a whole. The San Francisco MSA has 1,034 people per square mile, compared to the United States as a whole, which has 87 people per square mile.

According to the Census Bureau, the San Francisco MSA's median household income in 2016 was \$92,667, which was above both the state and national averages. The combined statistical area includes areas that span the economic spectrum, including low- and moderate-income geographies, with 8.85% of the population living below the poverty line. The most recent Census Bureau data suggests there are approximately 1.81 million housing units in the San Francisco MSA, and 54.81% of those are owner-occupied. There are approximately 1.68 million households in the San Francisco MSA. The median gross rent from 2012-2016 was \$1,680. The median value of owner-occupied housing units from that same time period was \$738,779.

Lending, Investment, and Service Opportunities – The Bank will initially fulfill its CRA obligations through CRA qualifying loans, investments, and charitable donations with respect to service-oriented organizations in its Assessment Area. Sources of such CRA opportunities may include, among others, community development financial institutions (“CDFI”), small business investment companies (“SBIC”), and credit unions in the Bank's Assessment Area. The Bank will also strongly consider CRA-qualifying opportunities that dovetail with Robinhood's expertise in technology, or otherwise intersect with the technology sector (e.g. supporting internet broadband development projects in its Assessment Area). While there are many service opportunities for the Bank in the San Francisco MSA, the Bank intends to explore three opportunities in particular that are aligned with its strategic and community development objectives: (i) the Oakland Public Education Fund, (ii) San Franciscans for Municipal Fiber and, (iii) the Bay Area Financial Education Foundation. Additional details on potential CRA opportunities are listed in the Bank's CRA Plan.

(3) Summarize the credit needs of the institution's proposed assessment area(s).

The size and diversity of the San Francisco MSA generates a range of credit needs. These needs include residential mortgage loans, auto loans, unsecured consumer loans, credit card loans, commercial real estate loans, community development loans, business loans and agricultural loans. In particular, low income housing is seen as a key need as housing prices continue to rise in the Assessment Area.

(4) Identify the CRA evaluation test under which the institution proposes to be assessed.

The Bank anticipates that it will qualify as an intermediate small bank for its initial two years of operation.

- (5) Discuss the institution’s programs, products, and activities that will help meet the existing or anticipated needs of its community(ies) under the applicable criteria of the CRA regulation, including the needs of low-and-moderate-income geographies and individuals.**

As noted above, the Bank will initially satisfy its CRA obligations through CRA qualifying loans, investments, and charitable donations with respect to service oriented organizations in its Assessment Area. The Bank will carefully review each opportunity to verify that the opportunity is structured to address the needs of the communities in the Bank’s Assessment Area, especially the needs of low- and moderate-income geographies and individuals.

5. Premises and Fixed Assets

- (a) Provide a physical description for permanent premises and discuss whether they will be publicly and handicapped accessible. Indicate the level and type of property insurance to be carried.**

The Bank will be located in existing space leased by RHM in California and Florida. The Bank’s headquarters will be located in the former Sunset Magazine headquarters, which RHM moved into in May of 2018. The building is a one-story building on the corner of Willow Road and Middlefield Road. The Bank does not envision a need for making the building publicly accessible, because customers will conduct their Bank business through their smartphone and online. The building is handicapped accessible. The property is covered by general liability and property insurance policies in amounts that are commensurate with the value and intended use of the property. For more information, please see a copy of the lease agreement and proposed amendment in Exhibit G of the Business Plan

- (b) If the permanent premises are to be purchased, provide name of seller, purchase price, cost and description of necessary repairs and alterations, and annual depreciation. If the premises are to be constructed, provide the name of the seller, the cost of the land, and the construction costs. Indicate the percentage of the building that will be occupied by the bank. Provide a copy of the appraisal.**

Not applicable. The Bank will not purchase its premises.

- (c) If the permanent premises are to be leased, provide name of owner, terms of the lease, and cost and description of leasehold improvements. Provide a copy of the proposed lease when available.**

A copy of RHM’s lease agreement and proposed amendment is included as Exhibit G of the Business Plan.

- (d) If temporary quarters are planned, provide a description of interim facility, length of use, lease terms, and other associated commitments and costs.**

Not applicable. No temporary quarters are planned.

- (e) **State whether proposed premises and fixed asset expenditures conform to applicable statutory limitations.**

The proposed premises and fixed asset expenditures will not be material and will easily conform with applicable statutory limitations on investments in bank premises.

- (f) **Outline the security program that will be developed and implemented, including the security devices.**

Please see Section II.F of the Business Plan for a discussion of the Bank's security program.

- (g) **Discuss any significant effect the proposal will have on the quality of the human environment. Include in the discussion changes in air and/or water quality, noise levels, energy consumption, congestion of population, solid waste disposal, or environmental integrity of private land within the meaning of the National Environmental Policy Act, 42 U.S.C. 4321, et seq.**

The premises to be used by the Bank are already constructed, occupied, and in use by RHM. The Bank's proposed use of the premises will not lead to any appreciable change in the use of the property and will not adversely affect the environment in any way.

- (h) **Describe any plan to establish branches or relocate the main office within the first three years. Any acquisition or operating expenses should be reflected in the financial projections.**

Not applicable. The Bank does not plan to establish branches or relocate its main office within the first three years.

- (i) **Indicate if the establishment of the proposed main office and/or any branch site may affect any district, site, building, structure, or object listed in, or eligible for listing in, the National Register of Historic Places pursuant to the National Historic Preservation Act, 16 U.S.C. 470f. (See the Advisory Council of Historic Preservation at www.achp.gov for the Act and implementing regulations.) Specify how such such determination was made:**

- 1) **Consultation with the State Historic Preservation Officer (SHPO) and/or Tribal Historic Preservation Officer (THPO) (when tribal lands or historic properties of significance to a tribe are involved).**
- 2) **Reviewed National Register of Historic Places (see www.r.nps.gov/nr).**
- 3) **Applied National Register criteria to unlisted properties.**
- 4) **Reviewed historical records.**
- 5) **Contact with preservation organizations.**
- 6) **Other (describe).**

As appropriate, provide a copy of any documentation of consultation with the SHPO and/or THPO. *You are reminded that if a historic property may be affected, no site preparation, demolition, alterations, construction or renovation may occur without the appropriate regulatory agency's authorization.*

The Bank's premises are not listed in the National Register of Historic Places. On April 19, 2019, the Bank submitted an Application for Section 106 Review to the California Office of Historic Preservation. A copy of the SHPO application is included in Exhibit J of the Business Plan.

6. Information Systems

- (a) **State whether the institution plans to market its products and services (the ability to do transactions or account maintenance) via electronic means. If yes, specifically state the products and services that will be offered via electronic banking or the Internet.**

The Bank will provide all its products and services via electronic means, primarily through a smartphone application and also over the internet.

- (b) **Outline the proposed or existing information systems architecture and any proposed changes or upgrades. The information should describe how: (1) the information system will work within existing technology; (2) the information system is suitable to the type of business in which the institution will engage; (3) the security hardware, software, and procedures will be sufficient to protect the institution from unauthorized tampering or access; and (4) the organizers and directors will allocate sufficient resources to the entire technology plan.**

Components of the Bank's processing system will be provided by one of Fiserv, FIS or Infosys. The summary from a procurement report for core processing systems developed by the Bank can be found in Exhibit CC to the Business Plan. The Bank will then combine the banking information technology services from the selected core processing vendor with its existing RHF customer-facing platform to deliver banking products and services to its customers through a smartphone application and online.

RHM has significant experience building and maintaining financial services information technology platforms in highly-regulated environments. In October 2018, RHM announced that it had become the first brokerage firm since Vanguard (in 2008) to build its own securities and options clearing system from scratch. This required close coordination with, and approval from, the Financial Industry Regulatory Authority, the Depository Trust & Clearing Corporation and the Options Clearing Corporation. RHM recently migrated the clearing of its retail brokerage customers' securities and options transactions from its partner clearing broker-dealer (Apex Clearing Corporation) to a new affiliated clearing broker-dealer (Robinhood Securities, LLC). Moving clearing in-house will enable Robinhood to reduce fees and will give Robinhood more account and trade information so that it can offer enhanced customer support.

RHM's engineering team is key to its competitive advantage. The team has built systems and processes for internal, third-party, and regulatory audit. The security team has extensive experience preventing and mitigating risks of user account takeover, external attack, and internal compromise. The data team has sophisticated systems and processes for real-time alerts and monitoring. Robinhood's internal security systems are modeled after ISO 27001. RHM draws on Silicon Valley's best talent to build its first-rate engineering teams and security systems, and

Robinhood has not experienced a major data breach event, despite RHM's large size and rapid growth.

For more information on the Bank's information technology systems, please see Section V.A of the Business Plan.

- (c) **Provide lists of descriptions of the primary systems and flowcharts of the general processes related to the products and services. The level of detail in these system descriptions should be sufficient to enable verification of the cost projections in the *pro formas*.**

A preliminary network diagram is included as Exhibit DD of the Business Plan.

- (d) **Estimate the start-up budget for the information systems related to the products and services and the expected annual operating and maintenance costs (including telecommunications, hardware, software, and personnel).**

Please see Section IX of the Business Plan, as well as Exhibit N of the Business Plan.

- (e) **Describe the physical and logical components of security. Describe the security system and discuss the technologies used and key elements for the security controls, internal controls, and audit procedures. Discuss the types of independent testing the institution will conduct to ensure the integrity of the system and its controls.**

RHM and its regulated subsidiaries already have a number of audit and security protocols in place to meet broker-dealer regulatory requirements. Some of these protocols can be leveraged and applied to the Bank. Robinhood's internal security systems, as mentioned above, are modeled after ISO 27001. These systems have been audited by Ernest & Young. The Bank intends to outsource its audit function. The Bank will comply with the requirements of 12 C.F.R. Part 363, and intends to conduct an internal assessment utilizing the Federal Financial Institutions Examination Council Cybersecurity Assessment Tool prior to opening. Please see Section V.B of the Business Plan for a discussion of the Bank's audit program.

- (f) **Describe the information security program that will be in place to comply with the "Interagency Guidelines Establishing Standards for Safeguarding Customer Information."**

RHM protects its customers' personal information and has implemented a security program that complies with requirements applicable to broker-dealers under SEC Regulation S-P, 17 C.F.R. § 248.30. As mentioned above, RHM draws on Silicon Valley's best talent to build its first-rate engineering teams and security systems, and Robinhood has not experienced a major data breach event, despite RHM's large size and rapid growth. The Bank will leverage and build on this program to develop an independent privacy program that will comply with regulatory requirements and industry best practices, including the "Interagency Guidelines Establishing Standards for Safeguarding Customer Information." A copy of the Bank's Privacy Policy can be found in Exhibit GG of the Business Plan.

7. Other Information

- (a) **List activities and functions, including data processing, that will be outsourced to third parties, identifying the parties and noting any affiliations. Describe all terms and conditions of the vendor management activities and provide a copy of the proposed agreement when available. Describe the due diligence conducted and the planned oversight and management program of the vendors' or service providers' relationships (for general vendor management guidance, see the Appendix of the FFIEC's guidance, Risk Management of the Outsourced Technology Services).**

RHM will provide various back office support to the Bank. RHM's provision of services to the Bank will be governed by contracts that will be evaluated and monitored to ensure that the Bank pays no more than fair, market competitive prices for the services delivered by RHM. This relationship will be closely and continuously scrutinized in an effort to ensure compliance with all affiliate transaction requirements. A copy of a proposed administrative services agreement is included as Exhibit F of the Business Plan.

The Bank also intends to share office space with RHM. A copy of RHM's lease agreement and proposed amendment is included as Exhibit G of the Business Plan.

As mentioned above, components of the Bank's processing system will be provided by Fiserv, FIS, or Infosys, and the Bank's audit function will be outsourced.

Oversight of all service providers, including both affiliates and non-affiliates, will conform with safe and sound banking practices and be informed by OCC guidance on third-party risk management, including OCC Bulletin 2013-29. A copy of the third party risk management policy is included as Exhibit II to the Business Plan.

- (b) **List all planned expenses related to the organization of the institution and include the name of recipient, type of professional service or goods, and amount. Describe how organization expenses will be paid.**

RHM is bearing the full cost associated with the organization of the Bank. These costs will not be reimbursed by the Bank. The Bank will record these start-up costs as expenses with a corresponding capital contribution to surplus in conformance with the OCC's accounting guidance for *de novo* banks. These organizational expenses will be reviewed and approved by the Board and the Bank's shareholder prior to being expensed by the Bank. More information on the organizational expenses of the Bank can be found in Section IX of the Business Plan.

- (c) **Provide evidence that the institution will obtain sufficient fidelity coverage on its officers and employees to conform with generally accepted banking practices.**

The Bank has had discussions with AON Risk Solutions and Financial Guaranty Insurance Brokers regarding fidelity coverage. The Bank will obtain and maintain sufficient fidelity coverage and directors and officers coverage to conform with generally accepted banking practices.

- (d) **If applicable, list names and addresses of all correspondent depository institutions that have been established or are planned.**

Not applicable. There are currently no correspondent depository institutions that have been established or are planned.

- (e) **Provide a copy of management's policies for loans, investments, liquidity, funds management, interest rate risk, and other relevant policies. Provide a copy of the Bank Secrecy Act program. Contact the appropriate regulatory agencies to discuss the specific timing for submission.**

The following policies may be found as exhibits to the Business Plan:

- Regulation W Policy (Exhibit H);
- Investment Policy (Exhibit K);
- Loan Policy (Exhibit L);
- Mobile Capture Policy (Exhibit M);
- Employee Manual (Exhibit Y);
- Information Security Policy (Exhibit EE);
- Compliance Policy (Exhibit FF);
- Privacy Policy (Exhibit GG);
- Bank Secrecy Act Policy (Exhibit HH);
- Third Party Risk Management (Exhibit II);
- Capital Policy (Exhibit KK);
- Liquidity Policy (Exhibit MM);
- ALCO Policy (Exhibit OO); and
- Regulation O Policy (Exhibit PP).

Policies will continue to be drafted and revised as the application process progresses and additional senior executive officers are hired. All policies will be reviewed and approved by the Board prior to the Bank opening.

- (f) For Federal Savings Banks or Associations, include information addressing the proposed institution's compliance with qualified thrift lender requirements.**

Not applicable. The Bank will not be a Federal Savings Bank or a Federal Savings Association.

- (g) If the institution is, or will be, affiliated with a company engaged in insurance activities that are subject to supervision by the state insurance regulator, provide:**

- (1) The name of insurance company.**
- (2) A description of the insurance activity that the company is engaged in and has plans to conduct.**
- (3) A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.**

Not applicable. The Bank will not engage in insurance activities that would be subject to supervision by a state insurance regulator, nor will it be affiliated with such a company.

OCC CERTIFICATION

We, the organizers, certify that the information contained in this application has been examined carefully and is true, correct, and complete, and is current as of the date of this submission. We also certify that any misrepresentations or omissions of material facts with respect to this application, any attachments to it, and any other documents or information provided in connection with the application for the organization of the proposed financial institution and federal deposit insurance may be grounds for denial or revocation of the charter and/or insurance, or grounds for an objection to the undersigned as proposed director(s) or officer(s) of the proposed financial institution, and may subject the undersigned to other legal sanctions, including the criminal sanctions provided for in 18 U.S.C. 1001, 1007, and 1014. We request that examiners be assigned to make any investigations necessary.

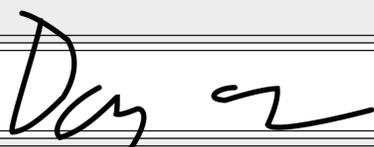
We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency or agencies. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

	Signature	Date	Typed Name
X		04/11/2019	Baiju Bhatt
X			Douglas Lowrey
X		04/11/2019	Scott Racusin
X			Christa Steele
X		04/11/2019	Vladimir Tenev
	Add Signature Line		

OCC CERTIFICATION

We, the organizers, certify that the information contained in this application has been examined carefully and is true, correct, and complete, and is current as of the date of this submission. We also certify that any misrepresentations or omissions of material facts with respect to this application, any attachments to it, and any other documents or information provided in connection with the application for the organization of the proposed financial institution and federal deposit insurance may be grounds for denial or revocation of the charter and/or insurance, or grounds for an objection to the undersigned as proposed director(s) or officer(s) of the proposed financial institution, and may subject the undersigned to other legal sanctions, including the criminal sanctions provided for in 18 U.S.C. 1001, 1007, and 1014. We request that examiners be assigned to make any investigations necessary.

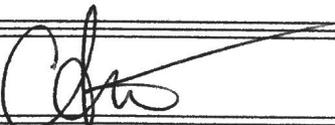
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	Signature	Date	Typed Name
X			Baiju Bhatt
X		4/10/2019	Douglas Lowrey
X			Scott Racusin
X			Christa Steele
X			Vladimir Tenev
Add Signature Line			

OCC CERTIFICATION

We, the organizers, certify that the information contained in this application has been examined carefully and is true, correct, and complete, and is current as of the date of this submission. We also certify that any misrepresentations or omissions of material facts with respect to this application, any attachments to it, and any other documents or information provided in connection with the application for the organization of the proposed financial institution and federal deposit insurance may be grounds for denial or revocation of the charter and/or insurance, or grounds for an objection to the undersigned as proposed director(s) or officer(s) of the proposed financial institution, and may subject the undersigned to other legal sanctions, including the criminal sanctions provided for in 18 U.S.C. 1001, 1007, and 1014. We request that examiners be assigned to make any investigations necessary.

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	Signature	Date	Typed Name
X			Baiju Bhatt
X			Douglas Lowrey
X			Scott Racusin
X		04/13/2019	Christa Steele
X			Vladimir Tenev
Add Signature Line			

INDEX OF PUBLIC EXHIBITS

<u>Exhibit</u>	<u>Document</u>
A	Form of Bank Stock Certificate
B	Articles of Association of the Bank
C	Joint Oath of Bank Directors
D	Community Reinvestment Act Plan

EXHIBIT A

FORM OF BANK STOCK CERTIFICATE

THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO RESTRICTIONS. SEE REVERSE SIDE.

ORGANIZED UNDER THE LAWS OF THE UNITED STATES OF AMERICA

NUMBER

-000-

SHARES

-0000-

ROBINHOOD BANK, N.A.

Authorized 1,000,000 Shares of Common Stock

Par Value \$1,000.00 Per Share

This Certifies that

*****SPECIMEN*****

registered holder of

*****ZERO (0000)*****

is the

Shares

of the Common Stock of Robinhood Bank N.A.

transferable only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this [DAY] day of [MONTH] A. D. 20 [YR]

Printed Name: _____

Title: _____



Printed Name: _____

Title: _____

THE ISSUANCE OF THESE SECURITIES HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR APPLICABLE STATE SECURITIES LAWS. THE SECURITIES MAY NOT BE OFFERED FOR SALE, SOLD, TRANSFERRED OR ASSIGNED (I) IN THE ABSENCE OF (A) AN EFFECTIVE REGISTRATION STATEMENT FOR THE SECURITIES UNDER THE SECURITIES ACT OR (B) AN AVAILABLE EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND IN ACCORDANCE WITH APPLICABLE STATE SECURITIES LAWS OR BLUE SKY LAWS AS EVIDENCED BY A LEGAL OPINION OF COUNSEL REASONABLY SATISFACTORY TO THE COMPANY AND ITS TRANSFER AGENT OR (II) UNLESS SOLD PURSUANT TO RULE 144 UNDER THE SECURITIES ACT (PROVIDED THAT THE TRANSFEROR PROVIDES THE COMPANY WITH REASONABLE ASSURANCES (IN THE FORM OF A SELLER REPRESENTATION LETTER AND, IF APPLICABLE, A BROKER REPRESENTATION LETTER) INCLUDING THAT THE PURCHASER IS NOT AN "AFFILIATE" OF THE COMPANY AS THAT TERM IS DEFINED IN RULE 144, AND THAT THE SECURITIES MAY BE SOLD PURSUANT TO SUCH RULE). NO REPRESENTATION IS MADE BY THE ISSUER AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT FOR REALES OF THESE SECURITIES. THE SECURITIES ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION.

The Value Received, _____ hereby sell, assign and transfer

_____ and _____ *Shares*
represented by the within Certificate, and do hereby
irrevocably, constitute and appoint

_____ Attorney
to transfer the said Shares, on the books of the within named
Corporation, with full power of substitution, in the premises:

Dated _____ 20____
In presence of _____

NOTICE: THE SIGNATURE OF THIS ASSIGNMENT
MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE
FACE OF THE CERTIFICATE. IN EVERY PARTICULAR, WITHOUT
ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.

EXHIBIT B

ARTICLES OF ASSOCIATION

**ARTICLES OF ASSOCIATION
OF
ROBINHOOD BANK, N.A.**

For the purpose of organizing an association to carry on the business of banking under the laws of the United States, the undersigned do enter into the following articles of association (the “Articles”):

**ARTICLE ONE
NAME**

The title of this association shall be Robinhood Bank, N.A. (the “Bank”).

**ARTICLE TWO
MAIN OFFICE**

The main office of the Bank shall be located in the City of Menlo Park, in the County of San Mateo, and in the State of California. The general business of the Bank shall be conducted at its main office, its branches, and such other places as may be permitted by law.

**ARTICLE THREE
BOARD OF DIRECTORS**

The board of directors of the Bank shall consist of not fewer than five (5) nor more than twenty-five (25) persons, unless the Office of the Comptroller of the Currency (the “OCC”) has exempted the Bank from the 25-member limit. The exact number is to be fixed and determined from time to time by resolution of a majority of the full board of directors or by resolution of a majority of the shareholders at any annual or special meeting thereof. A majority of the directors must be residents of the State of California or reside within 100 miles of the Bank’s main office for at least one year prior to their election to the board of directors and during their term of office, unless otherwise waived by the OCC. Each director shall own common or preferred stock of the Bank or of a holding company owning the Bank, with either an aggregate par, fair market, or equity value of \$1,000. Determination of these values may be based as of either (i) the date of purchase, or (ii) the date the person became a director, whichever value is greater.

Any vacancy in the board of directors may be filled by action of a majority of the remaining directors between meetings of shareholders; *provided, however* that the board of directors may not increase the number of directors between meetings of shareholders to a number which: (i) exceeds by more than two the number of directors last elected by shareholders when the number was fifteen (15) or less; or (ii) exceeds by more than four the number of directors last elected by shareholders where the number was sixteen (16) or more, but in no event shall the number of directors exceed twenty five (25), unless the OCC has exempted the Bank from the 25-member limit.

Directors shall be elected for terms of three (3) years and until their successors are elected and qualified. Terms of directors, including terms of directors selected to fill vacancies,

shall expire at the next regular meeting of shareholders at which directors are elected, unless they resign, are removed from office, or the terms of the directors are staggered. If directors' terms are staggered, a director's term shall expire at the third annual shareholders' meeting after that director's election, unless the director resigns or is removed from office.

A director may resign at any time by delivering written notice to the board of directors, its chairperson, or to the Bank, which resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. Despite the expiration of a director's term, the director shall continue to serve until his or her successor is elected and qualifies or until there is a decrease in the number of directors and his or her position is eliminated.

The Bank may appoint honorary or advisory members of the board of directors in accordance with the provisions set forth in the Bank's bylaws (the "Bylaws"). Honorary or advisory directors shall not be counted to determine the number of directors of the Bank or the presence of a quorum for any board action, and shall not be required to own qualifying shares.

ARTICLE FOUR SHAREHOLDERS

There shall be an annual meeting of the shareholders to elect directors and transact whatever other business may be brought before the meeting. It shall be held at the main office or any other convenient place the board of directors may designate, on the day of each year specified therefore in the Bylaws, or, if that day falls on a legal holiday in the State of California, on the next following banking day. If no election is held on the day specified in the Bylaws or in the event of a legal holiday on the following banking day, an election may be held on any subsequent day within sixty (60) days of the day specified in the Bylaws, to be designated by the board of directors, or, if the directors fail to fix the day, by shareholders representing two-thirds (2/3rds) of the shares issued and outstanding.

The board of directors of this Bank, or the sole shareholder of this Bank, may call a special meeting of shareholders at any time. Notice of a special meeting shall be provided in accordance with this Article Four and the Bylaws, unless the OCC determines that an emergency circumstance exists. Unless otherwise provided by the Bylaws or these Articles, any action requiring approval of shareholders must be effected at an annual or special meeting. If action requiring approval of the shareholders is effected at an annual or special meeting, the meeting must be duly called.

Unless otherwise provided by the Bylaws or applicable law, the Bank shall mail shareholders notice of the time, place, and purpose of all shareholders' meetings at least ten (10), but no more than sixty (60), days prior to the meeting by first class mail, unless the OCC determines that an emergency circumstance exists. So long as the Bank is a wholly-owned subsidiary, the sole shareholder is permitted to waive notice of the shareholders' meeting.

Unless otherwise provided in the Bylaws, the record date for determining shareholders entitled to notice of and to vote at any meeting is the close of business on the day before the first notice is mailed or otherwise sent to the shareholders, provided that in no event may a record date be more than seventy (70) days before the meeting.

A director may be removed by the majority vote of shareholders entitled to vote generally in election of directors at a meeting called to remove him or her, when notice of the meeting states that the purpose or one of the purposes is to remove him or her, either for cause or for failure to fulfill one of the affirmative requirements for qualification; *provided, however*, that other than for cause or a failure to fulfill one of the affirmative requirements for qualification, a director may not be removed prior to the expiration of his or her term absent the affirmative vote of at least two-thirds (2/3rds) the shareholders entitled to vote generally in election of directors of this Bank at a meeting called to remove him or her, when notice of the meeting states that the purpose or one of the purposes is to remove him or her.

Nominations for election to the board of directors may be made by the board of directors or the sole shareholder of the Bank.

In all elections of directors, the number of votes cast by each common shareholder will be determined by multiplying the number of shares he or she owns by the number of directors to be elected. Those votes may be cumulated and cast for a single candidate or may be distributed among two or more candidates in the manner selected by the shareholder. If, after the first ballot, subsequent ballots are necessary to elect directors, a shareholder may not vote shares that he or she has already fully cumulated and voted in favor of a successful candidate. On all other questions, each common shareholder shall be entitled to one vote for each share of stock held by him or her.

ARTICLE FIVE AUTHORIZED CAPITAL

The authorized amount of capital stock of this Bank shall be 1,000,000 shares of common stock of the par value of One Thousand (\$1,000.00) each; but said capital stock may be increased or decreased from time to time, according to the provisions of the laws of the United States.

No holder of shares of the capital stock of any class of the Bank shall have any preemptive or preferential right of subscription to any shares of any class of stock of the Bank, whether now or hereafter authorized, or to any obligations convertible into stock of the Bank, issued, or sold, nor any right of subscription to any thereof other than such, if any, as the board of directors, in its discretion may from time to time determine and at such price as the board of directors may from time to time fix. Any amendment to these Articles establishing preemptive rights also must be approved by a vote of the holders of at least two-thirds (2/3) of the outstanding voting stock of this Bank.

Unless otherwise specified in these Articles or required by law, (i) each shareholder shall be entitled to one vote per share, (ii) each shareholder is entitled to receive a pro-rata portion of the net assets of the Bank upon dissolution, and (iii) shareholders owning a majority voting interest in the outstanding voting stock must approve all matters requiring shareholder action. Unless otherwise specified in these Articles or required by law, all shares of voting stock shall be voted together as a class, on any matters requiring shareholder approval. If a proposed amendment would affect two or more classes or series in the same or a substantially similar way, all the classes or series so affected must vote together as a single voting group on the proposed amendment.

Shares of one class or series may be issued as a dividend for shares of the same class or series on a pro rata basis and without consideration. Shares of one class or series may be issued as share dividends for a different class or series of stock if approved by a majority of the votes entitled to be cast by the class or series to be issued, unless there are no outstanding shares of the class or series to be issued. Unless otherwise provided by the board of directors, the record date for determining shareholders entitled to a share dividend shall be the date authorized by the board of directors for the share dividend.

The Bank, at any time and from time to time, may authorize and issue debt obligations, whether or not subordinated, without the approval of the shareholders. Obligations classified as debt, whether or not subordinated, which may be issued by the Bank without the approval of shareholders, do not carry voting rights on any issue, including an increase or decrease in the aggregate number of the securities, or the exchange or reclassification of all or part of securities into securities of another class or series.

ARTICLE SIX OFFICERS

The board of directors shall appoint one of its members president of this Bank, who shall be chairperson of the board, unless the board appoints another director to be the chairperson. The board of directors shall have the power to appoint a vice chairman; one or more vice presidents; a secretary who shall keep minutes of the directors' and shareholders' meetings and be responsible for authenticating the records of the Bank; and to appoint a cashier and such other officers and employees as may be required to transact the business of this Bank. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the board of directors according to the Bylaws.

The board of directors shall have the power to:

- (1) Define the duties of the officers, employees, and agents of the Bank.
- (2) Delegate the performance of its duties, but not the responsibility for its duties, to the officers, employees, and agents of the Bank.
- (3) Fix the compensation and enter into employment contracts with its officers and employees upon reasonable terms and conditions consistent with applicable law.
- (4) Dismiss officers and employees.
- (5) Require bonds from officers and employees and to fix the penalty thereof.
- (6) Ratify written policies authorized by the Bank's management or committees of the board.
- (7) Regulate the manner in which any increase or decrease of the capital of the Bank shall be made, provided that nothing herein shall restrict the power of shareholders to increase or decrease the capital of the Bank according to law, and

nothing shall raise or lower from two-thirds (2/3) the percentage required for shareholder approval to increase or reduce the capital.

- (8) Manage and administer the business and affairs of the Bank.
- (9) Adopt Bylaws for managing the business and regulating the affairs of the Bank that are not inconsistent with law or these Articles.
- (10) Amend or repeal the Bylaws, except to the extent that these Articles reserve this power in whole or in part to shareholders.
- (11) Make contracts.
- (12) Delegate plenary power to one or more committees of the board of directors.
- (13) Generally perform all acts that are legal for a board of directors to perform.

ARTICLE SEVEN AUTHORITY TO CHANGE MAIN OFFICE; BRANCHING

The board of directors shall have the power to change the location of the main office to any authorized branch within the limits of City of Menlo Park without the approval of the shareholders, or with a vote of shareholders owning two-thirds (2/3rds) of the stock of the Bank for a relocation outside such limits and upon receipt of a certificate of approval from the OCC, to any other location within or outside the limits of the City of Menlo Park, but not more than thirty (30) miles beyond such limits. The board of directors shall have the power to establish or change the location of any branch or branches of the Bank to any other location permitted under applicable law, without approval of shareholders, subject to approval by the OCC.

ARTICLE EIGHT CORPORATE EXISTENCE; GOVERNING LAW

The corporate existence of this Bank shall continue until termination according to the laws of the United States. Pursuant to 12 C.F.R. § 7.2000(b) and to the extent not inconsistent with applicable federal banking statutes or regulations or bank safety and soundness, the Bank will follow the corporate law and governance procedures of the State of Delaware as set forth in the Delaware General Corporation Law, Del. Code Ann. tit. 8 (1991, as amended 1994, and as amended thereafter).

ARTICLE NINE INDEMNIFICATION

A director of the Bank shall not be personally liable to the Bank or its shareholders for monetary damages for any action taken or any failure to take any action as a director, except for liability: (i) for any breach of the director's duty of loyalty to the Bank or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of Title 8 of the Delaware General Corporation Law

(Del. Code Ann. tit. 8 (1991, as amended 1994, and as amended thereafter)); or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Bank shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this Article Nine by the shareholders of the Bank shall not adversely affect any right or protection of a director of the Bank with respect to events occurring prior to the time of such repeal or modification.

In performing his or her duties, a director of the Bank shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial statements and other financial data, in each case prepared or presented by (i) one or more officers or employees of the Bank whom the director reasonably believes to be reliable and competent in the matters presented, (ii) legal counsel, public accountants or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence, or (iii) a committee of the board of directors upon which he does not serve, duly designated in accordance with a provision of the Bylaws, as to matters within its designated authority, which committee the director deems to merit confidence, but he shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his duties shall have no liability to the Bank (whether asserted directly or derivatively) by reason of being or having been a director of the Bank.

The Bank may make or agree to make indemnification payments to an institution-affiliated party, as defined at 12 U.S.C. § 1813(u), for an administrative proceeding or civil action initiated by any federal banking agency, that are reasonable and consistent with the requirements of 12 U.S.C. § 1828(k) and the implementing regulations there under.

The Bank shall indemnify an institution-affiliated party, as defined at 12 U.S.C. § 1813(u), for the maximum amount of damages and expenses, including the advancement of expenses and legal fees, in cases involving an administrative proceeding or civil action not initiated by a federal banking agency, in accordance with Delaware General Corporation Law, Del. Code Ann. Tit. 8 (1991, as amended 1994, and as amended thereafter), provided such payments are consistent with safe and sound banking practices.

The Bank shall purchase or procure or establish and maintain insurance or another arrangement to indemnify an institution-affiliated party up to the maximum amount permissible, excluding coverage of liability for a formal order assessing civil money penalties against an institution-affiliated party. Notwithstanding the previous sentence, the Bank may indemnify an institution-affiliated party from the expenses and legal fees incurred defending against such civil money penalty action.

**ARTICLE TEN
AMENDMENTS**

These Articles may be amended at any regular or special meeting of the shareholders by the affirmative vote of the holders of a majority of the stock of this Bank. The Bank's board of directors may propose one or more amendments to the Articles for submission to the shareholders. Any amendments to these Articles shall apply prospectively.

* * *

In witness whereof, we, the directors of Robinhood Bank, N.A., have hereunto set our hands this [_____] day of [_______], 20[___].

[●]

Christa Steele

Douglas Lowrey

Vladimir Tenev

R. Scott Racusin

EXHIBIT C

JOINT OATH OF DIRECTORS

Joint Oath of Bank Directors

Bank Name Robinhood Bank, N.A. Charter No. _____
Date _____
City Menlo Park County San Mateo State California

We, the undersigned directors of the above-named bank, do, personally, and not one for the other, solemnly swear (affirm) that:

We, as directors, have a legal responsibility and a fiduciary duty to shareholders to administer the depository institution's affairs faithfully and to oversee its management. In carrying out our duties and responsibilities, we shall exercise reasonable care and place the interests of the depository institution before our own interests. We shall fulfill our duties of loyalty and care to the above-named depository institution.

We shall, commensurate with our duties, diligently and honestly administer the affairs of the depository institution; and we shall not knowingly violate, or willingly permit to be violated, any applicable statute or regulation. We shall ensure that we learn of changes in statutes, regulations, and policies of the Office of the Comptroller of the Currency, the Federal Deposit Insurance Corporation, or any state to whose jurisdiction our association is subject, which affect our duties, responsibilities, or obligations as directors and affiliated persons of the association.

We are each the owner, in good faith, and in our own right, of the number of shares of stock that the law requires. We have either subscribed for this stock or it is issued and outstanding, and it is not hypothecated, or in any way pledged, as security for any loan or debt.

We shall attend meetings of the board of directors and participate fully on all committees of the board to which we are appointed.

1. _____
Signature Post Office or Mailing Address

[•]
Name (typed or printed) City State ZIP Code

2. _____
Signature Post Office or Mailing Address

Douglas Lowrey
Name (typed or printed) City State ZIP Code

3. _____
Signature Post Office or Mailing Address

Scott Racusin
Name (typed or printed) City State ZIP Code

4. _____
Signature Post Office or Mailing Address

Christa Steele
Name (typed or printed) City State ZIP Code

5. _____
Signature Post Office or Mailing Address

Vladimir Tenev
Name (typed or printed) City State ZIP Code

Notary's Affirmation

Sworn to before me and subscribed in my presence, this _____ day of _____, _____.

Notary Public _____

My Commission Expires _____

EXHIBIT D

COMMUNITY REINVESTMENT ACT PLAN

ROBINHOOD BANK, N.A.



CRA PLAN

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Potential CRA opportunities	Exhibit B

Policy Statement

Robinhood Bank, N.A. (the “Bank”) has adopted this Community Reinvestment Act (“CRA”) Plan so that our Board, senior management, and staff all comply with both the spirit and the letter of the CRA. We hope to encourage an environment in which we can serve all members of our community, including low-and moderate-income members, while maintaining a high level of safe and sound banking practices.

Developing and maintaining a robust CRA program coincides with Robinhood’s core mission of facilitating access to financial services and passing on a fairer share of the rewards of market participation to our customers. With respect to broker-dealer services, this has meant developing an easy to use smartphone application through which customers can trade securities without paying a commission. Robinhood will continue to broaden access to the securities markets by expanding the set of securities that can be traded commission-free.

Over the past few years, as interest rates have increased, customers have begun to pay more attention to the interest they are earning in their checking and savings accounts. This creates an opportunity to introduce a much more customer-friendly deposit account that is (i) simple to open and maintain; (ii) eschews minimum balances and monthly fees, and (iii) provides customers with a fairer share of the benefits derived from use of the customers’ deposits in the form of a higher interest rate. In combination with such deposit accounts, the Bank intends to offer a secured credit card product with an anticipated interest rate of that is fairer than the rates charged by most other secured credit cards (21% to 26%). Customers can use the secured credit card to repair or build their credit history while simultaneously leveraging the wealth that they have accumulated in their retail brokerage accounts and deposit accounts. These two banking products further Robinhood’s core mission of expanding access and fairly rewarding customers (or “democratizing financial services”) and are consistent with the spirit of the CRA. Robinhood is considering other banking products that are consistent with its core mission and the spirit of the CRA.

The Bank will designate a CRA Officer to lead its CRA program. Among other things, the CRA Officer will lead the Bank’s engagement with the community. The CRA Officer will solicit and consider feedback on this plan from stakeholders, and will, no less than annually, review and modify this plan if appropriate. Bank employees will be expected to identify community development opportunities and perform community development services in their communities.

Assessment Area

The Bank’s main office will be located in Menlo Park, California. The Bank will operate through proprietary smartphone and internet platforms and does not anticipate maintaining branches or deposit taking ATMs.

Given the location of our main office and the requirements of 12 C.F.R. § 25.41, the Bank will designate the San Francisco-Oakland-Hayward, CA Metropolitan Statistical Area (the “San Francisco MSA”) as its CRA Assessment Area. We will monitor our growth and CRA regulatory developments, and will adjust our Assessment Area periodically as appropriate.

Exhibit A contains a map of the Assessment Area, a list of the five counties that form the San Francisco MSA, and some economic and demographic facts regarding the Assessment Area, California, and the United States.

While the San Francisco MSA will be the Bank's Assessment Area, the Bank will serve a national market from inception, as it will be drawing its initial customers from the established, national customer base of its affiliated broker-dealer, Robinhood Financial ("RHF"). Therefore, while not strictly required under the CRA, the Bank will identify and report the number, type and amount of loans and investments made in low to moderate income geographies outside of its assessment area. This information will be made available to the public and the Bank's regulators.

Performance Context

Business Strategy – The Bank will leverage RHM's existing mobile and online platform, and RHM's existing retail customer base, to offer traditional retail deposit and credit products. Additional details may be found in the Business Plan.

Institutional Capacity and Constraints – A number of factors demonstrate that the Bank will have ample institutional capacity to pursue its CRA goals. These factors include Robinhood's culture of inclusiveness, the Bank's capital base, the low credit and liquidity risk profiles of the Bank, and projected profitability of the Bank in its second year of operations.

Demographic/Housing Information – The San Francisco MSA is a large, vibrant and diverse region with a population of approximately 4.73 million people as of July 1, 2017. The area's population is increasing faster than the United States as a whole (9.04% growth for the area versus 5.50% growth for the United States from 2010 to 2017). The area also has a larger percentage of foreign born residents than the United States as a whole (30.45% of total residents for the area are foreign born versus 13.20% of total residents for the United States are foreign born).¹ The San Francisco MSA has a comparatively greater number of individuals with a college degree or higher (47% of the population who are 25 or older in the area have a college degree versus 30% of the population who are 25 or older in the United States have a college degree) and a comparatively greater number of people who speak a language other than English at home (41% of the population in the area speak a language other than English at home versus 21% of the population for the United States speak a language other than English at home). The San Francisco MSA also is more densely populated than the United States as a whole. The San Francisco MSA has 1,034 people per square mile, compared to the United States, which has 87 people per square mile.

According to the Census Bureau, the San Francisco MSA's median household income in 2016 was \$92,667, which was above both the state and national averages. The combined statistical area includes areas that span the economic spectrum, including low- and moderate-income geographies, with 8.85% of the population living below the poverty line. The most recent

¹ These foreign born residents might be particularly attracted to the secured credit card product as a means to build their credit history.

Census Bureau data suggests there are approximately 1.81 million housing units in the San Francisco MSA, and 54.81% of those are owner-occupied. There are approximately 1.68 million households in the San Francisco MSA. The median gross rent from 2012-2016 was \$1,680. The median value of owner-occupied housing units from that same time period was \$738,779.

Lending, Investment, and Service Opportunities – The Bank will initially fulfill its CRA obligations through CRA qualifying loans, investments, and charitable donations with respect to service oriented organizations in its Assessment Area. Sources of such CRA opportunities may include, among others, community development financial institutions (“CDFI”), small business investment companies (“SBIC”), and low income credit unions in the Bank’s Assessment Area. A list of these entities is provided in Exhibit B. The Bank may purchase unsecured consumer loans, single family loans, multi-family loans, and community development loans from these entities. The Bank will also strongly consider CRA qualifying opportunities that dovetail with Robinhood’s expertise in technology, or otherwise intersect with the technology sector (e.g. supporting internet broadband development projects in its Assessment Area like those discussed in the [OCC’s Community Developments Investments newsletter of November 2018](#)).

While there are likely many opportunities for Bank to participate in service opportunities, we are aware of three that we plan to explore.

1. Salesforce, Intel and others have partnered with the **Oakland Public Education Fund** and the Oakland Unified School District to support Science, Technology, Engineering and Math in public middle and high schools in Oakland, California. More information on the Oakland Public Education Fund may be found at <http://www.oaklandedfund.org/>
2. **San Franciscans for Municipal Fiber** is a community organization that provides input, feedback, and guidance to San Francisco City leaders on the City’s vision and goal to deliver affordable and fast Internet to every resident and business in San Francisco. More information can be found at <https://www.sfmunifiber.com/>
3. The mission of the **Bay Area Financial Education Foundation** is to introduce students to the saving and investment tools that will enable them to achieve their goals in life, and to advance qualified, certified professionals to help them along the way. The foundation provides expert volunteers and financial support to proven, successful programs in finance, investment and entrepreneurship in Bay Area K-12 education and financial support for individuals pursuing related professional certifications. More information can be found at <http://bafef.org/index.html>.

Officers and employees will be expected to participate in community service of some kind. Such service need not occur through a Bank program or with other Bank employees, though such participation will be encouraged. We estimate total community service hours will be as follows:

	Total Bank FTEs²	Working Hours (Est.)	Service Hours (Est.)
Year 1	48	91,200	1,368
Year 2	60	114,000	1,710
Year 3	67	127,300	1,910

Credit Needs of the Assessment Area

The size and diversity of the San Francisco MSA generates a range of credit needs. These needs include residential mortgage loans, auto loans, unsecured consumer loans, credit card loans, commercial real estate loans, community development loans, business loans and agricultural loans. In particular, low income housing is seen as a key need as housing prices continue to rise in the Assessment Area. This is a broad range of credit needs. As Robinhood Bank will be focused exclusively on retail consumers the Bank believes it is prudent to focus on meeting a subset of these needs, and meeting them well. As discussed above, the Bank will initially focus on a secured credit product, unsecured consumer loans, and other CRA eligible credits.

CRA Evaluation Test

The Bank anticipates that it will qualify as an intermediate small bank for its initial two years of operation. Under the intermediate small bank test, the Bank’s performance will be based on the nine criteria found at 12 C.F.R. §§ 25.26(b) and 25.26(c). Specifically, those criteria are:

The Lending Criteria

1. The Bank’s loan-to-deposit ratio, adjusted for seasonal variation, and, as appropriate, other lending-related activities, such as loan originations for sale to the secondary markets, community development loans, or qualified investments;
2. The percentage of loans, and, as appropriate, other lending-related activities located in the bank’s assessment area(s);
3. The Bank’s record of lending to and, as appropriate, engaging in other lending-related activities for borrowers of different income levels and businesses and farms of different sizes;
4. The geographic distribution of the Bank’s loans; and

² Robinhood employees who are not employees of the Bank will be encouraged to participate in service opportunities alongside Bank employees. Their participation is not accounted for on this table. However, their participation will tracked and reported by the CRA Officer.

5. The Bank's record of taking action, if warranted, in response to written complaints about its performance in helping to meet credit needs in its assessment area(s).

The Community Development Criteria

6. The number and amount of community development loans;
7. The number and amount of qualified investments;
8. The extent to which the Bank provides community development services; and
9. The Bank's responsiveness to community development lending, investment and services needs.

Ratings

As an intermediate small bank, the Bank's CRA Rating will be based on the following criteria set forth in Appendix A of 12 C.F.R. Part 25:

(a) Ratings in general.

1. In assigning a rating, the OCC evaluates a bank's performance under the applicable performance criteria in this part, in accordance with §§25.21 and 25.28. This includes consideration of low-cost education loans provided to low-income borrowers and activities in cooperation with minority- or women-owned financial institutions and low-income credit unions, as well as adjustments on the basis of evidence of discriminatory or other illegal credit practices.
2. A bank's performance need not fit each aspect of a particular rating profile in order to receive that rating, and exceptionally strong performance with respect to some aspects may compensate for weak performance in others. The bank's overall performance, however, must be consistent with safe and sound banking practices and generally with the appropriate rating profile as follows.

(d) Banks evaluated under the small bank performance standards—

1. Lending test ratings.

- i. ***Eligibility for a satisfactory lending test rating.*** The OCC rates a small bank's lending performance "satisfactory" if, in general, the bank demonstrates:
 - A. A reasonable loan-to-deposit ratio (considering seasonal variations) given the bank's size, financial condition, the credit needs of its assessment area(s), and taking into account, as appropriate, other lending-related activities such as loan originations for sale to the secondary markets and community development loans and qualified investments;

- B. A majority of its loans and, as appropriate, other lending-related activities, are in its assessment area;
 - C. A distribution of loans to and, as appropriate, other lending-related activities for individuals of different income levels (including low- and moderate-income individuals) and businesses and farms of different sizes that is reasonable given the demographics of the bank's assessment area(s);
 - D. A record of taking appropriate action, when warranted, in response to written complaints, if any, about the bank's performance in helping to meet the credit needs of its assessment area(s); and
 - E. A reasonable geographic distribution of loans given the bank's assessment area(s).
- ii. ***Eligibility for an "outstanding" lending test rating.*** A small bank that meets each of the standards for a "satisfactory" rating under this paragraph and exceeds some or all of those standards may warrant consideration for a lending test rating of "outstanding."
 - iii. ***Needs to improve or substantial noncompliance ratings.*** A small bank may also receive a lending test rating of "needs to improve" or "substantial noncompliance" depending on the degree to which its performance has failed to meet the standard for a "satisfactory" rating.

2. *Community development test ratings for intermediate small banks.*

- i. ***Eligibility for a satisfactory community development test rating.*** The OCC rates an intermediate small bank's community development performance "satisfactory" if the bank demonstrates adequate responsiveness to the community development needs of its assessment area(s) through community development loans, qualified investments, and community development services. The adequacy of the bank's response will depend on its capacity for such community development activities, its assessment area's need for such community development activities, and the availability of such opportunities for community development in the bank's assessment area(s).
- ii. ***Eligibility for an outstanding community development test rating.*** The OCC rates an intermediate small bank's community development performance "outstanding" if the bank demonstrates excellent responsiveness to community development needs in its assessment area(s) through community development loans, qualified investments, and community development services, as appropriate, considering the bank's capacity and the need and availability of such opportunities for community development in the bank's assessment area(s).
- iii. ***Needs to improve or substantial noncompliance ratings.*** An intermediate small bank may also receive a community development test rating of "needs to improve" or

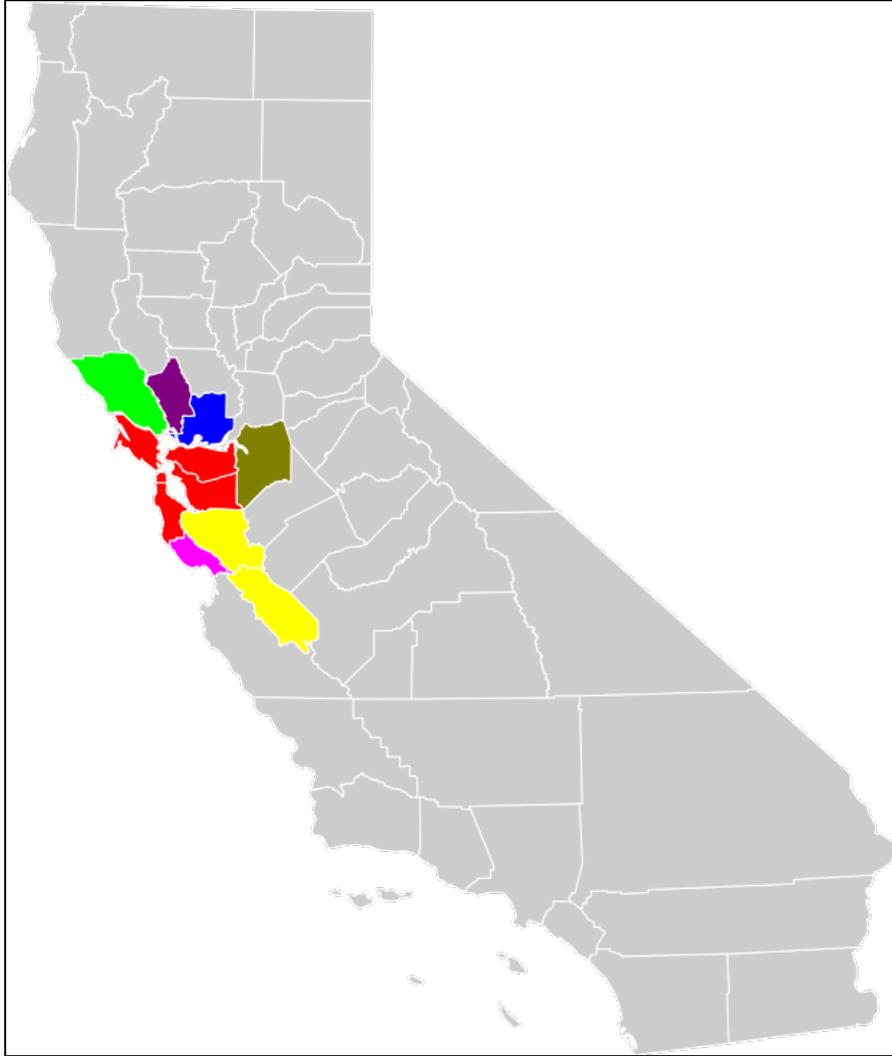
“substantial noncompliance” depending on the degree to which its performance has failed to meet the standards for a “satisfactory” rating

3. Overall rating.

- i. *Eligibility for a satisfactory overall rating.*** No intermediate small bank may receive an assigned overall rating of “satisfactory” unless it receives a rating of at least “satisfactory” on both the lending test and the community development test.
- ii. *Eligibility for an outstanding overall rating.***
 - A. An intermediate small bank that receives an “outstanding” rating on one test and at least “satisfactory” on the other test may receive an assigned overall rating of “outstanding.”
 - B. A small bank that is not an intermediate small bank that meets each of the standards for a “satisfactory” rating under the lending test and exceeds some or all of those standards may warrant consideration for an overall rating of “outstanding.” In assessing whether a bank's performance is “outstanding,” the OCC considers the extent to which the bank exceeds each of the performance standards for a “satisfactory” rating and its performance in making qualified investments and its performance in providing branches and other services and delivery systems that enhance credit availability in its assessment area(s).
- iii. *Needs to improve or substantial noncompliance overall ratings.*** A small bank may also receive a rating of “needs to improve” or “substantial noncompliance” depending on the degree to which its performance has failed to meet the standards for a “satisfactory” rating.

Appendix A

CRA Assessment Area



The San Francisco-Oakland-Hayward, CA Metropolitan Statistical Area consists of the following five counties that are colored in red on the map above:

Alameda County
Contra Costa County
Marin County
San Francisco County
San Mateo County³

³ The other colored counties represent those counties that make up the broader San Jose-San Francisco-Oakland, CA Combined Statistical Area.

BEA QuickFacts⁴

Fact	Assessment Area	California	United States
Population estimates, July 1, 2017, (V2017)	4,727,357	39,536,653	325,719,178
Population estimates base, April 1, 2010, (V2017)	4,335,573	37,254,518	308,758,105
Population, percent change – April 1, 2010 (estimates base) to July 1, 2017, (V2017)	9.04%	6.10%	5.50%
Population, Census, April 1, 2010	4,335,391	37,253,956	308,745,538
Persons under 5 years, percent, July 1, 2017, (V2017)	5.49%	6.30%	6.10%
Persons under 18 years, percent, July 1, 2017, (V2017)	19.83%	22.90%	22.60%
Persons 65 years and over, percent, July 1, 2017, (V2017)	15.11%	13.90%	15.60%
Female persons, percent, July 1, 2017, (V2017)	50.54%	50.30%	50.80%
White alone, percent, July 1, 2017, (V2017)	58.20%	72.40%	76.60%
Black or African American alone, percent, July 1, 2017, (V2017)	7.92%	6.50%	13.40%
American Indian and Alaska Native alone, percent, July 1, 2017, (V2017)	0.95%	1.60%	1.30%
Asian alone, percent, July 1, 2017, (V2017)	27.14%	15.20%	5.80%
Native Hawaiian and Other Pacific Islander alone, percent, July 1, 2017, (V2017)	0.83%	0.50%	0.20%
Two or More Races, percent, July 1, 2017, (V2017)	4.92%	3.90%	2.70%
Hispanic or Latino, percent, July 1, 2017, (V2017)	21.88%	39.10%	18.10%
White alone, not Hispanic or Latino, percent, July 1, 2017, (V2017)	39.66%	37.20%	60.70%
Veterans, 2012-2016	165,810	1,720,635	19,535,341
Foreign born persons, percent, 2012-2016	30.45%	27.00%	13.20%
Housing units, July 1, 2017, (V2017)	1,808,809	14,176,670	137,403,460
Owner-occupied housing unit rate, 2012-2016	54.81%	54.10%	63.60%
Median value of owner-occupied housing units, 2012-2016	\$738,779	\$409,300	\$184,700
Median selected monthly owner costs –with a mortgage, 2012-2016	\$2,913	\$2,157	\$1,491
Median selected monthly owner costs –without a mortgage, 2012-2016	\$641	\$517	\$462
Median gross rent, 2012-2016	\$1,680	\$1,297	\$949
Building permits, 2017	16,952	114,780	1,281,977
Households, 2012-2016	1,684,081	12,807,387	117,716,237

⁴ Source: <https://www.census.gov/quickfacts/fact/table/ca/PST045217>

Fact	Assessment Area	California	United States
Persons per household, 2012-2016	2.72	2.95	2.64
Living in same house 1 year ago, percent of persons age 1 year+, 2012-2016	86.54%	85.70%	85.20%
Language other than English spoken at home, percent of persons age 5 years+, 2012-2016	41.12%	44.00%	21.10%
High school graduate or higher, percent of persons age 25 years+, 2012-2016	88.51%	82.10%	87.00%
Bachelor's degree or higher, percent of persons age 25 years+, 2012-2016	47.13%	32.00%	30.30%
With a disability, under age 65 years, percent, 2012-2016	6.16%	6.80%	8.60%
Persons without health insurance, under age 65 years, percent	5.32%	8.30%	10.10%
In civilian labor force, total, percent of population age 16 years+, 2012-2016	66.96%	63.00%	63.10%
In civilian labor force, female, percent of population age 16 years+, 2012-2016	61.39%	57.10%	58.30%
Total accommodation and food services sales, 2012 (\$1,000)	14,277,659	90,830,372	708,138,598
Total health care and social assistance receipts/revenue, 2012 (\$1,000)	38,656,782	248,953,592	2,040,441,203
Total manufacturers shipments, 2012 (\$1,000)	Unavailable	512,303,164	5,696,729,632
Total merchant wholesaler sales, 2012 (\$1,000)	73,423,726	666,652,186	5,208,023,478
Total retail sales, 2012 (\$1,000)	63,799,678	481,800,461	4,219,821,871
Total retail sales per capita, 2012	\$14,305	\$12,665	\$13,443
Mean travel time to work (minutes), workers age 16 years+, 2012-2016	32.93	28.4	26.1
Median household income (in 2016 dollars), 2012-2016	\$92,667	\$63,783	\$55,322
Per capita income in past 12 months (in 2016 dollars), 2012-2016	\$48,514	\$31,458	\$29,829
Persons in poverty, percent	8.85%	14.30%	12.70%
Total employer establishments, 2016	128,309	922,477	7,757,807
Total employment, 2016	2,091,071	14,600,349	126,752,238
Total annual payroll, 2016 (\$1,000)	175,467,903	886,643,923	6,435,142,055
Total employment, percent change, 2015-2016	Unavailable	1.90%	2.10%
Total nonemployer establishments, 2016	447,000	3,277,415	24,813,048
All firms, 2012	475,772	3,548,449	27,626,360
Men-owned firms, 2012	247,677	1,852,580	14,844,597
Women-owned firms, 2012	173,830	1,320,085	9,878,397
Minority-owned firms, 2012	193,712	1,619,857	7,952,386
Nonminority-owned firms, 2012	260,537	1,819,107	18,987,918

Fact	Assessment Area	California	United States
Veteran-owned firms, 2012	32,327	252,377	2,521,682
Nonveteran-owned firms, 2012	422,145	3,176,341	24,070,685
Population per square mile, 2010	1,034	239.1	87.4
Land area in square miles, 2010	2,471	155,779.22	3,531,905.43

Exhibit B

Potential CRA Opportunities

I. CDFIs in the Bank's Assessment Area⁵

1. AnewAmerica CDFI, Berkeley
2. Atchison Village Credit Union, Richmond
3. Beneficial State Bancorp, Inc., Oakland
4. Beneficial State Bank, Oakland
5. Bridge Impact Capital, San Francisco
6. Community Bank of the Bay, Oakland
7. Community First Lending, Richmond
8. Cooperative Center Federal Credit Union, Berkeley
9. EBSV Community Development, Inc., Oakland
10. Feed the Hunger Foundation, San Francisco
11. Fund Good Jobs, Oakland
12. Impact C.I.L., LLC, San Francisco
13. Lendify Financial LLC, San Francisco
14. Low Income Investment Fund, San Francisco
15. Main Street Launch, Oakland
16. Mission Asset Fund, San Francisco
17. Mission Community Loan Fund LLC, San Francisco
18. Mission National Bank, San Francisco
19. MNB Holding Corporation, San Francisco
20. National Asian American Coalition, Daly City
21. Northeast Community Federal Credit Union, San Francisco

⁵ Source: <https://www.cdfifund.gov/programs-training/certification/cdfi/Pages/default.aspx>

22. Northern California Community Loan Fund, San Francisco
23. Oportun, Inc., Redwood City
24. Pacific Community Ventures, Inc., Oakland
25. TMC Development Working Solutions, San Francisco

II. SBIC's in the Bank's Assessment Area⁶

1. Alpine Investors IV and V SBIC, LP, San Francisco, Tara Genstil, 415-392-9100
2. Champlain Capital Partners I and II, LP, San Francisco, Dennis Leary, 415-661-2500
3. Pivotal Capital Fund, LP, Menlo Park, Renee Baker, 650-233-5402
4. Propel Venture Partners US Fund I, LP, San Francisco, Thomas Whiteaker, 650-888-5833
5. Rembrandt Venture Partners II, LP, San Francisco, Gerald Casilli, 650-326-7070
6. SBJ Fund, LP, Walnut Creek, Gus Spanos, 415-848-1990
7. Silver Lake Waterman Fund I and II, LP, Menlo Park, Thomas Conneely, 415-525-8705
8. Walden Venture Capital VIII SBIC, LP, San Francisco, Art Berliner, 415-273-4242

III. Low income designated credit unions in the Bank's Assessment Area⁷

1. Antioch Community Credit Union, Antioch, California
2. Atchinson Village Credit Union, Richmond, California
3. Cooperative Center Credit Union, Berkeley, California
4. Delta Schools Credit Union, Antioch, California
5. Hamilton Credit Union, Novato, California
6. Moore West Credit Union, San Leandro, California
7. Northeast Community Credit Union, San Francisco, California
8. Operating Engineers Local Union #3 Credit Union, Livermore, California
9. S.F. Bay Area Educators Credit Union, San Francisco, California

⁶ Source: <https://www.sba.gov/funding-programs/investment-capital>

⁷ Source: <https://mapping.ncu.gov/MultipleResults.aspx>

10. San Francisco Credit Union, San Francisco, California
11. San Francisco Lee Credit Union, San Francisco, California
12. SMW 104 Credit Union, San Leandro, California