

MINUTES OF THE RESCHEDULED REGULAR MEETING
OF THE STATE BANKING BOARD

FEBRUARY 7, 2024

First item of business on the agenda, Chairman Thompson called the Banking Board meeting to order at 10:00 a.m., pursuant to the Agenda that was posted for public display prior to 10:00 a.m. on February 2, 2024. Notice of the meeting was also made available to the Secretary of State and other interested parties pursuant to Title 25 O.S. § 311 (The Open Meeting Act). The meeting was held in the Conference Room of the State Banking Department, Oklahoma City, Oklahoma.

Second item on the agenda was roll call; the following members were present:

Mick Thompson, Chairman
Sandy Bracken
Tom Thompson
Brad Krieger
David Terry

Member Huckabay and Member Harper were absent.

Also present: Dudley Gilbert, Deputy Commissioner; Regina Rainey, Chief of Staff; Angela Morris, Director of Non-Depository; Wayne Arbuthnot, Assistant Deputy Commissioner; and Matt Mowdy, Legal Counsel.

Third item on the agenda was approval of minutes for the regular meeting held November 15, 2023.

Chairman Thompson asked for any changes or additions to the minutes. Member Bracken made a motion for approval of the minutes of the meeting held November 15, 2023. The motion was seconded by Member Thompson and approved as follows:

Sandy Bracken – voted yes
Brad Krieger – voted yes
Tom Thompson – voted yes
David Terry – voted yes

Chairman Thompson distributed to the Board an article regarding a lawsuit recently filed by industry trade associations, including the American Bankers Association and the Independent Community Bankers of America, against the FDIC, OCC, and Federal Reserve. The lawsuit claims the regulators exceeded their authority when passing the new Community Reinvestment Act rules. Chairman Thompson said the Department also sent a copy of the article to the Attorney General for his review.

Fourth item on the agenda, Commissioner's Monthly Reports:

A. Department Status Update

Chairman Thompson reported on the status of assessment collections that were due February 5. He stated an examiner resigned last month and another was hired last week.

He stated he is following the elections for Speaker of the House and Senate Pro Tem which will be necessary after the current Speaker and Pro Tem step down after this year because of term limits.

Mr. Mowdy said that the Department has implemented in connection with the upcoming CSBS Accreditation process a policy describing the confidentiality of background information obtained by the Department during licensing applications and renewals.

B. Examination Report

Chairman Thompson reported that during the month of January the Banking Department completed examinations of four nonmember banks and one credit union. As of January 31, three independent bank examinations are in process and one joint exam with a federal agency.

C. Legislative Update

Ms. Rainey discussed the upcoming legislative session and the deadlines for requesting and filing bills. February 5 was first day of session. The Department is tracking 75 bills and will be meeting this afternoon with various industry legislative liaisons to discuss proposed legislation. The first deadline is February 26 for House bills to be reported from subcommittees and February 29 for House and Senate bills to be reported from standing committees. She will notify Board members of any specific bill concerns by email or at the March Banking Board meeting.

D. Pending Applications

Chairman Thompson confirmed each Board member is receiving the report of pending applications.

Fifth item on the agenda:

Consideration of, and possible action on, request for approval of Merger and Application to Maintain and Operate a Branch by Acquisition:

- A. Application for Merger of The First National Bank of Stigler, Stigler, Oklahoma, with and into Firststar Bank, Sallisaw, Oklahoma, pursuant to Title 6 O.S. § 1103.
- B. Acquired Branch Application of Firststar Bank, Sallisaw, Oklahoma, pursuant to Title 6 O.S. § 501.2 and O.A.C. 85:10-9-2.
Branch Location: 300 E. Main Street, Stigler, Oklahoma

Attorney Bruce Crum explained the terms of the transaction. He stated the first phase of the transaction will involve a merger of the holding companies, then a merger of the banks. He also discussed the bank's pro-forma capital projections.

Jeff Merwin, President of Firststar Bank, discussed the benefits of the merger and the history of the merger negotiations.

Assistant Deputy Commissioner Wayne Arbuthnot discussed the Department's analysis of the merger transaction and stated the Department has no objection to the merger.

Member Bracken made the motion to approve the merger. The motion was seconded by Member Krieger and approved as follows:

Sandy Bracken – voted yes
Brad Krieger – voted yes
Tom Thompson – voted yes
David Terry – voted yes

Member Thompson made the motion to approve the branch. The motion was seconded by Member Bracken and approved as follows:

Sandy Bracken – voted yes
Brad Krieger – voted yes
Tom Thompson – voted yes
David Terry – voted yes

Seventh item on the agenda, New Business.

There was no new business to discuss.

Eighth item on the agenda, Adjournment.

Member Bracken made a motion to adjourn. The motion was seconded by Member Krieger and approved as follows:

Sandy Bracken – voted yes
Brad Krieger – voted yes
Tom Thompson – voted yes
David Terry – voted yes

The meeting adjourned at 10:27 a.m.

Mick Thompson, Chairman

Tom Thompson

Sandy Bracken

Brad Krieger

David Terry