

CITY COUNCIL

MEETING AGENDA

APRIL 01, 2024, 7:00 PM



CITY COUNCIL REGULAR MEETING

HISTORIC CHURCH BUILDING - 403 N 7TH STREET, SANGER, TEXAS

CALL THE REGULAR MEETING TO ORDER AND ESTABLISH A QUORUM

INVOCATION AND PLEDGE

CITIZENS COMMENTS

This is an opportunity for citizens to address the Council on any matter. Comments related to public hearings will be heard when the specific hearing begins. Citizens are allowed 3 minutes to speak. Each speaker must complete the Speaker's Form and include the topic(s) to be presented. Citizens who wish to address the Council with regard to matters on the agenda will be received at the time the item is considered. The Council is not allowed to converse, deliberate or take action on any matter presented during citizen input.

CONSENT AGENDA

All items on the Consent Agenda will be acted upon by one vote without being discussed separately unless requested by a Councilmember to remove the item(s) for additional discussion. Any items removed from the Consent Agenda will be taken up for individual consideration.

1. Consideration and possible action on the minutes from the March 12, 2024, meeting.
2. Consideration and possible action on the minutes from the March 18, 2024, meeting.
3. Consideration and possible action to accept a donation of wireless internet to include all necessary equipment and the monthly service in Porter Park from Nortex Communication and authorize the City Manager to sign the donation agreement.
4. Consideration and possible action on Interlocal Cooperation Agreement for shared Governance Communications and Dispatch Services System with the Denton County Sheriff's Office and the City of Sanger, Denton County, Texas.
5. Consideration and possible action on the Final Plat of the Bentley Addition, being 1.064 acres of land described as A0658A JANUARY TR 33A, 34A, and 35A(PT) located in the City of Sanger's ETJ, and generally located on the east side of FM 2450 approximately 162 feet north of the intersection of FM 2450 and FM 455.

- [6.](#) Consideration and possible action on the Preliminary Plat of Duncan Retail, being 5.770 acres of land described as A1241A TIERWESTER, TR 222(PT), located in the City of Sanger, and generally located on the east side of the I-35 Frontage Road approximately 60 feet north of the intersection of I-35 Frontage Road and S 5th Street.
- [7.](#) Consideration and possible action on the Preliminary Plat of the Church Street Addition, being 1.01 acres, of land located A1241A TIERWESTER, TR 175, 1.012 ACRES, OLD DCAD SHT 3, TR 12, located in the City of Sanger, and generally located on the east side of South Stemmons Frwy at the intersection of I-35 Frontage Road and Church Street.
- [8.](#) Consideration and possible action to purchase three new Ford F150 Responder Patrol Trucks from Silsbee Ford utilizing TIPS Purchasing Cooperative.
- [9.](#) Consideration and possible action selecting First United Bank as the City's bank depository and authorizing the City Manager to execute all necessary depository documents.

FUTURE AGENDA ITEMS

The purpose of this item is to allow the Mayor and Councilmembers to bring forward items they wish to discuss at a future meeting, A Councilmember may inquire about a subject for which notice has not been given. A statement of specific factual information or the recitation of existing policy may be given. Any deliberation shall be limited to a proposal to place the subject on an agenda for a subsequent meeting. Items may be placed on a future meeting agenda with a consensus of the Council or at the call of the Mayor.

INFORMATIONAL ITEMS

Information Items are for informational purposes only. No action may be taken on items listed under this portion of the agenda.

- [10.](#) Properties for Release from the Extra Territorial Jurisdiction Per Texas Local Government Code 42.101 and 42.104.
- [11.](#) Financial Statements January 2024 and February 2024
- [12.](#) Disbursements Report February 2024

ADJOURN

NOTE: The City Council reserves the right to adjourn into Executive Session as authorized by Texas Government Code, Section 551.001, et seq. (The Texas Open Meetings Act) on any item on its open meeting agenda in accordance with the Texas Open Meetings Act, including, without limitation Sections 551.071-551.087 of the Texas Open Meetings Act.

CERTIFICATION

I certify that a copy of this meeting notice was posted on the bulletin board at City Hall that is readily accessible to the general public at all times and was posted on the City of Sanger website on March 27, 2024, at 3:30 PM.

/s/Kelly Edwards
Kelly Edwards, City Secretary

The Historical Church is wheelchair accessible. Request for additional accommodations or sign interpretation or other special assistance for disabled attendees must be requested 48 hours prior to the meeting by contacting the City Secretary's Office at 940.458.7930.



CITY COUNCIL COMMUNICATION

DATE: April 1, 2024
FROM: Kelly Edwards, City Secretary
AGENDA ITEM: Consideration and possible action on the minutes from the March 12, 2024, meeting.

SUMMARY:

N/A

FISCAL INFORMATION:

Budgeted: N/A

Amount: \$0.00

GL Account: N/A

RECOMMENDED MOTION OR ACTION:

Approve the minutes from the meeting on March 12, 2024.

ATTACHMENTS:

City Council minutes

CITY COUNCIL MEETING MINUTES



MARCH 12, 2024, 5:00 PM

**CITY COUNCIL SPECIAL MEETING
HISTORIC CHURCH BUILDING - 403 N 7TH STREET, SANGER, TEXAS**

The City Council intends to and will have a quorum physically present at the meeting location noted above. One or more individual city council members may attend the meeting by video conference call as allowed by and in accordance with Texas state law.

CALL THE REGULAR MEETING TO ORDER AND ESTABLISH A QUORUM

Mayor Muir called the meeting to order at 5:01 p.m.

COUNCILMEMBERS PRESENT

Mayor	Thomas Muir
Mayor Pro Tem, Place 2	Gary Bilyeu
Councilmember, Place 1	Marissa Barrett
Councilmember, Place 3	Dennis Dillon (by video conference call)
Councilmember, Place 4	Allen Chick
Councilmember, Place 5	Victor Gann

COUNCILMEMBERS ABSENT

None

STAFF MEMBERS PRESENT:

City Manager John Noblitt, City Secretary Kelly Edwards, City Attorney Hugh Coleman, and Director of Human Resources and Special Projects Jeriana Staton-Hemb.

EXECUTIVE SESSION

Pursuant to the Open Meetings Act, Chapter 551, the City Council Will Meet in a Closed Executive Session in Accordance with the Texas Government Code:

Section 551.074. PERSONNEL MATTERS

For deliberations regarding the appointment, employment, evaluation, reassignment, duties, discipline or dismissal of a public officer or employee, to wit: City Attorney

Council convened into executive session at 5:02 p.m.

RECONVENE INTO REGULAR SESSION

Council reconvened into open session at 6:38 p.m.

Motion as a result of the complaint and resulting independent investigation establishing policy violations, that the Council adopt the report and its findings of sustained policy violations and further move for the termination of City Attorney, Hugh Coleman, effective 30 days from this date pursuant to his employment agreement Section 4 and request the Personnel Director take all necessary action to accomplish such termination and he shall remain on administrative leave during the period prior to final termination date, made by Councilmember Barrett, Seconded by Councilmember Bilyeu.

Ayes: Barrett and Bilyeu
 Nays: Chick, Dillon, and Gann
 Motion failed 3-2-0.

Motion as a result of the complaint and resulting independent investigation establishing policy violations, that the following actions be taken: 1) That the Council adopt the report and its findings of sustained policy violations; 2) That a copy of the investigative report be placed in Mr. Coleman's personnel file; 3) That the City Attorney, at his own expense, be required to attend an anger management course approved by the Mayor, as recommended by the independent investigator in the case and to submit proof of satisfactory completion of such course to the Mayor not later than August 30, 2024, and 3) that this motion, as recorded in the Council's minutes be considered a written reprimand with regard to the sustained policy violations stated in the investigative report and placed in Mr. Coleman's personnel file, putting the City Attorney on notice of the seriousness with which Council takes the sustained items outlined in the investigative report made by Councilmember Chick, Seconded by Councilmember Gann.

Councilmember Barrett asked if the motion could be amended to add that the Council perform an interim personnel review no later than September 30, 2024.

Councilmember Chick stated that he did not accept the amendment to the motion.

Mayor Muir called for a vote on the motion made by Councilmember Chick.

Ayes: Chick, Dillon, and Gann
 Nays: Barrett and Bilyeu
 Motion passed 3-2-0

Motion that Council perform an interim personnel review no later than September 30, 2024, to assess completion of the prior motion's requirements and assess improvement, or lack thereof, in the areas of concern sustained in the investigative report made by Councilmember Bilyeu, Seconded by Councilmember Barrett.

Ayes: Barrett, Bilyeu, and Dillon
 Nays: Chick and Gann
 Motion passed 3-2-0

ADJOURN

There being no further business, Mayor Muir adjourned the meeting at 6:58 p.m.

Thomas E. Muir, Mayor

Kelly Edwards, City Secretary



CITY COUNCIL COMMUNICATION

DATE: April 1, 2024
FROM: Kelly Edwards, City Secretary
AGENDA ITEM: Consideration and possible action on the minutes from the March 18, 2024, meeting.

SUMMARY:

N/A

FISCAL INFORMATION:

Budgeted: N/A

Amount: \$0.00

GL Account: N/A

RECOMMENDED MOTION OR ACTION:

Approve the minutes from the meeting on March 18, 2024.

ATTACHMENTS:

City Council minutes

**CITY COUNCIL
MEETING MINUTES
MARCH 18, 2024, 6:00 PM**



**CITY COUNCIL REGULAR MEETING
HISTORIC CHURCH BUILDING - 403 N 7TH STREET, SANGER, TEXAS**

CALL THE WORK SESSION TO ORDER AND ESTABLISH A QUORUM

Mayor Muir called the work session to order at 6:01 p.m.

COUNCILMEMBERS PRESENT

Mayor	Thomas Muir
Mayor Pro Tem, Place 2	Gary Bilyeu
Councilmember, Place 1	Marissa Barrett
Councilmember, Place 3	Dennis Dillon
Councilmember, Place 4	Allen Chick – arrived at 6:03 p.m.
Councilmember, Place 5	Victor Gann

COUNCILMEMBERS ABSENT

None

STAFF MEMBERS PRESENT:

City Manager John Noblitt, Assistant City Manager Alina Ciocan, City Secretary Kelly Edwards, Parks & Recreation Director Ryan Nolting, Director of Human Resources and Special Projects Jeriana Staton-Hemb, Director of Economic Development Shani Bradshaw, and Police Sergeant Dunn.

The 4B Development Corporation called their board meeting to order.

The Parks and Recreation / Keep Sanger Beautiful Board called their board meeting to order.

DISCUSSION ITEMS

- 1. A joint discussion with the 4B Development Corporation and the Parks and Recreation / Keep Sanger Beautiful Board of the Downtown Park conceptual drawings presented by MHS Planning and Design.

Director Bradshaw provided an overview of the item.

David Shipp and Harmon Duke, MHS Planning & Design, provide a presentation and overview of the citizen survey results and conceptual drawings.

Discussion ensued regarding the structural status of the existing buildings, wound walls, a boundary along the railroad tracks, providing an area active area for children, attaching the stage to the current building for ease of access, adding Park office space to the current warehouse building, adding water features, increasing walkability of downtown, a grand entrance into an open area of the park off of Boliver Street, and parking.

OVERVIEW OF ITEMS ON THE REGULAR AGENDA

No additional discussion.

ADJOURN THE WORK SESSION

There being no further business, Mayor Muir adjourned the work session at 7:24 p.m.

CALL THE REGULAR MEETING TO ORDER AND ESTABLISH A QUORUM

Mayor Muir called the regular meeting to order at 7:35 p.m.

COUNCILMEMBERS PRESENT

Mayor	Thomas Muir
Mayor Pro Tem, Place 2	Gary Bilyeu
Councilmember, Place 1	Marissa Barrett
Councilmember, Place 3	Dennis Dillon
Councilmember, Place 4	Allen Chick
Councilmember, Place 5	Victor Gann

COUNCILMEMBERS ABSENT

None

STAFF MEMBERS PRESENT:

City Manager John Noblitt, Assistant City Manager Alina Ciocan, City Secretary Kelly Edwards, Parks & Recreation Director Ryan Nolting, Director of Human Resources and Special Projects Jeriana Staton-Hemb, Director of Economic Development Shani Bradshaw, and Police Sergeant Dunn.

INVOCATION AND PLEDGE

Councilmember Bilyeu gave the Invocation. The Pledge of Allegiance was led by Councilmember Barrett.

CITIZENS COMMENTS

No one addressed the Council.

REPORTS

2. Annual presentation and overview of the City Secretary's Office.

City Secretary Edwards provided a presentation and 2023 overview of the City Secretary's Office.

CONSENT AGENDA

3. Consideration and possible action on Resolution No. 03-05-24 designating April 20, 2024 as the day of the 2024 Sanger City-Wide Garage Sale.
4. Consideration and possible action on the minutes from the March 4, 2024, meeting.

Motion to approve made by Councilmember Barrett, Seconded by Councilmember Gann.

Ayes: Barrett, Bilyeu, Chick, Dillon, and Gann

Nays: None

Motion passed unanimously.

ACTION ITEMS

5. Consideration and possible action to enter into additional engineering services with Half Associates, Inc for the rehabilitation of the Sanger Sports Park Pond in an amount not to exceed \$81,600, and authorize the City Manager to execute said agreement.

Director Nolting provided an overview of the item.

Discussion ensued regarding the estimate of the construction costs, Project Manager responsibilities, the durability of the rehabilitation, and the number of working days for the design.

Motion to approve made by Councilmember Dillon, Seconded by Councilmember Gann.

Ayes: Bilyeu, Chick, Dillon, and Gann
Nays: Barrett
Motion passed 4-1-0.

FUTURE AGENDA ITEMS

None

INFORMATIONAL ITEMS

6. Atmos Rider GCR - Rate Filing under Docket No. 10170 - February 23, 2024
7. 2023 Interim Rate Adjustment Application ("IRA") for the incorporated areas of the Atmos Texas Municipalities Coalition ("ATM Cities") served by Atmos Energy Corporation's Mid-Tex Division.

ADJOURN

There being no further business, Mayor Muir adjourned the meeting at 8:08 p.m.

Thomas E. Muir, Mayor

Kelly Edwards, City Secretary



CITY COUNCIL COMMUNICATION

DATE: April 1, 2024

FROM: Donna Green, Director of Marketing and Civic Engagement

AGENDA ITEM: Consideration and possible action to accept a donation of wireless internet to include all necessary equipment and the monthly service in Porter Park from Nortex Communication and authorize the City Manager to sign the agreement.

SUMMARY:

- During Freedom Fest 2023, the ability to connect to the internet was greatly reduced due to the number of people accessing it from the park.
- Vendors at Freedom Fest were unable to accept payments other than cash because their POS systems could not connect to the internet.
- Nortex Communication is a regular sponsor of Freedom Fest. They offered to install all the necessary equipment and provide ongoing service to Porter Park.

FISCAL INFORMATION:

Budgeted: No Amount: \$0.00 GL Account: None

- Donation includes (2) Unifi High-Capacity Outdoor Access points, (6) Unifi Outdoor Access Points, Unifi UXG Firewall, Unifi Flex Switch, (2) Unifi POE++ Ejector, Switch Enclosure, Unifi 8 port Pro POE Switch, Unifi Host, and Installation. This is a total donation of approximately \$10,933.25.

RECOMMENDED MOTION OR ACTION:

Staff recommends approval of the wireless internet donation.

ATTACHMENTS:

- Outline of work to be performed.
- Donation letter



March 20, 2024

Dear City of Sanger,

Nortex Communications is deeply invested in community development and digital accessibility. We are keen on supporting the local communities in which we serve by enhancing public spaces, making them more accessible and enjoyable for everyone. In keeping with our mission, we are honored to offer a donation to the City of Sanger—free Wi-Fi service at Porter Park.

Our goal is to equip Porter Park with a reliable, high-speed internet connection, accessible to visitors at no charge. We believe this service will greatly enhance the City of Sanger and Porter Park making it an even more attractive destination for leisure, education, and community events:

1. **Encouraging Educational Opportunities:** Enables people of all ages to access educational resources, fostering a culture of lifelong learning.
2. **Enhancing Visitor Experience:** Allows park visitors to stay connected, navigate park services digitally, and share their experiences in real time.
3. **Promoting Economic Development:** Attracts more visitors to the park, potentially increasing foot traffic to nearby local businesses.
4. **Supporting Community Events:** Facilitates the organization of and participation in community events by providing an essential service for communication and coordination.

Our proposal includes the equipment purchase, full installation, technical support, and maintenance of the Wi-Fi network by our skilled team, ensuring a seamless, user-friendly, and cost-free experience for the City and its residents. The project will be carried out with minimal disruption to the park's daily operations and in strict adherence to the City's specific requirements.

Understanding the dynamic nature of public projects and mutual understanding in such partnerships, we propose to include an option within our agreement allowing either party to discontinue the Wi-Fi service with a 90-day advance notice. This clause is intended to provide both Nortex Communications and the City with the flexibility to adapt to changing circumstances and ensure that the service continues to meet the community's needs and expectations.

We are excited about the collaboration and are prepared to discuss the technical details, implementation timeline, and any other aspects the City may wish to ensure this project aligns with the vision for public spaces. We look forward to the opportunity to support the City of Sanger in such a meaningful way.

DATE: 3/20/2024

DONATION RECIPIENT INFORMATION

Company Name: City of Sanger
 Contact Name: Donna Green Role: Director of Marketing & Civic Engagement
 Address: 502 Elm Street / PO Box 1729 Sanger, TX 76266
 Phone: 940-559-5876 Email: dgreen@sangertexas.org

DONATION SERVICE DETAILS

Service Location: Porter Park
 Service Address: Keaton Road Sanger, TX 76266
 Service Being Provided: Free Wi-Fi - proposal attached
 Service Activation Date Estimate: May 2024 Donation Total: \$10,933.25

DISCONTINUATION OF SERVICE OPTION

This section outlines the terms under which Nortex Communications or City of Sanger may elect to discontinue the donation/service of Free Wi-Fi service at Porter Park

Notice Requirement

Either party may terminate the service for any reason by providing a written notice of discontinuation to the other party. Such notice must be given at least **90 days in advance** of the desired termination date.

Effect of Notice

Upon receipt of the notice of discontinuation, both parties agree to collaborate to ensure a smooth transition and cessation of service. This includes, but is not limited to, the removal of any installed equipment, infrastructure, and public notifications as necessary.

205 N Walnut St / PO Box 587 / Muenster, TX 76252 / Phone: 940.759.2251 / E-mail: info@nortex.com / www.nortex.com



ADDITIONAL NOTES

Vendors for events at Porter Park will be given priority with 10Mb access; guests will have access to 5Mb

ACKNOWLEDGEMENT

By signing below, both parties acknowledge their understanding and agreement to the terms outlined in this discontinuation of service option.

For Nortex Communications:

Signature

Date

Print Name

For City of Sanger :

Signature

Date

Print Name



ESTIMATE NO.	031	ISSUE DATE	1/26/2024	VALID UNTIL	5/1/2024
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FROM Nortex Communications 205 N Walnut St Muenster TX 76252 United States	FOR Sanger Porter Park Keaton Rd Sanger TX 76266 United States
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DESCRIPTION	QUANTITY	UNIT PRICE (\$)	AMOUNT (\$)
Unifi High Capacity Outdoor Access point	2	2,000.00	4,000.00
Unifi Outdoor Access Point	6	400.00	2,400.00
Unifi UXG Firewall	1	800.00	800.00
Unifi Flex Switch	1	200.00	200.00
Unifi POE++ Ejector	2	50.00	100.00
Switch Enclosure	1	100.00	100.00
Unifi 8 port Pro POE Switch Unifi Host - \$5/month per Item	1	500.00	500.00
Installation	1	2,000.00	2,000.00
Subtotal:			\$10,100.00
TAX 8.25% from \$10,100.00			\$833.25
Total (USD):			\$10,933.25



CITY COUNCIL COMMUNICATION

DATE: April 1, 2024

FROM: Casey Welborn, Assistant Fire Chief

AGENDA ITEM: Consideration and possible action on Interlocal Cooperation Agreement for shared Governance Communications and Dispatch Services System with the Denton County Sheriff’s Office and the City of Sanger, Denton County, Texas.

SUMMARY:

- Interlocal Agreement Renewal
- County Services and Responsibilities
- Agency Responsibilities
- Revised Cost

FISCAL INFORMATION:

Budgeted: Yes Amount: \$80,820.00 GL Account: 20-5460 / 24-5460

Fire Department Annual Cost: \$21,568.00
 Police Department Annual Cost: \$44,335.00
 Total Cost: \$65,903.00

RECOMMENDED MOTION OR ACTION:

Staff recommends approval

ATTACHMENTS:

Interlocal Cooperation Agreement

STATE OF TEXAS §
 §
COUNTY OF DENTON §

INTERLOCAL COOPERATION AGREEMENT FOR SHARED GOVERNANCE COMMUNICATIONS & DISPATCH SERVICES SYSTEM

This Interlocal Cooperation Agreement for Shared Governance Communications and Dispatch Services System, hereinafter referred to as "Agreement", is made by and between Denton County, a political subdivision of the State of Texas, hereinafter referred to as the "County", and

Name of Agency: City of Sanger Fire & Police Departments

hereinafter referred to as "Agency".

WHEREAS, the County is a duly organized political subdivision of the State of Texas engaged in the administration of county government and related services for the benefit of the citizens of Denton County, Texas; and

WHEREAS, the Agency is duly organized and operating under the laws of the State of Texas engaged in the provision of municipal government and/or related services for the benefit of the citizens of Agency; and

WHEREAS, parties agree that the utilization of combined communications and dispatch services system will be in the best interests of both the County and the Agency,

WHEREAS, the County and the Agency mutually desire to be subject to the provisions of the Interlocal Cooperation Act of the V.T.C.A. Government Code, Chapter 791; and

NOW THEREFORE, the County and the Agency, for the mutual consideration hereinafter stated, agree and understand as follows:

1. **PURPOSE.** The Denton County Sheriff ("Sheriff") has the facilities to provide emergency telecommunications and dispatch services throughout Denton County. The Agency wishes to utilize the Sheriff's available telecommunications and dispatch services ("Services") during the term of this agreement.

2. **ADVISORY BOARD.** The Denton County Sheriff's Office will establish an Advisory Board for the Shared Governance Communication and Dispatch System "Advisory Board". The membership of the board shall be the Chief of each Agency, or designee. The Advisory Board may advise and make recommendations to the Sheriff and the Sheriff's Office on matters relating to the Communications Center, as well as the recommendations for the Annual Agency Workload and Cost Statistics, within the limitations set forth in paragraph 6.1, herein.

3. **TERM OF AGREEMENT.** The initial term of this Agreement shall be for a one-year period beginning October 1, 2024 and ending on September 30, 2025.

4. **TERMINATION OF AGREEMENT.** Either party may terminate this agreement, with or without cause, after providing ninety (90) days written notice to the other party.

5. **ANNUAL SERVICE FEE.** Each Agency shall pay to the County a fee for services based on the workload generated by the Agency.

- 5.1. Agency shall pay to County the Total Amount on *Exhibit "A"*.
- 5.2. The Agency shall complete *Exhibit "A"*, Agency Payment Worksheet, to identify the payment terms preferred by Agency. Agency is responsible for sending payments to County
- 5.3. The fee for service will be based on the pro rata share of the workload generated by the Agency.
- 5.4. County agrees to provide Agency a proposed service fees for the next budget/fiscal year as agreed by the parties.
- 5.5. If this Agreement is terminated prior to the expiration of the term of the Agreement, payment shall be pro-rated by written agreement between the parties.
- 5.6. Dispatch costs for the upcoming fiscal year are calculated utilizing 50% of the approved Communications Budget for the current fiscal year and agency workload statistics from the previous fiscal year.

Agency workload percentages are calculated by:

- 5.6.1. Determining the agency's percentage of total Calls For Service (CFS)
- 5.6.2. Determining the agency's percentage of total Officer Initiated Activity (OIA)
- 5.6.3. Averaging the values from # 5.6.1 & # 5.6.2
- 5.6.4. Determining the percentage of OIA that is Mobile Data Computer (MDC) activity
- 5.6.5. Determining agency OIA that is not MDC Activity
- 5.6.6. Determining adjusted percentage of OIA that is MDC activity by dividing value of # 5.6.5 by total OIA
- 5.6.7. Determining agency CFS that are public requests by subtracting agency assists or mutual aid calls from the agency's CFS
- 5.6.8. Determining adjusted percentage of total CFS that are public requests by dividing value of # 5.6.7 by total CFS
- 5.6.9. Determining agency workload percentage by calculating average of # 5.6.6 and # 5.6.8
- 5.6.10. Determining agency final cost by workload by multiplying value of # 5.6.9 against 50% of the approved Communications budget

6. **COUNTY SERVICES AND RESPONSIBILITIES.** The County agrees to provide the following services and responsibilities:

6.1 The Sheriff shall have the sole discretion as to the method of providing the Services including, but not limited to the order of response to calls, and shall be the sole judge as to the most expeditious and effective manner of handling and responding to calls for service or the rendering thereof. The Sheriff shall have the sole discretion as to the method and final decision regarding the annual workload and cost statistics. The Sheriff will devote sufficient time to insure the performance of all duties and obligations set forth herein.

6.2 County shall furnish full-time communications services including a twenty-four (24) hours a day, seven (7) days a week public safety answering point, radio services, dispatching services, or law enforcement transmission originating from AGENCY requesting law enforcement and fire

protection services and access to local, regional, state, and national data bases and telecommunications systems.

- 6.3 The services provided by County include the following:
- 6.3.1 twenty-four (24) hours a day, seven (7) days a week public safety answering point;
 - 6.3.2 receiving emergency and routine calls for law enforcement, fire, and medical services;
 - 6.3.3 directing a response to said calls by dispatching the appropriate law enforcement, fire, and medical services;
 - 6.3.4 providing on-going communication support to the emergency personnel in the field; and
 - 6.3.5 updating, maintaining, and managing the County owned radio communications system, computer systems, support files, and resource materials necessary to accomplish the above.

6.4 County may add new Agencies not currently served by Denton County at the discretion of Denton County and the Denton County Sheriff's Office.

7. **AGENCY RESPONSIBILITIES.** The Agency agrees to the following responsibilities:

- 7.1 Providing accurate current GIS data of the corporate limits and extraterritorial jurisdiction of the Agency.
- 7.2 Furnish County with a current list of all Officers and Reserves authorized by Agency to use the communications system.
- 7.3 Agency is responsible for the costs and upgrades associated with maintaining Agency's communication equipment.
- 7.4 Agency agrees to abide by all laws of the United States and the State of Texas and all present or hereafter approved rules, policies and procedures of TLETS, NLETS, TCIC, NCIC and any other system now or in the future associated with TLETS concerning the collection, storage, processing, retrieval, dissemination and exchange of information for criminal justice purposes
- 7.5 Adherence to all Sheriff's Office communications rules and regulations.
- 7.6 Agency agrees to provide all necessary and required TLETS paperwork. See *Exhibit "B"*.
- 7.7 Appoint representative and agree to participate in the Advisory Board.
- 7.8 Agency is responsible for sending payments to County as more fully described in *Exhibit "A"* to this Agreement.

8. **AGREEMENT.** The parties acknowledge they have read and understand and intend to be bound by the terms and conditions of this Agreement. This Agreement contains the entire understanding between the parties concerning the subject matter hereof. No prior understandings, whether verbal or written, between the parties or their agents are enforceable unless included in writing in this agreement. This Agreement may be amended only by written instrument signed by both parties.

9. **AGREEMENT LIASONS.** Each party to this agreement shall designate a Liaison to insure the performance of all duties and obligations of the parties. The Liaison for each party shall devote sufficient time and attention to the execution of said duties on behalf of the Party to ensure full compliance with the terms and conditions of this Agreement.

10. **ASSIGNMENT.** Neither party shall assign, transfer, or sub-contract any of its rights, burdens, duties, or obligations under this Agreement without the prior written permission of the other party to this Agreement.

11. **AGENCY LIABILITY.** The Agency understands and agrees that the Agency, its employees, servants, agents, and representatives shall at no time represent themselves to be employees, servants, agents, and/or representatives of the County. The Agency shall not be required to indemnify nor defend County for any liability arising out of the wrongful acts of employees or agents of County to the extent allowed by Texas law.

12. **COUNTY LIABILITY.** The County understands and agrees that the County, its employees, servants, agents, and representatives shall at no time represent themselves to be employees, servants, agents, and/or representatives of the Agency. The County shall not be required to indemnify nor defend Agency for any liability arising out of the wrongful acts of employees or agents of Agency to the extent allowed by Texas law.

13. **DISPUTES/RECOURSE.** County and Agency agree that any disputes or disagreements that may arise which are not resolved at the staff level by the parties should be referred to the Appointed Liaisons for each entity. Any further disputes arising from the failure of either Agency or County to perform and/or agree on proportionate reduction in fees shall be submitted to mediation, with the parties splitting the mediation fees equally. It is further agreed and understood that the scope of matters to be submitted to dispute mediation as referenced above is limited to disputes concerning sufficiency of performance and duty to pay or entitlement, if any, to any reduced fee or compensation. Any other disputes or conflicts involving damages or claimed remedies outside the scope of sufficiency of performance and compensation adjustment shall be referred to a court of competent jurisdiction in Denton County, Texas.

14. **EXHIBITS.** Attached hereto, and referred to elsewhere in this Agreement are the following Exhibits, which are hereby incorporated by reference.

Exhibit A	Agency Payment Worksheet
Exhibit B	TEXAS LAW ENFORCEMENT TELECOMMUNICATION SYSTEM (TLETS) NON - TWENTY-FOUR HOUR TERMINAL AGENCY AGREEMENT

15. **MULTIPLE ORIGINALS.** It is understood and agreed that this Agreement may be executed in a number of identical counterparts, each of which shall be deemed an original for all purposes.

16. NOTICES. All notices, demands or other writings may be delivered by either party by U.S. First Class Mail or by other reliable courier to the parties at the following addresses:

County:	1	Denton County Judge Denton County Commissioners Court 1 Courthouse Drive, Ste 3100 Denton, Texas 76208
	2	Denton County Sheriff Denton County Sheriff's Office 127 N. Woodrow Lane Denton, Texas 76205
	3	Assistant District Attorney Counsel to the Sheriff 127 N. Woodrow Lane Denton, Texas 76205

Name of Agency:	City of Sanger Fire and Police Departments
Contact Person	Finance Department
Address	P. O. Box 1729
City, State, Zip	Sanger, TX 76266
Telephone	940-458-7930
Email	finance@sangertexas.org

17. SEVERABILITY. The validity of this Agreement and/or any of its terms or provisions, as well as the rights and duties of the parties hereto, shall be governed by the laws of the State of Texas. Further, this Agreement shall be performed and all compensation payable in Denton County, Texas. In the event that any portion of this Agreement shall be found to be contrary to law, it is the intent of the parties hereto that the remaining portions shall remain valid and in full force and effect to the extent possible.

18. THIRD PARTY. This Agreement is made for the express purpose of providing communications and dispatch services, which both parties recognize to be a governmental function. Except as provided in this Agreement, neither party assumes any liability beyond that provided by law. This Agreement is not intended to create any liability for the benefit of third parties.

19. VENUE. This agreement will be governed and construed according to the laws of the State of Texas. This agreement shall be performed in Denton County, Texas.

20. WAIVER. The failure of County or Agency to insist upon the performance of any term or provision of this Agreement or to exercise or enforce any right herein conferred, or the waiver of a breach of any provision of this Agreement by either party, shall not be construed as a waiver or relinquishment to any extent of either party's right to assert or rely upon any such term or right, or future breach of such provision, on any future occasion.

21. AUTHORIZED OFFICIALS. Each party has the full power and authority to enter into and perform this Agreement. The persons executing this Agreement represent they have been properly authorized to sign on behalf of their governmental entity.

22. CURRENT FUNDS. All payments made by Agency to County pursuant to this Agreement shall be from current revenues available to Agency.

23. DISPATCH & COMMUNICATION RECORDS. The parties acknowledge that the Denton County Sheriff's Office may release dispatch and communication records of Agency pursuant to the Texas Public Information Act until such a time that the parties agree to transfer such responsibility to Agency.

DENTON COUNTY, TEXAS

AGENCY

Andy Eads, County Judge
Denton County Commissioners Court
1 Courthouse Drive, Ste 3100
Denton, Texas 76208
(940)349-2820

Thomas E. Muir, Mayor
City of Sanger
P. O. Box 1729
Sanger, TX 76266
940-458-7930

EXECUTED duplicate originals on this

EXECUTED duplicate originals on this

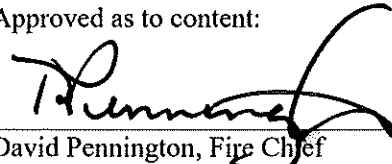
Date: _____

Date: 3-12-2024

Approved as to content:

Approved as to content:

Denton County Sheriff's Office


David Pennington, Fire Chief


Tyson Cheek, Police Chief

Approved as to form:

Approved as to form:

Assistant District Attorney
Counsel to the Sheriff

Attorney for Agency

Exhibit A

2024-25 Budget Year
Denton County Sheriff's Office
911 Dispatch Agreement
Agency Payment Worksheet / Invoice

Agency:	City of Sanger Fire & Police
Payment Contact Person:	Chief Tyson Cheek, Chief Pennington and/or Finance Department
Phone Number:	940-458-7930
Email(s):	t.cheek@sangertexas.org dpennington@sangertexas.org cprice@sangertexas.org or finance@sangertexas.org
Address:	P. O. Box 1729
City, State, Zip	Sanger, TX 76266
	\$21,568.00 (FD) \$44,335.00 (PD)
AGENCY TOTAL AMOUNT DUE	\$65,903.00 Total

Agency Should Include this Worksheet with Each Payment Sent to Denton County.

Make checks payable to:	Denton County
Mail payments to:	911 Dispatch Agreement Payments Denton County Sheriff's Office Attn: Sherry Cochran 127 N. Woodrow Lane Denton, Texas 76205

Payment Plan Options	1	One Annual Payment (100%)
	2	Two Payments (50%)
	3	Four Payments (25%)
	4	Twelve Monthly Payments
	5	Other Payment Option

Agency MUST Select One Payment Option

**TEXAS LAW ENFORCEMENT TELECOMMUNICATION SYSTEM (TLETS)
NON - TWENTY-FOUR HOUR TERMINAL AGENCY AGREEMENT 2024-2025**

Twenty-Four Hour Terminal Agency	DENTON COUNTY SHERIFF'S OFFICE
Non Twenty-Four Hour Terminal Agency	Sanger Police Department

This document constitutes an agreement between the following parties:

The Twenty-Four Hour Terminal Agency agrees to make entries into the Texas Crime Information Center (TCIC) and the National Crime Information Center (NCIC) computers for the Non Twenty-Four Hour Terminal Agency.

All records must be entered with the Twenty-Four Hour Agency's ORI, and all case reports and original warrants must be held at the Twenty-Four Hour Agency for hit confirmation purposes.

The Non Twenty-Four Hour Agency agrees to abide by all laws of the United States and the State of Texas and all present or hereafter approved rules, policies and procedures of TLETS, NLETS, TCIC, NCIC and any other system now or in the future associated with TLETS concerning the collection, storage, processing, retrieval, dissemination and exchange of information for criminal justice purposes.

The Twenty-Four Hour Agency reserves the right to suspend service to the Non Twenty-Four Hour Agency which may include canceling of records entered for the Non Twenty-Four Hour Agency when applicable policies are violated. The Twenty-Four Hour Agency may reinstate service following such instances upon receipt of satisfactory assurances that such violations have been corrected.

In order to comply with NCIC policies established by the NCIC Advisory Policy Board, the Non Twenty-Four Hour Agency agrees to maintain accurate records of all TCIC/NCIC entries made through the Twenty-Four Hour Agency and to immediately notify the Twenty-Four Hour Agency of any changes in the status of those reports to include the need for cancellation, addition, deletion or modification of information. The Twenty-Four Hour Agency agrees to enter, update and remove all records for the Non Twenty-Four Hour Agency on a timely basis, as defined by NCIC.

In order to comply with NCIC Validation requirements, the Non Twenty-Four Hour Agency agrees to perform all validation procedures as required by NCIC on all records entered through the Twenty-Four Hour Agency.

Either the Twenty-Four Hour Agency or the Non Twenty-Four Hour Agency may, upon thirty days written notice, discontinue this agreement.

To the extent allowed by the laws of the State of Texas, the Non Twenty-Four Hour Agency agrees to indemnify and save harmless the Twenty-Four Hour Agency as well as the DPS, its Director and employees from and against all claims, demands, actions and suits, including but not limited to any liability for damages by reason of or arising out of any false arrests or imprisonment or any cause of the Non Twenty-Four Hour Agency or its employees in the exercise of the enjoyment of this Agreement.

In witness whereof, the parties hereto caused this agreement to be executed by the proper officers and officials.

DENTON COUNTY SHERIFF'S OFFICE

AGENCY

Signature: _____

By: Tracy Murphree
Title: Denton County Sheriff
Date: _____

Signature: 

By: Tyson Cheek
Title: Chief of Police
Date: 3/13/24



CITY COUNCIL COMMUNICATION

DATE: April 1, 2024

FROM: Ramie Hammonds, Development Services Director

AGENDA ITEM: Consideration and possible action on the Final Plat of the Bentley Addition, being 1.064 acres of land described as A0658A JANUARY TR 33A, 34A, and 35A(P.T) located in the City of Sanger’s ETJ, and generally located on the east side of FM 2450 approximately 162 feet north of the intersection of FM 2450 and FM 455.

SUMMARY:

- The applicant is proposing to create 1 lot from an unplatted tract.
- This site is located on the east side of FM 2450 approximately 162 feet east of the intersection of FM 2450 and FM 455.
- The lot would have access from FM 2450.
- The lot is being developed as a single-tenant commercial building.
- The lot will be serviced by Bolivar Water Supply Corporation and have on-site sanitary sewer facilities.
- The property is located in the City of Sanger’s ETJ.
- The Planning & Zoning Commission recommended approval on August 14, 2023.

FISCAL INFORMATION:

Budgeted: N/A

Amount: N/A

GL Account: N/A

RECOMMENDED MOTION OR ACTION:

Staff recommends APPROVAL

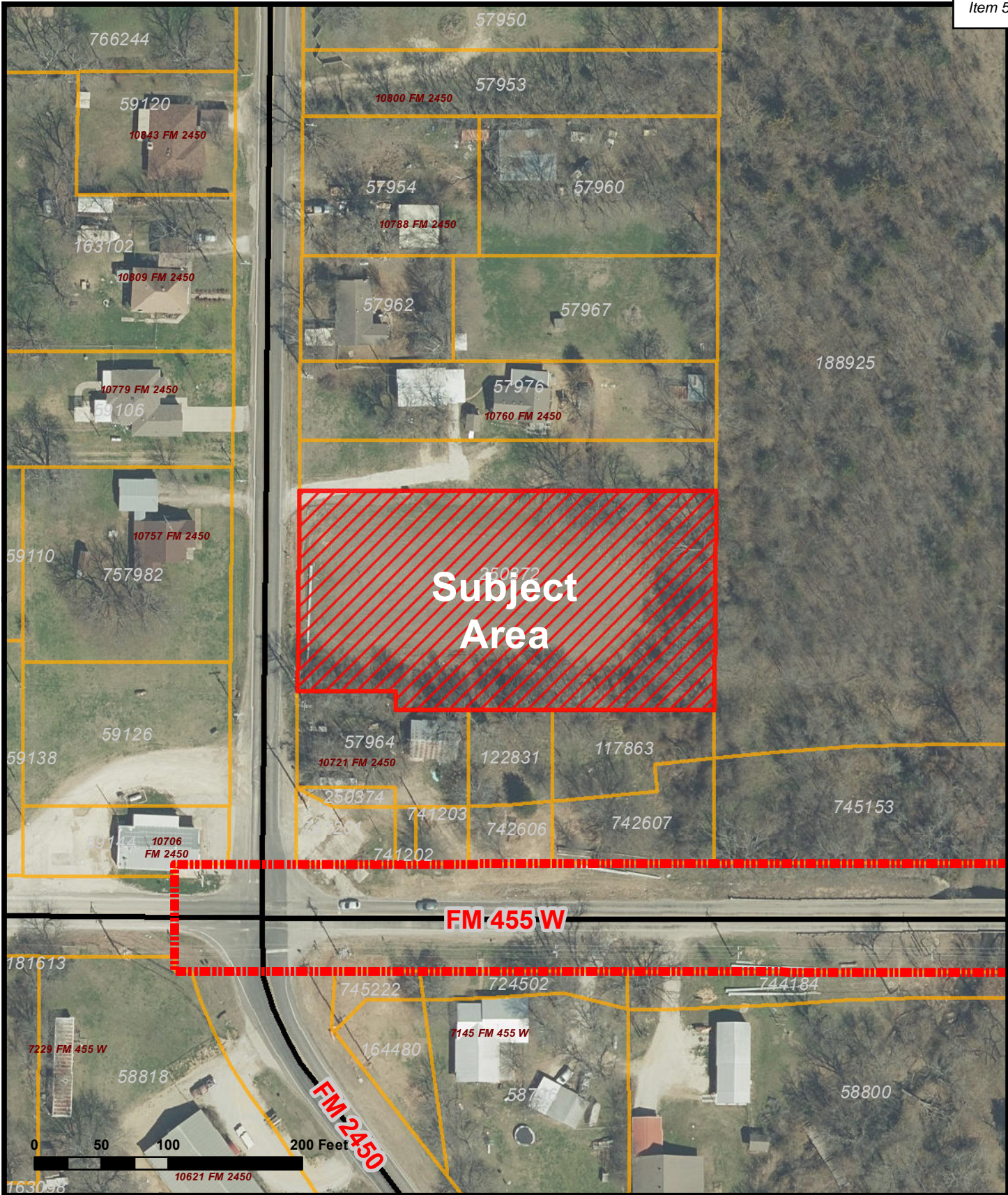
ATTACHMENTS:

Location Map

Final Plat

Application

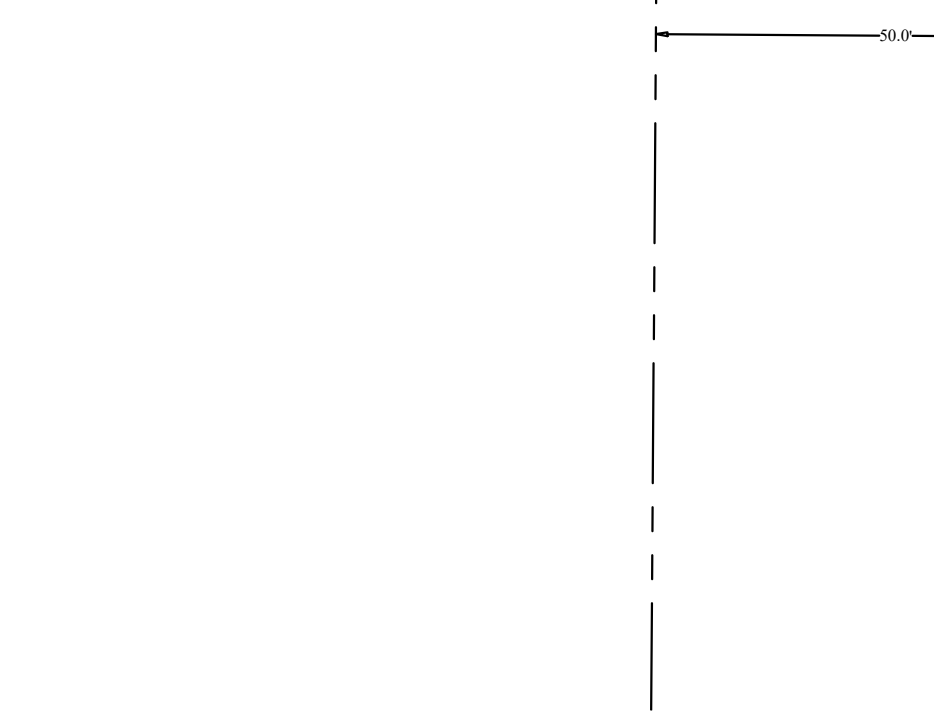
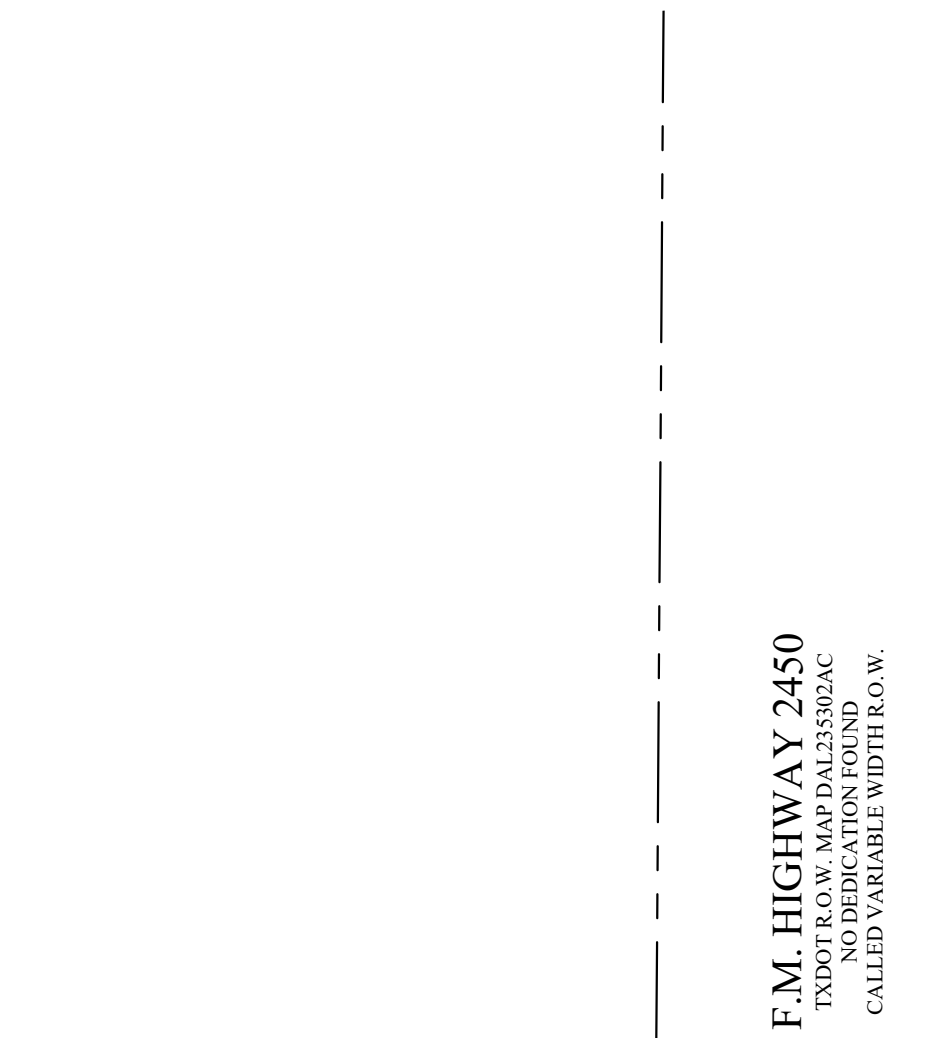
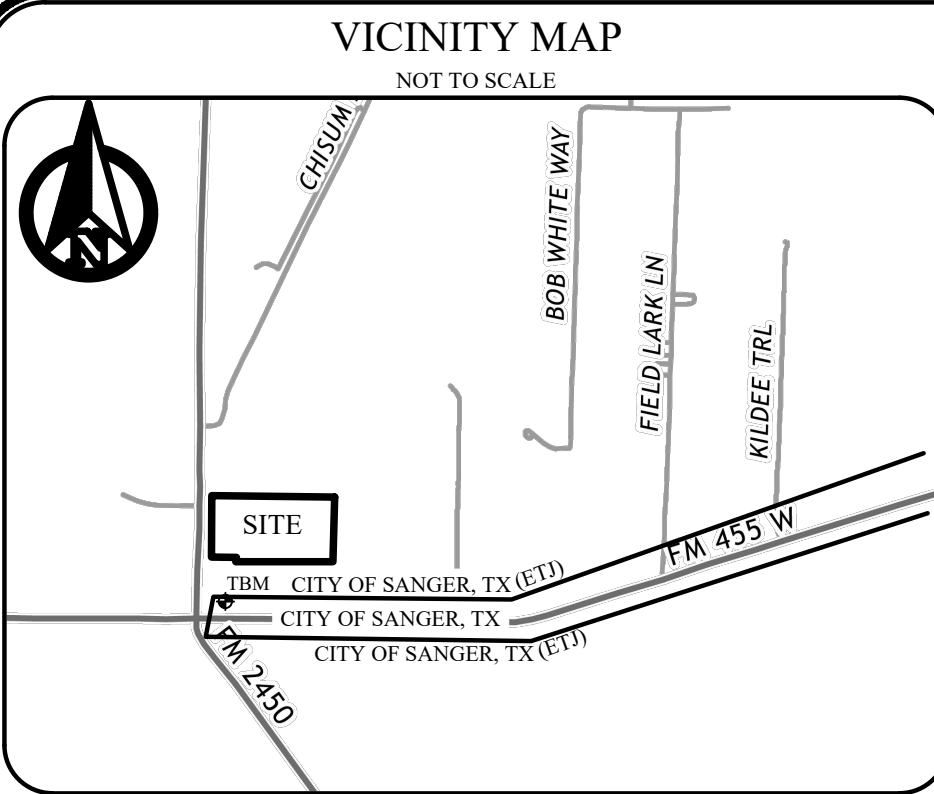
Letter of Intent



Project Name: Vaquero DG FM2450
 Partners - Final Plat
 Project: 23SANZON-0032
 City Limits  Exhibits

DISCLAIMER:
 This map was generated by GIS data provided by the Sanger GIS Department. The City of Sanger does not guarantee the correctness or accuracy of any features on this map. These map products are for illustration purposes only and are not suitable for site-specific decision making. GIS data is subject to constant changes, and may not be complete, accurate or current.
 Date: 7/23/2023 2:37:11 PM
 Doc Name: 23SANZON-0032_FM2450 Final Plat



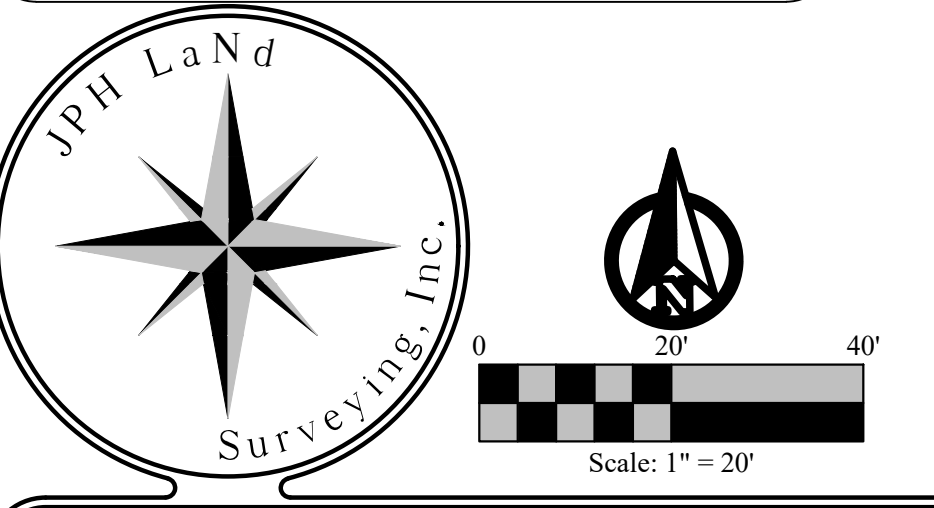


LINE TABLE LEGEND

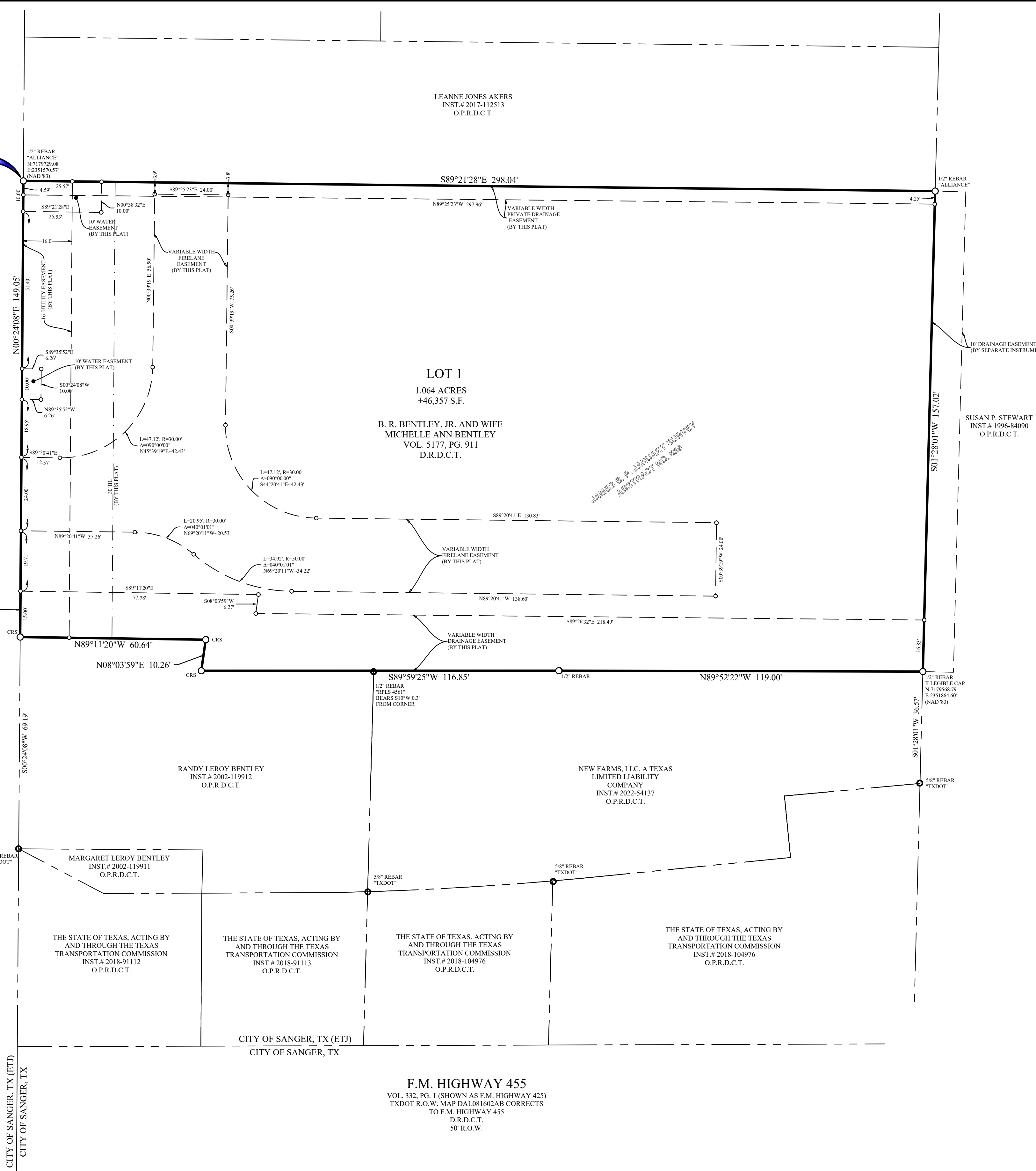
- Subject Boundary Line
- adjoining Boundary Line/City Limit
- Easement Line

- MONUMENTS / DATUMS / BEARING BASIS**
Monuments are found if not marked MNS or CRS.
- CRS 1/2" rebar stamped "JPH Land Surveying" set
 - MNS Mag nail & washer stamped "JPH Land Surveying" set
 - TBM Site benchmark (see vicinity map for general location)
 - *+* cut in concrete
 - Vertex or common point (not a monument)
 - Coordinate values, if shown, are U.S. S.F.T. TxCS, 83, NCZ Elevations, if shown, are NAVD83 (Geoid 18)
 - Bearings are based on the TxCS, 83, NCZ
 - Distances & areas shown are represented in surface values
 - TYPE I TxDOT Right of Way tapered concrete monument.
 - TYPE II TxDOT Right of Way bronze cap in concrete.
 - TYPE III TxDOT Right of Way aluminum cap.

- LEGEND OF ABBREVIATIONS**
- US S.F.T. United States Survey Feet
 - TxCS, 83, NCZ Texas Coordinate System of 1983, North Central Zone
 - NAVD83 North American Vertical Datum of 1988
 - P.R.D.C.T. Plat Records of Denton County, Texas
 - O.P.R.D.C.T. Official Public Records of Denton County, Texas
 - D.R.D.C.T. Deed Records of Denton County, Texas
 - VOL/PAGE/INST# Volume/Page/Instrument Number
 - ESMT/BL Easement/Building Line
 - POB/POC Point of Beginning/Point of Commencing
 - A.K.A. Also Known As
 - S.F./R.O.W. Square Feet/Right of Way



JPH Job/Drawing No. (see below)
2023.022.001 FM 2450 Sanger, Denton Co., Tx - Plat.33.0.dwg
© 2024 JPH Land Surveying, Inc. - All Rights Reserved
785 Lonesome Dove Trail, Hurst, Texas 76054
Telephone (817) 431-4971 www.jphlandsurveying.com
TBP/ELS Firm #10019500
DFW | Central Texas | West Texas | Houston | San Antonio



OWNER:
B. R. Bentley, Jr. and wife,
Michelle Ann Bentley
1717 Laurelwood Dr
Denton, Texas 76209

SURVEYOR:
JPH Land Surveying, Inc.
785 Lonesome Dove Trail
Hurst, Texas 76054
Phone: (817) 431-4971

ENGINEER:
Triangle Engineering, LLC
1782 W. McDermott Drive
Allen, Texas 75013
682.230.0201

Approved and Accepted

Chairman, Planning and Zoning Commission
City of Sanger, Texas

Mayor
City of Sanger, Texas

City Secretary
City of Sanger, Texas

STATE OF TEXAS §
COUNTY OF TARRANT §

I hereby certify that this plat is true and correct and was prepared from an actual survey of the property made on the ground under my supervision.

PRELIMINARY, THIS DOCUMENT SHALL NOT BE RECORDED FOR ANY PURPOSE AND SHALL NOT BE USED OR VIEWED OR RELIED UPON AS A FINAL SURVEY DOCUMENT

Jewel Chadd
Registered Professional
Land Surveyor No. 5754
jewel@jphs.com
Date: TBD

STATE OF TEXAS §
COUNTY OF DENTON §

I (we), the undersigned, owner(s) of the land shown on this plat within the area described by metes and bounds as follows:

WHEREAS, B. R. Bentley, Jr. and wife, Michelle Ann Bentley are the owners of that certain tract situated in the James B. P. January Survey, Abstract No. 658, City of Sanger ETJ, Denton County, Texas, said tract being the same tract described in the deed to B. R. Bentley, Jr., and wife, Michelle Ann Bentley, recorded in Volume 5177, Page 911, Deed Records, Denton County, Texas (D.R.D.C.T.); the subject tract is more particularly described as follows (bearings and bounds are based on the Texas Coordinate System of 1983, North Central Zone):

BEGINNING at a 1/2 inch capped rebar stamped "Alliance" found on the monumented east line of FM Highway 2450 (no dedicating document found) at the northwest corner of said Bentley tract;

THENCE with the perimeter and to the corners of the Bentley tract, the following calls:

- SOUTH 89°21'28" EAST, a distance of 298.04 feet to a found 1/2 inch capped rebar stamped "Alliance";
- SOUTH 01°28'01" WEST, a distance of 157.02 feet to a found 1/2 inch capped rebar stamped with an illegible cap, from which a found 5/8 inch capped rebar stamped "Texas Department of Transportation" bears SOUTH 01°28'01" WEST a distance of 36.57 feet;
- NORTH 89°52'22" WEST, a distance of 119.00 feet to a found 1/2 inch capped rebar;
- SOUTH 89°59'25" WEST, a distance of 116.85 feet to a set 1/2 inch capped rebar stamped "JPH Land Surveying";
- NORTH 08°03'59" EAST, a distance of 10.26 feet to a set 1/2 inch capped rebar stamped "JPH Land Surveying";
- NORTH 89°11'20" WEST, a distance of 60.64 feet (deed call 60.00 feet) to a set 1/2 inch capped rebar stamped "JPH Land Surveying", from which a found 5/8 inch capped rebar stamped "Texas Department of Transportation" monumenting the said east line of FM 2450 bears SOUTH 00°24'08" WEST a distance of 69.19 feet;
- NORTH 00°24'08" EAST, a distance of 149.05 feet (deed call 149.95 feet) returning to the **POINT OF BEGINNING** and enclosing 1.064 acres (± 46,357 square feet).

NOW, THEREFORE, KNOW ALL PERSONS BY THESE PRESENTS:

THAT B. R. Bentley, Jr. and wife, Michelle Ann Bentley do hereby adopt this plat designating the hereinabove described property as Lot 1, Bentley Addition, an addition in the City of Sanger ETJ, Texas, and does hereby dedicate to the public use forever by fee simple title, free and clear of all liens and encumbrances, all streets, thoroughfares, alleys, fire lanes, drive aisles, parks, and watercourses, and to the public use forever easements for sidewalks, storm drainage facilities, utilities and any other property necessary to serve the plat and to implement the requirements of the subdivision regulations and other City codes and do hereby bind ourselves, our heirs, successors and assigns to warrant and to forever defend the title on the land so dedicated. Further, the undersigned covenants and agrees that he/she shall maintain all easements and facilities in a state of good repair and functional condition at all times in accordance with City codes and regulations. No buildings, fences, trees, shrubs, or other improvements or growths shall be constructed or placed upon, over, or across the easements as shown, except that landscape improvements may be installed, if approved by the City of Sanger. The City of Sanger and public utility entities shall have the right to access and maintain all respective easements without the necessity at any time of procuring permission from anyone.

WITNESS MY HAND this ____ day of _____, 20 ____.

B. R. Bentley, Jr.
Owner

STATE OF _____ §
COUNTY OF _____ §

Before me, **B. R. Bentley, Jr.**, on this day personally appeared, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and considerations therein expressed and in the capacity therein stated.

Given under my hand and seal of office this ____ day of _____, 20 ____.

Notary Public in and for the State of _____ Notary's Name

My Commission Expires _____.

WITNESS MY HAND this ____ day of _____, 20 ____.

Michelle Ann Bentley
Owner

STATE OF _____ §
COUNTY OF _____ §

Before me, **Michelle Ann Bentley**, on this day personally appeared, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and considerations therein expressed and in the capacity therein stated.

Given under my hand and seal of office this ____ day of _____, 20 ____.

Notary Public in and for the State of _____

FINAL PLAT
BENTLEY ADDITION
LOT 1
BEING A 1.064-ACRE FINAL PLAT
SITUATED IN THE JAMES B. P. JANUARY SURVEY,
ABSTRACT NO. 658,
CITY OF SANGER ETJ, DENTON COUNTY, TEXAS

TOTAL LOTS - 1
HOA/OPEN SPACE LOTS - 0
RIGHT-OF-WAY ACREAGE - 0.0 ACRES

PREPARED IN OCTOBER 2023
REVISED IN NOVEMBER 2023
REVISED IN JANUARY 2024

- GENERAL PLAT NOTES:**
- All lots comply with the minimum size requirements of the zoning district.
 - This property may be subject to charges related to impact fees and the applicant should contact the City regarding any applicable fees due.
 - All common areas, drainage easements, and detention facilities will be owned and maintained by the property owner. Any common area within the City's right-of-way will require a facilities agreement, to be reviewed and approved by the City.
 - Notice - selling a portion of this addition by metes and bounds is a violation of City ordinance and State Law and is subject to fines and withholding of utilities and building permits.
 - This plat does not alter or remove existing deed restrictions, if any, on this property.
 - Minimum finished floor elevations are at least 2 feet above the 100 year flood plain.
 - The subject property does not lie within a 100 - year floodplain according to Community Panel No. 48121C0205G, dated 2011/04/18, of the National Flood Insurance Rate Maps for Denton County, Texas.
 - The purpose of this plat is to plat a previously un-platted tract of land.
 - Bearings are based on the Grid North, State Plane Coordinate System, Texas North Central Zone (4202), North American Datum of 1983 (NAD '83).
 - This survey was performed with the benefit of a title commitment provided by Fidelity National Title Insurance Company, GF# FT-44122-900122202680-TW, Commitment # 900122202680, effective August 29, 2022, and issued September 8, 2022. Therefore, easements, agreements, or other documents, either recorded, or unrecorded may exist that affect the subject property that are not shown in this survey.
 - Subject property's record description's error of closure, 1.68'.
 - Sanitary sewer to be handled by facilities approved by the Denton County Public Health Department.
 - Construction not complete within two years of the Commissioners Court approval shall be subject to current County Subdivision Rules and Regulations.
 - A driveway culvert must be obtained from Development Services by the owner of each lot prior to the construction, installation or placement of any driveway access improvements within the dedicated right-of-way.
 - No construction, without written approval from Denton County, shall be allowed within an identified "FIRM" floodplain area, and then only after a detailed floodplain development permit including engineering plans and studies show that no rise in the Base Flood Elevation (BFE) will result, that no flooding will result, that no obstruction to the natural flow of water will result; and subject to all owners of the property affected by such construction becoming a party to the request. Where construction is permitted, all finished floor elevations shall be a minimum of two-foot above the 100-year flood elevation.
 - All surface drainage easements shall be kept clear of fences, buildings, foundations, plantings and other obstructions to the operation and maintenance of the drainage facility.
 - The maintenance of paving, grading and drainage improvements and/or easements shown on this plat are the responsibility of the individual property owners and does not constitute acceptance of same for maintenance purposes by Denton County.
 - Blocking the flow of water or construction improvements in surface drainage easements, and filling or obstructing the floodway is prohibited.
 - Denton County will not be responsible for any damage, personal injury or loss of life or property occasioned by flooding or flooding conditions.
 - The existing creeks or drainage channels traversing along or across the addition will remain as open channels and will be maintained by the individual property owners of the lot or lots that are traversed by or adjacent to the drainage courses along or across the lots.
 - Denton County shall not be responsible for maintenance of private roads, drives, emergency access easements, recreation areas and open spaces; and the owners shall be responsible for the maintenance of private streets, drives, emergency access easements, recreation areas and open spaces, and said owners agree to indemnify and hold harmless Denton County, from all claims, damages and losses arising out of or resulting from performance of the obligations of said owner set forth in this paragraph.
 - The northern variable width drainage easement shall accept surface drainage from the northern adjacent property via the drainage improvements to be constructed pursuant to the Site Development Plans prepared by Triangle Engineering, LLC, dated June 2, 2023, last revised February 28, 2024, and approved by the City of Sanger, Texas on March 20, 2024. The northern adjacent property owner shall not be allowed to increase amounts and/or rates of surface drainage into the northern variable width drainage easement beyond the capacity for such drainage provided for in the aforementioned plans. Lot 1, Bentley Addition [our property] shall be responsible for the regular maintenance of the northern variable width private drainage easement, except that any owner who increases the amount and/or flow of surface drainage in violation of this section shall be liable for any damages caused thereby.

UTILITY PROVIDERS

Water Bolivar Water Supply Corp 4151 FM 455 West Sanger, TX 76266 940-458-3931	Gas Atmos Energy Corp P.O. Box 740353 Cincinnati, OH 45274-0353 1800-460-3030
Electric CoServ Electric P.O. Box 734803 Dallas, TX 75373-4803 833-890-6264	Communication Brightspeed 833-692-7773

Sanger Electric
P.O. Box 1729
Sanger, TX 76266
940-458-7930



Item 5.

201 Bolivar Street/PO Box 1729 * Sanger, TX 76265
 940-458-2059(office) www.sangertexas.org

SUBDIVISION APPLICATION

<input type="checkbox"/>	Preliminary Plat Minor Plat
--------------------------	-----------------------------

<input checked="" type="checkbox"/>	Final Plat/Replat Amended Plat
-------------------------------------	--------------------------------

<input type="checkbox"/>	Vacating Plat Conveyance Plat
--------------------------	-------------------------------

Applicant	Owner (if different from applicant)
Name: Kelly Agnor	Name: BR Bentley, Jr. & Michelle Bentley
Company: Vaquero DG FM 2450 Partners, LP	Company:
Address: 2627 Tillar Street, Suite 111	Address BR Bentley, Jr. & Michelle Bentley
City, State, Zip: Fort Worth, TX 76107	City, State, Zip: BR Bentley, Jr. & Michelle Bentley
Phone 512-983-1793	Phone: BR Bentley, Jr. & Michelle Bentley
Fax:	Fax:
Email: KAgnor@vaqueroventures.com	Email: BR Bentley, Jr. & Michelle Bentley

KAgnor@vaqueroventures.com

Submittal Checklist BR Bentley, Jr. & Michelle Bentley

<input type="checkbox"/>	Pre-Application Conference (Date: ___/___/___)
<input type="checkbox"/>	One (1) Paper Copy of Plat (24"x36", folded to 1/4 size)
<input type="checkbox"/>	Letter of Intent
<input type="checkbox"/>	Non-Refundable Application Fee (Check Payable to City of Sanger)
<input type="checkbox"/>	Application Form (Signed by Owner)
<input type="checkbox"/>	Applicable Plat Checklist (Completed)
<input type="checkbox"/>	Additional Required Documents/Traffic & Drainage Studies etc.
<input type="checkbox"/>	One (1) PDF Copy of all Documents Provided on a CD/DVD or Emailed to Development@sangertexas.org

Supporting Materials (List if provided): _____

R Number(s): _____

BR Bentley Jr Michelle A. Bentley
 Owner's Signature

6-3-23
 Date

Kelly Agnor
 Applicant's Signature

5.31.2023
 Date

Office Use: Reviewed by Director of Development Services ___/___/___

Vaquero DG FM 2450 Partners, LP
2627 Tillar Street, Suite 111
Fort Worth, TX 76107
(254)715-5100
cpipkin@vaqueroventures.com

City of Sanger
Permits/Planning & Zoning
502 Elm Street
P.O. Box 1729
Sanger, TX 76266

RE: Final Plat – Letter of Intent

To Whom It May Concern,

Vaquero DG FM 2450 Partners, LP is making this final plat submittal to create a platted lot for closing and development purposes. We plan to develop the 1.064-acre lot, which is located near the corner of FM 2450 and FM 455, as a single tenant commercial building.

The contact for this project going forward will be Caitlin Pipkin, her contact information is in the above header.

We request that the final plat be received and considered by the city staff, Planning & Zoning Commission, and the City Council.

Thank you,



Vaquero DG FM 2450 Partners, LP
Caitlin Pipkin



CITY COUNCIL COMMUNICATION

DATE: April 1, 2024

FROM: Ramie Hammonds, Development Services Director

AGENDA ITEM: Consideration and possible action on the Preliminary Plat of Duncan Retail, being 5.770 acres of land described as A1241A TIERWESTER, TR 222(PT), located in the City of Sanger, and generally located on the east side of the I-35 Frontage Road approximately 60 feet north of the intersection of I-35 Frontage Road and S 5th Street.

SUMMARY:

- The applicant is proposing to create 5 commercial lots from 1 unplatted tract.
- This site is located on the east side of the I-35 Frontage Road approximately 60 feet north of the intersection of I-35 Frontage Road and S. 5th Street.
- The property is zoned B-2 which allows retail.
- There is one existing business located on the site currently.
- The property will be served by City of Sanger Water, Sewer and Electric.
- Planning & Zoning recommended approval on January 8, 2024.

FISCAL INFORMATION:

Budgeted: N/A Amount: N/A GL Account: N/A

RECOMMENDED MOTION OR ACTION:

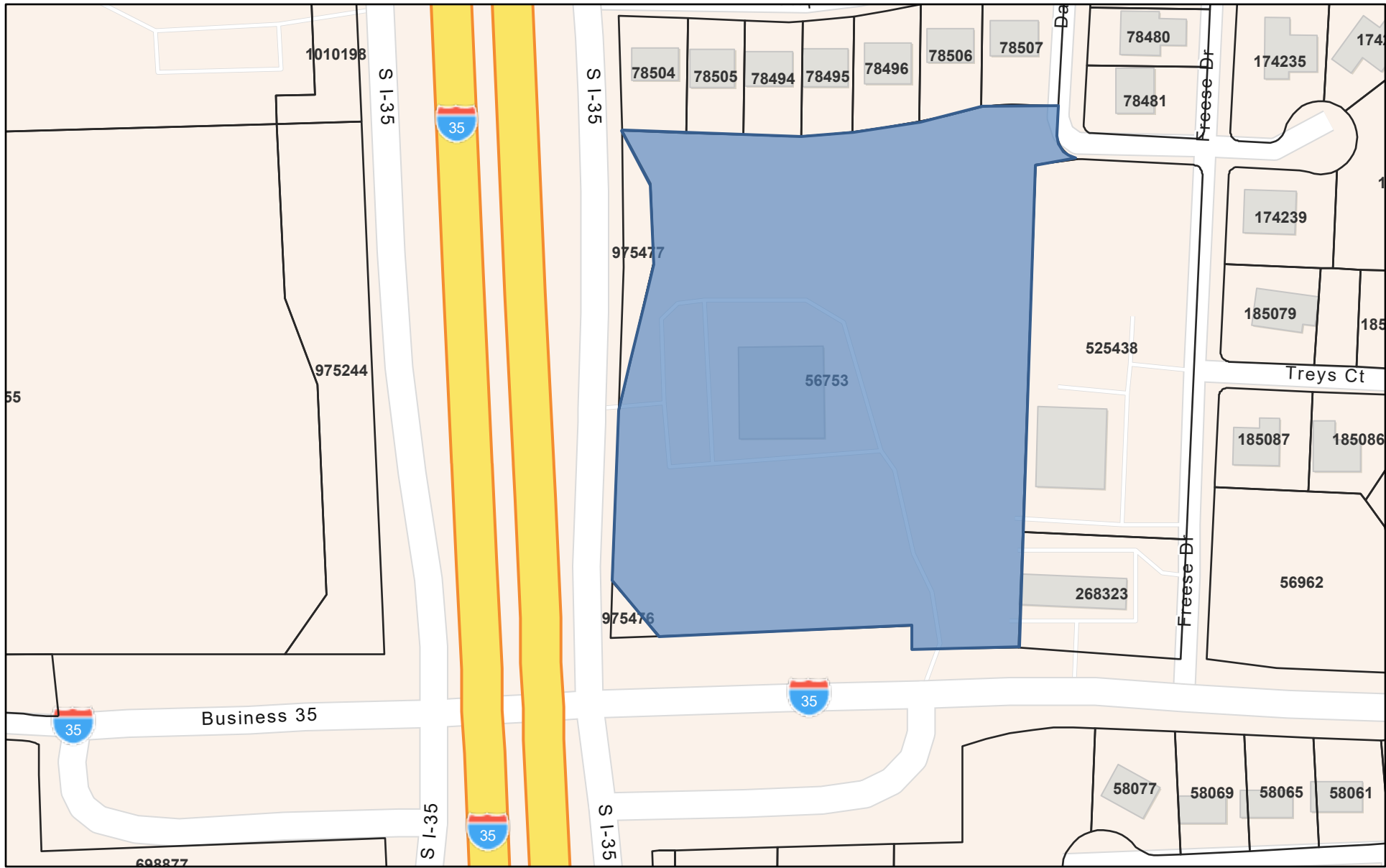
Staff recommends APPROVAL.

ATTACHMENTS:

- Location Map
- Preliminary Plat
- Application
- Letter of Intent

Denton CAD Web Map

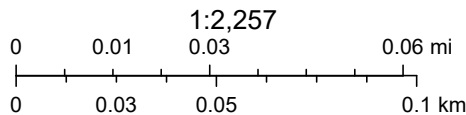
Item 6.



1/3/2024, 12:26:22 PM

Parcels

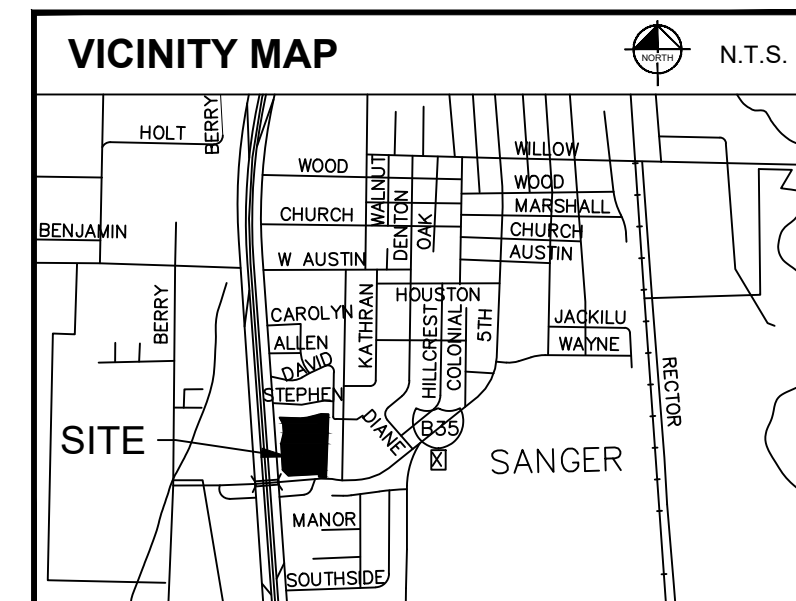
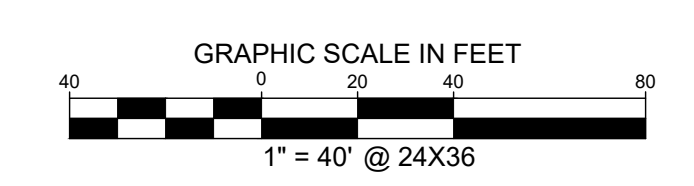
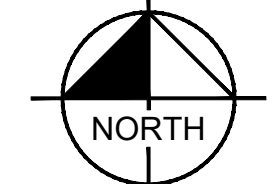
23SANZON-0049 Duncan Retail Addition



Esri Community Maps Contributors, Texas Parks & Wildlife, OpenStreetMap, Microsoft, Esri, HERE, Garmin, SafeGra

Denton County Appraisal District, BIS Consulting - www.bisconsulting.com

Disclaimer: This product is for informational purposes only and has not been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of boundaries.



LINE TYPE LEGEND

[Symbol]	BOUNDARY LINE
[Symbol]	ADJACENT PROPERTY LINE
[Symbol]	EASEMENT LINE
[Symbol]	BUILDING LINE
[Symbol]	WATER LINE
[Symbol]	W
[Symbol]	SS
[Symbol]	SANITARY SEWER LINE
[Symbol]	STORM SEWER LINE
[Symbol]	UNDERGROUND GAS LINE
[Symbol]	GAS
[Symbol]	OVERHEAD UTILITY LINE
[Symbol]	UGR
[Symbol]	UNDERGROUND ELECTRIC LINE
[Symbol]	UGT
[Symbol]	UNDERGROUND TELEPHONE LINE
[Symbol]	UNDERGROUND CABLE LINE
[Symbol]	CBL
[Symbol]	FENCE
[Symbol]	ASPHALT PAVEMENT

LINE TABLE

NO.	BEARING	LENGTH
L1	N28°51'58"W	68.67
L2	N86°21'59"W	72.88
L3	N00°39'41"W	24.45
L4	N44°55'05"W	80.31
L5	S00°27'16"E	17.64
L6	S03°08'19"E	42.00

CURVE TABLE

NO.	DELTA	RADIUS	LENGTH	CHORD BEARING	CHORD
C1	27°34'51"	65.00'	31.29'	S14°14'42"E	30.99'
C2	24°53'48"	212.00'	92.12'	S15°35'13"E	91.40'

LOT ACREAGE TABLE

LOT 1	1.043 ACRES
LOT 2	1.399 ACRES
LOT 3	1.534 ACRES
LOT 4	1.281 ACRES
LOT 5	0.513 ACRES
TOTAL	5.770 ACRES

LEGAL DESCRIPTION

BEING a 5.770 acre (251,351 square foot) tract of land situated in the Henry Tierwester Survey, Abstract No. 1241, City of Sanger, Denton County, Texas, and being part of a called 5.963 acre tract of land described in the General Warranty Deed to Yellow W Land Co., LLC, recorded in Instrument No. 2020-215605, Official Public Records, Denton County, Texas, said tract being more particularly described as follows:

BEGINNING at a 5/8-inch iron rod with cap stamped "TXDOT ROW SURVEY MARKER" found for the north corner of a called 0.0412 acre tract of land (Parcel 59, Part 1) described in the Deed to the State of Texas recorded in Instrument No. 2021-82582, said Official Public Records, and being in the west line of the said called 5.963 acre tract, and being at the north end of a right-of-way corner clip at the intersection of the east right-of-way line of Interstate Highway No. 35, a variable width right-of-way, and the north right-of-way line of South 5th Street, a variable width right-of-way;

THENCE along the said east right-of-way line, the following four (4) calls:

North 03°14'26" West, along the said west line, a distance of 256.47 feet to a 5/8-inch iron rod with cap stamped "TXDOT ROW MARKER" found for the south corner of a called 0.1191 acre tract of land (Parcel 59, Part 2) described in the said Deed to the State of Texas recorded in Instrument No. 2021-82582;

North 12°52'01" East, along the east line of the said called 0.1191 acre tract, a distance of 108.24 feet to a 5/8-inch iron rod with cap stamped "TXDOT ROW SURVEY MARKER" found for corner;

North 03°15'57" West, continuing along the said east line, a distance of 90.03 feet to a 5/8-inch iron rod with cap stamped "TXDOT ROW SURVEY MARKER" found for corner;

North 28°51'58" West, continuing along the said east line, a distance of 68.67 feet to a point for corner, being the northwest corner of a called 5.932 acre tract of land described in the General Warranty Deed to Kenneth Charles Minhinnett and wife, Linda A. Minhinnett, recorded in Instrument No. 2010-59070, said Official Public Records, and being at the southwest corner of Block E, Gateway Addition, Section II, an addition to the City of Sanger, Denton County, Texas, according to the plat recorded in Cabinet C, Page 93, Plat Records, Denton County, Texas, from which a 1/2-inch iron rod with cap stamped "ALLIANCE" found bears South 81°14'08" West, a distance of 0.47 feet;

THENCE with the north line of the said called 5.932 acre tract, and along the south line of said Block E, the following four (4) calls:

South 87°57'59" East, a distance of 205.00 feet to a 1/2-inch square tube found for corner;

North 83°03'51" East, a distance of 65.00 feet to a 1/2-inch square tube found for corner;

North 76°06'21" East, a distance of 142.30 feet to a 1/2-inch iron rod with cap stamped "RPLS 4857" found for corner;

South 87°49'59" East, a distance of 70.49 feet to a point for corner, being the northeast corner of the said called 5.932 acre tract, and being in the west right-of-way line of David Drive, a variable width right-of-way, from which a 1/2-inch iron rod with cap stamped "KAZ" found bears South 02°10'28" West, a distance of 0.29 feet;

THENCE South 02°10'28" West, departing the south line of Block E, and with the east line of the said called 5.932 acre tract, a distance of 613.81 feet to a point for the southeast corner of the said called 5.932 acre tract, being in the north right-of-way line of the aforementioned South 5th Street, from which a 1/2-inch iron rod with cap stamped "KAZ" found bears South 82°59'16" West, a distance of 0.32 feet, and from which a 1/2-inch iron rod with cap stamped "RPLS 4857" found bears South 02°10'28" West, a distance of 2.17 feet;

THENCE with the southerly line of the said called 5.932 acre tract of land, and along the said north right-of-way line, the following three (3) calls:

North 86°21'59" West, a distance of 72.88 feet to a 1/2-inch iron rod with cap stamped "KAZ" found for corner;

North 00°39'41" West, a distance of 24.45 feet to a 5/8-inch iron rod found for corner, from which a "x" cut in concrete found bears South 54°55'55" West, a distance of 3.49 feet;

South 86°51'41" West, a distance of 296.72 feet to a point for corner, being at the south end of a right-of-way corner clip at the intersection of the said north right-of-way line, and the aforementioned east right-of-way line of Interstate Highway No. 35, and being on the northeast line of the aforementioned called 0.0412 acre tract of land (Parcel 59, Part 1), from which a 5/8-inch iron rod with cap stamped "TXDOT ROW SURVEY MARKER" found bears South 44°55'05" East, a distance of 4.31 feet;

THENCE North 44°55'05" West, along the said northeast line, and along said corner clip, a distance of 80.31 feet to the **POINT OF BEGINNING** and containing 251,351 square feet or 5.770 acres of land, more or less.

NOTES

- The bearings and coordinates shown on this survey are based on the Texas Coordinate System of 1983 (2011), North Central Zone 4202 based on observations made on October 3, 2023 with an applied combined scale factor of 1.00015063.
- According to Map No. 48121C0210G, dated April 18, 2011 of the National Flood Insurance Program Map, Flood Insurance Rate Map of Denton County, Texas, Federal Emergency Management Agency, Federal Insurance Administration, this property is not located within a special flood hazard area. If this site is not within an identified special flood hazard area, this flood statement does not imply that the property and/or the structures thereon will be free from flooding or flood damage. On rare occasions, greater floods can and will occur and flood heights may be increased by man-made or natural causes. This flood statement shall not create liability on the part of the surveyor.
- Selling a portion of this addition by metes and bounds is a violation of City ordinance and State law, and is subject to fines and/or withholding of utilities and building permits.

SURVEYOR'S CERTIFICATION

I, Joshua D. Wargo, Registered Professional Land Surveyor, do hereby certify that the plat shown hereon accurately represents the property as determined by an on the ground survey, made under my supervision on October 3, 2023 and that all corners are shown hereon.

PRELIMINARY
THIS DOCUMENT SHALL NOT BE RECORDED FOR ANY PURPOSE AND SHALL NOT BE USED OR VIEWED OR RELIED UPON AS A FINAL SURVEY DOCUMENT

Joshua D. Wargo
Registered Professional Land Surveyor
No. 6391

"PRELIMINARY PLAT FOR REVIEW PURPOSES ONLY"

APPROVED FOR PREPARATION OF FINAL PLAT

CITY OF SANGER, TX
PLANNING & ZONING COMMISSION

DATE

OWNER/DEVELOPER
Yellow W Land Co., LLC
1425 Turtle Creek Dr.
Lufkin, Texas 75904

ENGINEER
Chris Taube, P.E.
Kimley-Horn and Associates, Inc.
801 Cherry Street,
Unit 11, Suite 1300
Fort Worth, Texas 76102
Ph. 817-335-6511

SURVEYOR
Joshua D. Wargo, RPLS
Kimley-Horn and Associates, Inc.
801 Cherry Street,
Unit 11, Suite 1300
Fort Worth, Texas 76102
Ph. 817-770-8511

BENCH MARK LIST

The bearing system for this survey is based on the Texas Coordinate System of 1983, North Central Zone 4202 based on observations made on October 3, 2023 with an applied combined scale factor of 1.00015063.

BM#102 MAG NAIL WITH SHINER STAMPED "YP CONTROL POINT" SET IN CONCRETE ON THE NORTH WEST CORNER OF AN ELECTRIC VAULT ON THE SOUTH SIDE OF THE BRIDGE FOR KEATON ROAD ON THE EAST SIDE OF I-35, 12± NORTH OF A LIGHT POLE, AND 16± NORTHWEST OF A STOP SIGN.

ELEV: 675.82

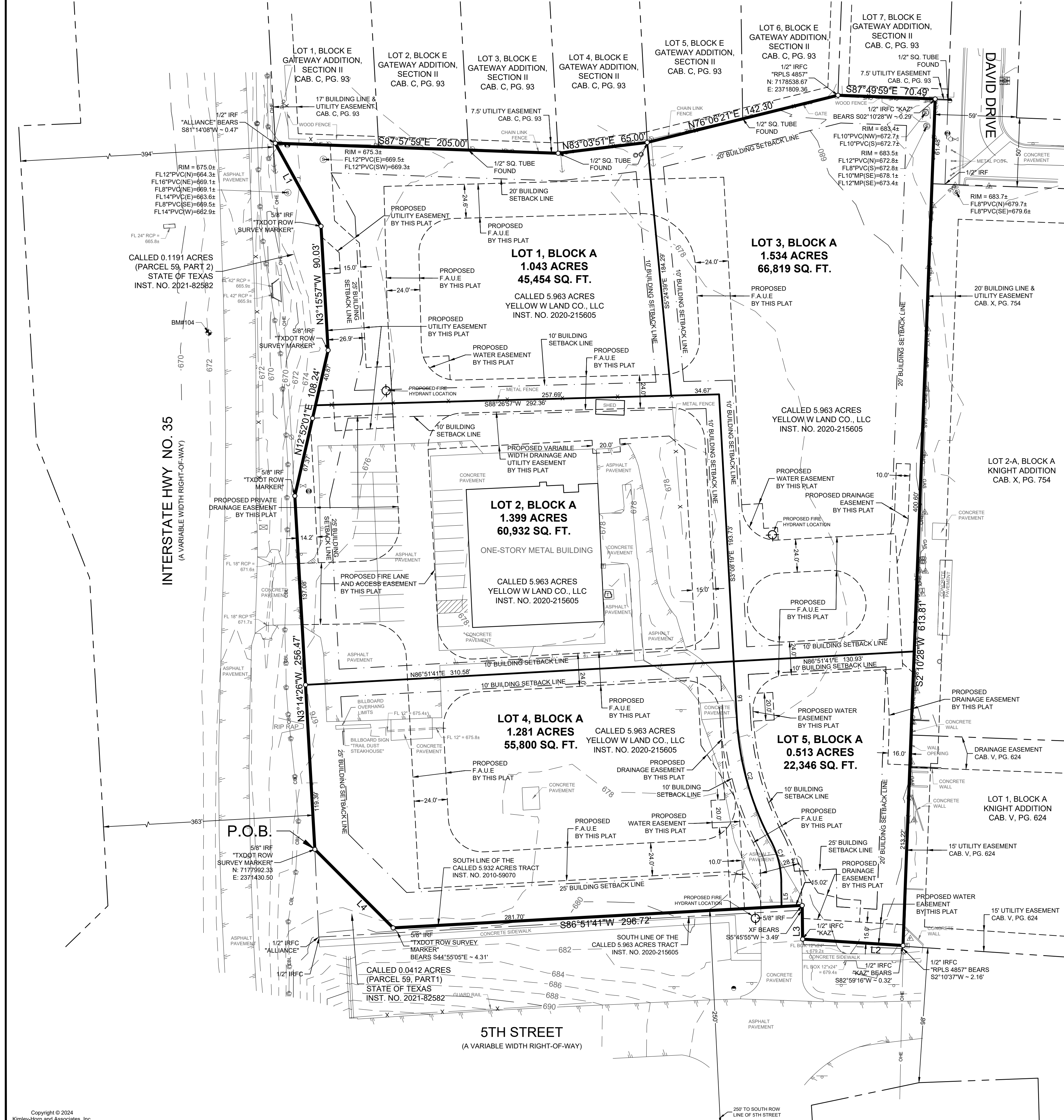
BM#104 1/2-INCH IRON ROD SET ON THE EAST SIDE OF I-35, 22± WEST OF THE CENTERLINE OF I-35 FRONTAGE ROAD, AND 53± SOUTHWEST OF A BOX CULVERT DRAINAGE STRUCTURE.

ELEV: 672.05

PRELIMINARY PLAT
LOTS 1-5, BLOCK A
DUNCAN RETAIL
5.770 ACRES
5 LOTS
HENRY TIERWESTER SURVEY
ABSTRACT NO. 1241
CITY OF SANGER
DENTON COUNTY, TEXAS

Kimley»Horn
801 Cherry Street, Unit 11, # 1300
Fort Worth, Texas 76102
FIRM # 10194040
Tel. No. (817) 335-6511
www.kimley-horn.com

Scale	Drawn by	Checked by	Date	Project No.	Sheet No.
1" = 40'	DMD	JDW	3/20/2024	061290080	1 OF 1





DEVELOPMENT SERVICES

201 Bolivar Street/PO Box 1729 * Sanger, TX 76266
940-458-2059(office) www.sangertexas.org

SUBDIVISION APPLICATION

X

Preliminary
Plat Minor
Plat

Final
Plat/Replat
Amended Plat

Vacating Plat
Conveyance
Plat

Applicant	Owner (if different from applicant)
Name: Chris Taube, PE	Name: Rufus Duncan
Company: Kimley-Horn	Company: Yellow W Land Co., LLC
Address: 801 Cherry Suite, Suite 1300	Address 1425 Turtle Creek Dr
City, State, Zip: Fort Worth, TX 76102	City, State, Zip: Lufkin, TX 75904
Phone 817-339-2246	Phone: 936-676-0207
Fax: N/A	Fax: N/A
Email: chris.taube@kimley-horn.com	Email: rufus@duncantwo.com

Submittal Checklist

X	Pre-Application Conference (Date: <u>09 / 26 / 2023</u>)
X	One (1) Paper Copy of Plat (24"x36", folded to 1/4 size)
X	Letter of Intent
X	Non-Refundable Application Fee (Check Payable to City of Sanger)
X	Application Form (Signed by Owner)
X	Applicable Plat Checklist (Completed)
X	Additional Required Documents/Traffic & Drainage Studies etc.
X	One (1) PDF Copy of all Documents Provided on a CD/DVD or Emailed to development@cityofsanger.com

Supporting Materials (List if provided): Preliminary Utility Plan, Preliminary Drainage Plan, Preliminary Grading Plan

R Number(s): Prop ID: 56753

[Signature]
Owner's Signature

12-11-23
Date

[Signature]
Applicant's Signature

12/12/2023
Date

Office Use: Reviewed by Director of Development Services / /



Sanger “Duncan Retail” – Letter of Intent

The owner intends to subdivide the subject property and develop additional site infrastructure including paving, storm drainage, and utilities, to serve the new development and subdivided lots. The anticipated future uses include restaurant, retail, and/or general commercial. The +/- 5.8 acre property is located at the NE corner of I-35 and 5th Street.

The designated point of contact for future correspondence will be myself, Chris Taube.

The owner (subdivider) contact information is listed below:

Rufus Duncan
Yellow W Land Co., LLC
1425 Turtle Creek Dr
Lufkin, TX 75904
936-676-0207
rufus@duncantwo.com

We kindly request the plat be reviewed and considered by the appropriate approval body. Please feel free to reach out with any questions city staff may have during the review.

Thank you,

Chris Taube, PE
Kimley-Horn & Associates
801 Cherry St, Suite 1300
Fort Worth, TX 76102
817-339-2246
Chris.Taube@kimley-horn.com



CITY COUNCIL COMMUNICATION

DATE: April 1, 2024

FROM: Ramie Hammonds, Development Services Director

AGENDA ITEM: Consideration and possible action on the Preliminary Plat of the Church Street Addition, being 1.01 acres, of land located A1241A TIERWESTER, TR 175, 1.012 ACRES, OLD DCAD SHT 3, TR 12, located in the City of Sanger, and generally located on the east side of South Stemmons Frwy at the intersection of I-35 Frontage Road and Church Street.

SUMMARY:

- The applicant is proposing to create 1 lot from one unplatted tract in order to develop on this site.
- This site is located on the east side of South Stemmons Frwy.
- The applicant is proposing to build a 3000-square-foot medical office building with room for a second building as a phase 2 at a later date.
- The site has access from both I-35 Frontage Road and Church.
- Planning & Zoning recommended APPROVAL.

FISCAL INFORMATION:

Budgeted: N/A

Amount: N/A

GL Account: N/A

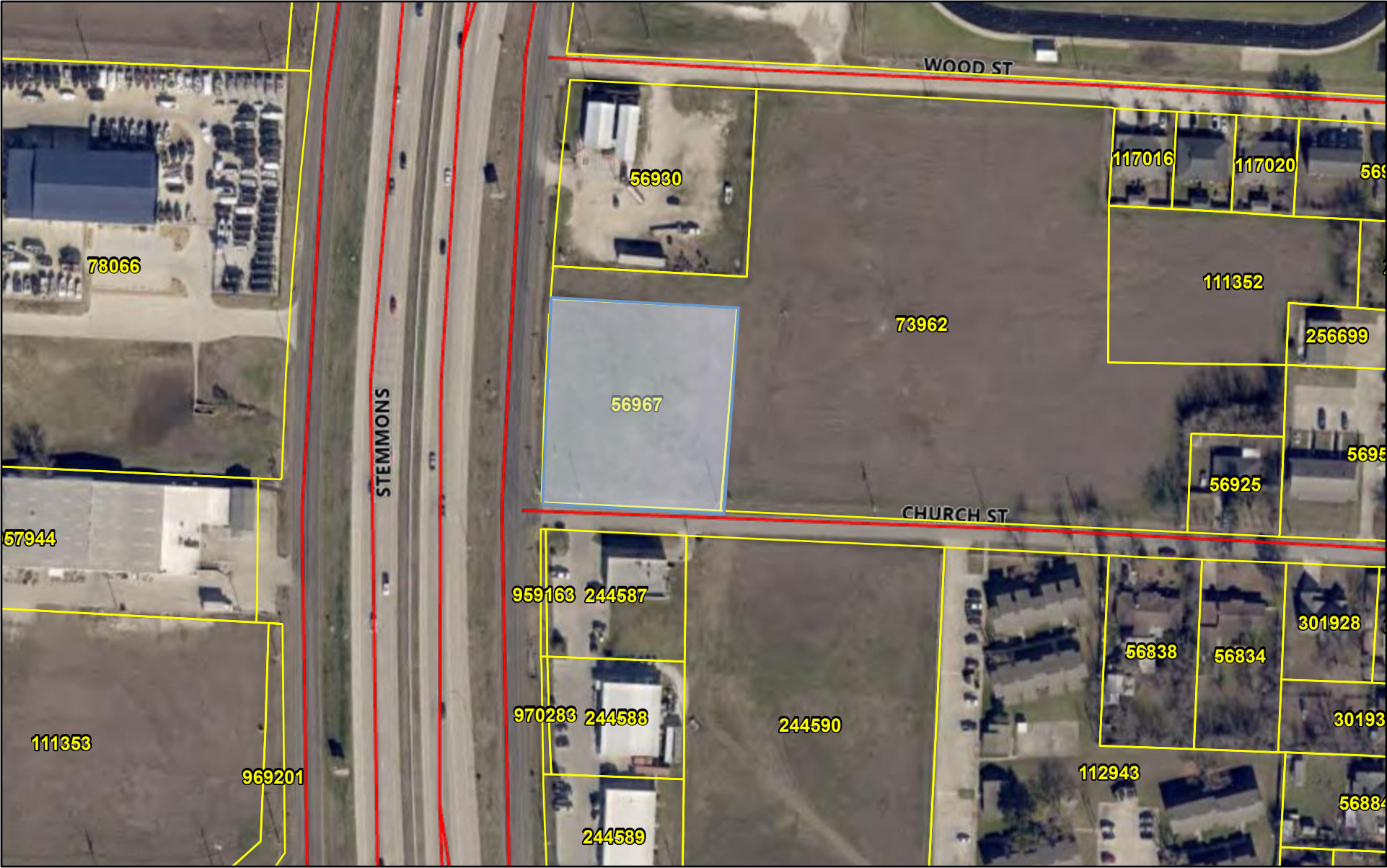
RECOMMENDED MOTION OR ACTION:

Staff recommends APPROVAL

ATTACHMENTS:

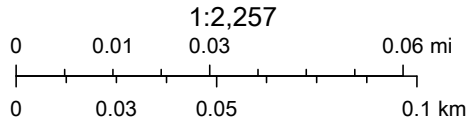
- Location Map
- Preliminary Plat
- Application
- Letter of Intent

Denton CAD Web Map



9/7/2023, 2:57:01 PM

- Parcels
- Roads



OWNERS DEDICATION

I (we), the undersigned, owner(s) of the land shown on this plat within the area described by metes and bounds as follows:

All of that tract of land as described in deed to Jim Hoffpauer and L. Marie Hoffpauer in Volume 4564, Page 2133, Official Public Records of Denton County, Texas and being a portion of that tract described in deed to Carrier Source, Inc. in Volume 4219, Page 1408, Real Property Records of Denton County, Texas, also being in the H. Tierwester Survey Abstract Number 1241, City of Sanger Texas, Denton County, and being more particularly described as follows:

BEGINNING at a found 1/2" iron pin at the Southeast corner of said Carrier Source tract and being the Southwest corner of a tract of land described in deed to John D. Springer in Volume 1405, Page 794, from which a found 1/2" iron pin bears South 87°55'39" East (reference bearing), on the North right of way line of Church Street, a distance of 528.74 feet;

THENCE North 87°55'39" West (record - West), along the North right of way line of said Church Street, a distance of 202.66 feet (record - 203.53 feet) to a found 1/2" iron rod with "4003" cap (controlling monument) at an intersection with a non-tangent curve and the East right of way line of Interstate 35 Service Road (aka Stemmons Service Road);

THENCE 217.11 feet (record - 216.97 feet) along said East right of way line and non-tangent to the right having a radius of 5579.51 feet (subtended by a chord of North 01°33'28" East, 217.10 feet record - North 00°16'00" West, 216.96 feet) to a found 1/2" iron pin on a South line of said Springer tract;

THENCE South 87°48'08" East (record - South 89°52'29" East), along said South line, a distance of 204.78 feet (record - 204.54 feet) to a found 1/2" iron pin at an ell corner of said Springer tract;

THENCE South 02°07'08" West (record - South) a distance of 216.64 feet (record - 216.51 feet) to the POINT OF BEGINNING.

Said tract of land contains an area of 44,333 square feet or 1.0177 acres, more or less.

NOW, THEREFORE, KNOW ALL PERSONS BY THESE PRESENTS:

THAT _____ acting herein by and through its duly authorized officer, does hereby adopt this plat designating the hereinabove described property as Lot 1, Block 1, CHURCH STREET ADDITION, an addition to the City of Sanger, Texas, and does hereby dedicate to the public use forever by fee simple title, free and clear of all liens and encumbrances, all streets, thoroughfares, alleys, fire lanes, drive aisles, parks, and watercourses, and to the public use forever easements for sidewalks, storm drainage facilities, utilities and any other property necessary to serve the plat and to implement the requirements of the subdivision regulations and other City codes and do hereby bind ourselves, our heirs, successors and assigns to warrant and to forever defend the title on the land so dedicated. Further, the undersigned covenants and agrees that he/she shall maintain all easements and facilities in a state of good repair and functional condition at all times in accordance with City codes and regulations. No buildings, fences, trees, shrubs, or other improvements or growths shall be constructed or placed upon, over, or across the easements as shown, except that landscape improvements may be installed, if approved by the City of Sanger. The City of Sanger and public utility entities shall have the right to access and maintain all respective easements without the necessity at any time of procuring permission from anyone.

WITNESS MY HAND this _____ day of _____, 20_____

_____, Owner

_____, Title and Company (if applicable)

State of _____ }
County of _____ }SS

Before me, the undersigned authority, on this day personally appeared, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purposes and considerations therein expressed and in the capacity therein stated.

Given under my hand and seal of office this day of _____, 20_____

Notary Public in and for the State of _____

Notary's Name _____

My Commission Expires _____

Approved and Accepted _____

Chairman, Planning & Zoning Commission _____ Date _____

City of Sanger, TX _____ Date _____

Mayor, City of Sanger, TX _____ Date _____

Attested by _____

City Secretary, City of Sanger, TX _____ Date _____

SURVEYOR'S CERTIFICATE

I, Shaun Christopher Axton, do hereby certify that I am a Registered Professional Land Surveyor, in the State of Texas and the annexed plat of CHURCH STREET ADDITION, an addition to The City of Sanger, Denton County, Texas, consisting of one (1) sheet, represents a survey made under my supervision on the 6th day of July, 2023.

I further certify that said annexed plat complies with Requirements of Senate Bill 377, Section 518 as amended and that this plat of survey meets the Texas Minimum Standards for the Practice of Land Surveying as adopted by the Texas Board of Professional Engineers and Land Surveyors.

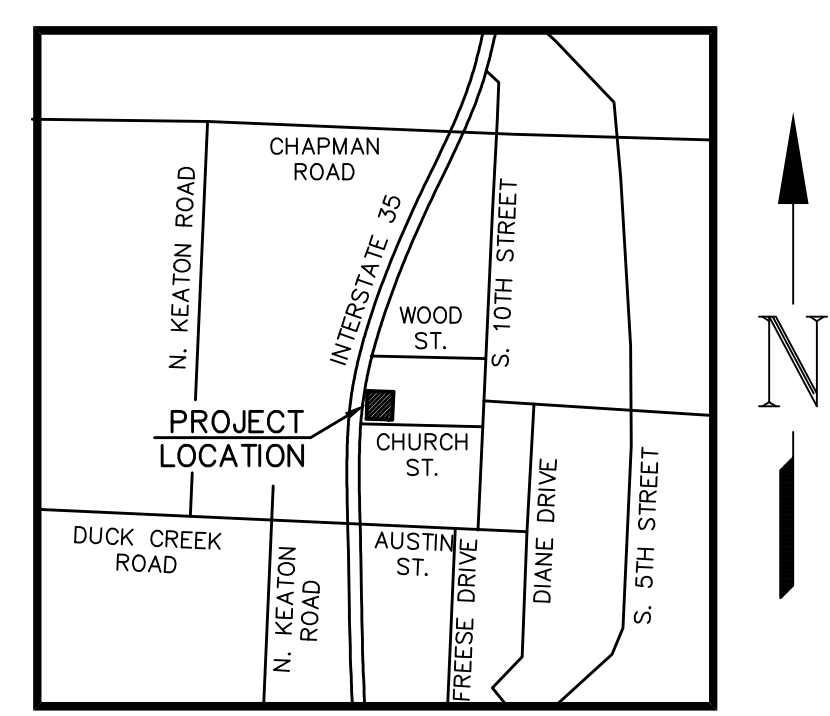
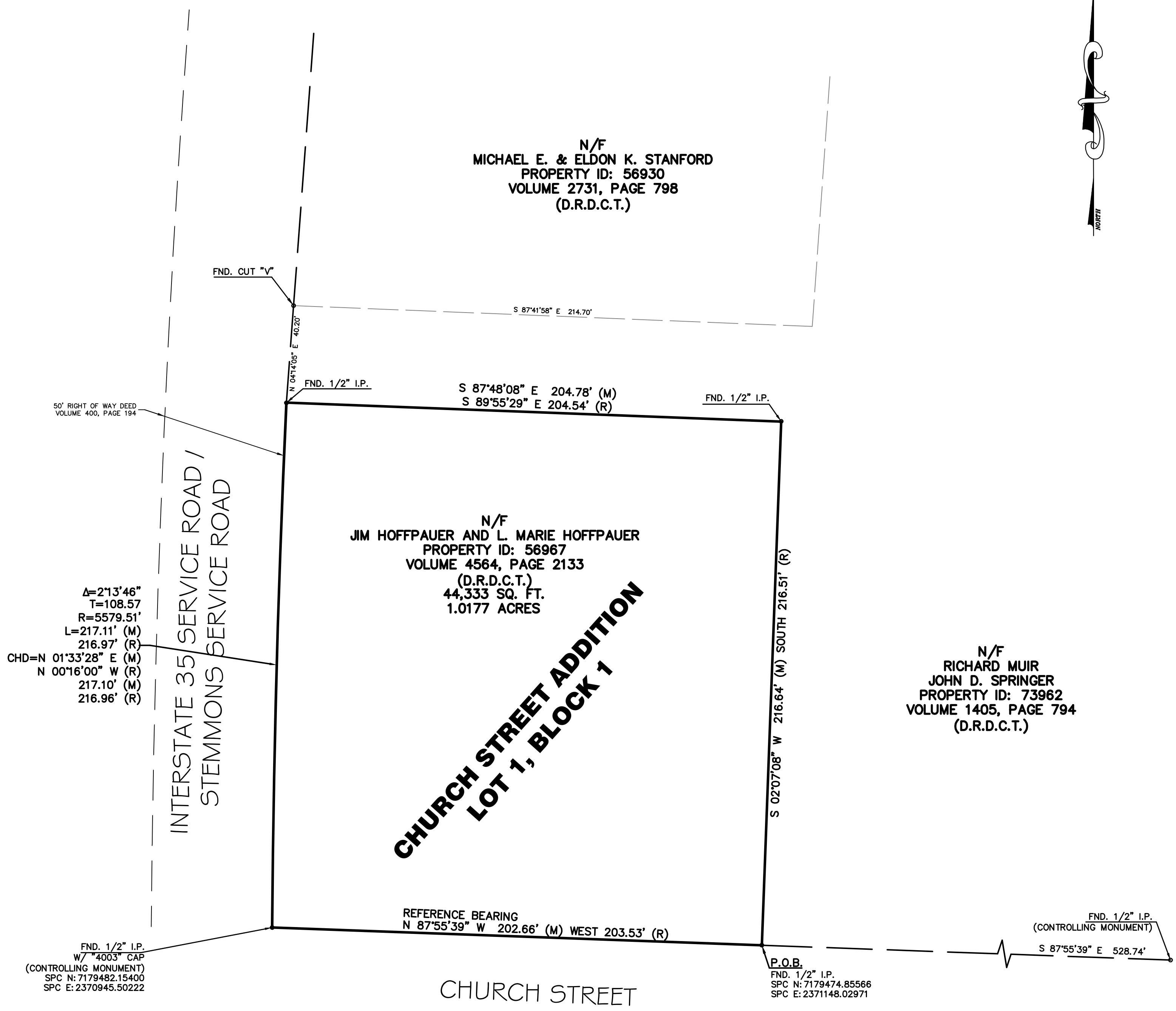
PRELIMINARY,

Shaun Christopher Axton
Registered Professional Land Surveyor
Texas Registration No. 6008

PRELIMINARY RELEASE DATE:
8-3-23

Notes:

- 1. The bearing of North 87°55'39" West as shown on the North right of way line of Church Street was used as the basis of bearing for this survey. The bearings shown hereon are based upon Texas State Plane North Central Zone, which was used as the basis of bearing for this survey.
- 2. All lots comply with the minimum size requirements of the zoning district.
- 3. This property may be subject to charges related to impact fees and the applicant should contact the City regarding any applicable fees due.
- 4. All common areas, drainage easements, and detention facilities will be owned and maintained by the HOA/POA. Any common area within the City's right-of-way will require a facilities agreement, to be reviewed and approved by the City.
- 5. Notice -selling a portion of this addition by metes and bounds is a violation of City ordinance and State Law and is subject to fines and withholding of utilities and building permits.
- 6. This plat does not alter or remove existing deed restrictions, if any, on this property.
- 7. Minimum finished floor elevations are at least 2 feet above the 100 year flood plain.
- 8. The subject property does not lie within a 100 -year floodplain according to the Federal Emergency Management Agency (FEMA), on Flood Insurance Rate Map No. 48121C02106, with a date of identification of April 8, 2011, for Community No. 480786, in Denton County, State of Texas, which is the current Flood Insurance Rate Map for the community in which said premises is situated.

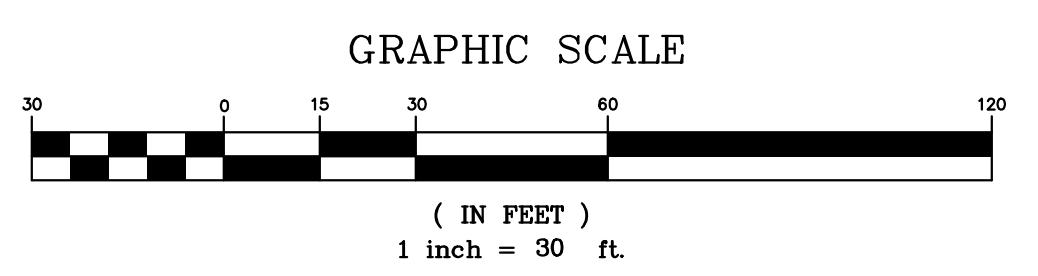


LOCATION MAP
NOT TO SCALE

LEGEND

- FND. - FOUND
- I.P. - IRON PIN
- P.O.B. - POINT OF BEGINNING

N/F
RICHARD MUIR
JOHN D. SPRINGER
PROPERTY ID: 73962
VOLUME 1405, PAGE 794
(D.R.D.C.T.)



PRELIMINARY MINOR PLAT
LOT 1, BLOCK 1
CHURCH STREET ADDITION
BEING 1.0177 ACRES SITUATED IN THE H.
TIERWESTER SURVEY ABSTRACT NUMBER 1241
CITY OF SANGER, DENTON COUNTY, TEXAS
PLAT PREPARED AUGUST 3, 2023

OWNER:
NAME:
Attn:
ADDRESS:
PHONE:
EMAIL:

ENGINEER:
BENCHMARK DESIGN GROUP, LLC
ADDRESS: 2026 Republic Drive, Suite B
Tyler, Texas 75701
PHONE: (903) 534-5353
EMAIL: (903) 534-5353

SURVEYOR:
MARK DEAL ASSOCIATES, P.C.
P.O. Box 6578
Norman, OK 73070
Phone: 405.681.3325
Email: shaun@pds.net



201 Bolivar Street/PO Box 1729 * Sanger, TX 76266
 940-458-2059(office) www.sangertexas.org

SUBDIVISION APPLICATION

X	Preliminary Plat Minor Plat
X	Plat

	Final Plat/Replat Amended Plat

	Vacating Plat Conveyance Plat

Applicant	Owner (if different from applicant)
Name: Winston Parks	Name: Jim Hoffpauer
Company: Palm Development Partners	Company:
Address: Palm Development Partners	Address 1090 Timber Ridge Trail
City, State, Zip: 23134 Hwy 22 N., Yuma, TN 38390	City, State, Zip: Aubrey, TX 76227-4966
Phone (615) 674-2130	Phone: 940-390-9192
Fax:	Fax:
Email: wparks@winstonwarren.com	Email: Steve@commerciallandservices.com

Submittal Checklist

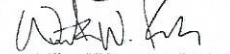
X	Pre-Application Conference (Date: <u>08 / 01 / 2023</u>)
X	One (1) Paper Copy of Plat (24"x36", folded to 1/4 size)
X	Letter of Intent
X	Non-Refundable Application Fee (Check Payable to City of Sanger)
X	Application Form (Signed by Owner)
X	Applicable Plat Checklist (Completed)
	Additional Required Documents/Traffic & Drainage Studies etc.
X	One (1) PDF Copy of all Documents Provided on a CD/DVD or Emailed to development@sangertexas.org

Supporting Materials (List if provided): preliminary site plan included

R Number(s): Tax ID 56967

Owner's Signature 

Date 8-9-23

Applicant's Signature 

Date 08-07-2023

Office Use: Reviewed by Director of Development Services / /

July 28th, 2023

Subdivision Application

City of Fort
201 Bolivar Street
Sanger, Texas 767266

RE: Preliminary Plat of Tax ID 56967, located at corner of Church Street and South Stemmons, Sanger, Denton County, Texas 76266.

Dear Planning and Zoning Commission,

On behalf of Palm Development Partners, the developer for the proposed Church St. development, we cordially request your review of our application of a preliminary plat for the above referenced parcel.

Our objective is to develop a 3,003 square foot medical office building on the site. The site may allow for a second building which would be developed in a phase 2 portion of the project at an undetermined later date. As per our meeting with the city on August 1, 2023, we will extend utilities to the proposed project with an added grinder pump.

Stakeholders

Winston Parks - Developer Representative, wparks@winstonwarren.com, 615-674-2130
Shaun Axton - Surveyor, shaun@rpls.net, 405-822-3327
Steve Stone - Seller Representative, Steve@commercialandservices.com, 940-390-9192

Should you have any questions regarding the plat, please contact Shaun Axton, Surveyor, at the above contact information.

Regards,

Winston W. Parks, Representative for Palm Development Partners



(p) 615-674-2130

(e) wparks@winstonwarren.com



CITY COUNCIL COMMUNICATION

DATE: April 1, 2024

FROM: Tyson Cheek, Chief of Police

AGENDA ITEM: Consideration and possible action to purchase three new Ford F150 Responder Patrol Trucks from Silsbee Ford utilizing TIPS Purchasing Cooperative.

SUMMARY:

- Council approved the 2023-24 budget containing funds for 3 new police vehicles.
- Silsbee Ford has finally gotten shipments of new Ford F-150 Responder patrol vehicles.
- Purchasing new patrol vehicles will allow us 2 reserve patrol vehicles and let us start to phase out older, high maintenance cost vehicles from regular service.
- Costs for the 2024 models have gone up requiring a transfer of \$13,800 from other internal accounts to complete the purchase.

FISCAL INFORMATION:

Budgeted: YES

Amount: \$219,734.25

GL Account: 001-20-6130

RECOMMENDED MOTION OR ACTION:

Staff recommends approval.

ATTACHMENTS:

Quotes from Silsbee Ford.



PRODUCT PRICING SUMMARY
 TIPS USA 210907 Automobiles
 VENDOR- Silsbee Ford, 1211 Hwy 96 N., Silsbee TX 77656

End User: CITY OF SANGER Prepared by: SETH GAMBLIN
 Contact: _____ Phone: 512.436.1313
 Email: _____ Email: SGAMBLIN.SILSBEEFLEET@GMAIL.COM
 Product Description: FORD F150 RESPONDER Date: February 29, 2024

A. Bid Item: _____ A. Base Price: \$ **50,875.00**

B. Factory Options

Code	Description	Bid Price	Code	Description	Bid Price
W1P	FORD 2024 RESPONDER 4X4 SHORT BED				
998	3.5L V6 ECOBOOST	\$ -			
44G	10 SPEED TRANS AUTO				
18B	BLACK PLATFORM RUNNING BOARDS	\$ 250.00			
53A	TRAILER TOW PACKAGE	\$ 1,325.00			
67P	REMOTE KEYLESS ENTRY KEY FOBS	\$ 340.00			

Total of B. Published Options: \$ **1,915.00**

Published Option Discount (5%) \$ **(95.75)**

C. Unpublished Options

\$= 37.6 %

Description	Bid Price	Options	Bid Price
		EXTERIOR-WHITE	
DEFENDER INSTALL 38148	\$ 19,863.00	INTERIOR- PG MEDIUM EARTH GRAY	
		"NO CONSOLE"	
		150A- EQUIPMENT GROUP	
		UNITS ON ORDER **	

Total of C. Unpublished Options: \$ **19,863.00**

D. Floor Plan Interest (for in-stock and/or equipped vehicles): \$ **250.00**

E. Lot Insurance (for in-stock and/or equipped vehicles): \$ **-**

F. Contract Price Adjustment: _____

G. Additional Delivery Charge: 250 \$ **437.50**

H. Subtotal: \$ **73,244.75**

I. Quantity Ordered 3 x H = \$ **219,734.25**

J. Trade in: _____ \$ **-**

K. _____

L. Total Purchase Price \$ **219,734.25**



City of Sanger

FirstUnitedBank.com

Member FDIC.  Equal Housing Lender. NMLS# 400025.





City of Sanger
Attn: Clayton Gray

March 19, 2024

RE: Response to Request for Proposal

Dear Mr Gray,

At First United, we are dedicated to building a culture of care in the communities we serve and helping others find their path to success. We are excited to respond to your Request for Proposal.

We are honored to continue providing you with both depository and Treasury Management Service offerings. To help enhance our relationship with City of Sanger, we would like to provide the following benefits:

- Customized team to offer exceptional customer service for all your specific needs.
- Interest Paid on all deposit accounts at 3.25% APY (variable rate based on FFL-2%).
- First United Bank will continue to waive Treasury Management service fees due to the valuable partnership.
- A continued Preferred Partner Program for the City of Sanger employees to receive personal baking services.

Our purpose at First United is to inspire and empower others to Spend Life Wisely. We invite you to visit www.spendlifewisely.com to learn more about our values and how they align with those of your organization. This proposal is valid for 180 days from the submission date of 03/19/2024.

If you have additional questions, please feel free to contact me at any of the options provided below.

Sincerely,

Jessica Cain
VP, Treasury Management Officer
Direct: 903-813-5812
Email: jcain@firstunitedbank.com

Greg Hillis
Sanger Community Bank President
940-6302-6042
ghillis@firstunitedbank.com





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**REQUEST FOR APPLICATIONS
BANK DEPOSITORY SERVICES
RFA-2024-02**

Proposal Due Date
March 19, 2024
12:00 pm

The City of Sanger, Texas
502 Elm Street
P O Box 1729
Sanger TX 76266

940.458.7930
February 21, 2024

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NOTICE TO VENDORS

Sealed proposals will be received by the City of Sanger, Texas at the office of the City of Sanger City Secretary, PO Box 1729, 502 Elm Street, Sanger, TX 76266, until 12:00 PM, CST, March 19, 2024, for the purchase of services as follows per proposal instructions and specifications:

REQUEST FOR APPLICATIONS FOR BANK DEPOSITORY SERVICES RFA-2024-02

Qualified prospective Proposers may obtain copies of the RFA on the City website: www.sangertexas.org. Proposals received later than the date and time above will not be considered in the proposal process. Facsimile or electronic transmittals will not be accepted.

The Sanger City Council reserves the right to accept or reject any proposals or any part thereof or any combination of proposals and to waive any or all formalities in any proposal, and to make an award in any manner, consistent with law, deemed in the best interests of the City.

ANTICIPATED SCHEDULE OF EVENTS

Tuesday, February 20, 2024 Request Council approval to issue RFA
Wednesday, February 21, 2024 Issue RFA
Friday, March 8, 2024, at 12:00 PM..... Deadline for questions from proposers
Tuesday, March 19, 2024 at 12:00 PM Deadline for proposal submissions
Tuesday, March 19, 2024 at 2:00 PM Proposal opening
Monday, April 1, 2024 Council selection of bank
Thursday, May 1, 2019..... Contract term begins

I. INTRODUCTION

The City of Sanger, Texas is requesting proposals for a banking services contract with service to begin May 1, 2024 and extending through April 30, 2027, with the option to extend this contract for two (2) additional one-year terms. Through this contract, the City intends to minimize banking costs, improve operational efficiency, and maximize investment capabilities. This Request for Applications (RFA) represents the cash management goals, specifies all banks' required qualifications, the banking services required, the estimated activity volumes on all accounts, the method and terms of compensation, submission instructions and the contract award provisions.

II. PROPOSAL INSTRUCTIONS AND QUALIFICATIONS

A. Minimum Qualifications

To ensure a close working relationship, facilitate available services, and support local business, the entity may give priority to those banks with full-service capabilities within the City limits. Any required statement regarding equal opportunity and affirmative action should be included if required/desired. The proposal submitted will become part of the final contract.

B. Proposal Submission Instructions

1. Proposal Format

To fully and equitably evaluate each bank's ability to meet the banking services needs of the City, a standard reply format is required. Each proposal must include a response to each item in the RFA in the order given. Only proposals submitted in the prescribed format and using the exhibit forms provided will be evaluated for contract award.

2. Submission Requirements

Proposals for the services specified will be received by the City of Sanger until March 19, 2024 at 12:00 PM. Please submit one (1) original proposal in hard copy only, and one (1) copy of the proposal in pdf format on a flash drive. The address for delivery of submissions is:

City Secretary
City of Sanger
502 Elm Street
Sanger TX 76266

Late submissions will not be considered. Proposals received after the deadline will be returned unopened.

3. RFA Questions

Questions regarding this RFA or the service requested should be in writing, directed to Clayton Gray at cgray@sangertexas.org The deadline for submission of questions is 12:00 PM on Friday, March 8, 2024. No questions or communications should be directed to any other City employees or any elected officials.

4. RFA Amendments

Modifications or additions may be made as a result of questions submitted. Written notification of any such change will be made in writing to all known bidders.

5. Selection Criteria

Evaluation of submissions will be made on the basis of the following objectives:

- Ability of applicant to perform and provide the required and requested services;
- References provided and quality of services.
- 3. Cost of services;
- Transition cost, retention and transition offers, and incentives;
- Interest rates on interest bearing accounts and deposits;

- Earnings credit rate on compensating balances;
- Previous service relationship with the City;
- Convenience of location(s);
- Completeness of application; and
- Financial strength and stability of the institution.

6. Council selection of bank

The selection is scheduled to be at the Monday, April 1, 2024, meeting of the Sanger City Council.

III. REQUIRED FINANCIAL INSTITUTION INFORMATION

All banks must provide, as part of the proposal:

- audited financial statements for the most recent fiscal year,
- a copy of the current call report, and
- a statement regarding any recent or foreseen merger or acquisition.

IV. REQUIRED BANKING SERVICES

This section lists all the services to be provided by the bank under this agreement. Attachment A lists each of these services. The bank should use Attachment A to provide the specific price for each service.

A. Consolidated Account Structure

The City’s banking structure currently consists of seventeen (17) accounts. The Pooled Cash account is the main account for deposits, payroll, and accounts payable. The City currently uses remote capture for the majority of items deposited to the Pooled Cash account. The City uses ACH for both payment and receipt of items in the Pooled Cash account. The City uses wire transfers for payment of some obligations out of the Pooled Cash account. The City desires all accounts to be interest bearing.

Account	Account Type
Pooled Cash	Interest Bearing Checking - Public Funds
Sewer Capital Improvement	Money Market - Public Funds
Storm Recovery	Money Market - Public Funds
Employee Benefits	Money Market - Public Funds
Enterprise Fund	Money Market - Public Funds
ARP Funding	Money Market - Public Funds
GF Debt I&S	Money Market - Public Funds
EF Debt I&S	Money Market - Public Funds
Water Cap Imp	Money Market - Public Funds
EF Equipment Replacement	Money Market - Public Funds
GF Equipment Replacement	Money Market - Public Funds
GF Contingency	Money Market - Public Funds
Series 23 CO	Money Market - Public Funds
Series 23 CO Tax	Money Market - Public Funds
4B Board	Money Market - Public Funds
EF Contingency	Money Market - Public Funds
WW Capital Imp	Money Market - Public Funds

B. Wire Transfer Services

A standard wire transfer agreement will be executed with the bank. This proposal should include a copy of your standard transfer procedures and wire transfer agreement. The City requires adequate security provisions and procedures. Information should be submitted detailing the use of online wire transfer requests. The City requires:

- The ability to initiate and monitor wire transfers online
- The ability to create and store recurring/repetitive wire instructions/templates
- The ability to create and store future dated wire instructions
- Security measures for wire initiation and approval

A copy of a wire transfer agreement can be found in Attachment A. First United Bank does offer the ability to initiate wire transfers online and recommends dual controls be used by the City for security purposes. Wire templates may be used to store repetitive wire instructions.

YES, can provide as requested/required. NO, cannot provide as requested/required.

C. Automated Daily Balance Reporting

The City requires an automated PC-based reporting system for access to the closing ledger and available balances. Stipulate the time at which the access is available and describe the system to be used. Reporting should include balance and detail reporting. Samples of the reports are to be included in the proposal.

YES, can provide as requested/required. NO, cannot provide as requested/required.

Online Banking and reports are available 24 hours a day, 7 days a week. Reporting samples can be found in Attachment A.

D. Sweep Account Provisions

If the City chooses, the bank will be responsible for automatically sweeping the balances in all accounts daily to an investment option (money market fund, repo, etc.). Describe the sweep options and, if a money market fund is used, provide a prospectus. The accounts will be swept to the compensating balance.

YES, can provide as requested/required. NO, cannot provide as requested/required.

A sweep option is available between the City's Operating account and a Money Market, or an ICS account, depending on the City's preference. A current account structure chart, as well as the current rate options can be found in Attachment B.

E. Investment of Idle Funds and Safekeeping of City Securities

All certificates of deposit bought by the City will be bought on a competitive basis. The City has no obligation to invest its funds with or through the bank. If the bank is proposing overnight repurchase agreements, an executed Master Repurchase Agreement is required. In order to fulfill GASB III requirements for reporting, if a repurchase agreement is executed with the bank itself, the collateral must be held in the trust department of the bank in a separate account.

All securities will be handled on a delivery versus payment (DVP) basis as they are cleared into and out of the account. All clearing and safekeeping will be in the bank or its correspondent. All correspondent and safekeeping arrangement will be stipulated in the proposal.

YES, can provide as requested/required. NO, cannot provide as requested/required.

F. Standard Disbursing Services

Standard disbursing services for all accounts are required to include the payment of all checks upon presentation. Checks drawn on City accounts at your institution presented by City of Sanger employees will be cashed at no charge.

YES, can provide as requested/required. NO, cannot provide as requested/required.

G. Standard Deposit Services

The bank must guarantee immediate credit on all incoming wire transfers and U.S. Treasury checks upon receipt and all other checks based on the bank’s published availability schedule. The Bank should specify in their proposal their deposit requirements and commercial and retail deposit locations, including night deposit services and procedures.

YES, can provide as requested/required. NO, cannot provide as requested/required.

First United Bank's Sanger branch is located at 1403 W Chapman Dr, Sanger, TX 76226. This location does offer night deposit services. The night deposit box is opened prior to branch opening under Dual Control, and deposited same day. If a discrepancy is ever found, the Bank will contact the City prior to making the deposit.

H. Online Banking Services

The institution shall offer internet access for the inquiry of account balances and activity for all bank accounts. This access should be available by using a password set by the City. In addition, the institution shall offer online transfer of City funds between accounts held within the institution. The transfers should be credited and debited to the related accounts on the same business day of the transfer, if the request is received by 4:00 p.m.

Provide a detailed description of online services and a list of all capabilities, including ability to provide the following basic services:

Reporting:

- Daily balance reporting summary
- Daily balancing reporting detail (with check detail and images)
- Daily ACH and wire with full addenda information

Execution of Transactions:

- Transfers between accounts
- Initiation of wire transfers
- Initiation of stop payment orders
- Initiation of ACH transactions; recurring/repetitive/future ACH debit (collection or credit (Direct deposit) transactions
- Maintenance of wire transfer templates

Initial Controls:

- Online cleared check information/images
- Multi-level security administration requirements
- Training of City’s administrator for managing access

YES, can provide as requested/required. NO, cannot provide as requested/required.

At First United Bank, our Treasury Management Services are designed to be customized to each individual client's needs. First United Bank has cultivated their online banking platform to include the most information possible with safety and security in mind. Our Corporate First online banking platform is for organizations with high transaction volumes and/or employees that require more robust online banking functionality. Corporate First can also handle multiple entities involved within your business structure for single platform use.

Corporate First includes advance user entitlement features to manage risk and exposure, along with numerous information reporting options for daily management of cash liquidity.

Corporate First requires an internal administrator who will be personally trained on creating other users and their customized rights and privileges. A copy of the user guide is provided.

Key features and functions include:

- 1 *Multi-factor authentication.*
- 1 *View account balances, account details, and specific transaction history.*
- 1 *Transfer funds between multiple linked First United Bank accounts.*
- 1 *Place a stop payment on a check online.*
- 1 *Robust User Entitlement and Management functionality to closely monitor risk and exposure.*
- 1 *Multiple Information Reporting options.*
- 1 *Capability to setup various Online Banking Alerts.*
- 1 *Send and receive Secure Messages via online.*
- 1 *Pay bills online using Business Bill Pay service.*
- 1 *Ability to execute certain banking functions using our mobile app.*

Add Additional services to your online banking:

- 1 *Initiate domestic and international wires.*
- 1 *Multi-Wire origination with the ease of saving as a template.*
- 1 *Capability to upload multiple wires, along with setting reoccurring and future dated wire payments.*
- 1 *Setup Business Mobile Remote Deposit service to make deposits using our mobile app.*
- 1 *Send payments electronically using ACH Payments.*
- 1 *Ability to import recipient from a batch directly into our Online Banking system for processing.*
- 1 *Use Remote Deposit Capture to process business deposits electronically.*
- 1 *Use ACH and Check Positive Pay services to monitor for any fraudulent activity.*

An online banking user guide is provided in Attachment C.

I. Reporting and Account Analysis

Monthly account analysis reports must be provided by the bank on a timely basis for each account and on a total account basis. A detailed analysis should include all charges against each account and a consolidated analysis. A sample account analysis format must be provided as part of the proposal. All checks cleared (both front and back) must be returned to the City in paper or online printable format. The City requires calendar month bank statements. (Beginning the 1st day of the month and ending the last day of the month). Samples of monthly statements should also be provided. The monthly statements are to be received within five business days of the last day of the month.

YES, can provide as requested/required. NO, cannot provide as requested/required.

A sample of the Account Analysis statement and bank statement can be provided in Attachment A.

J. Account Executive

An account executive must be assigned to the account to coordinate the account services and expedite the solution of any problem. A trained and competent backup for the account executive, familiar with the account, should be assigned in the proposal. Stipulate the name and a brief biography of the account executive to be assigned to the City’s account.

YES, can provide as requested/required. NO, cannot provide as requested/required.

The City's designated Relationship Team can be found in Attachment E.

K. Direct Deposit

The banking institution must be able to provide direct deposit through a computer interface with the City via the Internet. Include a schedule of funding for direct deposit so that payroll is available for City employees at 12:01 a.m. Friday. Also, include a sample direct deposit agreement with your proposal. Describe the requirements and deadlines for computer tap for ACH transactions. The proposal should indicate when funds will be available in participating banks.

YES, can provide as requested/required. NO, cannot provide as requested/required.

A sample direct deposit agreement can be found in Attachment A. Our ACH cutoff time is 4pm for deposit the following day. It is recommended that the City initiate their payroll file at least 2 days before payday.

L. Daylight Overdraft Provisions

Every effort will be made to eliminate daylight overdraft situations on the account. However, if this situation arises, the proposal should include any bank policies regarding daylight overdraft charges or handling procedures.

YES, can provide as requested/required. NO, cannot provide as requested/required.

The maximum number of days allowed when all District accounts, in aggregate, are overdrawn is 15 days. The maximum dollar amount for overdrafts in aggregate is \$1,000.00. Otherwise, overdrafts in a single account will be allowed.

M. Stop Payments

The proposal must include a statement on the proposed stop payment process on an automated or manual basis.

YES, can provide as requested/required. NO, cannot provide as requested/required.

Stop payments for checks are entered online by your personnel are real time and immediate on our system. The stop payment will be in effect for fourteen days unless the form printed from the online banking screen is printed, signed, and mailed, faxed or delivered to the Bank within the fourteen-day timeframe. Then, the stop payment is extended for a total of six months. Stop payments called in also follow the timeframes noted above. Unless the stop payment is entered online a stop payment form will need to be executed in person to extend the stop payment for six months. Stop payments on ACH items require a bank personnel to initiate.

N. Collateralization of Deposits

The bank must agree to obtain and maintain acceptable collateral sufficient to cover all anticipated time and demand deposits above the FDIC-insured limit of \$250,000. Securities used to pledge against time and demand deposits must be held in an independent third-party safekeeping institution outside the bank’s holding company. The bank will execute a tri-party safekeeping agreement with the City and the Safekeeping bank for the safekeeping of these securities. Collateral will be maintained at a minimum of 102% and marked to market at least once a month. Control will be shared jointly between the bank and the entity. Substitution will be approved by the City and not unduly withheld. Substitutions of collateral will be requested in writing and new collateral will be received before the existing collateral is released. The proposal will name the safekeeping bank for collateral. The City requires monthly collateral reports. Please provide a sample collateral report with your proposal.

YES, can provide as requested/required. NO, cannot provide as requested/required.

A Sample Collateral report can be found in Attachment A.

O. Positive Pay

Positive pay is required to safeguard against fraudulent checks. The City would electronically transmit the issued check file to the bank. The bank would only honor those checks issued by the City pre-authorized through the positive pay system.

YES, can provide as requested/required. NO, cannot provide as requested/required.

P. Additional Services

If new services become available and are provided during the period of this contract, they will be charged at the bank's then published rate.

V. OTHER SERVICES

The City is interested in obtaining service and cost information on additional services for possible use during the contract period. These services are not required but will be evaluated in terms of availability, feasibility, service levels, service providers and cost. The City will make its determination after receipt of proposals as to whether a service will be used. If the service is accepted later in the contract period the services and charges stipulated in the proposal will be applied.

Information on Purchasing Cards can be found in Attachment F.

VI. BANK COMPENSATION

Any net settlement on compensating balances will be made annually. Describe the compensating balance calculation and address fee when credits do not cover charged fees. If fees are chosen as the payment methodology, fees will be paid monthly after receipt of the account analysis.

Due to the existing favorable relationship between First United Bank and the City of Sanger, no charges will be incurred for existing services. If any new services are added, a comprehensive meeting will occur to assess any fees for these services.

VII. REQUIRED DISCLOSURES

As defined in Section 105.015 (c), each applicant shall comply with the conflict of interest provision of Section 131.903 of the Texas Local Government Code in regard to the selection of the depositories:

Sec. 131.903. CONFLICT OF INTEREST.

(a) A bank is not disqualified from serving as a depository for funds of a political subdivision if:

(1) an officer or employee of the political subdivision who does not have the duty to select the political subdivision's depository is an officer, director, or shareholder of the bank; or

(2) one or more officers or employees of the political subdivision who have the duty to select the political subdivision's depository are officers or directors of the bank or own or have a beneficial interest, individually or collectively, in 10 percent or less of the outstanding capital stock of the bank, if:

(A) a majority of the members of the board, commission, or other body of the political subdivision vote to select the bank as a depository; and

(B) the interested officer or employee does not vote or take part in the proceedings.

(b) This section may not be construed as changing or superseding a conflicting provision in the charter of a home-rule municipality.

In addition, the following disclosures apply:

Pursuant to Chapter 176 of the Texas Local Government Code, a person, or agent of a person, who contracts or seeks to contract for the sale or purchase of property, goods, or services with the City of Sanger, Texas must file a completed **conflict of interest questionnaire** which is available at <http://www.ethics.state.tx.us>. The conflict of interest questionnaire must be filed with the City of Sanger, Texas no later than the seventh business day after the later of the date that the person or agent begins contract discussions or negotiations with the Town or submits to the Town an application, response to a request for proposal or bid, correspondence, or writing related to a potential agreement. An updated conflict of interest questionnaire must be filed in accordance with Chapter 176 of the Texas Local Government Code. An offense under Chapter 176 is a Class C misdemeanor.

Certificate of interested parties: Section 2252.908 of the Texas Government Code applies to all contracts entered into on or after January 1, 2016. The law states that a governmental entity may not enter into certain contracts with a business entity unless the business entity submits a disclosure of interested parties to the governmental entity at the time the business entity submits the signed contract to the governmental entity. The law applies, with a few exceptions, to all contracts/purchases of a governmental entity that require action or vote by the governing body of the entity. The electronic filing application process can be started on the Texas Ethics Commission website at www.ethics.state.tx.us. The City acknowledges that publicly traded business entities are exempt from this requirement.

In compliance with Chapter 2252 Subchapter F, of the Texas Government Code, prohibiting government contracts with a company doing business with Iran, Sudan or a foreign terrorist organization, the City of Sanger, Texas will not enter into a contract with a company reported on the LISTED COMPANIES per Section 2252.153.

VII. REQUIRED CERTIFICATIONS

A. Certification Regarding Boycotting of Israel

Texas Government Code, Title 10, Subtitle F, Chapter 2271.002 - Provision Required in Contract.

- 1. This section applies only to a contract that:
 - a. Is between a governmental entity and a company with 10 or more full-time employees; and
 - b. Has a value of \$100,000 or more that is to be paid wholly or partly from public funds of the government entity.
- 2. A governmental entity may not enter into a contract with a company for goods or services unless the contract contains a written verification from the company that it:
 - a. Does not boycott Israel; and
 - b. Will not boycott Israel during the term of the contract.

<input checked="" type="checkbox"/> AGREE.	<input type="checkbox"/> DO NOT AGREE
--	---------------------------------------

B. Certification Regarding Boycotting of Certain Energy Companies

Texas Government Code, Title 10, Subtitle F, Chapter 2274.002 - Provision Required in Contract.

- 1. This section applies only to a contract that:
 - a. Is between a governmental entity and a company with 10 or more full-time employees; and
 - b. Has a value of \$100,000 or more that is to be paid wholly or partly from public funds of the government entity.
- 2. Except as provided in Subsection 3, a governmental entity may not enter into a contract with a company for goods or services unless the contract contains a written verification from the company that it:
 - a. Does not boycott energy companies; and
 - b. Will not boycott energy companies during the term of the contract.
- 3. Subsection 2 does not apply to a governmental entity that determines the requirement of Subsection 2 are inconsistent with the governmental entity’s constitutional or statutory duties related to the issuance, incurrence, or management of debt obligations or the deposit, custody, management, borrowing, or investment of funds.

<input checked="" type="checkbox"/> AGREE.	<input type="checkbox"/> DO NOT AGREE
--	---------------------------------------

C. Certification Regarding Boycotting of Firearms Entity or Firearms Trade Association

Texas Government Code, Title 10, Subtitle F, Chapter 2274.002 - Provision Required in Contract.

- 1. This section applies only to a contract that:
 - a. Is between a governmental entity and a company with at least 10 full-time employees; and
 - b. Has a value of at least \$100,000 that is paid wholly or partly from public funds of the government entity.
- 2. Except as provided by Subsection 3 and Section 2274.003, a governmental entity may not enter into a contract with a company for the purchase of goods or services unless the contract contains a written verification from the company that it:
 - a. Does not have a practice, policy, guidance, or directive that discriminates against a firearm entity of firearm trade association; and
 - b. Will not discriminate during the term of the contract against a firearm entity or firearm trade association.
- 3. Subsection 2 does not apply to a governmental entity that:
 - a. Contracts with a sole-source provider; or

b. Does not receive any bids from a company that is able to provide the written verification required by that subsection.

AGREE. DO NOT AGREE

ATTACHMENT A - BANKING SERVICES & CHARGES

Any and all anticipated service charges must be shown on this form to be applicable under the agreement.

Add additional charges in the lines provided below.

Service Unit	Unit Charge	Cost of Service
Account Maintenance	Per month	0
Daily Balance Reporting	Per month	0
Credits Posted	Per transaction	0
Items Deposited		
Deposits	Per transaction	0
Debits Posted	Per transaction	0
Encoding charge	Per transaction	0
ACH Processing	Per transaction	0
Origination of file	Per tape	0
ACH deletions	Per transaction	0
ACH entries	Per transaction	0
ACH returns	Per transaction	0
ACH maintenance	Per month	0
Chargeback items	Per transaction	0
Stop payments	Per transaction	0
Wire Transfers		
Incoming	Per transaction	0
Outgoing	Per transaction	0
Investment Safekeeping		
Safekeeping interest/credit	Per transaction	N/A
Safekeeping receipt deposit	Per transaction	N/A
Safekeeping outgoing	Per transaction	N/A
Extra Statements	Per transaction	0
Disposable Bank Bags	Per Item	0
Online Banking		
Online account access	Per transaction	0
Transfers	Per Item	0
Payroll Cards	Per Item/Transaction	0
Positive Pay	Per transaction	0

ATTACHMENT B – CITY ACCOUNT ACTIVITIES

The City’s current accounts and activity are as follows:

CITY OF SANGER, TEXAS BANK TRANSACTIONS BASED ON DECEMBER 2023 TRANSACTIONS

Account	Beginning Balance	Credits		Debits		Ending Balance
		Number	Amount	Number	Amount	
Pooled Cash	\$ 30,705,336	217	\$ 6,178,451	245	\$ 2,622,653	\$ 34,261,134
Sewer Capital Improvement	\$ 3,010,911	3	\$ 37,440	0	0	\$ 3,048,351
Storm Recovery	\$ 1,259,512	1	\$ 1,818	0	\$ -	\$ 1,261,330
Employee Benefits	\$ 66,900	3	\$ 72,596	2	\$ 71,546	\$ 67,950
Enterprise Fund	\$ 8,896,495	1	\$ 2,205	1	\$ 415,562	\$ 8,483,138
ARP Funding	\$ 2,175,951	1	\$ 555	0	\$ -	\$ 2,176,506
GF Debt I&S	\$ 61,838	1	\$ 89	0	\$ -	\$ 61,927
EF Debt I&S	\$ 339,207	1	\$ 490	0	\$ -	\$ 339,697
Water Cap Imp	\$ 2,409,008	3	\$ 37,572	0	\$ -	\$ 2,446,580
EF Equipment Replacement	\$ 147,707	3	\$ 928	0	\$ -	\$ 148,635
GF Equipment Replacement	\$ 191,961	3	\$ 1,128	0	\$ -	\$ 193,089
GF Contingency	\$ 644,223	1	\$ 930	0	\$ -	\$ 645,153
Series 23 CO	\$ 1,724,382	1	\$ 6,107	0	\$ -	\$ 1,730,489
Series 23 CO Tax	\$ 119,784	1	\$ 409	0	\$ -	\$ 120,193
4B Board	\$ 205,146	1	\$ 296	0	\$ -	\$ 205,442
EF Contingency	\$ 642,631	1	\$ 928	0	\$ -	\$ 643,559
WW Capital Imp	\$ 1,658,603	1	\$ 2,395	0	\$ -	\$ 1,660,998

ATTACHMENT C – CITY ACCOUNT AVERAGE MONTHLY BALANCE

Month	Pooled Cash	Sewer Capital Imp	Storm Recovery	Employee Benefits	Enterprise Fund	ARP Funding
January-23	\$ 30,285,196	\$ 2,695,355	\$ 1,240,084	\$ 60,524	\$ 12,496,062	\$ 2,169,987
February-23	\$ 34,249,677	\$ 2,718,590	\$ 1,241,874	\$ 56,191	\$ 12,499,246	\$ 2,170,540
March-23	\$ 35,097,770	\$ 2,727,921	\$ 1,243,494	\$ 53,686	\$ 12,502,122	\$ 2,171,039
April-23	\$ 32,982,589	\$ 2,766,681	\$ 1,245,289	\$ 51,698	\$ 12,505,308	\$ 2,171,593
May-23	\$ 30,982,406	\$ 2,803,723	\$ 1,247,029	\$ 109,775	\$ 11,883,015	\$ 2,172,128
June-23	\$ 32,105,015	\$ 2,861,239	\$ 1,248,830	\$ 133,505	\$ 10,529,018	\$ 2,172,682
July-23	\$ 32,376,927	\$ 2,905,180	\$ 1,250,575	\$ 74,847	\$ 9,955,513	\$ 2,173,217
August-23	\$ 41,274,015	\$ 2,937,798	\$ 1,252,980	\$ 46,437	\$ 9,747,788	\$ 2,173,771
September-23	\$ 32,019,154	\$ 2,987,814	\$ 1,254,189	\$ 72,292	\$ 9,029,377	\$ 2,174,325
October-23	\$ 31,604,241	\$ 3,002,375	\$ 1,255,941	\$ 112,688	\$ 9,031,603	\$ 2,174,861
November-23	\$ 30,992,204	\$ 3,006,710	\$ 1,257,754	\$ 33,547	\$ 8,964,095	\$ 2,175,415
December-23	\$ 31,952,560	\$ 3,040,471	\$ 1,259,512	\$ 101,651	\$ 8,655,201	\$ 2,175,951
Average	\$ 32,993,480	\$ 2,871,155	\$ 1,249,796	\$ 75,570	\$ 10,649,862	\$ 2,172,959

Month	GF Debt I&S	EF Debt I&S	Water Cap Imp	EF Equipment Repl	GF Equipment Repl	GF Contingency
January-23	\$ 60,884	\$ 333,975	\$ 2,134,212	\$ 142,045	\$ 184,973	\$ 634,286
February-23	\$ 60,972	\$ 334,457	\$ 2,151,006	\$ 142,688	\$ 185,761	\$ 635,202
March-23	\$ 61,051	\$ 334,893	\$ 2,158,150	\$ 142,989	\$ 186,140	\$ 636,030
April-23	\$ 61,139	\$ 335,377	\$ 2,187,382	\$ 143,514	\$ 186,788	\$ 636,949
May-23	\$ 61,225	\$ 335,846	\$ 2,213,964	\$ 144,087	\$ 187,492	\$ 637,839
June-23	\$ 61,313	\$ 336,330	\$ 2,257,168	\$ 144,820	\$ 188,388	\$ 638,760
July-23	\$ 61,390	\$ 336,800	\$ 2,304,690	\$ 145,407	\$ 189,109	\$ 639,652
August-23	\$ 61,488	\$ 337,287	\$ 2,349,934	\$ 145,985	\$ 189,821	\$ 640,576
September-23	\$ 61,576	\$ 337,774	\$ 2,391,374	\$ 146,645	\$ 190,630	\$ 641,501
October-23	\$ 61,662	\$ 338,246	\$ 2,402,178	\$ 147,169	\$ 191,276	\$ 642,397
November-23	\$ 61,751	\$ 338,734	\$ 2,405,646	\$ 147,500	\$ 191,693	\$ 643,324
December-23	\$ 61,838	\$ 339,207	\$ 2,439,367	\$ 148,340	\$ 192,715	\$ 644,223
Average	\$ 61,357	\$ 336,577	\$ 2,282,923	\$ 145,099	\$ 188,732	\$ 639,228

Month	Series 23 CO	Series 23 CO Tax	4B Board	EF Contingency	WW Capital Imp
January-23	\$ -	\$ -	\$ 201,981	\$ 632,718	\$ 1,633,019
February-23	\$ -	\$ -	\$ 202,273	\$ 633,632	\$ 1,635,377
March-23	\$ -	\$ -	\$ 202,537	\$ 634,458	\$ 1,637,510
April-23	\$ -	\$ -	\$ 202,829	\$ 635,374	\$ 1,639,874
May-23	\$ -	\$ -	\$ 203,113	\$ 636,262	\$ 1,642,165
June-23	\$ -	\$ -	\$ 205,406	\$ 637,181	\$ 1,664,536
July-23	\$ -	\$ -	\$ 203,690	\$ 638,071	\$ 1,648,834
August-23	\$ -	\$ -	\$ 203,984	\$ 638,992	\$ 1,649,212
September-23	\$ 1,706,578	\$ 118,592	\$ 204,279	\$ 639,915	\$ 1,651,593
October-23	\$ 1,712,428	\$ 118,984	\$ 204,564	\$ 640,809	\$ 1,653,901
November-23	\$ 1,718,492	\$ 119,390	\$ 204,859	\$ 641,734	\$ 1,656,289
December-23	\$ 1,724,382	\$ 119,784	\$ 205,146	\$ 642,631	\$ 1,658,603
Average	\$ 1,715,470	\$ 119,188	\$ 203,722	\$ 637,648	\$ 1,647,576

ATTACHMENT D – CITY OF SANGER INVESTMENT POLICY

INVESTMENT POLICY

**The Sanger City Council approved the City's Investment Policy on August 21, 2023*

POLICY STATEMENT

It is the objective of the City of Sanger, Texas ("City") that the administration of its funds and the investment of those funds shall be handled in the highest public trust. Investments shall be made in a manner which will provide the maximum security of principle invested through limitations and diversification while meeting the daily cash flow needs of the city and conforming to all applicable federal, state, and local statutes, rules and regulations governing the investment of public funds. The receipt of a market rate return will be secondary to the requirements for safety and liquidity. The earning from investments shall be used in a manner that best serves the public trust and interest of the City. This policy serves to satisfy the statutory requirements of defining and adopting a formal investment policy and shall be reviewed annually for modifications. It is the intent of the City to be in compliance with local law and the provisions of Public Funds Investment Act of the Texas Government Code Chapter 2256.

SCOPE

This Investment Policy applies to the investment activities, all financial assets and funds held by the City of Sanger, Texas. Funds covered and managed by this Investment Policy include:

- A. General Fund – Used to account for resources traditionally associated with government, which are not required to be accounted for in another fund.
- B. Debt Service Fund – Used to account for resources to be used for the payment of principle, interest and related costs on debt.
- C. Enterprise Fund – Used to account for operations that are financed and operated in a manner similar to private business enterprises.
- D. Capital Improvement Fund – Used to account for resources to enable the acquisition or construction of major capital facilities which are not financed by enterprise funds, internal service funds, or trust funds.
- E. Special Revenue Funds – Used to account for proceeds from specific revenue sources which are restricted to expenditures for specific purposes.
 - 1. 4A Fund
 - 2. 4B Fund
 - 3. Employee Benefits Fund

INVESTMENT OBJECTIVES AND STRATEGY

It is the policy of the City that all funds shall be invested in conformance with state and federal regulations, applicable bond ordinance requirements, and adopted Investment Policy. In accordance with the Public Funds Investment Act, the following prioritized primary objectives, in accordance with the Texas Government Code Section 2256.005(d) apply to the City's investment strategy. Listed in order of their priority, these objectives encompass:

- A. Suitability – Understanding the suitability of the investment to the financial requirement of the City is important. Any investment eligible in the Investment Policy is suitable for all City funds.
- B. Safety – Preservation and safety of principal are the primary objectives of the Investment Policy. Investments of the City shall be undertaken in a manner that seeks to insure the preservation of capital in the overall portfolio. To obtain this goal, diversification is required in the portfolio's composition.

The suitability of each investment decision will be made on the basis of these objectives. The City prefers to invest in money market accounts, certificates of deposits, and United States government backed agency discount notes.

- C. Liquidity – The City’s investment portfolio will remain sufficiently liquid to meet operating requirements that might be reasonably anticipated. The City’s investment portfolio will remain sufficiently liquid and enable it to meet all operating requirements which might be reasonably anticipated.
- D. Diversification – Investment maturities shall be staggered throughout the budget cycle to provide cash flow based on the anticipated needs of the City. Diversifying the appropriate maturity structure will reduce market cycle risk. Diversification of the portfolio will include diversification by maturity and market sector and will include the use of a number of brokers/dealers for diversification and market coverage. Competitive bidding will be used on each sale and purchase.
- E. Yield – Attaining a competitive market yield, commensurate with the City’s investment risk constraints and cash flow characteristic of the portfolio, is the desired objective. The City’s investment portfolio shall be designed with the objective of attaining a market rate of return throughout budgetary and economic cycles, taking into account the City’s risk constraints and the cash flow of the portfolio. “Market rate of return” may be defined as the average yield of the current three-month U.S. Treasury Bill or such other index that most closely matches the average maturity of the portfolio. The City’s objective shall be a reasonably safe yield rate in accordance with payment schedules and other investment goals.

Effective cash management is recognized as essential to good fiscal management. Cash management is defined as the process of managing monies in order to ensure maximum cash availability. The City shall maintain a comprehensive cash management program which includes collection of accounts receivable, prudent investment of its available cash, disbursement of payments in accordance with invoice terms and the management of banking services. The City staff will follow the “Prudent Person” statement relating to the standard of care that must be exercised when investing public funds as expressed in the Texas Government Code Section 2256.006(a-b). The Investment Officers shall avoid any transactions that might impair public confidence in the City’s ability to govern effectively. The governing body recognizes that in diversifying the portfolio, occasional measured unrealized losses due to market volatility are inevitable, and must be considered within the context of the overall portfolio’s investment return, provided that adequate diversification has been implemented. The prudence of the investment decision shall be measured in accordance with the tests set forth in the Texas Government Code Section 2256.006(b).

It shall be the policy of the City not to invest in speculative instruments such as derivatives.

LEGAL LIMITATIONS, RESPONSIBILITIES AND AUTHORITY

Direct specific investment parameters for the investment of public funds in Texas are found in the Public Funds Investment Act of the Texas Government Code Section 2256. The Interlocal Cooperation Contracts, Section 791, of the Texas Government Code authorizes local governments to participate in public funds investments in conjunction with other local governments and agencies of the state of Texas. Section 791 along with Section 2256 of the Texas Government Code provides authorization for participation in investment pools to invest public funds jointly with objectives of preservation and safety of principal, liquidity, and yield.

DELEGATION OF INVESTMENT AUTHORITY

The City Manager and the Finance Director acting on behalf of the City Council are designated as the Investment Officers of the City and are responsible for investment management decisions and activities. The Council is responsible for considering the quality and capability of staff, investment advisors, and consultants involved in investment management and procedures. All participants in the investment process shall seek to act responsibly as custodians of the public trust.

The Investment Officers shall develop and maintain written administrative procedures for the operation of the investment program which are consistent with the investment policy. Procedures will include reference to safekeeping, wire transfers, certificates of deposit, and fund accounts. Additional procedures will be documented for the performance of wire transfer agreements; banking services contracts, and other investment related activities.

The Investment Officers shall be responsible for all transactions undertaken and shall establish a system of controls to regulate the activities of subordinate officials and staff. The Investment Officers shall designate a staff person as a liaison/deputy in the event circumstances require timely action and the Investment Officers are not available.

No officer or designee may engage in an investment transaction except as provided under the terms of this policy and the procedures established by the Investment Officers and approved by the City Council.

PRUDENCE – STANDARD OF CARE

The standard of prudence to be used in the investment function shall be the “prudent person” standard and shall be applied in the context of managing the overall portfolio. The Texas Government Code Section 2256.006(a) states Investments shall be made with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and intelligence would exercise in the management of the person’s own affairs, not for speculation, but for investment, considering the probable safety of capital and the probable income to be derived.

Limitation of Personal Liability

The Investment Officers and those delegated investment authority under this policy, when acting in accordance with the written procedures and this policy and in accordance with the written procedures and this policy and in accord with the Prudent Person Rule, shall be relieved of personal responsibility and liability in the management of the portfolio provided that deviations from expectations for a specific security’s credit risk or market price change or portfolio shifts are reported in a timely manner and that appropriate action is taken to control adverse market effects.

INTERNAL CONTROLS

The Investment Officers shall establish a system of written internal controls which will be reviewed annually with the independent auditor of the City. The controls shall be designed to prevent losses of public funds arising from fraud, employee error, misrepresentation by third parties, unanticipated changes in financial markets, or imprudent actions by employees or Investment Officers of the City.

Cash Flow Forecasting

Cash flow forecasting is designated to protect and sustain cash flow requirements of the City. Supplemental to the financial and budgetary systems, the Investment Officers will maintain a cash flow forecasting process designed to monitor and forecast cash positions for investment purposes. Cash flow will include the historical researching and monitoring of specific cash flow items, payables, and receivables as well as overall cash position and patterns.

AUTHORIZED INVESTMENTS

Acceptable investments under this policy shall be limited to the instruments listed below. The investments shall be selected in a manner which promotes diversity of the market sector and maturity. The selection of high-grade government investments and high-grade money market instruments is designed to assure the marketability of those investments should the need for liquidity arise.

- A. Obligations of the United States Government, its agencies and instrumentalities, and government sponsoring enterprises, not to exceed two years to stated maturity;
- B. Fully insured or collateralized certificates of deposit from a bank doing business in the State of Texas and under the terms of a written depository agreement with that bank, not to exceed three years to the stated maturity;
- C. Money market funds authorized by the Public Funds Investment Act of the Texas Government Code Chapter 2256.
- D. Texas Local Government Investment Pools authorized by the Public Funds Investment Act of the Texas Government Code Chapter 2256.

Additional types of securities approved for investment of public funds by Texas state statutes are not eligible for investment by the City until this Investment Policy has been amended and the amended version approved by the City Council authorizing investment of these additional types of securities.

Competitive Bidding Requirements

All securities, excluding certificates of deposit, will be purchased or sold after three (3) offers/bids are taken to verify that the City is receiving fair market value/price for the investment.

Delivery versus Payment

All security transactions, including collateral for repurchase agreements, entered into by the City, shall be conducted on a delivery versus payment (DVP) basis.

SAFEKEEPING AND COLLATERALIZATION

The laws of the State and prudent treasury management require that all purchased securities be bought on a delivery versus payment basis and be held in safekeeping by either the City, an independent third-party financial institution, or the City's designated depository.

All safekeeping arrangements shall be designed by the Investment Officers and an agreement of the terms executed in writing. The third-party custodian shall be required to issue safekeeping receipts to the City listing each specific security, rate, description, maturity, cusip number, and other pertinent information. Each safekeeping receipt will be clearly marked that the security is held for the City or pledged to the City.

All securities pledged to the City for certificates of deposit or demand deposits shall be held by an independent third-party bank domiciled in Texas. The safekeeping bank may be written within the same holding company as the bank, from which the securities are pledged.

Collateralization

Collateralization shall be required on all public funds of the City over the FDIC insurance coverage limit, and in order to anticipate market changes and provide a level of additional security for all funds, the collateralized level required will be 102% of the market value of the principal accrued interest.

PERFORMANCE EVALUATION AND REPORTING

The Investment Officers shall submit quarterly and annual reports to the City Council containing a written report of investment transactions and investment positions as of the date of report. The report will be prepared jointly by all involved in the investment activity and be signed by the Investment Officer(s).

DEPOSITORIES

The City will designate one banking institution through a competitive process as its central banking service provider. This institution will be used for normal banking services including disbursements, deposits, and lockbox. As a matter of ensuring liquidity and security should the funds deposited with the designated bank be temporarily unavailable, the City will maintain an emergency reserve in another qualified bank.

INVESTMENT POLICY ADOPTION BY CITY COUNCIL

The City's Investment Policy shall be formally approved and adopted by resolution of the City Council and reviewed annually in accordance with the provisions of the Public Funds Investment Act of the Texas Government Code Chapter 2256.

AMENDMENT

In the event Texas state law changes and the City cannot invest in the investments described by this policy, this policy shall automatically be conforming to existing law.

ATTACHMENT E – CONFLICT OF INTEREST QUESTIONNAIRE (MUST BE COMPLETED)

CONFLICT OF INTEREST QUESTIONNAIRE		FORM CIQ
For vendor doing business with local governmental entity		
<p>This questionnaire reflects changes made to the law by H.B. 23, 84th Leg., Regular Session.</p> <p>This questionnaire is being filed in accordance with Chapter 176, Local Government Code, by a vendor who has a business relationship as defined by Section 176.001(1-a) with a local governmental entity and the vendor meets requirements under Section 176.006(a).</p> <p>By law this questionnaire must be filed with the records administrator of the local governmental entity not later than the 7th business day after the date the vendor becomes aware of facts that require the statement to be filed. See Section 176.006(a-1), Local Government Code.</p> <p>A vendor commits an offense if the vendor knowingly violates Section 176.006, Local Government Code. An offense under this section is a misdemeanor.</p>	OFFICE USE ONLY <hr/> Date Received	
<p>1 Name of vendor who has a business relationship with local governmental entity.</p>		
<p>2 <input type="checkbox"/> Check this box if you are filing an update to a previously filed questionnaire. (The law requires that you file an updated completed questionnaire with the appropriate filing authority not later than the 7th business day after the date on which you became aware that the originally filed questionnaire was incomplete or inaccurate.)</p>		
<p>3 Name of local government officer about whom the information is being disclosed.</p> <p style="text-align: center;">_____</p> <p style="text-align: center;">Name of Officer</p>		
<p>4 Describe each employment or other business relationship with the local government officer, or a family member of the officer, as described by Section 176.003(a)(2)(A). Also describe any family relationship with the local government officer. Complete subparts A and B for each employment or business relationship described. Attach additional pages to this Form CIQ as necessary.</p> <p style="margin-left: 40px;">A. Is the local government officer or a family member of the officer receiving or likely to receive taxable income, other than investment income, from the vendor?</p> <p style="margin-left: 80px;"><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p style="margin-left: 40px;">B. Is the vendor receiving or likely to receive taxable income, other than investment income, from or at the direction of the local government officer or a family member of the officer AND the taxable income is not received from the local governmental entity?</p> <p style="margin-left: 80px;"><input type="checkbox"/> Yes <input type="checkbox"/> No</p>		
<p>5 Describe each employment or business relationship that the vendor named in Section 1 maintains with a corporation or other business entity with respect to which the local government officer serves as an officer or director, or holds an ownership interest of one percent or more.</p>		
<p>6 <input type="checkbox"/> Check this box if the vendor has given the local government officer or a family member of the officer one or more gifts as described in Section 176.003(a)(2)(B), excluding gifts described in Section 176.003(a-1).</p>		
<p>7</p> <p style="text-align: center;">_____ Signature of vendor doing business with the governmental entity</p> <p style="text-align: right; margin-right: 100px;">_____ Date</p>		

CONFLICT OF INTEREST QUESTIONNAIRE
For vendor doing business with local governmental entity

A complete copy of Chapter 176 of the Local Government Code may be found at <http://www.statutes.legis.state.tx.us/Docs/LG/htm/LG.176.htm>. For easy reference, below are some of the sections cited on this form.

Local Government Code § 176.001(1-a): "Business relationship" means a connection between two or more parties based on commercial activity of one of the parties. The term does not include a connection based on:

- (A) a transaction that is subject to rate or fee regulation by a federal, state, or local governmental entity or an agency of a federal, state, or local governmental entity;
- (B) a transaction conducted at a price and subject to terms available to the public; or
- (C) a purchase or lease of goods or services from a person that is chartered by a state or federal agency and that is subject to regular examination by, and reporting to, that agency.

Local Government Code § 176.003(a)(2)(A) and (B):

(a) A local government officer shall file a conflicts disclosure statement with respect to a vendor if:

(2) the vendor:

(A) has an employment or other business relationship with the local government officer or a family member of the officer that results in the officer or family member receiving taxable income, other than investment income, that exceeds \$2,500 during the 12-month period preceding the date that the officer becomes aware that

(i) a contract between the local governmental entity and vendor has been executed;

or

(ii) the local governmental entity is considering entering into a contract with the vendor;

(B) has given to the local government officer or a family member of the officer one or more gifts that have an aggregate value of more than \$100 in the 12-month period preceding the date the officer becomes aware that:

(i) a contract between the local governmental entity and vendor has been executed; or

(ii) the local governmental entity is considering entering into a contract with the vendor.

Local Government Code § 176.006(a) and (a-1)

(a) A vendor shall file a completed conflict of interest questionnaire if the vendor has a business relationship with a local governmental entity and:

(1) has an employment or other business relationship with a local government officer of that local governmental entity, or a family member of the officer, described by Section 176.003(a)(2)(A);

(2) has given a local government officer of that local governmental entity, or a family member of the officer, one or more gifts with the aggregate value specified by Section 176.003(a)(2)(B), excluding any gift described by Section 176.003(a-1); or

(3) has a family relationship with a local government officer of that local governmental entity.

(a-1) The completed conflict of interest questionnaire must be filed with the appropriate records administrator not later than the seventh business day after the later of:

(1) the date that the vendor:

(A) begins discussions or negotiations to enter into a contract with the local governmental entity; or

(B) submits to the local governmental entity an application, response to a request for proposals or bids, correspondence, or another writing related to a potential contract with the local governmental entity; or

(2) the date the vendor becomes aware:

(A) of an employment or other business relationship with a local government officer, or a family member of the officer, described by Subsection (a);

(B) that the vendor has given one or more gifts described by Subsection (a); or

(C) of a family relationship with a local government officer.





WIRE TRANSFER AGREEMENT

The following information supersedes all other Wire Transfer Agreements (“AGREEMENT”) previously executed by the customer listed below (“CUSTOMER”). The undersigned hereby certifies that each of the persons listed on the attached Exhibit A - Authorized Representatives For Wire Transfers (“REPRESENTATIVES”) are authorized to make or confirm telephone, fax, eMail, or other wire transfer requests from the account(s) listed below; subject to the respective conditions, if any, indicated for the REPRESENTATIVE. If no conditions are specified for a REPRESENTATIVE, then the REPRESENTATIVE’s authority is unlimited.

This AGREEMENT establishes the procedures to be used by First United Bank and Trust Company (“BANK”) and CUSTOMER when executing wire transfers. The undersigned also certifies that CUSTOMER agrees to be bound by the additional Terms and Conditions as well as Security Procedures (if applicable) attached to and made part of this AGREEMENT.

Customer/Company Name: _____

Customer/Company Address: _____

CIF/Account Number(s): _____

Primary Call Back Phone Number: _____

The AGREEMENT between the BANK and the CUSTOMER governs origination of wire transfer requests on behalf of the CUSTOMER. The CUSTOMER agrees to be bound by the rules and regulations of the BANK and other regulatory agencies now in effect or hereafter established.

By signing this AGREEMENT, the CUSTOMER agrees that the BANK shall be held harmless either primarily or secondarily if delivery of funds is delayed or are not made due to conditions outlined in the terms and conditions, a copy of which the CUSTOMER acknowledges receipt.

Wire transfer requests must be filled out and submitted to the BANK via in-person, telephone, fax, or eMail, in compliance with such procedures. CUSTOMER accepts all responsibility that the information provided in the wire transfer request is accurate and complete as of the date it is submitted to the BANK.

This AGREEMENT must be executed on behalf of the CUSTOMER by an individual who has been authorized to do so in connection with the opening or maintenance of CUSTOMER’s account(s) with the BANK.

WIRE TRANSFER TERMS AND CONDITIONS

- The CUSTOMER agrees that all information contained in this document is complete and correct.
- Wire instructions received from a REPRESENTATIVE are deemed to be from the CUSTOMER.
- The BANK will assume no liability if incorrect information or instructions are received from the CUSTOMER or its REPRESENTATIVES.
- Sufficient available funds must be on deposit in the CUSTOMER's account on the date of the request. No transfer will be made until such funds are available.
- The BANK will act upon all domestic transfer requests received before 3:00 p.m. (CT) and all international transfer requests received before 1 p.m. (CT) Monday through Friday, except for any holiday for the BANK and/or the communications facility selected by the BANK. Any outgoing wire requests received by the BANK after the respective deadline will be processed the following banking day. The BANK reserves the right to utilize such means of transmission as the BANK reasonably selects.
- The CUSTOMER agrees to pay the applicable fees for this service, which shall be set and amended by the BANK from time to time according to its published Fee Schedule.
- Where a payment order provides for payment outside the U.S. in a currency other than U.S. dollars, the amount thereof will be the U.S. dollar equivalent of the wire request at the then prevailing exchange rate. CUSTOMER will assume all foreign transfer and exchange risks, including (but not limited to) fluctuations in value, local currency restrictions, and temporary or permanent inability to perform exchanges, and will comply with all local laws governing the transaction.
- Once the CUSTOMER submits the wire transfer request, the BANK will review/verify the request, and may call the CUSTOMER back at the telephone number listed on the AGREEMENT for verification. If CUSTOMER does not provide the BANK with a current contact telephone number, CUSTOMER's request may not be honored. When the BANK contacts the CUSTOMER, the CUSTOMER may be required to verify some or all of the following information:
 - Amount and Date of last deposit
 - Amount and Date of last withdrawal
 - Business/Individual Tax Identification Number
- The BANK shall be liable to the CUSTOMER only for the BANK's performance or nonperformance for the wire transfer services provided. The BANK shall not be responsible for any loss arising from, or in connection with, any inaccuracy, act or failure to act on the part of any person not within the BANK's reasonable control.
- The CUSTOMER agrees to release the BANK from responsibility or liability for any inaccuracy, interruption, delay or failure in transmission or from other circumstances associated with the following: wire service availability, weather, power failure, communication line failure or errors or the lack of responsiveness of any other organization.
- In the event the communications facility and/or the receiving bank rejects an outgoing wire transfer request, the BANK shall provide notice of such rejection to the Customer by contacting a REPRESENTATIVE by telephone, eMail, or fax. In the event the BANK is unable to so notify the CUSTOMER, the BANK shall attempt to notify the CUSTOMER within a reasonable time via the most practical methods available at such time.
- Provided the BANK has complied with these terms and conditions, the CUSTOMER agrees to indemnify and hold the BANK harmless against any claim of a third party arising from or in connection with these terms and conditions or the services provided. In no event shall the BANK be liable to the CUSTOMER for any consequential, special or indirect losses or damages, whether or not the likelihood of such losses or damages were known by the bank.

- The CUSTOMER (or REPRESENTATIVE) will supply the following information when requesting a wire transfer:
 - Dollar amount of the wire transfer
 - Name, Address and account number of Payee
 - Currency in which the wire transfer is required
 - Name and Address of Payee’s Bank
 - Routing number (ABA) of Payee’s Bank
 - Intermediary Bank Information (if applicable)
 - Any “Special Instructions”
- CUSTOMER acknowledges that the BANK is not permitted to transfer funds in violation of federal law or regulations. The BANK will use its filter to test each Originator, Beneficiary, and beneficiary bank(s) of a requested wire transfer against the list of prohibited names maintained by the Office of Foreign Assets Control “OFAC”. The CUSTOMER further acknowledges that if a request is made which will cause the BANK to be in violation of any rule, regulation, or order of OFAC or subject the BANK to any sanction imposed by OFAC, the BANK will refuse to honor the request. All penalties imposed by OFAC to the BANK for any violation will be passed on to the CUSTOMER. CUSTOMER also agrees that it will indemnify, defend, and hold harmless against any loss or cost arising from such OFAC violation.
- Either the CUSTOMER or the BANK may terminate this AGREEMENT upon written notice at any time.
- This AGREEMENT including all attachments consists of and includes the entire understanding by and between the BANK and the CUSTOMER concerning the provision of the service set forth above. No representations or warranties of any nature have been made by the BANK other than those expressly provided for herein.
- This AGREEMENT applies only to outgoing wire transfers.

The Parties hereto have duly executed this AGREEMENT on the _____ day of _____ 20_____

CUSTOMER Printed Name: _____

CUSTOMER Signature: _____

Alternate Call Back Phone Number(s): _____

Fax Number: _____

eMail Address: _____

AUTHORIZED REPRESENTATIVES FOR WIRE TRANSFERS

NAME:	TITLE:	SIGNATURE:	CALL BACK PHONE NUMBER:	EMAIL ADDRESS:
AMOUNT LIMIT BY PHONE, FAX, EMAIL:				

NAME:	TITLE:	SIGNATURE:	CALL BACK PHONE NUMBER:	EMAIL ADDRESS:
AMOUNT LIMIT BY PHONE, FAX, EMAIL:				

NAME:	TITLE:	SIGNATURE:	CALL BACK PHONE NUMBER:	EMAIL ADDRESS:
AMOUNT LIMIT BY PHONE, FAX, EMAIL:				

NAME:	TITLE:	SIGNATURE:	CALL BACK PHONE NUMBER:	EMAIL ADDRESS:
AMOUNT LIMIT BY PHONE, FAX, EMAIL:				

NAME:	TITLE:	SIGNATURE:	CALL BACK PHONE NUMBER:	EMAIL ADDRESS:
AMOUNT LIMIT BY PHONE, FAX, EMAIL:				

NAME:	TITLE:	SIGNATURE:	CALL BACK PHONE NUMBER:	EMAIL ADDRESS:
AMOUNT LIMIT BY PHONE, FAX, EMAIL:				

NAME:	TITLE:	SIGNATURE:	CALL BACK PHONE NUMBER:	EMAIL ADDRESS:
AMOUNT LIMIT BY PHONE, FAX, EMAIL:				



Balance and Activity Statement - Previous Day(s)

Report Type: Previous Day Balance Report - Summary and Detail

Report Date: 2020-02-05 to 2020-02-11

Customer: Sample

Created By: End User

Currency: USD

Account(s): *****,

SUMMARY

Account Number	Account Name	Opening Ledger	Credit Count	Credit Amount	Debit Count	Debit Amount	Closing Ledger
*****	United Commercial	\$5.00	3	\$2.66	3	\$2.66	\$5.00
Report Totals		\$5.00	3	\$2.66	3	\$2.66	\$5.00

DETAIL

Account Number: *****			Account Name: United Commercial			
Date	BAI Type	CR Amount	DB Amount	Serial Number	Ref Num	Description
02/06/2020	Credit (Any Type)	\$0.01			239073689	Online Transfer Credit Transfer from **** to **** Funds Transfer via Online Conf#:
02/06/2020	Debit (Any Type)		\$0.01		239073690	Transfer to DDA Transfer to DDA
02/10/2020	Credit (Any Type)	\$2.50			239611362	Transfer from DDA Transfer from DDA
02/10/2020	Debit (Any Type)		\$0.01		239611363	Online Transfer Debit Transfer from **** to **** Funds Transfer via Online Conf#:
02/11/2020	Credit (Any Type)	\$0.15			239869428	Online Transfer Credit Transfer from **** to **** Funds Transfer via Online Conf#:
02/11/2020	Debit (Any Type)		\$2.64		239869429	Transfer to DDA Transfer to DDA
<i>Account Total</i>		\$2.66	\$2.66			

Cash Position - Previous Day(s)

Report Type: Previous Day Cash Position Report

Report Date: 2020-02-11 to 2020-02-11

Customer: Sample

Created By: End User

ABA Routing Number: 103100881

Currency: USD

Account(s): *****,

OPENING BALANCES AND ACTIVITY

Account Number	Account Name	Opening Ledger	Opening Available	Credit Count	Credit Amount	Debit Count	Debit Amount
*****	United Commercial	\$7.49	\$7.49	1	\$0.15	1	\$2.64
Report Totals		\$7.49	\$7.49	1	\$0.15	1	\$2.64

CLOSING CASH POSITION

Account Number	Account Name	Closing Ledger	1-Day Float	2+ Day Float	Closing Available
*****	United Commercial	\$5.00	\$0.00	\$0.00	\$5.00
Report Totals		\$5.00	\$0.00	\$0.00	\$5.00

Checks Paid Report - Previous Day(s)

Report Type: Transaction Report - Checks Paid

Report Date: 02/11/2020 - 02/11/2020

Customer: Sample

Created By: End User

Created Date/Time: 2020-02-12 12:36:09

ABA Routing Number(s): 103100881

Currency: USD

Account(s): *****

Report Detail

Account Number: *****		Account Name: United Commercial				
Date	BAI Type	CR Amount	DB Amount	Serial Num	Ref Num	Description
Account Subtotal		\$0.00	\$0.00			
REPORT TOTALS		\$0.00	\$0.00			

TRI-PARTY COLLATERAL SAFEKEEPING AGREEMENT (Texas Public Entities – Securities Only)

This Tri-Party Collateral Safekeeping Agreement is made and entered into this day _____ by and between _____ hereinafter referred to as “DEPOSITOR”, Bank of Oklahoma hereinafter referred to as “CUSTODIAN” and First United Bank and Trust Company hereinafter referred to as “BANK” organized under the laws of the State of Oklahoma and authorized by law to do business in the State of Texas.

DEPOSITOR, through action of its governing body, has designated BANK as a depository for certain of its funds in time or demand accounts and BANK has agreed to act as the depository of those funds. All funds on deposit with BANK to credit of the DEPOSITOR are required to be secured by collateral as provided in Texas Government Code Sections 2256.001-2257.083 and subsequent amendments.

I. Grant of Security Interest

In accordance with the terms of this Agreement, BANK hereby pledges to DEPOSITOR and grants to DEPOSITOR a security interest in securities owned by BANK and held by CUSTODIAN for benefit of DEPOSITOR hereinafter referred to as “Collateral” upon which the DEPOSITOR shall have first and prior lien.

II. Designation of Custodian

BANK, DEPOSITOR, and CUSTODIAN, by execution of this Agreement, hereby designate Bank of Oklahoma, a safekeeping agent outside the holding company of the BANK, to hold in trust, according to the terms and conditions of this Agreement, all Collateral and substitute collateral which may be required under this Agreement.

III. Designation of Authorized Representatives

During the term of this Agreement, the DEPOSITOR will through appropriate action of its Governing Board, designate the officer or officers, who singly or jointly will be authorized to represent and act on behalf of the DEPOSITOR in any and all matters of every kind arising under this Agreement.

The DEPOSITOR’S governing body shall have, and does hereby retain the right to utilize other depositories. Deposits of the DEPOSITOR shall never be the subject of any garnishment or attachment and BANK shall not recognize any attempt to garnish or attach same or be a party to such action.

IV. Designation of Authorized Collateral

Collateral shall consist only of Eligible Securities. Eligible Securities shall include:

- Obligations of the U.S. Government, its agencies and instrumentalities, including mortgage backed securities which pass the bank test, and
- Obligations of any U.S. state, agencies, counties, cities, or other political subdivisions of any state rated at least AA as to investment quality by at least two nationally recognized rating agencies.

The aggregate market value of Collateral held by CUSTODIAN at all times during this Agreement must be in an amount not less than one hundred two percent (102%) of the DEPOSITOR'S time and demand deposits with BANK, including the amount of accrued but un-credited interest on such funds, reduced by that portion of the funds insured by the FDIC. Such amount is hereinafter referred to as the "Required Collateral Value".

V. Substitutions and Withdrawals of Collateral

If the aggregate market value of Collateral held by CUSTODIAN at any time exceeds the Required Collateral Value, BANK may withdraw any excess Collateral by providing CUSTODIAN with a withdrawal notice signed by an authorized representative of both the BANK and DEPOSITOR. DEPOSITOR agrees that approval of the withdrawal notice will not be unreasonably withheld if the Collateral exceeds the Required Collateral Value.

If the aggregate market value of Collateral held by CUSTODIAN at any time does not equal the Required Collateral Value, BANK shall provide Eligible Securities within that business day to bring the total aggregate market value equal to the Required Collateral Value and shall notify DEPOSITOR in writing within that same period of the additional Collateral.

BANK may substitute Eligible Securities for any of the Eligible Securities held by CUSTODIAN at any time by providing CUSTODIAN with a withdrawal notice signed by an authorized representative of both the BANK and DEPOSITOR provided that the market value of the Collateral following such substitution would equal or exceed the Required Collateral Value. All substitutions require DEPOSITOR'S written consent (see Exhibit A, Authorized Representatives) and new Collateral shall be received by the CUSTODIAN before existing Collateral is released. To the extent that consent is required the DEPOSITOR agrees that it shall not unreasonably withhold its consent so long as the substitution would equal or exceed the Required Collateral Value.

VI. BANK'S Obligations

BANK shall monitor and maintain the required market value of Eligible Securities to maintain the Required Collateral Value at all times. The final determination of such value shall be at the discretion of the DEPOSITOR, whose decision shall be final and binding.

BANK shall perform all the duties and obligations required of a depository under applicable law. At the expiration of the term of this Agreement, BANK shall turn over to any successor depository designated by DEPOSITOR all funds held by BANK as depository.

BANK shall promptly provide DEPOSITOR with original safekeeping receipts for each Eligible Security held by the CUSTODIAN.

BANK shall furnish DEPOSITOR a monthly statement of Collateral to include a full description of the Collateral. The statement will specify the description, cusip, par value, market value, and maturity date of each Eligible Security held by CUSTODIAN for DEPOSITOR. BANK is authorized to utilize one or more nationally recognized pricing information services to provide market value or utilize a service that utilizes same.

Upon request, BANK shall annually make available to DEPOSITOR a copy of BANK'S most recent publicly available annual financial report.

BANK represents that the BANK is the sole legal owner of the Eligible Securities and that no other security interest has been or will be granted in the Eligible Securities while it is being held as Collateral for the DEPOSITOR.

VII. CUSTODIAN'S Obligations

CUSTODIAN shall promptly provide BANK with original safekeeping receipts for each Eligible Security held for the DEPOSITOR. Each such receipt shall be clearly marked to indicate that these Eligible Securities are pledged by the BANK to the DEPOSITOR. CUSTODIAN shall monthly provide a list of the Collateral held for the DEPOSITOR, including the description of each security.

CUSTODIAN shall permit DEPOSITOR or its designee to examine Eligible Securities in the presence of the appropriate officials of said BANK at any time during normal business hours.

VIII. Default and Remedies

Should BANK fail at any time to pay and satisfy, when due, any check, transfer, draft or voucher lawfully drawn against DEPOSITOR deposits, or in any manner breach any agreement with DEPOSITOR, DEPOSITOR shall give written notice of such failure

or breach and BANK shall have three (3) business days to cure such failure or breach. In the event BANK shall fail to cure such failure or breach within the three (3) days or should the BANK be declared insolvent by a Federal bank regulatory agency, or if a receiver is appointed for BANK (each an “Event of Default”) it shall be the duty of CUSTODIAN, upon demand by DEPOSITOR (supported by proper evidence of the Event of Default) to surrender the Collateral to DEPOSITOR.

DEPOSITOR may sell all or any part of such Collateral and out of the proceeds thereof, pay DEPOSITOR all damages and losses sustained together with any expenses incurred by it of any kind on account of such failure. Collateral may be sold by DEPOSITOR at public or private sale provided however that BANK and CUSTODIAN shall have one business day notice of the time and place of the sale and BANK and CUSTODIAN shall have the right to bid at such sale.

IX. Termination of Agreement

This Agreement, and the terms and conditions hereof shall extend to the entire period during which the BANK shall act as depository for DEPOSITOR. Either BANK or DEPOSITOR shall have the right to terminate this Agreement at any time by advance written notice to the other of its election to do so and this Agreement shall be void from and after the expiration of sixty (60) days after receipt of such notice, provided all provisions of this Agreement have been fulfilled. When the relationship of DEPOSITOR and BANK shall have ceased to exist, and when BANK has properly paid out all deposits to DEPOSITOR, CUSTODIAN shall, upon notification by DEPOSITOR, release all collateral to the BANK.

X. Applicable Law; Other Agreements

This Agreement is governed by the laws of the State of Texas. All time and demand accounts of DEPOSITOR will be subject to BANK’S account agreement or other applicable deposit account agreement as in effect from time to time.

XI. Miscellaneous

The headings in this Agreement are for the convenience of reference only and should not be used in interpreting the Agreement. If any provision of this Agreement is found to be illegal or unenforceable under applicable law, that provision shall be deemed reformed so as to be enforceable to the extent permitted by applicable law. Venue for any legal action arising under this Agreement shall be _____

THIS AGREEMENT REPRESENTS THE FINAL AGREEMENT OF THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR CONTEMPORANEOUS OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES. No amendment or modification of this Agreement or waiver of any right hereunder shall be binding on either party unless it is in writing and signed by all parties hereto.

Notices given under this Agreement must be addressed as set forth below the signature of each party and will be effectual upon actual receipt by addressee or upon refusal of delivery during normal business hours of the addressee.

XII. Execution under FIRREA

The execution of this agreement has been authorized by resolution of the Board of Directors or Loan Committee of the BANK adopted the _____ day of _____
_____.

BANK: First United Bank and Trust Company

Signature: _____

Name: _____

Title: _____

Address for Notice: P.O. Box 130
Durant, OK 74702-0130

DEPOSITOR: _____

Signature: _____

Name: _____

Title: _____

Address for Notice: _____

CUSTODIAN: Bank of Oklahoma

Signature: _____

Name: _____

Title: _____

EXHIBIT B

AUTHORIZED REPRESENTATIVES

The following individuals are authorized representatives of the City empowered to direct the Bank and the Custodian for the Bank, in regard to collateral pledges, releases and substitutions in the joint safekeeping account as well as authorized to represent and act for the City in any and all matters including execution of agreements and transfer of funds. At least two signatures are required.

DISTRICT REPRESENTATIVE'S SIGNATURE

NAME AND TITLE

AUTHORIZATION AGREEMENT FOR DIRECT DEPOSIT OF PAYROLL

Company Name: _____

I hereby authorize _____ hereinafter called COMPANY, to initiate credit entries to my account indicated below at the depository financial institution named below, hereafter called DEPOSITORY, and to credit the same to such account. I acknowledge that the origination of ACH transactions to my account must comply with the provisions of U.S. law. I further authorize COMPANY to initiate debit entries to my account for the sole purpose of correcting any credit entries that were previously initiated in error or for an incorrect amount.

Depository/Financial Institution Name _____ Branch _____

City _____ State _____ Zip _____

Select One: Checking Account Savings Account

Bank Routing Number _____ Account Number _____

This authorization is to remain in full force and effect until COMPANY has received written notification from me of its termination in such time and in such manner as to afford COMPANY and DEPOSITORY a reasonable opportunity to act on it.

Name _____ Date _____
(Please Print)

Signature _____

Attach a VOIDED check in the box below to ensure correct entry of bank information.







TREASURY MANAGEMENT SERVICES – ACCOUNT STRUCTURE

Existing Account Structure for : City of Sanger

City of Sanger
Pooled Cash

- Main Billing Account
- Balance Reporting -Corporate First
- Account Transfers
- Stop Payments
- Online Statements
- ACH Origination
- ACH Block
- Check Pos Pay
- Remote Deposit Capture
- 1.7%

City of Sanger
General Fund Debt I&S Acct

- 1.7%

City of Sanger
Enterprise Fund Debt

- 1.7%

City of Sanger
Uf Equip Rep

- 1.7%

City of Sanger
Gf Equip Rep

- 1.7%

City of Sanger
4B Board

- 1.7%

City of Sanger
Water Camp Imp

- 1.7%

City of Sanger
Employee Benefits

- 1.7%

City of Sanger
2021 Enterprise Fund

- 1.7%

City of Sanger
Series 2023B CO

- 1.7%

City of Sanger
Series 2023 Taxable

- 1.7%

City of Sanger
Sewer Capital Improv

- 1.7%



TREASURY MANAGEMENT SERVICES – ACCOUNT STRUCTURE

Proposed Account Structure for : City of Sanger

City of Sanger
Pooled Cash

- Main Billing Account
- Balance Reporting -Corporate First
- Account Transfers
- Stop Payments
- Online Statements
- ACH Origination
- ACH Block
- Check Pos Pay
- Remote Deposit Capture
- 3.25%

City of Sanger
General Fund Debt I&S Acct

- 3.25%

City of Sanger
Enterprise Fund Debt

- 3.25%

City of Sanger
Uf Equip Rep

- 3.25%

City of Sanger
Gf Equip Rep

- 3.25%

City of Sanger
4B Board

- 3.25%

City of Sanger
Water Camp Imp

- 3.25%

City of Sanger
Employee Benefits

- 3.25%

City of Sanger
2021 Enterprise Fund

- 3.25%

City of Sanger
Series 2023B CO

- 3.25%

City of Sanger
Series 2023 Taxable

- 3.25%

City of Sanger
Sewer Capital Improv

- 3.25%

Rates are a variable rate based on FFL-2%





Corporate First Online Banking User's Guide

LOGIN PROCESS & DEVICE REGISTRATION

1. Enter your **Login ID** and **Password**.

2. Select **Log In**.

3. Select the **delivery point** for your secure access code.

4. Enter the **secure access code** in the box once it has been received.

5. Select **Submit**.

6. Review and update profile, then select **Submit**.

7. Enter the **temporary password** in the “Current Password” field.
8. Enter a **new password** in the “New Password” and “Confirm New Password” fields.
9. Select **Submit**.
10. Review the **“First Time User Disclaimer”** and click **I Accept**.
11. Select the **appropriate registration option**.



Please set your new password:

- 1 Password Requirements:**
- Must be between 8 and 25 characters
 - Must contain at least 1 number
 - Password must contain a minimum of 1 lower case character.
 - Password must contain a minimum of 1 upper case character.
 - Password must contain a minimum of 1 special character.
 - May not be the same as current password

Current Password

New Password

Confirm New Password

Back

Disclaimers

FIRST TIME LOGIN DISCLAIMER

I Do Not Accept



Device Registration

Access Code Accepted.


Do Not Register Device


Register Device


NOTE: If you are at a private computer that you will use regularly to access online banking, you can register your browser for future access by selecting **Register Device, which will place a ‘cookie’ in your internet browser. If you are at a public computer, select **Do Not Register Device** and this computer will not be registered.**







ACCOUNTS DASHBOARD

HOME PAGE

- Select **icon**,  to view account activity, quick transfer and nickname accounts.
 - Any user can select **Nickname Account** to place a **Personal Nickname** for each of their accounts.
 - Administrators can also select **Nickname Account** to place a **Global Nickname**, which will update the account name for all users.
- The **Asset Summary** displays a summary by account.

ACCOUNTS 

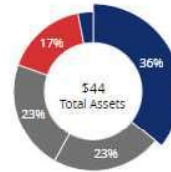
Current: \$44.44 

Commercial Loan  Current Balance \$0.00 Interest Rate 5.000 %	Operating Account  Available Balance Current Balance
Payroll Account  Available Balance \$10.03 Current Balance \$10.00	Reserve Account  Available Balance Current Balance
Petty Cash Account  Available Balance \$1.00 Current Balance \$1.00	Construction Account  Available Balance \$10.01 Current Balance \$10.01

Options

- View Activity
- Quick Transfer
- Nickname Account

ASSET SUMMARY



United Commercial
XXXXXX 

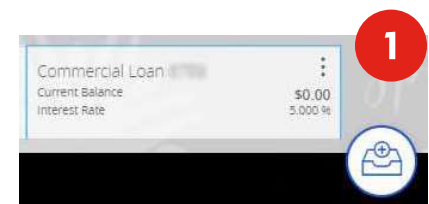
36.03%


Available Balance \$16.01
 Current Balance \$16.02
 View Transactions


< Previous Next >


GROUPING ACCOUNTS

1. To group accounts, grab an account tile from the home page and drag the tile to the drop box at the bottom of the screen. A new group will be created. You may edit the group name by clicking on the pencil icon, entering the new name, and selecting the checkmark to submit the changes.
2. The group nicknames that are displayed can be renamed by selecting the pencil icon.




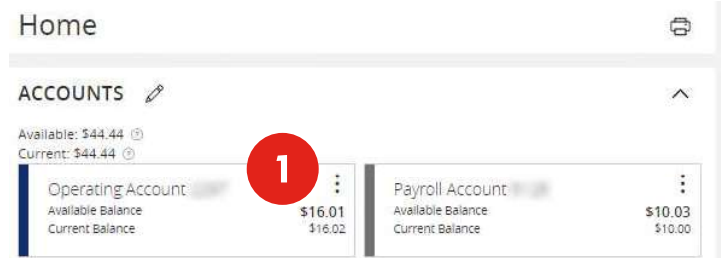
NAME GROUP 

Current: \$0.00 

Commercial Loan  Current Balance \$0.00 Interest Rate 5.000 %

ACCOUNT DETAILS AND HISTORY

1. From the home page, click on an **account tile** to view the account history and details.
2. Transaction history associated with the account is listed on the **Transactions** tab. Pending transactions will be listed first. All historical transactions will be displayed newest to oldest.
3. Transactions displaying an icon  to the left of the description have an associated image. **Expand** the transaction to view the **image**. For full screen view, click on the image. For deposits, select **More Details**, then **expand items** to view images.

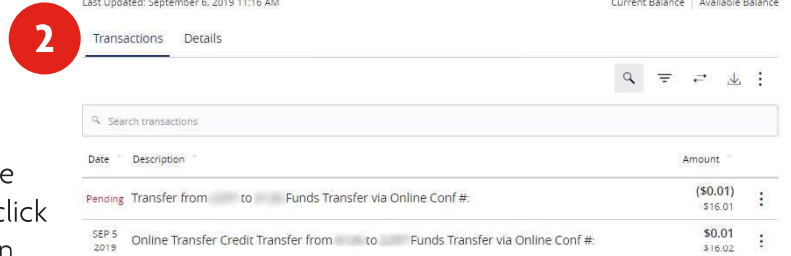


Home

ACCOUNTS

Available: \$44.44
Current: \$44.44

Operating Account	\$16.01	Payroll Account	\$10.03
Available Balance		Available Balance	\$10.00
Current Balance	\$16.02	Current Balance	\$10.00



OPERATING ACCOUNT

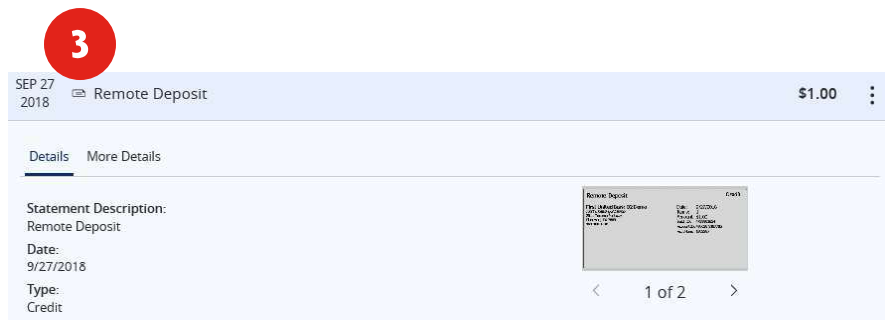
Last Updated: September 6, 2019 11:16 AM

\$16.02 Current Balance | \$16.01 Available Balance

Transactions Details

Search transactions

Date	Description	Amount
Pending	Transfer from [redacted] to [redacted] Funds Transfer via Online Conf #:	(\$0.01)
		\$16.01
SEP 5 2019	Online Transfer Credit Transfer from [redacted] to [redacted] Funds Transfer via Online Conf #:	\$0.01
		\$16.02



SEP 27 2018 Remote Deposit \$1.00

Details More Details

Statement Description:
Remote Deposit

Date:
9/27/2018

Type:
Credit

Remote Deposit

1 of 2

4. Select **Search** for a text box to find specific transactions.

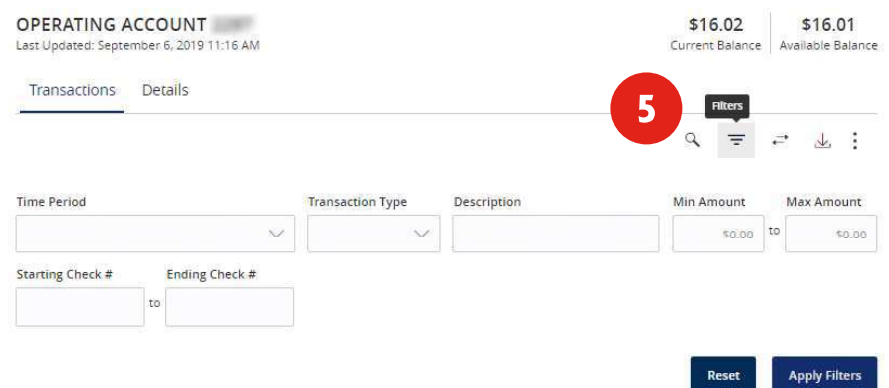


Transactions Details

Search

Search transactions

5. Select **Filters** to view the various search criteria for transaction history.



OPERATING ACCOUNT

Last Updated: September 6, 2019 11:16 AM

\$16.02 Current Balance | \$16.01 Available Balance

Transactions Details

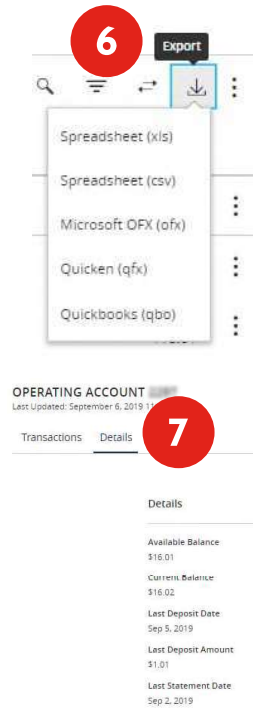
Filters

Time Period [dropdown] Transaction Type [dropdown] Description [text] Min Amount \$0.00 to Max Amount \$0.00


Starting Check # [text] to Ending Check # [text]

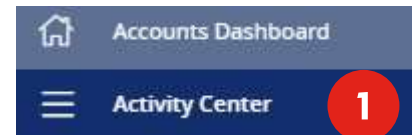
Reset Apply Filters

6. Select the **Export** to display a listing of available download formats. The export will include all transactions specified in the filters chosen by the user.
7. Click on **Details** to view additional balance and transaction information.
8. To return to your home page, select **Accounts Dashboard**.



ACTIVITY CENTER

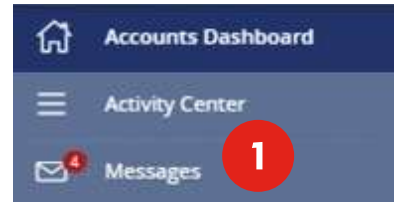
1. Select **Activity Center** to view details for activity initiated within Online Banking.
2. Select the **Single Transactions** tab to view one-time online transactions.
3. Select the **Recurring Transactions** tab to view online transactions which are setup to occur in a series.
4. Select the  icon to filter online transactions, if applicable.




SECURE MESSAGES

NOTE: The Messages feature is a secure messaging function which allows secure delivery of sensitive material between the customer and the bank.

1. Select **Messages** to view your messages.
 - a. A numeric indicator will display if you have unread messages in your inbox.



2. Messages will appear newest to oldest.

3. Select the  **icon** to reply to a secure message or the  to **delete** the message.

4. Select the **New Conversation** icon on the right side of the screen to send a secure message to First United Bank.

Conversations

No Messages

Delete multiple

4

New conversation



5. Select the **recipient** for your message, fill in subject and message details, and attach a file if needed.

6. Click **Send Message** at the bottom of the screen to submit the message.

NEW CONVERSATION

Message recipient

--Select Recipient--

5

Message subject

Message

Attach a file

Supported attachment file types:

.ach, .doc, .docx, .log, .pdf, .ppt, .pptx, .rtf, .text, .txt, .wpd, .xls, .xlsx

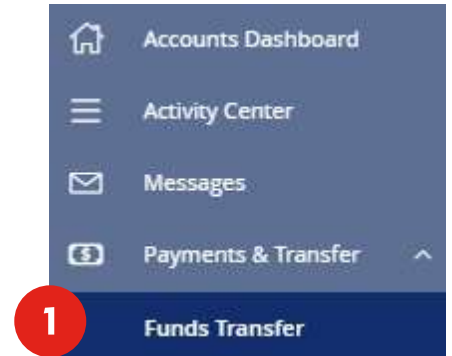
Go back

Send message

6

FUNDS TRANSFERS

1. Select **Payments and Transfers > Funds Transfers**.
2. Select a **From account**.
3. Select a **To account**.
4. Enter a dollar amount.
5. Select **Frequency**, if applicable.
6. Enter a memo for the transaction, if applicable.
7. Select **Transfer Funds**.



 A screenshot of the Funds Transfer form. The form has two tabs: 'Individual Transfers' and 'Multi-Account Transfers'. The form fields are:

- From Account: A dropdown menu with a red circle 2 next to it.
- To Account: A dropdown menu with a red circle 3 next to it.
- Amount: A text input field with a dollar sign and '00' next to it, and a red circle 4 next to it.
- Frequency: A dropdown menu with 'One time transfer' selected, and a red circle 5 next to it.
- Transfer Date: A date input field with '09/06/2019' and a calendar icon, and a red circle 6 next to it.
- Memo (optional): A text input field with the placeholder 'Enter letters and numbers only', and a red circle 6 next to it.
- Transfer Funds: A blue button with a red circle 7 next to it.

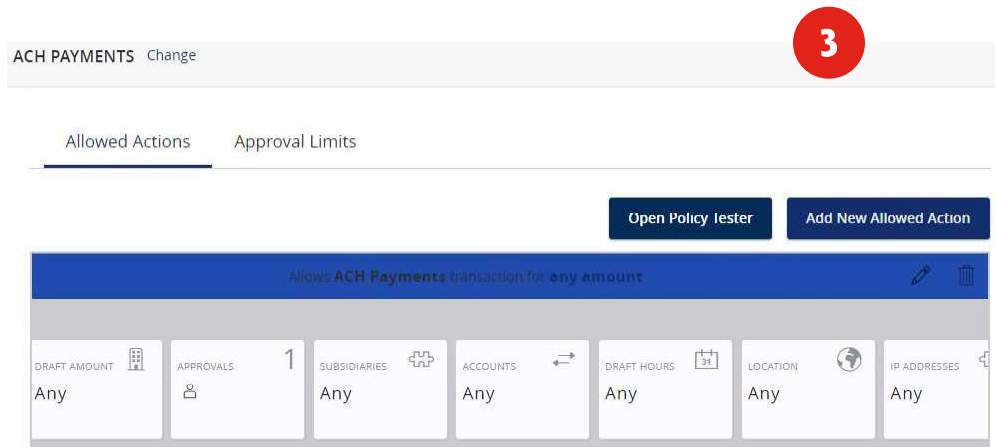
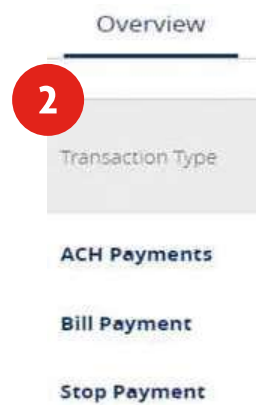
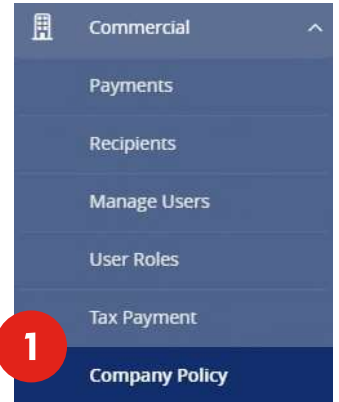
E-STATEMENT ENROLLMENT

1. Select **e-Statement** to link out to electronic statement portal in new internet tab.
 - a. If not enrolled, complete enrollment steps.
 - b. Statements do not retroactively populate but will begin with the statement cycle following enrollment.
2. Obtain statements by selecting account from drop down menu on **Statements and Notices** tab.
3. To return to online banking, select First United Bank and Trust tab or close e-Statement tab.

COMPANY/USER MANAGEMENT

MANAGE COMPANY POLICY

1. Select **Commercial > Company Policy**.
2. From the **Overview** tab, select a transaction type to manage the allowed actions.
3. Select a tile to maintenance the Allowed Actions parameters.
 - a. **Draft Amount**-limit the dollar amount allowed to be drafted for this transaction type, or select Any, if no restriction.
 - b. **Approvals**-set how many approvals will be required before it is fully authorized for First United Bank to process.
 - i. Between one and five required approvals can be set. Select – or + to change.
 - c. **Subsidiaries**-select the subsidiary or subsidiaries allowed for this transaction type.
 - d. **Accounts**-choose the accounts allowed for the selected transaction type.
 - e. **Draft Hours**-select the days and hours allowed for this transaction type.
 - f. **Locations**-choose the country or countries within North America from where this transaction type may be drafted, if applicable.
 - g. **IP Addresses**-enter the IP address and/or IP address range(s) to be allowed from where this transaction type may be drafted. All other source IP addresses will be denied.



4. Click **OK** to save each allowed action.
5. Select the **Approval Limits** tab to view the dollar and count limits assigned by First United Bank.
6. Select the **Features** tab to view the features assigned by First United Bank.
7. Select the **Accounts** tab to view the account rights assigned by First United Bank.

CREATING USER ROLES

1. Select **Commercial > User Roles**.
2. Click **Create Role** on the right side of the screen.
3. Enter a Role Name.
4. Enter a Description (optional).
5. Click Continue.
6. From the **Overview tab**, select a transaction type to manage the allowed actions and limits.

User Roles > New User Role

Role Name* **3**
Office Manager

Description **4**

* - Indicates required field

Cancel Continue **5**

Overview

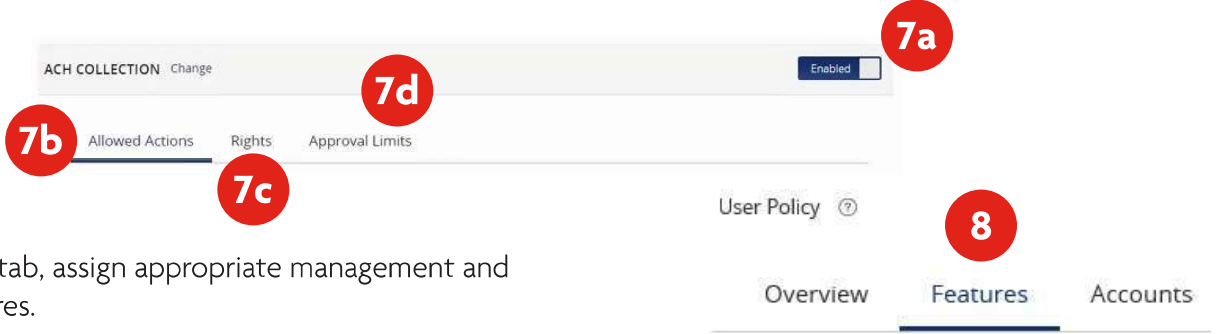
Transaction Type

ACH Payments

Bill Payment

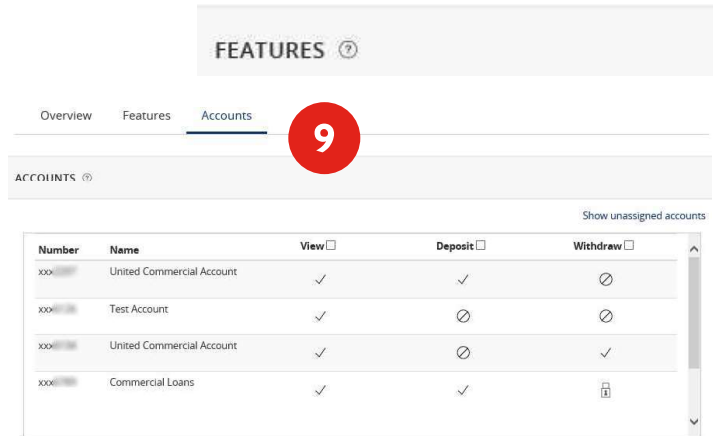
Stop Payment

7. Create User Role Parameters.
 - a. **Enable/Disable** is found at the top right.
 - b. Select **Allowed Actions** tab to add rules to User Role Policy.
 - c. Select **Rights** tab to assign view access of online activity.
 - d. Select **Approval Limits** tab to update dollar limits and transaction counts.



8. From the **Features** tab, assign appropriate management and transactional features.

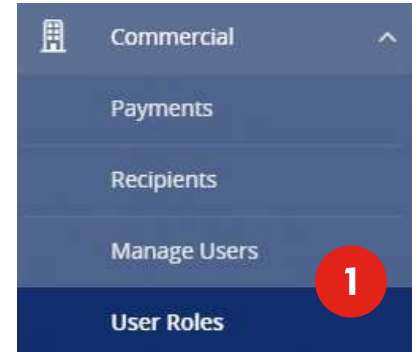
9. From the **Accounts** tab, designate the account rights.
 - a. Withdraw rights are required for a user to place stop payments.
 - b. Deposit/Withdraw rights are required to execute funds transfers, ACH, or wire transfers, relative to transaction type.



10. Click **Save**.

MAINTENANCE OF EXISTING USER ROLES

1. Select **Commercial > Manage Roles**.
2. Click the pencil icon to edit the existing user role.
3. Reference steps in the **Creating User Roles** section above.



4. Select **Save** at top right.

USER ROLES

Name	Description	Users
Attempting to copy Payroll	Payroll Clerk- draft only	None

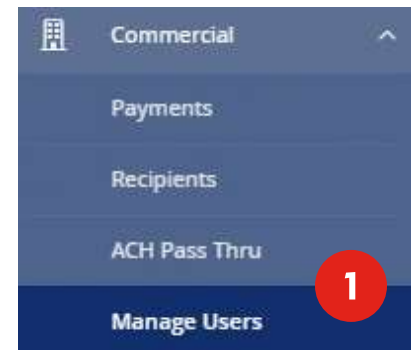
CREATING NEW USERS

1. Select **Commercial > Manage Users**.
2. Click the **Add User** on the right side of the screen.
3. Enter the required fields for the new user.

Note: Password assignment is temporary and only valid for 72 hours. The user will need to complete their initial login within this time frame.

4. Select a User Role from drop down.

5. Select **Save** at bottom right.



User Management

Search Users

User - Email Address - Last login -

Add User

New User

First Name * Last Name *
First Name should not exceed 25 characters. Last Name should not exceed 50 characters.

Email Address *
Login ID must be between 4 and 25 characters. Login ID contains invalid characters.

Phone Country * Phone *
Phone Country: Select Country
Phone: Must be between 8 and 25 characters. Must contain at least 1 number.

Login ID * Password * Confirm Password *
Passwords do not match. Password must contain a minimum of 1 lower case character. Password must contain a minimum of 1 upper case character. Password must contain a minimum of 1 special character.

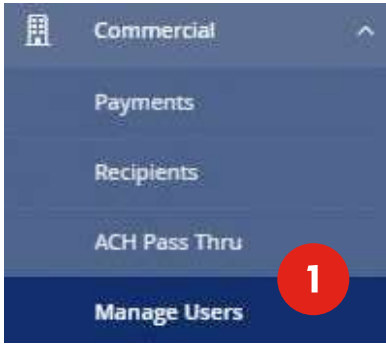
User Role
 Unassigned

* - Indicates required field

Cancel

MAINTENANCE OF EXISTING USERS

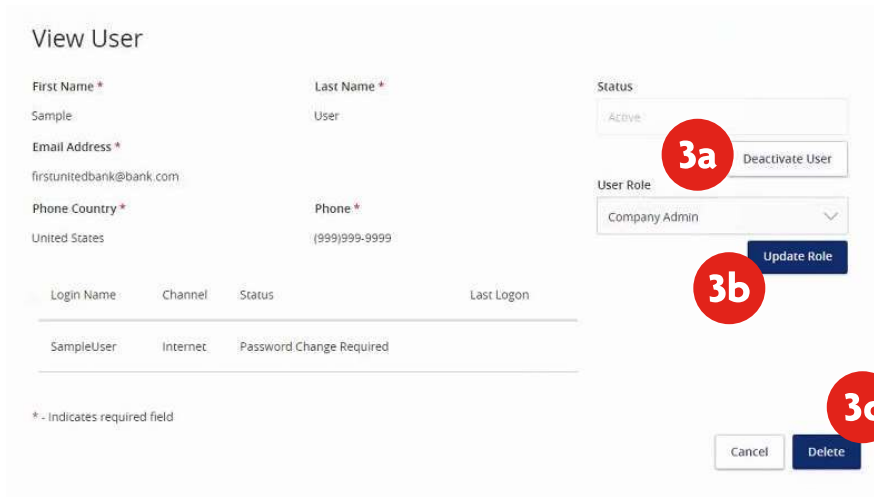
1. Select **Commercial > Manage Users**.



2. Click the pencil icon to edit the existing user.

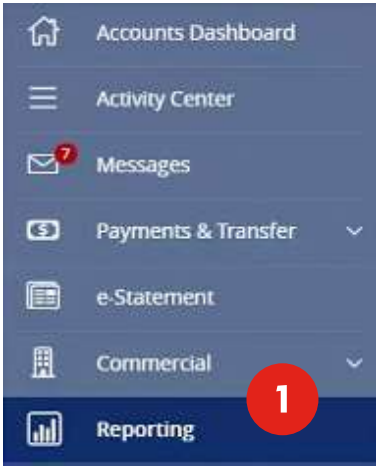


3. Edit existing user.
 - a. Deactivate User.
 - b. Update Role.
 - c. Delete User.



REPORTING

1. Select **Reporting**.
2. Select **+ New Report**.
3. Choose the desired report.
4. Choose Report criteria.

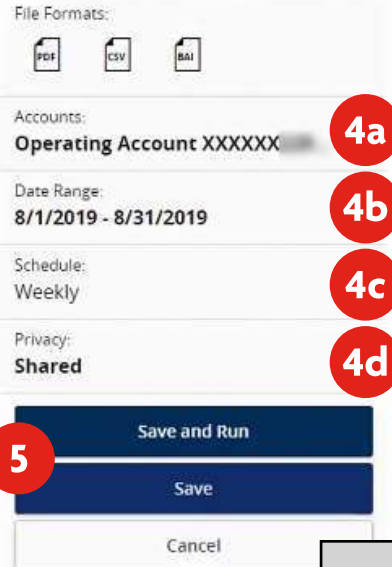


- a. Accounts-accounts to be included in the report.
- b. Date Range-choose a range of dates for the report.
- c. Schedule-desired schedule for how often the report should automatically run.
- d. Privacy-private or shared with other users within the same role.



Note: Other criteria may be required based on the desired report.

5. Select **Save and Run** to run the report immediately or select **Save** to schedule the report without immediately running the report.
 - a. The report will display as In Progress while it is being generated.
 - b. The format icon(s) will appear next to the scheduled report once it has been completed. Select the format icon to open the report.



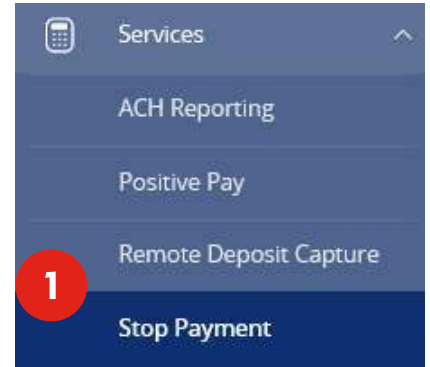
Name	Last Run	Download	Type	Actions
☆ ACH Activity Report - Current Day	9/13/2019	In Progress	ACH Activity Report - Current Day	⋮
☆ ACH Activity Report - Previous Day(s)	9/9/2019	PDF CSV	ACH Activity Report - Previous Day(s)	⋮

5a

5b

STOP PAYMENT

1. Select **Services > Stop Payment**.
2. Fill in details for stop payment to be placed.
 - a. Required- Account and check number.
 - b. Optional- Check amount, date, and payee name.
 - c. Multiple Checks option can be used to place stop payments on a check series.



3. Select **Request stop payment**.

Request type

Single Check

Multiple Checks

Account 2

Select an account

Check number

Check amount (optional) Check date (optional)

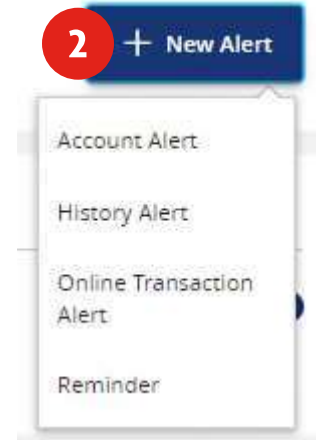
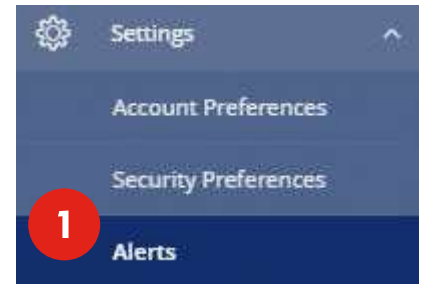
Payee name (optional)

Note (optional)



ONLINE BANKING ALERTS

1. Select **Settings > Alerts**.
2. Select **+ New Alert** and select the desired type of alert from the drop-down menu.
3. Complete required fields for alert.
4. Select **Alert Delivery Method**.
5. Select **Create Alert**.



NOTE: Security alerts are listed at the bottom of the screen. Click the down arrow to expand the listing of available alerts. Some alerts are clickable and may be turned on or off. The most critical alerts are mandatory and cannot be turned off. These alerts are greyed out. Click **Edit Delivery Preferences** to modify how and where to receive security alerts.



PO Box 130
Durant, OK 74702

RETURN SERVICE REQUESTED

*0005006 S2
FIRST UNITED BANK AND TRUST
FIRST UNITED BANK U ONLINE
DEMO ACCOUNT
PO BOX 1234
SHERMAN TX 75091-1234

Date: JANUARY 2021



INDIVIDUAL SUMMARY ANALYSIS
XXXXXXXXX2297

First United Bank And Trust
First United Bank U Online
Demo Account
Po Box 1234
Sherman TX 75091-1234

OFFICER: Lisa Harris
PHONE NO: (580) 924-2211
BRANCH: 96

DATE PREPARED 2/01/21
DAYS IN STATEMENT CYCLE 31
LOCKBOX ACCOUNT ANALYSIS

AVERAGE DAILY LEDGER BALANCE .67
LESS AVERAGE DAILY FLOAT .00
AVERAGE DAILY COLLECTED BALANCE .67
LESS REQUIRED RESERVES 10.000% .06
AVERAGE NET COLLECTED BALANCE .61

EARNINGS ON \$.61
AT .500000% .00

SERVICE	ACTIVITY	UNIT PRICE	ACTIVITY CHARGE	REQUIRED BALANCES
Monthly Maintenance Fee	1	10.0000	10.00	23,548.39
BAI File Download Monthly Fee	1	35.0000	35.00	82,419.35
ACH Credits	1	.1500	.15	353.23
ACH Debits	1	.1500	.15	353.23
SFTP Services per Account	1	25.0000	25.00	58,870.97
TOTAL SERVICES AND REQUIRED BALANCES			70.30	165,545.17
CURRENT MONTH NET LOSS			70.30-	165,545.16
CHARGES WAIVED			70.30-	

THIS ACCOUNT IS LINKED WITH OTHER RELATED ACCOUNTS FOR SERVICE CHARGE CALCULATION.

SERVICE CHARGE IF APPLICABLE WILL BE CHARGED TO PRIMARY ACCOUNT NUMBER XXXXXXXX2297



PO Box 130
Durant, OK 74702

INDIVIDUAL SUMMARY ANALYSIS
XXXXXXXXX6126

First United Bank And Trust
TM Demo Account 1
1400 W Main St
Durant OK 74701-4906

OFFICER: William Fahrendorf	DATE PREPARED	2/01/21
PHONE NO: (580) 924-2112	DAYS IN STATEMENT CYCLE	31
BRANCH: 1	ACCOUNT ANALYSIS	

AVERAGE DAILY LEDGER BALANCE	54.22-
LESS AVERAGE DAILY FLOAT	.00
AVERAGE DAILY COLLECTED BALANCE	54.22-
LESS REQUIRED RESERVES 10.000%	.00
AVERAGE NET COLLECTED BALANCE	54.22-

 NEGATIVE BALANCE SERVICE CHARGE ON 5.750000% \$54.22- .26

SERVICE	ACTIVITY	UNIT PRICE	ACTIVITY CHARGE	REQUIRED BALANCES
Monthly Maintenance Fee	1	10.0000	10.00	23,548.39
Charge Back Fee	1	2.5000	2.50	5,887.10
ACH Credits	1	.1500	.15	353.23
ACH Debits	4	.1500	.60	1,412.90
Phone/In-Person Transfer	1	.0000	.00	
TOTAL SERVICES AND REQUIRED BALANCES			13.25	31,201.62
CURRENT MONTH NET LOSS			13.51-	31,813.87
YOUR ACCOUNT WILL BE CHARGED			13.51-	

THIS ACCOUNT IS LINKED WITH OTHER RELATED ACCOUNTS
FOR SERVICE CHARGE CALCULATION.

SERVICE CHARGE IF APPLICABLE WILL BE CHARGED TO
PRIMARY ACCOUNT NUMBER XXXXXXXX2297



GROUP SUMMARY ANALYSIS
XXXXXXXXX2297

First United Bank And Trust
First United Bank U Online
Demo Account
Po Box 1234
Sherman TX 75091-1234

OFFICER: Lisa Harris
PHONE NO: (580) 924-2211
BRANCH: 96

DATE PREPARED 2/01/21
DAYS IN STATEMENT CYCLE 31
ACCOUNT ANALYSIS

AVERAGE DAILY LEDGER BALANCE	53.55-
LESS AVERAGE DAILY FLOAT	.00
AVERAGE DAILY COLLECTED BALANCE	53.55-
LESS REQUIRED RESERVES	.06
AVERAGE NET COLLECTED BALANCE	53.61-

NEGATIVE BALANCE SERVICE CHARGE ON \$53.61-

----- .26

SERVICE	ACTIVITY	UNIT PRICE	ACTIVITY CHARGE	REQUIRED BALANCES
Monthly Maintenance Fee	2	10.0000	20.00	47,096.77
Charge Back Fee	1	2.5000	2.50	5,887.10
BAI File Download Monthly Fee	1	35.0000	35.00	82,419.35
ACH Credits	2	.1500	.30	706.45
ACH Debits	5	.1500	.75	1,766.13
Phone/In-Person Transfer	1	.0000	.00	
SFTP Services per Account	1	25.0000	25.00	58,870.97
TOTAL SERVICES AND REQUIRED BALANCES			83.55	196,746.77
CURRENT MONTH NET LOSS			83.81-	197,359.03
CHARGES WAIVED			83.81-	

ACCOUNTS INCLUDED:
XXXXXXXXX2297 XXXXXXXXX6126



PO Box 130
 Durant OK 74702
 RETURN SERVICE REQUESTED

www.firstunitedbank.com
 First United - 99
 1400 W. Main
 Durant, OK 74701

Item 9.

Customer Service (800) 924-4427

Account XXXXXX2297

Page 1 of 3

0007288

6302FUBT

4085E00X.001

*0007288 S2
 FIRST UNITED BANK AND TRUST
 FIRST UNITED BANK U ONLINE
 DEMO ACCOUNT
 PO BOX 1234
 SHERMAN TX 75091-1234



CHECKING ACCOUNTS

United Commercial Account

Account Number	XXXXXX2297	Number of Enclosures	0
Previous Balance	\$0.87	Statement Dates	1/01/21 thru 1/31/21
11 Deposits/Credits	\$0.25	Days in Statement Period	31
8 Checks/Debits	\$0.40	Average Ledger	\$0.67
Service Charge	\$0.00	Average Collected	\$0.67
Interest Paid	\$0.00		
Current Balance	\$0.72		

Credit Transactions

Date	Description	Amount
1/06	Transfer from 6126 to 2297 Fun ds Transfer via Online Conf #:	\$0.02
1/07	Transfer from 6126 to 2297 Fun ds Transfer via Online Conf #:	\$0.01
1/13	Transfer from 6126 to 2297 Fun ds Transfer via Online Conf #:	\$0.02
1/14	Transfer from 6126 to 2297 Fun ds Transfer via Online Conf #:	\$0.01
1/20	ABC Inc PPD 4.4.5 NU Collect 2 Delta Dent	\$0.11
1/20	Transfer from 6126 to 2297 Fun ds Transfer via Online Conf #:	\$0.02
1/21	Transfer from 6126 to 2297 Fun ds Transfer via Online Conf #:	\$0.01
1/27	Transfer from 6134 to 2297 Co nf #:3365182	\$0.01
1/27	Transfer from 6134 to 2297 Co nf #:3365183	\$0.01
1/27	Transfer from 6126 to 2297 Fun ds Transfer via Online Conf #:	\$0.02
1/28	Transfer from 6126 to 2297 Fun ds Transfer via Online Conf #:	\$0.01

Debit Transactions

Date	Description	Amount
1/04	Transfer from 2297 to 6126 Fun ds Transfer via Online Conf #:	\$0.01-
1/04	Transfer from 2297 to 6134 Fun ds Transfer via Online Conf #:	\$0.23-
1/08	Transfer from 2297 to 6126 Fun ds Transfer via Online Conf #:	\$0.01-



116

Item 9.

Please examine this statement and cancelled checks promptly. You have (30) days to report unauthorized or missing signatures or alterations on the items contained with your statement; if you fail to notify us we will not be responsible for items paid in good faith. If no errors or discrepancies concerning Electronic Funds Transactions are reported within sixty (60) days, all such transactions will be considered correct. All other errors or discrepancies concerning your account must be reported within thirty (30) days or the statement will be considered correct.

MONTH _____ YR _____

CHECKS OUTSTANDING		
CHECK NO.	PAYEE	AMOUNT
		\$
	TOTAL	\$

BANK BALANCE THIS STATEMENT \$ _____
 ADD DEPOSITS NOT CREDITED \$ _____
 SUB-TOTAL \$ _____
 LESS CHECKS OUTSTANDING \$ _____
 BALANCE \$ _____

THIS BALANCE SHOULD AGREE WITH YOUR CHECK BOOK BALANCE AFTER DEDUCTING THE SERVICE CHARGES (IF ANY) SHOWN ON THIS STATEMENT. IF AN ERROR IS FOUND IN YOUR STATEMENT IT SHOULD BE REPORTED TO US WITHIN 10 DAYS.

TERMS GOVERNING CHECKING ACCOUNTS

Deposit in or presentment to the Bank of any item for a customer's account shall constitute the customer's consent to the terms hereof with respect to the Checking Account and all items deposited herein or presented to the Bank for payment. All deposits and collections shall be governed by the pertinent provisions of the Uniform Commercial Code – Bank Deposits & Collection, as from time to time amended, or as varied by agreements permitted by the statute, including those hereinafter set out. Receipt from others of items for credit to a customer's account shall render the customer liable to the Bank to the same extent as though they had been endorsed by and received directly from the customer. No money or item shall be deemed to have been received by the Bank unless and until it shall have issued a receipt therefore. The account shall at all times be subject to Checking and Maintenance Charges according to the practice of the Bank prevailing at the time. When the Bank deems such action proper, the Bank may require that the account be closed. The provisions hereof shall control, in event of conflict with any deposit slip or passbook. The Bank reserves the right to change the provisions hereof by printing on its statement Terms Governing Checking Accounts, incorporating the Change. The new Terms Governing Checking Accounts will be effective, prospectively, when the statement containing the change is made available to the customer, by mailing or otherwise.

IN CASE OF ERRORS OR QUESTIONS ABOUT YOUR ELECTRONIC TRANSFERS

In Case of Errors or Questions About Your Electronic Transfers, telephone us or write us at the address below as soon as you can, if you think your statement or receipt is wrong or if you need more information about a transfer listed on the statement or receipt. We must hear from you no later than 60 days after we sent the FIRST statement on which the problem or error appeared.

- (1) Tell us your name and account number.
- (2) Describe the error or the transfer you are unsure about, and explain as clearly as you can why you believe it is an error or why you need more information.
- (3) Tell us the dollar amount of the suspected error.

If you tell us orally, we may require that you send us your complaint or question in writing within 10 business days. We will determine whether an error occurred within 10 business days after we hear from you and will correct any error promptly. If we need more time, however we may take up to 45 days to investigate your complaint or question. If we decide to do this, we will credit your account within 10 business days for the amount you think is in error so that you will have the use of the money during the time it takes us to complete our investigation. If we ask you to put your complaint or question in writing and we do not receive it within 10 business days, we may not credit your account. For errors involving new accounts, point-or-sale, or foreign-initiated transactions, we may take up to 90 days to investigate your complaint or question. For new accounts, we may take up to 20 business days to credit your account for the amount you think is in error. We will tell you the results within three business days after completing our investigation. If we decide there was no error, we will send you a written explanation. You may ask for copies of the documents that we used in our investigation.

Debit Transactions

Date	Description	Amount
1/14	Transfer from 2297 to 6134 Fun ds Transfer via Online Conf #:	\$0.01-
1/15	ABC Inc PPD 4.4.5 NU Collect 2 ACH S Rec	\$0.11-
1/15	Transfer from 2297 to 6126 Fun ds Transfer via Online Conf #:	\$0.01-
1/22	Transfer from 2297 to 6126 Fun ds Transfer via Online Conf #:	\$0.01-
1/29	Transfer from 2297 to 6126 Fun ds Transfer via Online Conf #:	\$0.01-

Daily Balance Summary

Date	Balance	Date	Balance	Date	Balance
1/01	\$0.87	1/13	\$0.67	1/22	\$0.68
1/04	\$0.63	1/14	\$0.67	1/27	\$0.72
1/06	\$0.65	1/15	\$0.55	1/28	\$0.73
1/07	\$0.66	1/20	\$0.68	1/29	\$0.72
1/08	\$0.65	1/21	\$0.69		

0007288

6302FUJBT

4087B00X.001

26FDP

First United Bank
Relationship Team Contact

Relationship Manager

Greg Hillis, Community Bank President– Sanger
ghillis@firstunitedbank.com

940-302-6042

Financial Center Manager

Kristen Lawler– Sanger
klawler@firstunitedbank.com

940-302-6040

Treasury Management Officer

Jessica Cain, VP Treasury Management Officer – North Texas
jcain@firstunitedbank.com

903-813-5812

Treasury Management DFW Sales Manager

Joan Calhoun, SVP DFW Treasury Sales Manager – Plano
Joan.calhoun@firstunitedbank.com

972-897-2980

Treasury Management Support

(Adding users, wire questions, remote deposit assistance, online troubleshooting)

treasurymanagment@firstunitedbank.com

580-634-6116





Dear, City of Sanger. On behalf of Elan Corporate Payment Systems and First United Bank, thank you for your interest in our industry-leading corporate payment solutions. We are committed to empowering businesses to manage spending more effectively and operate more efficiently.

We offer a comprehensive suite of payment cards to meet your unique needs for business travel, purchasing, ePayables and beyond. With a forward focus, we are committed to lead with the latest technological advancements.

As our customer, you can expect the best service, exceptional cardholder benefits and powerful account management tools. I invite you to learn more in the enclosed pages and at elanpaymentsolutions.com

We look forward to the opportunity to partner with you to simplify your payment processes and increase your operational efficiencies.

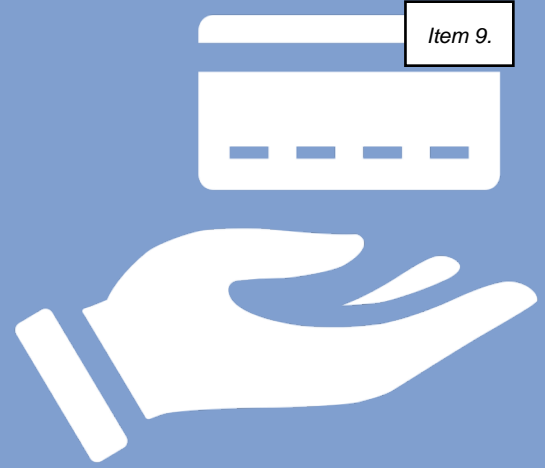
Sincerely,

Cash Christian

VP Regional Sales Manger

214-970-4274

Cash.Christian@elansales.com



Commercial cards that work for you



One Card

Combines travel, purchasing and fleet into a single, integrated payment solution that streamlines the purchasing process and reduces the cost of processing requisitions, purchase orders and check requests.

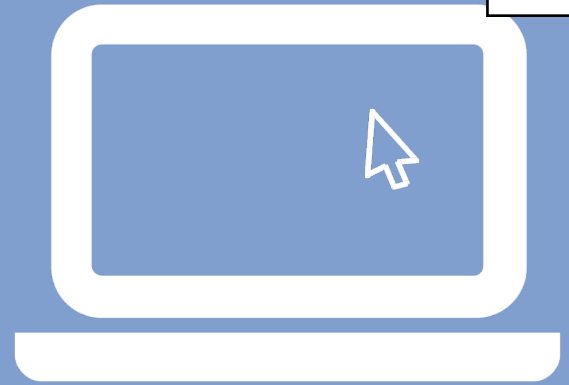
Gain greater spending control, visibility and cost-efficiency over your largest variable expenses, including travel and entertainment

- Enhances policy compliance and vendor negotiations
- Simplifies transaction monitoring
- Integrates with enterprise reporting systems
- Simplifies administrative process
- Ensures travel policy compliance
- Offers comprehensive travel benefits
- Simplifies administrative process
- Ensures travel policy compliance
- Offers comprehensive travel benefits

Additional card benefits include:

- Flexible administrative controls
- Transaction management
- Advanced reporting
- branded cards
- Corporate liability & fraud protection
- ERP integration
- Revenue share for spend > 1 MM
- Travel card insurances





Access® Online

Powerful expense management technology

- Access® Online offers real-time, secure access to payment data
- Customizable platform can be easily configured and quickly deployed
- Set up and maintain accounts, manage transactions, integrate data with enterprise software
- Advanced reporting includes program/financial/supplier management, tax and compliance, administration and ad-hoc reporting options

Spending controls drive efficiencies and compliance

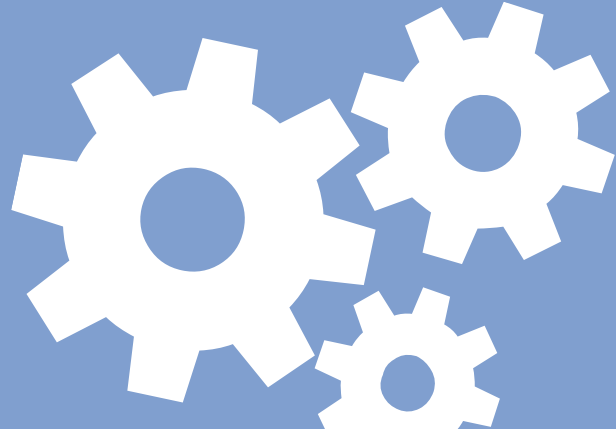
- Customizable controls ensure usage is aligned with your policies and objectives
- Use default controls, or customize by individual account
- Manage by merchant category code, single purchase or monthly spending limits, ATM blocking, usage dates

Detailed analytics improve visibility

- Easy-to-use, web-enabled payment analytics tool
- Automatically reviews all transactions against policy rules and flags suspected issues
- Audit functionality improves visibility and mitigates control-related risk

Seamless integration with ERP/financial system

- Custom file created
- Limited data elements
- Technical integration support



Customer Service Model



Dedicated support for a successful launch

- Work with a dedicated implementation manager for custom integrations
- Project manager tailors your program to your specific needs
- Ensures effective program utilization and increased adoption



Best-in-class training resources

- Flexible, role-based training for administrators and cardholders
- Detailed best practices and day-to-day applications
- Options include interactive and written content, recorded classes and live, instructor-led training



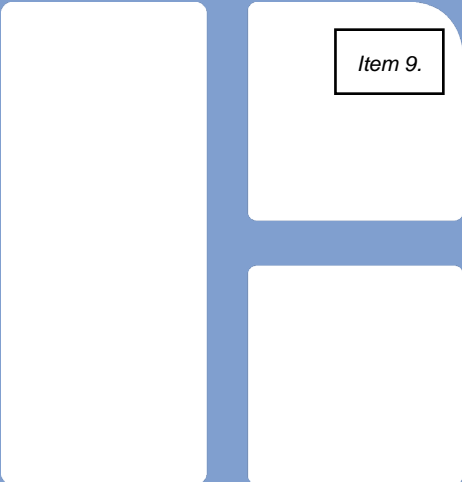
Ongoing optimization for program effectiveness

- We'll regularly assess your program goals, product enhancements and technology usage
- Perform comprehensive analysis to uncover opportunities for efficiency and savings
- Offer ongoing training and account reviews



Responsive customer support

- 24/7 toll-free cardholder service and dedicated support for administrators and IT
- Dedicated service team includes Relationship Manager, Account Coordinator, Implementation Manager, Customer Service and Technical Support



Thank you



Given our industry expertise, technological innovation and market-leading services, we believe that Elan is best positioned to help you optimize and service your card program.

We look forward to the opportunity to service your business.

Sincerely,

Cash Christian
VP Regional Sales Manger
214-970-4274
Cash.Christian@elansales.com



Elan One Card

One Card does it all!

A single card that combines travel and entertainment (T&E) with purchasing card features.

The Elan One Card combines corporate travel and purchasing card programs into a single streamlined payment solution. The One Card integrates transactions with one process, one staff, one card issuer and one invoice. Plus, it provides your organization with access to business travel and procurement benefits that make doing business safer, easier and more rewarding.

14 reasons you should choose the Elan One Card

- 1. No annual card fees**
Benefit from no hidden charges and rebate potential for qualifying organizations
- 2. Liability Waiver Protection program**
Receive \$100,000 protection, per instance, from cardholder misuse
- 3. Automatic travel accident insurance and emergency travel services**
Travel with peace of mind with added protections
- 4. Cost savings**
Decrease costs associated with processing checks, invoices and purchase orders
- 5. Flexible authorization system and cardholder spending controls**
Manage where cards are used and limit company exposure
- 6. Easy integration with accounting and payment systems**
Eliminate many manual processes such as data entry and filing
- 7. Around the world acceptance**
Pay for goods and services easily
- 8. Fully automated reporting and complete expense management**
Access over 60 standard reports or take advantage of ad hoc reporting capabilities – available in multiple extract formats (Excel, HTML, PDF)
- 9. No cost, web-based card management tools**
Manage and control cardholder accounts, setup and maintenance activities, limit adjustments, and expense reporting
- 10. Simplified accounts payable process**
Monitor supplier spending and negotiate preferred pricing
- 11. Corporate billing**
Manage corporate expenses while holding employees accountable for prompt payment
- 12. Tax and compliance management support**
Eliminate most issues associated with 1099 reporting
- 13. Policy adherence and control**
Fully monitor and control purchasing and travel policy adherence
- 14. 24-hour customer service**
Receive assistance whenever needed

For More Information

For questions about the One Card, please contact your Elan Corporate Payment Systems Relationship Manager or visit elanfinancialservices.com.

elanpaymentsolutions.com

Federal Financial Institutions Examination Council



Consolidated Reports of Condition and Income for a Bank with Domestic Offices Only—FFIEC 041

Report at the close of business December 31, 2023

(20231231)

This report is required by law: 12 U.S.C. § 324 (State member banks); 12 U.S.C. § 1817 (State nonmember banks); 12 U.S.C. § 161 (National banks); and 12 U.S.C § 1464 (Savings associations). Unless the context indicates otherwise, the term "bank" in this report form refers to both banks and savings associations.

(RCON 9999)

This report form is to be filed by banks with domestic offices only and total consolidated assets of less than \$100 billion, except those banks that file the FFIEC 051, and those banks that are advanced approaches institutions for regulatory capital purposes that are required to file the FFIEC 031.

NOTE: Each bank's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Reports of Condition and Income. The Reports of Condition and Income are to be prepared in accordance with federal regulatory authority instructions. The Reports of Condition and Income must be signed by the Chief Financial Officer (CFO) of the reporting bank (or by the individual performing an equivalent function) and attested to by not less than two directors (trustees) for state nonmember banks and three directors for state member banks, national banks, and savings associations.

We, the undersigned directors (trustees), attest to the correctness of the Reports of Condition and Income (including the supporting schedules) for this report date and declare that the Reports of Condition and Income have been examined by us and to the best of our knowledge and belief have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct.

I, the undersigned CFO (or equivalent) of the named bank, attest that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct to the best of my knowledge and belief.

Director (Trustee)

Director (Trustee)

Director (Trustee)

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

Submission of Reports

Each bank must file its Reports of Condition and Income (Call Report) data by either:

- (a) Using computer software to prepare its Call Report and then submitting the report data directly to the FFIEC's Central Data Repository (CDR), an Internet-based system for data collection (https://cdr.ffiec.gov/cdr/), or
- (b) Completing its Call Report in paper form and arranging with a software vendor or another party to convert the data into the electronic format that can be processed by the CDR. The software vendor or other party then must electronically submit the bank's data file to the CDR.

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach your bank's completed signature page (or a photocopy or a computer generated version of this page) to the hard-copy record of the data file submitted to the CDR that your bank must place in its files.

The appearance of your bank's hard-copy record of the submitted data file need not match exactly the appearance of the FFIEC's sample report forms, but should show at least the caption of each Call Report item and the reported amount.

For technical assistance with submissions to the CDR, please contact the CDR Help Desk by telephone at (888) CDR-3111, by fax at (703) 774-3946, or by e-mail at cdr.help@cdr.ffiec.gov.

First United Bank And Trust Company

Legal Title of Bank (RSSD 9017)

Durant

City (RSSD 9130)

OK
State Abbrev. (RSSD 9200)

74701
ZIP Code (RSSD 9220)

Legal Entity Identifier (LEI)
(Report only if your institution already has an LEI.) (RCON 9224)

FDIC Certificate Number 042319
(RSSD 9050)

The estimated average burden associated with this information collection is 54.60 hours per respondent and is expected to vary by institution, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503, and to one of the following: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551; Legislative and Regulatory Analysis Division, Office of the Comptroller of the Currency, Washington, DC 20219; Assistant Executive Secretary, Federal Deposit Insurance Corporation, Washington, DC 20429.

Consolidated Reports of Condition and Income for a Bank with Domestic Offices Only

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For information or assistance, national banks, state nonmember banks, and savings associations should contact the FDIC's Data Collection and Analysis Section, 550 17th Street, NW, Washington, DC 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., Eastern Time. State member banks should contact their Federal Reserve District Bank.

Contact Information for the Reports of Condition and Income

To facilitate communication between the Agencies and the bank concerning the Reports of Condition and Income, please provide contact information for (1) the Chief Financial Officer (or equivalent) of the bank signing the reports for this quarter, and (2) the person at the bank —other than the Chief Financial Officer (or equivalent)— to whom questions about the reports should be directed. If the Chief Financial Officer (or equivalent) is the primary contact for questions about the reports, please provide contact information for another person at the bank who will serve as a secondary contact for communications between the Agencies and the bank concerning the Reports of Condition and Income. Enter "none" for the contact's e-mail address or fax number if not available. Contact information for the Reports of Condition and Income is for the confidential use of the Agencies and will not be released to the public.

Chief Financial Officer (or Equivalent) Signing the Reports

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Chief Executive Officer Contact Information

This information is being requested so the Agencies can distribute notifications about policy initiatives, deposit insurance assessments, and other matters directly to the Chief Executive Officers of reporting institutions. Notifications about other matters may include emergency notifications that may or may not also be sent to the institution's emergency contacts listed below. Please provide contact information for the Chief Executive Officer of the reporting institution. Enter "none" for the Chief Executive Officer's e-mail address or fax number if not available. Chief Executive Officer contact information is for the confidential use of the Agencies and will not be released to the public.

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Emergency Contact Information

This information is being requested so the Agencies can distribute critical, time sensitive information to emergency contacts at banks. Please provide primary contact information for a senior official of the bank who has decision-making authority. Also provide information for a secondary contact if available. Enter "none" for the contact's e-mail address or fax number if not available. Emergency contact information is for the confidential use of the Agencies and will not be released to the public.

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USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information

This information is being requested to identify points-of-contact who are in charge of your bank's USA PATRIOT Act Section 314(a) information requests. Bank personnel listed could be contacted by law enforcement officers or the Financial Crimes Enforcement Network (FinCEN) for additional information related to specific Section 314(a) search requests or other anti-terrorist financing and anti-money laundering matters. Communications sent by FinCEN to the bank for purposes other than Section 314(a) notifications will state the intended purpose and should be directed to the appropriate bank personnel for review. Any disclosure of customer records to law enforcement officers or FinCEN must be done in compliance with applicable law, including the Right to Financial Privacy Act (12 U.S.C. 3401 et seq.).

Please provide information for a primary and secondary contact. Information for a third and fourth contact may be provided at the bank's option. Enter "none" for the contact's e-mail address if not available. This contact information is for the confidential use of the Agencies, FinCEN, and law enforcement officers and will not be released to the public.

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Consolidated Report of Income

For the period January 1, 2023 — December 31, 2023

Item 9.

Schedule RI—Income Statement

	Dollar Amounts in Thousands		RIAD	Amount	
1. Interest income:					
a. Interest and fee income on loans:					
(1) Loans secured by real estate:					
(a) Loans secured by 1-4 family residential properties.....	4435	231,876			1.a.1.a.
(b) All other loans secured by real estate.....	4436	392,812			1.a.1.b.
(2) Commercial and industrial loans.....	4012	65,244			1.a.2.
(3) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards.....	B485	0			1.a.3.a.
(b) Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans).....	B486	14,918			1.a.3.b.
(4) Not applicable					
(5) All other loans (1).....	4058	7,073			1.a.5.
(6) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(5)).....	4010	711,923			1.a.6.
b. Income from lease financing receivables.....	4065	219			1.b.
c. Interest income on balances due from depository institutions (2).....	4115	6,003			1.c.
d. Interest and dividend income on securities:					
(1) U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	B488	5,910			1.d.1.
(2) Mortgage-backed securities.....	B489	23,023			1.d.2.
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.).....	4060	27,491			1.d.3.
e. Not applicable					
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	4020	28,739			1.f.
g. Other interest income.....	4518	7,040			1.g.
h. Total interest income (sum of items 1.a.(6) through 1.g.).....	4107	810,348			1.h.
2. Interest expense:					
a. Interest on deposits:					
(1) Transaction accounts (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts).....	4508	93,586			2.a.1.
(2) Nontransaction accounts:					
(a) Savings deposits (includes MMDAs).....	0093	109,031			2.a.2.a.
(b) Time deposits of \$250,000 or less.....	HK03	47,729			2.a.2.b.
(c) Time deposits of more than \$250,000.....	HK04	26,673			2.a.2.c.
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	4180	1,222			2.b.
c. Interest on trading liabilities and other borrowed money.....	4185	72,007			2.c.
d. Interest on subordinated notes and debentures.....	4200	260			2.d.
e. Total interest expense (sum of items 2.a through 2.d.).....	4073	350,508			2.e.
3. Net interest income (item 1.h minus 2.e.).....	4074	459,840			3.
4. Provision for loan and lease losses (3).....	JJ33	24,860			4.

1 Includes interest and fee income on "Loans to depository institutions and acceptances of other banks," "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Loans to nondepository financial institutions and other loans."

2 Includes interest income on time certificates of deposit not held for trading.

3 Institutions that have adopted ASU 2016-13 should report in item 4 the provisions for credit losses on all financial assets and off-balance-sheet credit exposures that fall within the scope of the standard.

Schedule RI—Continued

Item 9.

	Dollar Amounts in Thousands		Year-to-date		
			RIAD	Amount	
5. Noninterest income:					
a. Income from fiduciary activities (1).....	4070	385			5.a.
b. Service charges on deposit accounts.....	4080	18,905			5.b.
c. Trading revenue.....	A220	0			5.c.
d. Income from securities-related and insurance activities:					
(1) Fees and commissions from securities brokerage.....	C886	554			5.d.1.
(2) Investment banking, advisory, and underwriting fees and commissions.....	C888	477			5.d.2.
(3) Fees and commissions from annuity sales.....	C887	278			5.d.3.
(4) Underwriting income from insurance and reinsurance activities.....	C386	0			5.d.4.
(5) Income from other insurance activities.....	C387	12,390			5.d.5.
e. Venture capital revenue.....	B491	0			5.e.
f. Net servicing fees.....	B492	32,363			5.f.
g. Net securitization income.....	B493	0			5.g.
h. Not applicable					
i. Net gains (losses) on sales of loans and leases.....	5416	20,871			5.i.
j. Net gains (losses) on sales of other real estate owned.....	5415	(29)			5.j.
k. Net gains (losses) on sales of other assets (2).....	B496	667			5.k.
l. Other noninterest income*.....	B497	31,690			5.l.
m. Total noninterest income (sum of items 5.a through 5.l).....	4079	118,551			5.m.
6. a. Realized gains (losses) on held-to-maturity securities.....	3521	0			6.a.
b. Realized gains (losses) on available-for-sale debt securities.....	3196	(3,890)			6.b.
7. Noninterest expense:					
a. Salaries and employee benefits.....	4135	253,607			7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	4217	54,696			7.b.
c. (1) Goodwill impairment losses.....	C216	0			7.c.1.
(2) Amortization expense and impairment losses for other intangible assets.....	C232	11,355			7.c.2.
d. Other noninterest expense*.....	4092	140,469			7.d.
e. Total noninterest expense (sum of items 7.a through 7.d).....	4093	460,127			7.e.
8. a. Income (loss) before change in net unrealized holding gains (losses) on equity securities not held for trading, applicable income taxes, and discontinued operations (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e).....	HT69	89,514			8.a.
b. Change in net unrealized holding gains (losses) on equity securities not held for trading (3).....	HT70	156			8.b.
c. Income (loss) before applicable income taxes and discontinued operations (sum of items 8.a and 8.b).....	4301	89,670			8.c.
9. Applicable income taxes (on item 8.c).....	4302	9,508			9.
10. Income (loss) before discontinued operations (item 8.c minus item 9).....	4300	80,162			10.
11. Discontinued operations, net of applicable income taxes*.....	FT28	0			11.
12. Net income (loss) attributable to bank and noncontrolling (minority) interests (sum of items 10 and 11).....	G104	80,162			12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value).....	G103	0			13.
14. Net income (loss) attributable to bank (item 12 minus item 13).....	4340	80,162			14.

* Describe on Schedule RI-E - Explanations

1 For banks required to complete Schedule RC-T, items 14 through 22, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 22.

2 Exclude net gains (losses) on sales of trading assets and held-to-maturity and available-for-sale debt securities.

3 Item 8.b is to be completed by all institutions. See the instructions for this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.

Schedule RI—Continued

Memoranda

	Year-to-date		
	RIAD	Amount	
Dollar Amounts in Thousands			
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes.....	4513	2,281	M.1.
<i>Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets¹</i>			
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8).....	8431	1,310	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b).....	4313	2,938	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3)).....	4507	11,650	M.4.
5. Number of full-time equivalent employees at end of current period (round to the nearest whole number).....	4150	1,945	M.5.
<i>Memorandum item 6 is to be completed by:¹</i>			
<ul style="list-style-type: none"> • banks with \$300 million or more in total assets, and • banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans 			
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5)).....	4024	4,347	M.6.
7. If the reporting institution has applied push down accounting this calendar year, report the date of the institution's acquisition (see instructions) (2).....	9106	00000000	M.7.
8. Not applicable			
<i>Memorandum items 9.a and 9.b are to be completed by banks with \$10 billion or more in total assets¹</i>			
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			
a. Net gains (losses) on credit derivatives held for trading.....	C889	0	M.9.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading.....	C890	0	M.9.b.
<i>Memorandum item 10 is to be completed by banks with \$300 million or more in total assets¹</i>			
10. Credit losses on derivatives (see instructions).....	A251	0	M.10.
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?.....	A530	NO	M.11.
12. Not applicable			

¹ The asset-size tests and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2022, Report of Condition.

² Report the date in YYYYMMDD format. For example, a bank acquired on March 1, 2023, would report 20230301.

Schedule RI—Continued

Memoranda—Continued

	Year-to-date		
	RIAD	Amount	
Dollar Amounts in Thousands			
<i>Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option.</i>			
13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets.....	F551	4,107	M.13.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	F552	0	M.13.a1.
b. Net gains (losses) on liabilities.....	F553	0	M.13.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554	0	M.13.b1.
14. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities recognized in earnings (included in Schedule RI, items 6.a and 6.b) (1).....	J321	NR	M.14.
<i>Memorandum item 15 is to be completed by institutions with \$1 billion or more in total assets² that answered "Yes" to Schedule RC-E, Memorandum item 5.</i>			
15. Components of service charges on deposit accounts (sum of Memorandum items 15.a through 15.d must equal Schedule RI, item 5.b):			
a. Consumer overdraft-related service charges levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use.....	H032	12,071	M.15.a.
b. Consumer account periodic maintenance charges levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use.....	H033	3,601	M.15.b.
c. Consumer customer automated teller machine (ATM) fees levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use.....	H034	280	M.15.c.
d. All other service charges on deposit accounts.....	H035	2,953	M.15.d.

¹ Memorandum item 14 is to be completed only by institutions that have not adopted ASU 2016-13.

² The \$1 billion asset-size test is based on the total assets reported on the June 30, 2022, Report of Condition.

Schedule RI-A—Changes in Bank Equity Capital

	Dollar Amounts in Thousands		
	RIAD	Amount	
1. Total bank equity capital most recently reported for the December 31, 2022, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	3217	1,314,219	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors*.....	B507	(63)	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2).....	B508	1,314,156	3.
4. Net income (loss) attributable to bank (must equal Schedule RI, item 14).....	4340	80,162	4.
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions).....	B509	0	5.
6. Treasury stock transactions, net.....	B510	0	6.
7. Changes incident to business combinations, net.....	4356	0	7.
8. LESS: Cash dividends declared on preferred stock.....	4470	0	8.
9. LESS: Cash dividends declared on common stock.....	4460	47,500	9.
10. Other comprehensive income (1).....	B511	1,143	10.
11. Other transactions with stockholders (including a parent holding company)* (not included in items 5, 6, 8, or 9 above).....	4415	1,000	11.
12. Total bank equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 27.a).....	3210	1,348,961	12.

* Describe on Schedule RI-E—Explanations.

1 Includes, but is not limited to, changes in net unrealized holding gains (losses) on available-for-sale debt securities, changes in accumulated net gains (losses) on cash flow hedges, and pension and other postretirement plan-related changes other than net periodic benefit cost.

Schedule RI-B—Charge-offs and Recoveries on Loans and Leases and Changes in Allowances for Credit Losses

Part I. Charge-offs and Recoveries on Loans and Leases

Part I includes charge-offs and recoveries through the allocated transfer risk reserve.

	(Column A) Charge-offs ¹		(Column B) Recoveries		
	Calendar year-to-date				
	RIAD	Amount	RIAD	Amount	
Dollar Amounts in Thousands					
1. Loans secured by real estate:					
a. Construction, land development, and other land loans:					
(1) 1-4 family residential construction loans.....	C891	0	C892	3	1.a.1.
(2) Other construction loans and all land development and other land loans.....	C893	23	C894	284	1.a.2.
b. Secured by farmland.....	3584	47	3585	0	1.b.
c. Secured by 1-4 family residential properties:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	5411	40	5412	34	1.c.1.
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens.....	C234	47	C217	136	1.c.2.a.
(b) Secured by junior liens.....	C235	42	C218	5	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties.....	3588	0	3589	7	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	C895	74	C896	1	1.e.1.
(2) Loans secured by other nonfarm nonresidential properties.....	C897	56	C898	291	1.e.2.
2. and 3. Not applicable					
4. Commercial and industrial loans.....	4638	3,591	4608	939	4.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards.....	B514	0	B515	0	5.a.
b. Automobile loans.....	K129	633	K133	285	5.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans).....	K205	1,258	K206	323	5.c.
6. Not applicable					
7. All other loans (2).....	4644	334	4628	573	7.
8. Lease financing receivables.....	4266	0	4267	0	8.
9. Total (sum of items 1 through 8).....	4635	6,145	4605	2,881	9.

1 Include write-downs arising from transfers of loans to a held-for-sale account.

2 Includes charge-offs and recoveries on "Loans to depository institutions and acceptances of other banks," "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Loans to non-depository financial institutions and other loans."

Schedule RI-B—Continued

Memoranda

	(Column A) Charge-offs ¹		(Column B) Recoveries		
	Calendar year-to-date				
	RIAD	Amount	RIAD	Amount	
Dollar Amounts in Thousands					
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, Part I, items 4 and 7, above.....	5409	0	5410	0	M.1.
2. <i>Memorandum items 2.a through 2.d are to be completed by banks with \$300 million or more in total assets:</i> ²					
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, Part I, item 1, above).....	4652	0	4662	0	M.2.a.
b. Not applicable					
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, Part I, item 4, above).....	4646	0	4618	0	M.2.c.
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RI-B, Part I, item 8, above).....	F185	0	F187	0	M.2.d.
<i>Memorandum item 3 is to be completed by:</i> ²					
• banks with \$300 million or more in total assets, and					
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans					
3. Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, Part I, item 7, above).....	4655	334	4665	573	M.3.

Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes

	Calendar Year-to-date		
	RIAD	Amount	
4. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses) (3).....	C388	NR	M.4.

1 Include write-downs arising from transfers of loans to a held-for-sale account.
 2 The \$300 million asset-size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2022, Report of Condition.
 3 Institutions that have adopted ASU 2016-13 should report in Memorandum item 4 uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for credit losses on loans and leases).

Schedule RI-B—Continued

Part II. Changes in Allowances for Credit Losses¹

	(Column A) Loans and Leases Held for Investment		(Column B) Held-to-Maturity Debt Securities ²		(Column C) Available-for-Sale Debt Securities ²		
	RIAD	Amount	RIAD	Amount	RIAD	Amount	
	Dollar Amounts in Thousands						
1. Balance most recently reported for the December 31, 2022, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	B522	112,551	JH88	0	JH94	0	1.
2. Recoveries (column A must equal Part I, item 9, column B, above).....	4605	2,881	JH89	0	JH95	0	2.
3. LESS: Charge-offs (column A must equal Part I, item 9, column A, above less Schedule RI-B, Part II, item 4, column A).....	C079	6,145	JH92	0	JH98	0	3.
4. LESS: Write-downs arising from transfers of financial assets (3).....	5523	0	JJ00	0	JJ01	0	4.
5. Provisions for credit losses (4,5).....	4230	24,860	JH90	0	JH96	0	5.
6. Adjustments* (see instructions for this schedule).....	C233	80	JH91	0	JH97	0	6.
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (column A must equal Schedule RC, item 4.c).....	3123	134,227	JH93	0	JH99	0	7.

* Describe on Schedule RI-E - Explanations.

- 1 Institutions that have not yet adopted ASU 2016-13 should report changes in the allowance for loan and lease losses in column A.
- 2 Columns B and C are to be completed only by institutions that have adopted ASU 2016-13.
- 3 Institutions that have not yet adopted ASU 2016-13 should report write-downs arising from transfers of loans to a held-for-sale account in item 4, column A.
- 4 Institutions that have not yet adopted ASU 2016-13 should report the provision for loan and lease losses in item 5, column A, and the amount reported must equal Schedule RI, item 4.
- 5 For institutions that have adopted ASU 2016-13, the sum of item 5, columns A through C, plus Schedule RI-B, Part II, Memorandum items 5 and 7, below, must equal Schedule RI, item 4.

Memoranda

	Dollar Amounts in Thousands		RIAD	Amount	
1. Allocated transfer risk reserve included in Schedule RI-B, Part II, item 7, column A, above.....	C435	0			M.1.
<i>Memorandum items 2 and 3 are to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date, or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>					
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....	C389	NR			M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (1).....	C390	NR			M.3.
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (Included in Schedule RI-B, Part II, item 7, column A, above) (2).....	C781	NR			M.4.
5. Provisions for credit losses on other financial assets measured at amortized cost (not included in item 5, above) (3).....	JJ02	0			M.5.
6. Allowance for credit losses on other financial assets measured at amortized cost (not included in item 7, above) (3).....	RCON				
	JJ03	0			M.6.
7. Provisions for credit losses on off-balance-sheet credit exposures (3).....	RIAD				
	MG93	0			M.7.
8. Estimated amount of expected recoveries of amounts previously written off included within the allowance for credit losses on loans and leases held for investment (included in item 7, column A, "Balance end of current period," above) (3).....					
	MG94	0			M.8.

- 1 Institutions that have adopted ASU 2016-13 should report in Memorandum item 3 the amount of allowance for credit losses on loans and leases attributable to retail credit fees and finance charges.
- 2 Memorandum item 4 is to be completed only by institutions that have not yet adopted ASU 2016-13.
- 3 Memorandum items 5, 6, 7, and 8 are to be completed only by institutions that have adopted ASU 2016-13.

Schedule RI-C—Disaggregated Data on the Allowance for Loan and Lease Losses

Part I. Disaggregated Data on the Allowance for Loan and Lease Losses¹

Schedule RI-C, Part I, is to be completed by institutions with \$1 billion or more in total assets.²

	Dollar Amounts in Thousands													
	(Column A) Recorded Investment: Individually Evaluated for Impairment and Determined to be Impaired (ASC 310-10-35)		(Column B) Allowance Balance: Individually Evaluated for Impairment and Determined to be Impaired (ASC 310-10-35)		(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)		(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)		(Column E) Recorded Investment: Purchased Credit- Impaired Loans (ASC 310-30)		(Column F) Allowance Balance: Purchased Credit- Impaired Loans (ASC 310-30)			
	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount		
1. Real estate loans:														
a. Construction loans.....	M708	NR	M709	NR	M710	NR	M711	NR	M712	NR	M713	NR		1.a.
b. Commercial real estate loans.....	M714	NR	M715	NR	M716	NR	M717	NR	M719	NR	M720	NR		1.b.
c. Residential real estate loans.....	M721	NR	M722	NR	M723	NR	M724	NR	M725	NR	M726	NR		1.c.
2. Commercial loans (3).....	M727	NR	M728	NR	M729	NR	M730	NR	M731	NR	M732	NR		2.
3. Credit cards.....	M733	NR	M734	NR	M735	NR	M736	NR	M737	NR	M738	NR		3.
4. Other consumer loans.....	M739	NR	M740	NR	M741	NR	M742	NR	M743	NR	M744	NR		4.
5. Unallocated, if any.....							M745	NR						5.
6. Total (for each column sum of 1.a through 5) (4).....	M746	NR	M747	NR	M748	NR	M749	NR	M750	NR	M751	NR		6.

1 Only institutions that have not yet adopted ASU 2016-13 are to complete Schedule RI-C, Part I.

2 The \$1 billion asset-size test is based on the total assets reported on the June 30, 2022, Report of Condition.

3 Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans in items 1, 3, or 4 of Schedule RI-C.

4 The sum of item 6, columns B, D, and F, must equal Schedule RC, item 4.c. Item 6, column E, must equal Schedule RC-C, Part I, Memorandum item 7.b. Item 6, column F, must equal Schedule RI-B, Part II, Memorandum item 4.

Schedule RI-C—Continued

Part II. Disaggregated Data on the Allowances for Credit Losses¹

Schedule RI-C, Part II, is to be completed by institutions with \$1 billion or more in total assets.²

Dollar Amounts in Thousands	(Column A) Amortized Cost		(Column B) Allowance Balance		
	RCON	Amount	RCON	Amount	
	Loans and Leases Held for Investment:				
1. Real estate loans:					
a. Construction loans.....	JJ04	1,991,996	JJ12	21,871	1.a.
b. Commercial real estate loans.....	JJ05	3,736,936	JJ13	51,636	1.b.
c. Residential real estate loans.....	JJ06	5,420,446	JJ14	39,304	1.c.
2. Commercial loans (3).....	JJ07	1,132,569	JJ15	19,462	2.
3. Credit cards.....	JJ08	0	JJ16	0	3.
4. Other consumer loans.....	JJ09	164,000	JJ17	1,954	4.
5. Unallocated, if any.....			JJ18	0	5.
6. Total (sum of items 1.a through 5) (4).....	JJ11	12,445,947	JJ19	134,227	6.

Dollar Amounts in Thousands	Allowance Balance		
	RCON	Amount	
Held-to-Maturity Securities:			
7. Securities issued by states and political subdivisions in the U.S.....	JJ20	0	7.
8. Mortgage-backed securities (MBS) (including CMOs, REMICs, and stripped MBS).....	JJ21	0	8.
9. Asset-backed securities and structured financial products.....	JJ23	0	9.
10. Other debt securities.....	JJ24	0	10.
11. Total (sum of items 7 through 10) (5).....	JJ25	0	11.

¹ Only institutions that have adopted ASU 2016-13 are to complete Schedule RI-C, Part II.

² The \$1 billion asset-size test is based on the total assets reported on the June 30, 2022, Report of Condition.

³ Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans in items 1, 3, or 4 of Schedule RI-C, Part II.

⁴ Item 6, column B, must equal Schedule RC, item 4.c.

⁵ Item 11 must equal Schedule RI-B, Part II, item 7, column B.

Schedule RI-E—Explanations

Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.

Detail all adjustments in Schedule RI-A and RI-B, all discontinued operations in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI (See instructions for details.)

		Dollar Amounts in Thousands		Year-to-date		
				RIAD	Amount	
1. Other noninterest income (from Schedule RI, item 5.1)						
Itemize and describe amounts greater than \$100,000 that exceed 7% of Schedule RI, item 5.1:						
a.	Income and fees from the printing and sale of checks.....	C013	0			1.a.
b.	Earnings on/increase in value of cash surrender value of life insurance.....	C014	6,505			1.b.
c.	Income and fees from automated teller machines (ATMs).....	C016	0			1.c.
d.	Rent and other income from other real estate owned.....	4042	0			1.d.
e.	Safe deposit box rent.....	C015	0			1.e.
f.	Bank card and credit card interchange fees.....	F555	11,712			1.f.
g.	Income and fees from wire transfers not reportable as service charges on deposit accounts.....	T047	0			1.g.
h.	TEXT 4461 Mtg-Realized/Unrealized Derivative/Secondary Market Gain/loss	4461	(3,698)			1h.
i.	TEXT 4462 Mtg-Administrative Fees and Origination Fees	4462	8,128			1i.
j.	TEXT 4463	4463	0			1j.
2. Other noninterest expense (from Schedule RI, item 7.d)						
Itemize and describe amounts greater than \$100,000 that exceed 7% of Schedule RI, item 7.d:						
a.	Data processing expenses.....	C017	0			2.a.
b.	Advertising and marketing expenses.....	0497	0			2.b.
c.	Directors' fees.....	4136	0			2.c.
d.	Printing, stationery, and supplies.....	C018	0			2.d.
e.	Postage.....	8403	0			2.e.
f.	Legal fees and expenses.....	4141	0			2.f.
g.	FDIC deposit insurance assessments.....	4146	15,856			2.g.
h.	Accounting and auditing expenses.....	F556	0			2.h.
i.	Consulting and advisory expenses.....	F557	0			2.i.
j.	Automated teller machine (ATM) and interchange expenses.....	F558	0			2.j.
k.	Telecommunications expenses.....	F559	0			2.k.
l.	Other real estate owned expenses.....	Y923	0			2.l.
m.	Insurance expenses (not included in employee expenses, premises and fixed asset expenses, and other real estate owned expenses).....	Y924	0			2.m.
n.	TEXT 4464 Technology Expenses	4464	24,835			2.n.
o.	TEXT 4467 Contract Service	4467	12,613			2.o.
p.	TEXT 4468	4468	0			2.p.
3. Discontinued operations and applicable income tax effect (from Schedule RI, item 11)						
(itemize and describe each discontinued operation):						
a. (1)	TEXT FT29	FT29	0			3.a.1.
	(2) Applicable income tax effect.....	FT30	0			3.a.2.
b. (1)	TEXT FT31	FT31	0			3.b.1.
	(2) Applicable income tax effect.....	FT32	0			3.b.2.

Schedule RI-E—Continued

		Year-to-date	
		RIAD	Amount
Dollar Amounts in Thousands			
4. Cumulative effect of changes in accounting principles and corrections of material accounting errors (from Schedule RI-A, item 2) (itemize and describe all such effects):			
a.	Effect of adoption of current expected credit losses methodology – ASU 2016-13 (1,2).....	JJ26	(63)
b.	Not applicable		
c.	TEXT B526	B526	0
d.	TEXT B527	B527	0
5. Other transactions with stockholders (including a parent holding company) (from Schedule RI-A, item 11) (itemize and describe all such transactions):			
a.	TEXT 4498 Additional investment from holding company	4498	1,000
b.	TEXT 4499	4499	0
6. Adjustments to allowances for credit losses (3) (from Schedule RI-B, Part II, item 6) (itemize and describe all adjustments):			
a.	Initial allowances for credit losses recognized upon the acquisition of purchased credit-deteriorated assets on or after the effective date of ASU 2016-13 (1).....	JJ27	0
b.	Effect of adoption of current expected credit losses methodology on allowances for credit losses (1,2).....	JJ28	80
c.	TEXT 4521	4521	0
d.	TEXT 4522	4522	0
7. Other explanations (the space below is provided for the bank to briefly describe, at its option, any other significant items affecting the Report of Income):			
Comments?.....		RIAD 4769	YES / NO NO

Other explanations (please type or print clearly):
(TEXT 4769)

1 Only institutions that have adopted ASU 2016-13 should report amounts in items 4.a, 6.a, and 6.b, if applicable.
2 An institution should complete item 4.a and item 6.b in the quarter that it adopts ASU 2016-13 and in the quarter-end Call Reports for the remainder of that calendar year only.
3 Institutions that have not adopted ASU 2016-13 should report adjustments to the allowance for loan and lease losses in items 6.c and 6.d, if applicable.

Consolidated Report of Condition for Insured Banks and Savings Associations for December 31, 2023

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

		Dollar Amounts in Thousands	RCON	Amount	
Assets					
1. Cash and balances due from depository institutions (from Schedule RC-A):					
a. Noninterest-bearing balances and currency and coin (1).....	0081			179,630	1.a.
b. Interest-bearing balances (2).....	0071			128,235	1.b.
2. Securities:					
a. Held-to-maturity securities (from Schedule RC-B, column A) (3).....	JJ34			0	2.a.
b. Available-for-sale debt securities (from Schedule RC-B, column D).....	1773			1,614,348	2.b.
c. Equity securities with readily determinable fair values not held for trading (4).....	JA22			31	2.c.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold.....	B987			0	3.a.
b. Securities purchased under agreements to resell (5,6).....	B989			652,668	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):					
a. Loans and leases held for sale.....	5369			108,747	4.a.
b. Loans and leases held for investment.....	B528			12,445,947	4.b.
c. LESS: Allowance for loan and lease losses (7).....	3123			134,227	4.c.
d. Loans and leases held for investment, net of allowance (item 4.b minus 4.c).....	B529			12,311,720	4.d.
5. Trading assets (from Schedule RC-D).....					
a. Trading assets (from Schedule RC-D).....	3545			0	5.
6. Premises and fixed assets (including capitalized leases).....					
a. Premises and fixed assets (including capitalized leases).....	2145			428,830	6.
7. Other real estate owned (from Schedule RC-M).....					
a. Other real estate owned (from Schedule RC-M).....	2150			3,535	7.
8. Investments in unconsolidated subsidiaries and associated companies.....					
a. Investments in unconsolidated subsidiaries and associated companies.....	2130			93	8.
9. Direct and indirect investments in real estate ventures.....					
a. Direct and indirect investments in real estate ventures.....	3656			0	9.
10. Intangible assets (from Schedule RC-M).....					
a. Intangible assets (from Schedule RC-M).....	2143			225,888	10.
11. Other assets (from Schedule RC-F) (6).....					
a. Other assets (from Schedule RC-F) (6).....	2160			606,813	11.
12. Total assets (sum of items 1 through 11).....					
a. Total assets (sum of items 1 through 11).....	2170			16,260,538	12.
Liabilities					
13. Deposits:					
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E).....	2200			12,786,169	13.a.
(1) Noninterest-bearing (8).....	6631			2,776,380	13.a.1.
(2) Interest-bearing.....	6636			10,009,789	13.a.2.
b. Not applicable					
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased (9).....	B993			0	14.a.
b. Securities sold under agreements to repurchase (10).....	B995			66,070	14.b.
15. Trading liabilities (from Schedule RC-D).....					
a. Trading liabilities (from Schedule RC-D).....	3548			0	15.
16. Other borrowed money (includes mortgage indebtedness) (from Schedule RC-M).....					
a. Other borrowed money (includes mortgage indebtedness) (from Schedule RC-M).....	3190			1,922,806	16.
17. and 18. Not applicable					
19. Subordinated notes and debentures (11).....					
a. Subordinated notes and debentures (11).....	3200			3,093	19.

1 Includes cash items in process of collection and unposted debits.
 2 Includes time certificates of deposit not held for trading.
 3 Institutions that have adopted ASU 2016-13 should report in item 2.a amounts net of any applicable allowance for credit losses, and item 2.a should equal Schedule RC-B, item 8, column A, less Schedule RI-B, Part II, item 7, column B.
 4 Item 2.c is to be completed by all institutions. See the instructions for this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.
 5 Includes all securities resale agreements, regardless of maturity.
 6 Institutions that have adopted ASU 2016-13 should report in items 3.b and 11 amounts net of any applicable allowance for credit losses.
 7 Institutions that have adopted ASU 2016-13 should report in item 4.c the allowance for credit losses on loans and leases.
 8 Includes noninterest-bearing, demand, time, and savings deposits.
 9 Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
 10 Includes all securities repurchase agreements, regardless of maturity.
 11 Includes limited-life preferred stock and related surplus.

Item 9.

Schedule RC—Continued

Dollar Amounts in Thousands

	RCON	Amount	
Liabilities—continued			
20. Other liabilities (from Schedule RC-G).....	2930	127,745	20.
21. Total liabilities (sum of items 13 through 20).....	2948	14,905,883	21.
22. Not applicable			
Equity Capital			
Bank Equity Capital			
23. Perpetual preferred stock and related surplus.....	3838	0	23.
24. Common stock.....	3230	1,868	24.
25. Surplus (excludes all surplus related to preferred stock).....	3839	602,999	25.
26. a. Retained earnings.....	3632	777,181	26. a.
b. Accumulated other comprehensive income (1).....	8530	(33,087)	26. b.
c. Other equity capital components (2).....	A130	0	26. c.
27. a. Total bank equity capital (sum of items 23 through 26. c).....	3210	1,348,961	27. a.
b. Noncontrolling (minority) interests in consolidated subsidiaries.....	3000	5,694	27. b.
28. Total equity capital (sum of items 27. a and 27. b).....	G105	1,354,655	28.
29. Total liabilities and equity capital (sum of items 21 and 28).....	3300	16,260,538	29.

Memoranda

To be reported with the March Report of Condition.

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2022.....

RCON	Number
6724	NR

- 1a = An integrated audit of the reporting institution's financial statements and its internal control over financial reporting conducted in accordance with the standards of the American Institute of Certified Public Accountants (AICPA) or the Public Company Accounting Oversight Board (PCAOB) by an independent public accountant that submits a report on the institution
- 1b = An audit of the reporting institution's financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the institution
- 2a = An integrated audit of the reporting institution's parent holding company's consolidated financial statements and its internal control over financial reporting conducted in accordance with the standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately)
- 2b = An audit of the reporting institution's parent holding company's consolidated financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately)

- 3 = This number is not to be used
- 4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state-chartering authority)
- 5 = Directors' examination of the bank performed by other external auditors (may be required by state-chartering authority)
- 6 = Review of the bank's financial statements by external auditors
- 7 = Compilation of the bank's financial statements by external auditors
- 8 = Other audit procedures (excluding tax preparation work)
- 9 = No external audit work

To be reported with the March Report of Condition.

2. Bank's fiscal year-end date (report the date in MMDD format).....

RCON	Date
8678	NR

1 Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, and accumulated defined benefit pension and other postretirement plan adjustments.
2 Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule RC-A—Cash and Balances Due From Depository Institutions

Schedule RC-A is to be completed only by banks with \$300 million or more in total assets.¹
Exclude assets held for trading.

	Dollar Amounts in Thousands		RCON	Amount	
1. Cash items in process of collection, unposted debits, and currency and coin:					
a. Cash items in process of collection and unposted debits.....	0020	85,575			1.a.
b. Currency and coin.....	0080	31,887			1.b.
2. Balances due from depository institutions in the U.S.....	0082	138,003			2.
3. Balances due from banks in foreign countries and foreign central banks.....	0070	0			3.
4. Balances due from Federal Reserve Banks.....	0090	52,400			4.
5. Total (sum of items 1 through 4) (must equal Schedule RC, sum of items 1.a and 1.b).....	0010	307,865			5.

¹ The \$300 million asset-size test is based on the total assets reported on the June 30, 2022, Report of Condition.

Schedule RC-B—Securities

Exclude assets held for trading.

	Held-to-maturity				Available-for-sale				
	(Column A)		(Column B)		(Column C)		(Column D)		
	Amortized Cost		Fair Value		Amortized Cost		Fair Value		
Dollar Amounts in Thousands	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	
1. U.S. Treasury securities.....	0211	0	0213	0	1286	12,001	1287	11,904	1.
2. U.S. Government agency and sponsored agency obligations (exclude mortgage-backed securities) (1).....	HT50	0	HT51	0	HT52	122,041	HT53	122,003	2.
3. Securities issued by states and political subdivisions in the U.S.....	8496	0	8497	0	8498	520,013	8499	476,965	3.

¹ Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations", Export -Import Bank participation certificates", and obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

Schedule RC-B—Continued

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	
4. Mortgage-backed securities (MBS):									
a. Residential mortgage pass-through securities:									
(1) Guaranteed by GNMA.....	G300	0	G301	0	G302	19,582	G303	19,001	4.a.1.
(2) Issued by FNMA and FHLMC.....	G304	0	G305	0	G306	213,214	G307	199,563	4.a.2.
(3) Other pass-through securities.....	G308	0	G309	0	G310	0	G311	0	4.a.3.
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies (1).....	G312	0	G313	0	G314	145,030	G315	127,346	4.b.1.
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (1).....	G316	0	G317	0	G318	0	G319	0	4.b.2.
(3) All other residential MBS.....	G320	0	G321	0	G322	306,993	G323	300,156	4.b.3.
c. Commercial MBS:									
(1) Commercial mortgage pass-through securities:									
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	K142	0	K143	0	K144	78,223	K145	75,875	4.c.1.a.
(b) Other pass-through securities.....	K146	0	K147	0	K148	0	K149	0	4.c.1.b.

1 U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Item 9.

Schedule RC-B—Continued

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	
4. c.(2) Other commercial MBS:									
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies (1).....	K150	0	K151	0	K152	8,952	K153	8,706	4.c.2.a.
(b) All other commercial MBS.....	K154	0	K155	0	K156	0	K157	0	4.c.2.b.
5. Asset-backed securities and structured financial products:									
a. Asset-backed securities (ABS).....	C026	0	C988	0	C989	139,290	C027	136,416	5.a.
b. Structured financial products.....	HT58	0	HT59	0	HT60	140,816	HT61	130,413	5.b.
6. Other debt securities:									
a. Other domestic debt securities.....	1737	0	1738	0	1739	6,000	1741	6,000	6.a.
b. Other foreign debt securities.....	1742	0	1743	0	1744	0	1746	0	6.b.
7. Unallocated portfolio layer fair value hedge basis adjustments (2).....					MG95	NR			7.
8. Total (sum of items 1 through 7) (3).....	1754	0	1771	0	1772	1,712,155	1773	1,614,348	8.

1 U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

2 This item is to be completed by institutions that have adopted ASU 2022-01, as applicable.

3 For institutions that have adopted ASU 2016-13, the total reported in column A must equal Schedule RC, item 2.a, plus Schedule RI-B, Part II, item 7, column B. For institutions that have not adopted ASU 2016-13, the total reported in column A must equal Schedule RC, item 2.a. For all institutions, the total reported in column D must equal Schedule RC, item 2.b.

Item 9.

Schedule RC-B—Continued

Memoranda

	Dollar Amounts in Thousands		
	RCON	Amount	
1. Pledged securities (1).....	0416	957,397	M.1.
2. Maturity and repricing data for debt securities (excluding those in nonaccrual status):			
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (2,3)			
(1) Three months or less.....	A549	318,063	M.2.a.1.
(2) Over three months through 12 months.....	A550	18,847	M.2.a.2.
(3) Over one year through three years.....	A551	36,437	M.2.a.3.
(4) Over three years through five years.....	A552	121,086	M.2.a.4.
(5) Over five years through 15 years.....	A553	260,100	M.2.a.5.
(6) Over 15 years.....	A554	205,043	M.2.a.6.
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (2,4)			
(1) Three months or less.....	A555	1,411	M.2.b.1.
(2) Over three months through 12 months.....	A556	12,340	M.2.b.2.
(3) Over one year through three years.....	A557	1	M.2.b.3.
(4) Over three years through five years.....	A558	8,154	M.2.b.4.
(5) Over five years through 15 years.....	A559	52,179	M.2.b.5.
(6) Over 15 years.....	A560	144,480	M.2.b.6.
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of: (5)			
(1) Three years or less.....	A561	307,039	M.2.c.1.
(2) Over three years.....	A562	129,169	M.2.c.2.
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above).....	A248	45,790	M.2.d.
<i>Memorandum item 3 is to be completed semiannually in the June and December reports only.</i>			
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer).....	1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):			
a. Amortized cost.....	8782	0	M.4.a.
b. Fair value.....	8783	0	M.4.b.

1 Includes held-to-maturity securities at amortized cost, available-for-sale debt securities at fair value, and equity securities with readily determinable fair values not held for trading (reported in Schedule RC, item 2.c) at fair value.

2 Report fixed rate debt securities by remaining maturity and floating rate debt securities by next repricing date.

3 Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, item 10, column C, must equal Schedule RC-B, sum of items 1, 2, 3, 4.c.(1), 5, and 6, columns A and D, plus residential mortgage pass-through securities other than those backed by closed-end first lien 1 –4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.

4 Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1 –4 family residential mortgages included in Schedule RC-N, item 10, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of residential mortgage pass-through securities other than those backed by closed-end first lien 1 –4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.

5 Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 10, column C, must equal Schedule RC-B, sum of items 4.b and 4.c.(2), columns A and D.

Item 9.

Schedule RC-B—Continued

Memoranda—Continued

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	
<i>Memorandum items 5.a through 5.f and 6.a through 6.g are to be completed by banks with \$10 billion or more in total assets.¹</i>									
5. Asset-backed securities (ABS) (for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5.a):									
a. Credit card receivables.....	B838	0	B839	0	B840	0	B841	0	M.5.a.
b. Home equity lines.....	B842	0	B843	0	B844	0	B845	0	M.5.b.
c. Automobile loans.....	B846	0	B847	0	B848	0	B849	0	M.5.c.
d. Other consumer loans.....	B850	0	B851	0	B852	132,321	B853	130,690	M.5.d.
e. Commercial and industrial loans.....	B854	0	B855	0	B856	0	B857	0	M.5.e.
f. Other.....	B858	0	B859	0	B860	6,969	B861	5,726	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule RC-B, item 5.b):									
a. Trust preferred securities issued by financial institutions.....	G348	0	G349	0	G350	0	G351	0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts.....	G352	0	G353	0	G354	0	G355	0	M.6.b.
c. Corporate and similar loans.....	G356	0	G357	0	G358	0	G359	0	M.6.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. Government-sponsored enterprises (GSEs).....	G360	0	G361	0	G362	0	G363	0	M.6.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs.....	G364	0	G365	0	G366	0	G367	0	M.6.e.
f. Diversified (mixed) pools of structured financial products.....	G368	0	G369	0	G370	0	G371	0	
g. Other collateral or reference assets.....	G372	0	G373	0	G374	140,816	G375	130,413	M.6.g.

¹ The \$10 billion asset-size test is based on the total assets reported on the June 30, 2022, Report of Condition.

Schedule RC-C—Loans and Lease Financing Receivables

Part I. Loans and Leases

Do not deduct the allowance for loan and lease losses or the allocated transfer risk reserve from amounts reported in this schedule.¹ Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets ²		(Column B) To Be Completed by All Banks		
	RCON	Amount	RCON	Amount	
Dollar Amounts in Thousands					
1. Loans secured by real estate:					
a. Construction, land development, and other land loans:					
(1) 1-4 family residential construction loans.....			F158	701,788	1.a.1.
(2) Other construction loans and all land development and other land loans.....			F159	1,290,208	1.a.2.
b. Secured by farmland (including farm residential and other improvements).....			1420	210,822	1.b.
c. Secured by 1-4 family residential properties:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....			1797	275,120	1.c.1.
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens.....			5367	5,229,090	1.c.2.a.
(b) Secured by junior liens.....			5368	33,710	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties.....			1460	726,535	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....			F160	828,075	1.e.1.
(2) Loans secured by other nonfarm nonresidential properties.....			F161	1,974,178	1.e.2.
2. Loans to depository institutions and acceptances of other banks.....			1288	0	2.
a. To commercial banks in the U.S.:	B531	0			2.a.
b. To other depository institutions in the U.S.:	B534	0			2.b.
c. To banks in foreign countries.....	B535	0			2.c.
3. Loans to finance agricultural production and other loans to farmers.....			1590	62,311	3.
4. Commercial and industrial loans.....			1766	949,588	4.
a. To U.S. addressees (domicile).....	1763	949,587			4.a.
b. To non-U.S. addressees (domicile).....	1764	0			4.b.
5. Not applicable					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
a. Credit cards.....			B538	0	6.a.
b. Other revolving credit plans.....			B539	9,648	6.b.
c. Automobile loans.....			K137	61,424	6.c.
d. Other consumer loans (includes single payment and installment loans other than automobile loans and all student loans).....			K207	92,928	6.d.
7. Not applicable					
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.:			2107	83,819	8.

¹ Institutions that have adopted ASU 2016-13 should not deduct the allowance for credit losses on loans and leases or the allocated transfer risk reserve from amounts reported on this schedule.

² The \$300 million asset-size test is based on the total assets reported on the June 30, 2022, Report of Condition.

Schedule RC-C—Continued

Part I. Continued

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets ¹		(Column B) To Be Completed by All Banks		
	RCON	Amount	RCON	Amount	
Dollar Amounts in Thousands					
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions.....			J454	29,062	9.a.
b. Other loans.....			J464	90	9.b.
(1) Loans for purchasing or carrying securities (secured and unsecured).....	1545	76			9.b.1.
(2) All other loans (exclude consumer loans).....	J451	14			9.b.2.
10. Lease financing receivables (net of unearned income).....			2165	7,700	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....	F162	0			10.a.
b. All other leases.....	F163	7,700			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above.....			2123	11,402	11.
12. Total loans and leases held for investment and held for sale (sum of items 1 through 10 minus item 11) (must equal Schedule RC, sum of items 4.a and 4.b).....			2122	12,554,694	12.

Memoranda

	Dollar Amounts in Thousands		
	RCON	Amount	
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule RC-C, Part I, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1):			
a. Construction, land development, and other land loans:			
(1) 1-4 family residential construction loans.....	K158	0	M.1.a.1.
(2) Other construction loans and all land development and other land loans.....	K159	0	M.1.a.2.
b. Loans secured by 1-4 family residential properties.....	F576	4,029	M.1.b.
c. Secured by multifamily (5 or more) residential properties.....	K160	0	M.1.c.
d. Secured by nonfarm nonresidential properties:			
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	K161	1,624	M.1.d.1.
(2) Loans secured by other nonfarm nonresidential properties.....	K162	0	M.1.d.2.
e. Commercial and industrial loans.....	K256	0	M.1.e.
<i>Memorandum items 1.e.(1) and (2) are to be completed by banks with \$300 million or more in total assets¹ (sum of Memorandum items 1.e.(1) and (2) must equal Memorandum item 1.e):</i>			
(1) To U.S. addressees (domicile).....	K163	0	M.1.e.1.
(2) To non-U.S. addressees (domicile).....	K164	0	M.1.e.2.
f. All other loans (include loans to individuals for household, family, and other personal expenditures).....	K165	2,041	M.1.f.
<i>Itemize loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.e plus 1.f):</i>			
(1) Loans secured by farmland.....	K166	2,041	M.1.f.1.
(2) and (3) Not applicable			

¹ The \$300 million asset-size test is based on the total assets reported on the June 30, 2022, Report of Condition.

Schedule RC-C—Continued

Part I—Continued

Memoranda—Continued

		Dollar Amounts in Thousands		
	RCON	Amount	RCON	Amount
1.f. (4) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards.....	K098	0		M.1.f.4.a.
(b) Automobile loans.....	K203	0		M.1.f.4.b.
(c) Other (includes revolving credit plans other than credit cards and other consumer loans).....	K204	0		M.1.f.4.c.
<i>Memorandum item 1.f.(5) is to be completed by:</i> ¹				
• Banks with \$300 million or more in total assets				
• Banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans				
(5) Loans to finance agricultural production and other loans to farmers included in Schedule RC-C, Part I, Memorandum item 1.f, above.....	K168	0		M.1.f.5.
g. Total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a.(1) through 1.e plus 1.f).....	HK25	7,694		M.1.g.
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):				
a. Closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, Part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of: (2,3)				
(1) Three months or less.....	A564	137,410		M.2.a.1.
(2) Over three months through 12 months.....	A565	50,786		M.2.a.2.
(3) Over one year through three years.....	A566	199,025		M.2.a.3.
(4) Over three years through five years.....	A567	172,177		M.2.a.4.
(5) Over five years through 15 years.....	A568	170,361		M.2.a.5.
(6) Over 15 years.....	A569	4,471,124		M.2.a.6.
b. All loans and leases (reported in Schedule RC-C, Part I, items 1 through 10, column B, above) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, Part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of: (2,4)				
(1) Three months or less.....	A570	2,856,401		M.2.b.1.
(2) Over three months through 12 months.....	A571	925,158		M.2.b.2.
(3) Over one year through three years.....	A572	1,623,642		M.2.b.3.
(4) Over three years through five years.....	A573	1,010,842		M.2.b.4.
(5) Over five years through 15 years.....	A574	757,450		M.2.b.5.
(6) Over 15 years.....	A575	102,164		M.2.b.6.
c. Loans and leases (reported in Schedule RC-C, Part I, items 1 through 10, column B, above) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status).....	A247	1,865,203		M.2.c.

1 The \$300 million asset-size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2022, Report of Condition.

2 Report fixed rate loans and leases by remaining maturity and floating rate loans by next repricing date.

3 Sum of Memorandum items 2.a.(1) through 2.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1 –4 family residential properties included in Schedule RC-N, 1.c.(2)(a), column C, must equal total closed-end loans secured by first liens on 1 –4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.

4 Sum of Memorandum items 2.b.(1) through 2.b.(6), plus total nonaccrual loans and leases from Schedule RC-N, item 9, column C, minus nonaccrual closed-end loans secured by first liens on 1 –4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total loans and leases from Schedule RC-C, Part I, sum of items 1 through 10, column B, minus total closed-end loans secured by first liens on 1 –4 family residential properties from Schedule RC-C, Part I, item 1.c.(2)(a), column B.

Schedule RC-C—Continued

Part I—Continued

Memoranda—Continued

	Dollar Amounts in Thousands		
	RCON	Amount	
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, Part I, items 4 and 9, column B (1).....	2746	16,065	M.3.
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, Part I, item 1.c.(2)(a), column B).....	5370	407,236	M.4.
5. <i>To be completed by banks with \$300 million or more in total assets:</i> ² Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, Part I, items 1.a through 1.e, column B).....	B837	0	M.5.
<i>Memorandum item 6 is to be completed by banks that (1) together with affiliated institutions have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes</i>			
6. Outstanding credit card fees and finance charges included in Schedule RC-C, Part I, item 6.a.....	C391	NR	M.6.
<i>Memorandum items 7.a, 7.b, and 8.a are to be completed by all banks semiannually in the June and December reports only.</i> ³			
7. Purchased credit-impaired loans held for investment accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (exclude loans held for sale):			
a. Outstanding balance.....	C779	NR	M.7.a.
b. Amount included in Schedule RC-C, Part I, items 1 through 9.....	C780	NR	M.7.b.
8. Closed-end loans with negative amortization features secured by 1-4 family residential properties:			
a. Total amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule RC-C, Part I, items 1.c.(2)(a) and (b)).....	F230	0	M.8.a.
<i>Memorandum items 8.b and 8.c are to be completed semiannually in the June and December reports only by banks that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule RC-C, Part I, Memorandum item 8.a) as of the preceding December 31 report date, that exceeded the lesser of \$100 million or 5 percent of total loans and leases held for investment and held for sale (as reported in Schedule RC-C, Part I, item 12, column B).</i>			
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties.....	F231	NR	M.8.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the amount reported in Memorandum item 8.a above.....	F232	NR	M.8.c.
9. Loans secured by 1-4 family residential properties in process of foreclosure (included in Schedule RC-C, Part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)).....	F577	2,080	M.9.
10. and 11. Not applicable			

1 Exclude loans secured by real estate that are included in Schedule RC-C, part I, items 1.a through 1.e, column B.

2 The \$300 million asset-size test is based on the total assets reported on the June 30, 2022, Report of Condition.

3 Memorandum item 7 is to be completed only by institutions that have not yet adopted ASU 2016-13.

Schedule RC-C—Continued

Part I—Continued

Memoranda—Continued

	(Column A) Fair Value of Acquired Loans and Leases at Acquisition Date		(Column B) Gross Contractual Amounts Receivable at Acquisition Date		(Column C) Best Estimate at Acquisition Date of Contractual Cash Flows Not Expected to be Collected		
	RCON	Amount	RCON	Amount	RCON	Amount	
Dollar Amounts in Thousands							
<i>Memorandum items 12.a, 12.b, 12.c, and 12.d are to be completed semiannually in the June and December reports only.</i>							
12. Loans (not subject to the requirements of FASB ASC 310-30 (former AICPA Statement of Position 03-3)) and leases held for investment that were acquired in business combinations with acquisition dates in the current calendar year: ¹							
a. Loans secured by real estate.....	G091	0	G092	0	G093	0	M.12.a.
b. Commercial and industrial loans.....	G094	0	G095	0	G096	0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures.....	G097	0	G098	0	G099	0	M.12.c.
d. All other loans and all leases.....	G100	0	G101	0	G102	0	M.12.d.

	Dollar Amounts in Thousands		
	RCON	Amount	
<i>Memorandum item 13 is to be completed by banks that had construction, land development, and other land loans (as reported in Schedule RC-C, Part I, item 1.a, column B) that exceeded the sum of tier 1 capital (as reported in Schedule RC-R, Part I, item 26) plus the allowance for loan and lease losses or the allowance for credit losses on loans and leases, as applicable (as reported in Schedule RC, item 4.c) as of the preceding December 31 report date.</i>			
13. Construction, land development, and other land loans with interest reserves:			
a. Amount of loans that provide for the use of interest reserves (included in Schedule RC-C, Part I, item 1.a, column B).....	G376	598,827	M.13.a.
b. Amount of interest capitalized from interest reserves on construction, land development, and other land loans that is included in interest and fee income on loans during the quarter (included in Schedule RI, item 1.a.(1)(b)).....	RIAD G377	10,677	M.13.b.
<i>Memorandum item 14 is to be completed by all banks.</i>			
14. Pledged loans and leases.....	RCON G378	12,566,096	M.14.
<i>Memorandum item 15 is to be completed for the December report only.</i>			
15. Reverse mortgages:			
a. Reverse mortgages outstanding that are held for investment (included in Schedule RC-C, item 1.c, above).....	PR04	0	M.15.a.
b. Estimated number of reverse mortgage loan referrals to other lenders during the year from whom compensation has been received for services performed in connection with the origination of the reverse mortgages.....	PR05	0	M.15.b.
		Number	
	PR05	0	M.15.b.
		Amount	
c. Principal amount of reverse mortgage originations that have been sold during the year.....	PR06	0	M.15.c.

¹ Institutions that have adopted ASU 2016-13 should report only loans held for investment not considered purchased credit-deteriorated in Memorandum item 12.

Item 9.

Schedule RC-C—Continued

Part I—Continued

Memoranda—Continued

		Dollar Amounts in Thousands		
		RCON	Amount	
<i>Memorandum item 16 is to be completed by all banks.</i>				
16. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit that have converted to non-revolving closed-end status (included in item 1.c.(1) above).....		LE75	0	M.16.
<i>Amounts reported in Memorandum items 17.a and 17.b will not be made available to the public on an individual institution basis.</i>				
17. Eligible loan modifications under Section 4013, Temporary Relief from Troubled Debt Restructurings, of the 2020 Coronavirus Aid, Relief, and Economic Security Act:				
a. Number of Section 4013 loans outstanding.....		LG24	0	M.17.a.
			Number	
b. Outstanding balance of Section 4013 loans.....		LG25	0	M.17.b.
			Amount	

Schedule RC-C—Continued

Part II. Loans to Small Businesses and Small Farms

Report the number and amount currently outstanding as of the report date of business loans with "original amounts" of \$1,000,000 or less and farm loans with "original amounts" of \$500,000 or less. The following guidelines should be used to determine the "original amount" of a loan:

- (1) For loans drawn down under lines of credit or loan commitments, the "original amount" of the loan is the size of the line of credit or loan commitment when the line of credit or loan commitment was most recently approved, extended, or renewed prior to the report date. However, if the amount currently outstanding as of the report date exceeds this size, the "original amount" is the amount currently outstanding on the report date.
- (2) For loan participations and syndications, the "original amount" of the loan participation or syndication is the entire amount of the credit originated by the lead lender.
- (3) For all other loans, the "original amount" is the total amount of the loan at origination or the amount currently outstanding as of the report date, whichever is larger.

Loans to Small Businesses

1. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, Part I, items 1.e.(1) and 1.e.(2), and all or substantially all of the dollar volume of your bank's "Commercial and industrial loans" reported in Schedule RC-C, Part I, item 4,¹ have original amounts of \$100,000 or less (If your bank has no loans outstanding in both of these two loan categories, place an "X" in the box marked "NO.").....

RCON	YES / NO
6999	NO

If YES, complete items 2.a and 2.b below, skip items 3 and 4, and go to item 5.
 If NO and your bank has loans outstanding in either loan category, skip items 2.a and 2.b, complete items 3 and 4 below, and go to item 5.
 If NO and your bank has no loans outstanding in both loan categories, skip items 2 through 4, and go to item 5.

2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, Part I, loan categories:

- a. "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, Part I, items 1.e.(1) and 1.e.(2) (Note: Sum of items 1.e.(1) and 1.e.(2) divided by the number of loans should NOT exceed \$100,000.).....
- b. "Commercial and industrial loans" reported in Schedule RC-C, Part I, item 4.¹ (Note: Item 4,¹ divided by the number of loans should NOT exceed \$100,000.).....

Number of Loans	
RCON	Number
5562	NR
5563	NR

	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
	RCON	Number	RCON	Amount	
Dollar Amounts in Thousands					
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, Part I, items 1.e.(1) and 1.e.(2) (sum of items 3.a through 3.c must be less than or equal to Schedule RC-C, Part I, sum of items 1.e.(1) and 1.e.(2)):					
a. With original amounts of \$100,000 or less.....	5564	226	5565	10,338	3.a.
b. With original amounts of more than \$100,000 through \$250,000.....	5566	429	5567	55,469	3.b.
c. With original amounts of more than \$250,000 through \$1,000,000.....	5568	786	5569	324,091	3.c.
4. Number and amount currently outstanding of "Commercial and industrial loans" reported in Schedule RC-C, Part I, item 4 ¹ (sum of items 4.a through 4.c must be less than or equal to Schedule RC-C, Part I, item 4 ¹):					
a. With original amounts of \$100,000 or less.....	5570	2,611	5571	67,724	4.a.
b. With original amounts of more than \$100,000 through \$250,000.....	5572	668	5573	68,653	4.b.
c. With original amounts of more than \$250,000 through \$1,000,000.....	5574	531	5575	151,059	4.c.

¹ Banks with \$300 million or more in total assets should provide the requested information for "Commercial and industrial loans" based on the loans reported in Schedule RC-C, Part I, item 4.a, column A, "Commercial and industrial loans to U.S. addressees."

Schedule RC-C—Continued

Part II—Continued

Agricultural Loans to Small Farms

5. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, Part I, item 1.b, and all or substantially all of the dollar volume of your bank's "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, Part I, item 3, have original amounts of \$100,000 or less (If your bank has no loans outstanding in both of these two loan categories, place an "X" in the box marked "NO.").....

RCON	YES / NO
6860	NO

5.

If YES, complete items 6.a and 6.b below, and do not complete items 7 and 8.
 If NO and your bank has loans outstanding in either loan category, skip items 6.a and 6.b and complete items 7 and 8 below.
 If NO and your bank has no loans outstanding in both loan categories, do not complete items 6 through 8.

6. Report the total number of loans currently outstanding for each of the following Schedule RC-C, Part I, loan categories:

Number of Loans	
RCON	Number
5576	NR
5577	NR

6.a.

6.b.

- a. "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, Part I, item 1.b. (Note: Item 1.b divided by the number of loans should NOT exceed \$100,000.).....
- b. "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, Part I, item 3 (Note: Item 3 divided by the number of loans should NOT exceed \$100,000.).....

Dollar Amounts in Thousands	(Column A) Number of Loans		(Column B) Amount Currently Outstanding	
	RCON	Number	RCON	Amount
7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, Part I, item 1.b (sum of items 7.a through 7.c must be less than or equal to Schedule RC-C, Part I, item 1.b):				
a. With original amounts of \$100,000 or less.....	5578	266	5579	12,375
b. With original amounts of more than \$100,000 through \$250,000.....	5580	308	5581	41,396
c. With original amounts of more than \$250,000 through \$500,000.....	5582	124	5583	37,498
8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, Part I, item 3 (sum of items 8.a through 8.c must be less than or equal to Schedule RC-C, Part I, item 3):				
a. With original amounts of \$100,000 or less.....	5584	1,206	5585	27,404
b. With original amounts of more than \$100,000 through \$250,000.....	5586	157	5587	14,967
c. With original amounts of more than \$250,000 through \$500,000.....	5588	36	5589	8,649

7.a.

7.b.

7.c.

8.a.

8.b.

8.c.

Schedule RC-D—Trading Assets and Liabilities

Schedule RC-D is to be completed by banks that (1) reported total trading assets of \$10 million or more in any of the four preceding calendar quarters, or (2) meet the FDIC's definition of a large or highly complex institution for deposit insurance assessment purposes

	Dollar Amounts in Thousands		
	RCON	Amount	
Assets			
1. U.S. Treasury securities.....	3531	0	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities).....	3532	0	2.
3. Securities issued by states and political subdivisions in the U.S.....	3533	0	3.
4. Mortgage-backed securities (MBS):			
a. Residential mortgage pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	G379	0	4.a.
b. Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (1) (include CMOs, REMICs, and stripped MBS).....	G380	0	4.b.
c. All other residential MBS.....	G381	0	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (1).....	K197	0	4.d.
e. All other commercial MBS.....	K198	0	4.e.
5. Other debt securities:			
a. Structured financial products.....	HT62	0	5.a.
b. All other debt securities.....	G386	0	5.b.
6. Loans:			
a. Loans secured by real estate:			
(1) Loans secured by 1-4 family residential properties.....	HT63	0	6.a.1.
(2) All other loans secured by real estate.....	HT64	0	6.a.2.
b. Commercial and industrial loans.....	F614	0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):.....	HT65	0	6.c.
d. Other loans.....	F618	0	6.d.
7. and 8. Not applicable			
9. Other trading assets.....	3541	0	9.
10. Not applicable			
11. Derivatives with a positive fair value.....	3543	0	11.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5).....	3545	0	12.
Liabilities			
13. a. Liability for short positions.....	3546	0	13.a.
b. Other trading liabilities.....	F624	0	13.b.
14. Derivatives with a negative fair value.....	3547	0	14.
15. Total trading liabilities (sum of items 13.a through 14) (must equal Schedule RC, item 15).....	3548	0	15.

Memoranda

	Dollar Amounts in Thousands		
	RCON	Amount	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a.(1) through 6.d.):			
a. Loans secured by real estate:			
(1) Loans secured by 1-4 family residential properties.....	HT66	0	M.1.a.1.
(2) All other loans secured by real estate.....	HT67	0	M.1.a.2.
b. Commercial and industrial loans.....	F632	0	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....	HT68	0	M.1.c.
d. Other loans.....	F636	0	M.1.d.

¹ U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule RC-E—Deposit Liabilities

	Transaction Accounts				Nontransaction Accounts	
	(Column A) Total Transaction Accounts (Including Total Demand Deposits)		(Column B) Memo: Total Demand Deposits ¹ (Included in Column A)		(Column C) Total Nontransaction Accounts (Including MMDAs)	
	RCON	Amount	RCON	Amount	RCON	Amount
Dollar Amounts in Thousands						
Deposits of:						
1. Individuals, partnerships, and corporations.....	B549	2,706,810			B550	7,733,232
2. U.S. Government.....	2202	0			2520	0
3. States and political subdivisions in the U.S.....	2203	713,962			2530	1,514,960
4. Commercial banks and other depository institutions in the U.S.....	B551	113,254			B552	3,701
5. Banks in foreign countries.....	2213	0			2236	0
6. Foreign governments and official institutions (including foreign central banks).....	2216	0			2377	249
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a).....	2215	3,534,026	2210	2,993,203	2385	9,252,142

Memoranda

	Dollar Amounts in Thousands		
	RCON	Amount	
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):			
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts.....	6835	149,605	M.1.a.
b. Total brokered deposits.....	2365	1,893,741	M.1.b.
c. Brokered deposits of \$250,000 or less (fully insured brokered deposits) (2).....	HK05	1,893,741	M.1.c.
d. Maturity data for brokered deposits:			
(1) Brokered deposits of \$250,000 or less with a remaining maturity of one year or less (included in Memorandum item 1.c above).....	HK06	1,534,892	M.1.d.1.
(2) Not applicable			
(3) Brokered deposits of more than \$250,000 with a remaining maturity of one year or less (included in Memorandum item 1.b. above).....	K220	0	M.1.d.3.
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only).....	5590	792,639	M.1.e.
f. Estimated amount of deposits obtained through the use of deposit listing services that are not brokered deposits.....	K223	0	M.1.f.
g. Total reciprocal deposits.....	JH83	990,540	M.1.g.
h. Sweep deposits:			
(1) Fully insured, affiliate sweep deposits.....	MT87	0	M.1.h.1.
(2) Not fully insured, affiliate sweep deposits.....	MT89	0	M.1.h.2.
(3) Fully insured, non-affiliate sweep deposits.....	MT91	2,275,293	M.1.h.3.
(4) Not fully insured, non-affiliate sweep deposits.....	MT93	0	M.1.h.4.
i. Total sweep deposits that are not brokered deposits.....	MT95	897,947	M.1.i.

¹ Includes interest-bearing and noninterest-bearing demand deposits.

² The dollar amount used as the basis for reporting in Memorandum item 1.c reflects the deposit insurance limit in effect on the report date.

Schedule RC-E—Continued

Memoranda—Continued

		Dollar Amounts in Thousands		RCON	Amount	
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.d must equal item 7, column C above):						
a. Savings deposits:						
(1) Money market deposit accounts (MMDAs).....						
	6810	6,267,078				M.2.a.1.
(2) Other savings deposits (excludes MMDAs).....						
	0352	591,850				M.2.a.2.
b. Total time deposits of less than \$100,000.....						
	6648	898,043				M.2.b.
c. Total time deposits of \$100,000 through \$250,000.....						
	J473	703,179				M.2.c.
d. Total time deposits of more than \$250,000 (sum of Memoranda items 4.a.(1) through 4.a.(4) below).....						
	J474	791,993				M.2.d.
e. Individual Retirement Accounts (IRAs) and Keogh Plan accounts of \$100,000 or more included in Memorandum items 2.c and 2.d above.....						
	F233	74,390				M.2.e.
3. Maturity and repricing data for time deposits of \$250,000 or less:						
a. Time deposits of \$250,000 or less with a remaining maturity or next repricing date of: (1,2)						
(1) Three months or less.....						
	HK07	425,998				M.3.a.1.
(2) Over three months through 12 months.....						
	HK08	736,932				M.3.a.2.
(3) Over one year through three years.....						
	HK09	319,350				M.3.a.3.
(4) Over three years.....						
	HK10	118,943				M.3.a.4.
b. Time deposits of \$250,000 or less with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above) (3).....						
	HK11	1,162,930				M.3.b.
4. Maturity and repricing data for time deposits of more than \$250,000:						
a. Time deposits of more than \$250,000 with a remaining maturity or next repricing date of: (1,4)						
(1) Three months or less.....						
	HK12	314,615				M.4.a.1.
(2) Over three months through 12 months.....						
	HK13	410,668				M.4.a.2.
(3) Over one year through three years.....						
	HK14	65,937				M.4.a.3.
(4) Over three years.....						
	HK15	773				M.4.a.4.
b. Time deposits of more than \$250,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.1 and 4.a.2 above) (3).....						
	K222	725,283				M.4.b.
5. Does your institution offer one or more consumer deposit account products, i.e., transaction account or nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use?.....						
	P752	YES				M.5.

Memorandum items 6 and 7 are to be completed by institutions with \$1 billion or more in total assets (5) that answered "Yes" to Memorandum item 5 above.

		Dollar Amounts in Thousands		RCON	Amount	
6. Components of total transaction account deposits of individuals, partnerships, and corporations (sum of Memorandum items 6.a and 6.b must be less than or equal to item 1, column A, above):						
a. Total deposits in those noninterest-bearing transaction account deposit products intended primarily for individuals for personal, household, or family use.....						
	P753	625,408				M.6.a.
b. Total deposits in those interest-bearing transaction account deposit products intended primarily for individuals for personal, household, or family use.....						
	P754	258,369				M.6.b.

1 Report fixed rate time deposits by remaining maturity and floating rate time deposits by next repricing date.
2 Sum of Memorandum items 3.a.(1) through 3.a.(4) must equal Schedule RC-E, sum of Memorandum items 2.b and 2.c.
3 Report both fixed-and floating-rate time deposits by remaining maturity. Exclude floating-rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.
4 Sum of Memorandum items 4.a.(1) through 4.a.(4) must equal Schedule RC-E, Memorandum item 2.d.
5 The \$1 billion asset-size test is based on the total assets reported on the June 30, 2022, Report of Condition.

Item 9.

Schedule RC-E—Continued

Memoranda—Continued

Dollar Amounts in Thousands	RCON	Amount	
7. Components of total nontransaction account deposits of individuals, partnerships, and corporations (sum of Memorandum items 7.a.(1), 7.a.(2), 7.b.(1), and 7.b.(2) plus all time deposits of individuals, partnerships, and corporations must equal item 1, column C, above):			
a. Money market deposit accounts (MMDAs) of individuals, partnerships, and corporations (sum of Memorandum items 7.a.(1) and 7.a.(2) must be less than or equal to Memorandum item 2.a.(1) above):			
(1) Total deposits in those MMDA deposit products intended primarily for individuals for personal, household, or family use.....	P756	1,102,858	M.7.a.1.
(2) Deposits in all other MMDAs of individuals, partnerships, and corporations.....	P757	3,731,771	M.7.a.2.
b. Other savings deposit accounts of individuals, partnerships, and corporations (sum of Memorandum items 7.b.(1) and 7.b.(2) must be less than or equal to Memorandum item 2.a.(2) above):			
(1) Total deposits in those other savings deposit account deposit products intended primarily for individuals for personal, household, or family use.....	P758	552,740	M.7.b.1.
(2) Deposits in all other savings deposit accounts of individuals, partnerships, and corporations.....	P759	37,796	M.7.b.2.

Schedule RC-F—Other Assets¹

		Dollar Amounts in Thousands		RCON	Amount	
1.	Accrued interest receivable (2).....			B556	63,609	1.
2.	Net deferred tax assets (3).....			2148	0	2.
3.	Interest-only strips receivable (not in the form of a security) (4).....			HT80	0	3.
4.	Equity investments without readily determinable fair values (5).....			1752	93,602	4.
5.	Life insurance assets:					
a.	General account life insurance assets.....			K201	240,882	5.a.
b.	Separate account life insurance assets.....			K202	0	5.b.
c.	Hybrid account life insurance assets.....			K270	8,307	5.c.
6.	All other assets (itemize and describe amounts greater than \$100,000 that exceed 25% of this item).....			2168	200,413	6.
a.	Prepaid expenses.....	2166	22,843			6.a.
b.	Repossessed personal property (including vehicles).....	1578	0			6.b.
c.	Derivatives with a positive fair value held for purposes other than trading.....	C010	0			6.c.
d.	Not applicable					
e.	Computer software.....	FT33	0			6.e.
f.	Accounts receivable.....	FT34	0			6.f.
g.	Receivables from foreclosed government-guaranteed mortgage loans.....	FT35	0			6.g.
h.	3549 Hedge Margin Trading Account and Unrealized gain on Hedge	3549	50,447			6.h.
i.	3550	3550	0			6.i.
j.	3551	3551	0			6.j.
7.	Total (sum of items 1 through 6) (must equal Schedule RC, item 11).....			2160	606,813	7.

1 Institutions that have adopted ASU 2016-13 should report asset amounts in Schedule RC-F net of any applicable allowance for credit losses.
 2 Includes accrued interest receivable on loans, leases, debt securities, and other interest-bearing assets. Exclude accrued interest receivable on interest-bearing assets that is reported elsewhere on the balance sheet.
 3 See discussion of deferred income taxes in Glossary entry on "income taxes."
 4 Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.
 5 Includes Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule RC-G—Other Liabilities

		Dollar Amounts in Thousands		RCON	Amount	
1. a.	Interest accrued and unpaid on deposits (1).....			3645	4,568	1.a.
b.	Other expenses accrued and unpaid (includes accrued income taxes payable).....			3646	19,703	1.b.
2.	Net deferred tax liabilities (2).....			3049	27,546	2.
3.	Allowance for credit losses on off-balance sheet credit exposures (3).....			B557	2,319	3.
4.	All other liabilities (itemize and describe amounts greater than \$100,000 that exceed 25% of this item).....			2938	73,609	4.
a.	Accounts payable.....	3066	0			4.a.
b.	Deferred compensation liabilities.....	C011	26,063			4.b.
c.	Dividends declared but not yet payable.....	2932	0			4.c.
d.	Derivatives with a negative fair value held for purposes other than trading.....	C012	0			4.d.
e.	Operating lease liabilities.....	LB56	13,997			4.e.
f.	3552	3552	0			4.f.
g.	3553	3553	0			4.g.
h.	3554	3554	0			4.h.
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 20).....			2930	127,745	5.

1 For savings banks, include "dividends" accrued and unpaid on deposits.
 2 See discussion of deferred income taxes in Glossary entry on "income taxes."
 3 Institutions that have adopted ASU 2016-13 should report in item 3 the allowance for credit losses on those off-balance sheet credit exposures that fall within the scope of the standard.

Schedule RC-K—Quarterly Averages¹

	Dollar Amounts in Thousands		
	RCON	Amount	
Assets			
1. Interest-bearing balances due from depository institutions.....	3381	197,694	1.
2. U.S. Treasury securities and U.S. Government agency obligations (2) (excluding mortgage-backed securities).....	B558	162,853	2.
3. Mortgage-backed securities (2).....	B559	734,424	3.
4. All other debt securities (2) and equity securities with readily determinable fair values not held for trading purposes (3).....	B560	843,080	4.
5. Federal funds sold and securities purchased under agreements to resell.....	3365	645,136	5.
6. Loans:			
a. Total loans.....	3360	12,376,889	6.a.
b. Loans secured by real estate:			
(1) Loans secured by 1-4 family residential properties.....	3465	5,409,667	6.b.1.
(2) All other loans secured by real estate.....	3466	5,722,943	6.b.2.
c. Commercial and industrial loans.....	3387	963,790	6.c.
d. Loans to individuals for household, family, and other personal expenditures:			
(1) Credit cards.....	B561	0	6.d.1.
(2) Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans).....	B562	160,476	6.d.2.
<i>Item 7 is to be completed by (1) banks that reported total trading assets of \$10 million or more in any of the four preceding calendar quarters and (2) all banks meeting the FDIC's definition of a large or highly complex institution for deposit insurance assessment purposes.</i>			
7. Trading Assets.....	3401	0	7.
8. Lease financing receivables (net of unearned income).....	3484	6,275	8.
9. Total assets (4).....	3368	16,101,972	9.
Liabilities			
10. Interest-bearing transaction accounts (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts).....	3485	2,403,756	10.
11. Nontransaction accounts:			
a. Savings deposits (includes MMDAs).....	B563	7,646,237	11.a.
b. Time deposits of \$250,000 or less.....	HK16	1,616,046	11.b.
c. Time deposits of more than \$250,000.....	HK17	738,276	11.c.
12. Federal funds purchased and securities sold under agreements to repurchase.....	3353	72,063	12.
13. To be completed by banks with \$100 million or more in total assets (5)			
Other borrowed money (includes mortgage indebtedness).....	3355	1,735,844	13.

¹ For all items, banks have the option of reporting either (1) an average of DAILY figures for the quarter, or (2) an average of WEEKLY figures (i.e., the Wednesday of each week of the quarter).

² Quarterly averages for all debt securities should be based on amortized cost.

³ Quarterly averages for equity securities with readily determinable fair values should be based on fair value.

⁴ The quarterly average for total assets should reflect securities not held for trading as follows:

a) Debt securities at amortized cost.

b) Equity securities with readily determinable fair values at fair value.

c) Equity investments without readily determinable fair values at their balance sheet carrying values (i.e., fair value or, if elected, cost minus impairment, if any, plus or minus changes resulting from observable price changes).

⁵ The \$100 million asset-size test is based on the total assets reported on the June 30, 2022, Report of Condition.

Schedule RC-K—Quarterly Averages¹—Continued

Memorandum

Dollar Amounts in Thousands	RCON	Amount
<i>Memorandum item 1 is to be completed by:</i> ²		
<ul style="list-style-type: none"> • banks with \$300 million or more in total assets, and • banks with less than \$300 million in total assets that have loans to finance agricultural production production and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans 		
1. Loans to finance agricultural production and other loans to farmers.....	3386	61,144

M.1.

¹ For all items, banks have the option of reporting either (1) an average of DAILY figures for the quarter, or (2) an average of WEEKLY figures (i.e., the Wednesday of each week of the quarter).

² The \$300 million asset-size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2022, Report of Condition.

Schedule RC-L—Derivatives and Off-Balance Sheet Items

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

		Dollar Amounts in Thousands		RCON	Amount	
1. Unused commitments:						
a.	Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines.....	3814	206,624			1.a.
<i>Item 1.a.(1) is to be completed for the December report only.</i>						
(1)	Unused commitments for reverse mortgages outstanding that are held for investment (included in item 1.a. above).....	HT72	0			1.a.1.
b.	Credit card lines.....	3815	0			1.b.
<i>Items 1.b.(1) and 1.b.(2) are to be completed semiannually in the June and December reports only by banks with either \$300 million or more in total assets or \$300 million or more in credit card lines¹ (sum of items 1.b.(1) and 1.b.(2) must equal item 1.b).</i>						
(1)	Unused consumer credit card lines.....	J455	0			1.b.1.
(2)	Other unused credit card lines.....	J456	0			1.b.2.
c. Commitments to fund commercial real estate, construction, and land development loans:						
(1) Secured by real estate:						
(a)	1-4 family residential construction loan commitments.....	F164	531,820			1.c.1.a.
(b)	Commercial real estate, other construction loan, and land development loan commitments.....	F165	1,525,883			1.c.1.b.
(2)	NOT secured by real estate.....	6550	0			1.c.2.
d.	Securities underwriting.....	3817	0			1.d.
e. Other unused commitments:						
(1)	Commercial and industrial loans.....	J457	417,955			1.e.1.
(2)	Loans to financial institutions.....	J458	0			1.e.2.
(3)	All other unused commitments.....	J459	81,668			1.e.3.
2. Financial standby letters of credit.....						
<i>Item 2.a is to be completed by banks with \$1 billion or more in total assets¹</i>						
a.	Amount of financial standby letters of credit conveyed to others.....	3820	0			2.a.
3. Performance standby letters of credit.....						
<i>Item 3.a is to be completed by banks with \$1 billion or more in total assets¹</i>						
a.	Amount of performance standby letters of credit conveyed to others.....	3822	0			3.a.
4. Commercial and similar letters of credit.....						
5. Not applicable						
6. Securities lent and borrowed:						
a. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank).....						
b. Securities borrowed.....						
7. Credit derivatives:						
a. Notional amounts:						
(1)	Credit default swaps.....	C968	0	C969	0	7.a.1.
(2)	Total return swaps.....	C970	0	C971	0	7.a.2.
(3)	Credit options.....	C972	0	C973	0	7.a.3.
(4)	Other credit derivatives.....	C974	53,304	C975	0	7.a.4.

¹ The asset-size tests and the \$300 million credit card lines test are based on the total assets and credit card lines reported on the June 30, 2022, Report of Condition.

Schedule RC-L—Continued

Dollar Amounts in Thousands	(Column A) Sold Protection		(Column B) Purchased Protection			
	RCON	Amount	RCON	Amount		
	7. b. Gross fair values:					
(1) Gross positive fair value.....	C219	0	C221	0	7.b.1.	
(2) Gross negative fair value.....	C220	24	C222	0	7.b.2.	
7. c. Notional amounts by regulatory capital treatment: ¹					RCON	Amount
(1) Positions covered under the Market Risk Rule:						
(a) Sold protection	G401	0			7.c.1.a.	
(b) Purchased protection	G402	0			7.c.1.b.	
(2) All other positions:						
(a) Sold protection	G403	53,304			7.c.2.a.	
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes	G404	0			7.c.2.b.	
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes	G405	0			7.c.2.c.	

Dollar Amounts in Thousands	Remaining Maturity of:						
	(Column A) One Year or Less		(Column B) Over One Year Through Five Years		(Column C) Over Five Years		
	RCON	Amount	RCON	Amount	RCON	Amount	
7. d. Notional amounts by remaining maturity:							
(1) Sold credit protection: ²							
(a) Investment grade.....	G406	0	G407	0	G408	0	7.d.1.a.
(b) Subinvestment grade	G409	0	G410	53,304	G411	0	7.d.1.b.
(2) Purchased credit protection: ³							
(a) Investment grade.....	G412	0	G413	0	G414	0	7.d.2.a.
(b) Subinvestment grade	G415	0	G416	0	G417	0	7.d.2.b.

	RCON		Amount		
8. Not applicable					
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital")	3430		1,813,550		9.
a. Not applicable					
b. Commitments to purchase when-issued securities	3434		0		9.b.
c. Standby letters of credit issued by another party (e.g., a Federal Home Loan Bank) on the bank's behalf	C978		1,813,550		9.c.
d. TEXT 3555			3555	0	9.d.
e. TEXT 3556			3556	0	9.e.
f. TEXT 3557			3557	0	9.f.
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital")	5591		0		10.
a. Commitments to sell when-issued securities	3435		0		10.a.
b. TEXT 5592			5592	0	10.b.
c. TEXT 5593			5593	0	10.c.
d. TEXT 5594			5594	0	10.d.
e. TEXT 5595			5595	0	10.e.

1 Sum of items 7.c.(1)(a) and 7.c.(2)(a) must equal sum of items 7.a.(1) through (4), column A. Sum of items 7.c.(1)(b), 7.c.(2)(b), and 7.c.(2)(c) must equal sum of items 7.a.(1) through (4), column B.
 2 Sum of items 7.d.(1)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column A.
 3 Sum of items 7.d.(2)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column B.

Schedule RC-L—Continued

Dollar Amounts in Thousands

Items 11.a and 11.b are to be completed semiannually in the June and December reports only.

	RCON	Amount	
11. Year-to-date merchant credit card sales volume:			
a. Sales for which the reporting bank is the acquiring bank	C223	0	11.a.
b. Sales for which the reporting bank is the agent bank with risk	C224	0	11.b.

	(Column A)	(Column B)	(Column C)	(Column D)	
	Interest Rate Contracts	Foreign Exchange Contracts	Equity Derivative Contracts	Commodity and Other Contracts	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	
Derivatives Position Indicators					
12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a through 12.e must equal sum of items 13 and 14):					
a. Futures contracts.....	RCON 8693 350,000	RCON 8694 0	RCON 8695 0	RCON 8696 0	12.a.
b. Forward contracts.....	RCON 8697 74,958	RCON 8698 0	RCON 8699 0	RCON 8700 0	12.b.
c. Exchange-traded option contracts:					
(1) Written options.....	RCON 8701 60,000	RCON 8702 0	RCON 8703 0	RCON 8704 0	12.c.1.
(2) Purchased options.....	RCON 8705 15,000	RCON 8706 0	RCON 8707 0	RCON 8708 0	12.c.2.
d. Over-the-counter option contracts:					
(1) Written options.....	RCON 8709 67,976	RCON 8710 0	RCON 8711 0	RCON 8712 0	12.d.1.
(2) Purchased options.....	RCON 8713 0	RCON 8714 0	RCON 8715 0	RCON 8716 0	12.d.2.
e. Swaps.....	RCON 3450 2,501,000	RCON 3826 0	RCON 8719 0	RCON 8720 0	12.e.
13. Total gross notional amount of derivative contracts held for trading.....	RCON A126 0	RCON A127 0	RCON 8723 0	RCON 8724 0	13.
14. Total gross notional amount of derivative contracts held for purposes other than trading.....	RCON 8725 3,068,934	RCON 8726 0	RCON 8727 0	RCON 8728 0	14.
a. Interest rate swaps where the bank has agreed to pay a fixed rate.....	RCON A589 2,501,000				14.a.
15. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value.....	RCON 8733 0	RCON 8734 0	RCON 8735 0	RCON 8736 0	15.a.1.
(2) Gross negative fair value.....	RCON 8737 0	RCON 8738 0	RCON 8739 0	RCON 8740 0	15.a.2.
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value.....	RCON 8741 10,850	RCON 8742 0	RCON 8743 0	RCON 8744 0	15.b.1.
(2) Gross negative fair value.....	RCON 8745 553	RCON 8746 0	RCON 8747 0	RCON 8748 0	15.b.2.

Schedule RC-L—Continued

	(Column A)		(Columns B - D)			(Column E)		
	Banks and Securities Firms		Not applicable			Corporations and All Other Counterparties		
	RCON	Amount				RCON	Amount	
Dollar Amounts in Thousands								
<i>Item 16 is to be completed only by banks with total assets of \$10 billion or more.¹</i>								
16. Over-the counter derivatives:								
a. Net current credit exposure.....	G418	893				G422	0	16.a.
b. Fair value of collateral:								
(1) Cash—U.S. dollar.....	G423	0				G427	0	16.b.1.
(2) Cash—Other currencies.....	G428	0				G432	0	16.b.2.
(3) U.S. Treasury securities.....	G433	0				G437	0	16.b.3.
(4) through (6) Not applicable								
(7) All other collateral.....	G453	0				G457	0	16.b.7.
(8) Total fair value of collateral (sum of items 16.b.(1) through (7)).....	G458	0				G462	0	16.b.8.

¹ The \$10 billion asset-size test is based on the total assets reported on the June 30, 2022, Report of Condition.

Schedule RC-M—Memoranda

		Dollar Amounts in Thousands		RCON	Amount	
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:						
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests.....						
				6164	38,320	1.a.
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations.....						
			Number			
	6165		5			1.b.
2. Intangible assets:						
a. Mortgage servicing assets.....						
				3164	176,059	2.a.
(1) Estimated fair value of mortgage servicing assets.....						
	A590		176,059			2.a.1.
b. Goodwill.....						
				3163	17,989	2.b.
c. All other intangible assets.....						
				JF76	31,840	2.c.
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10).....						
				2143	225,888	2.d.
3. Other real estate owned:						
a. Construction, land development, and other land.....						
				5508	3,518	3.a.
b. Farmland.....						
				5509	0	3.b.
c. 1-4 family residential properties.....						
				5510	17	3.c.
d. Multifamily (5 or more) residential properties.....						
				5511	0	3.d.
e. Nonfarm nonresidential properties.....						
				5512	0	3.e.
f. Total (sum of items 3.a through 3.e) (must equal Schedule RC, item 7).....						
				2150	3,535	3.f.
4. Cost of equity securities with readily determinable fair values not held for trading (the fair value of which is reported in Schedule RC, item 2.c) (1).....						
				JA29	8	4.
5. Other borrowed money:						
a. Federal Home Loan Bank advances:						
(1) Advances with a remaining maturity or next repricing date of: (2)						
(a) One year or less.....						
				F055	479,106	5.a.1.a.
(b) Over one year through three years.....						
				F056	919,394	5.a.1.b.
(c) Over three years through five years.....						
				F057	474,179	5.a.1.c.
(d) Over five years.....						
				F058	8,837	5.a.1.d.
(2) Advances with a REMAINING MATURITY of one year or less (included in item 5.a.(1)(a) above) (3).....						
				2651	479,105	5.a.2.
(3) Structured advances (included in items 5.a.(1)(a) - (d) above).....						
				F059	0	5.a.3.
b. Other borrowings:						
(1) Other borrowings with a remaining maturity or next repricing date of: (4)						
(a) One year or less.....						
				F060	0	5.b.1.a.
(b) Over one year through three years.....						
				F061	0	5.b.1.b.
(c) Over three years through five years.....						
				F062	0	5.b.1.c.
(d) Over five years.....						
				F063	41,290	5.b.1.d.
(2) Other borrowings with a REMAINING MATURITY of one year or less (included in item 5.b.(1)(a) above) (5).....						
				B571	0	5.b.2.
c. Total (sum of items 5.a.(1)(a)-(d) and items 5.b.(1)(a)-(d)) (must equal Schedule RC, item 16).....						
				3190	1,922,806	5.c.

1 Item 4 is to be completed only by insured state banks that have been approved by the FDIC to hold grandfathered equity investments. See instructions for this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.
 2 Report fixed rate advances by remaining maturity and floating-rate advances by next repricing date.
 3 Report both fixed and floating-rate advances by remaining maturity. Exclude floating-rate advances with a next repricing date of one year or less that have a remaining maturity of over one year.
 4 Report fixed rate other borrowings by remaining maturity and floating-rate other borrowings by next repricing date.
 5 Report both fixed and floating-rate other borrowings by remaining maturity. Exclude floating-rate other borrowings with a next repricing date of one year or less that have a remaining maturity of over one year.

Schedule RC-M—Continued

Item 9.

Dollar Amounts in Thousands

RCON	YES / NO
B569	YES

6. Does the reporting bank sell private label or third-party mutual funds and annuities?..... 6.

RCON	Amount
B570	0

7. Assets under the reporting bank's management in proprietary mutual funds and annuities..... 7.

8. Internet Website addresses and physical office trade names:

a. Uniform Resource Locator (URL) of the reporting institution's primary Internet Web site (home page), if any (Example: www.examplebank.com):

TEXT	
4087	http:// www.firstunitedbank.com

8.a.

b. URLs of all other public-facing Internet websites that the reporting institution uses to accept or solicit deposits from the public, if any (Example: www.examplebank.biz):¹

- (1) TE01 N528 http:// 8.b.1.
- (2) TE02 N528 http:// 8.b.2.
- (3) TE03 N528 http:// 8.b.3.
- (4) TE04 N528 http:// 8.b.4.
- (5) TE05 N528 http:// 8.b.5.
- (6) TE06 N528 http:// 8.b.6.
- (7) TE07 N528 http:// 8.b.7.
- (8) TE08 N528 http:// 8.b.8.
- (9) TE09 N528 http:// 8.b.9.
- (10) TE10 N528 http:// 8.b.10.

c. Trade names other than the reporting institution's legal title used to identify one or more of the institution's physical offices at which deposits are accepted or solicited from the public, if any:

- (1) TE01 N529 8.c.1.
- (2) TE02 N529 8.c.2.
- (3) TE03 N529 8.c.3.
- (4) TE04 N529 8.c.4.
- (5) TE05 N529 8.c.5.
- (6) TE06 N529 8.c.6.

Item 9 is to be completed annually in the December report only.

RCON	YES / NO
4088	YES

9. Do any of the bank's Internet websites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the website?..... 9.

10. Secured liabilities:

- | RCON | Amount |
|------|--------|
| F064 | 0 |
| F065 | 41,290 |
- a. Amount of "Federal funds purchased" that are secured (included in Schedule RC, item 14.a)..... 10.a.
- b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a) - (d))..... 10.b.

RCON	YES / NO
G463	NO

11. Does the bank act as trustee or custodian for Individual Retirement Accounts, Health Savings Accounts, and other similar accounts?..... 11.

G464	NO
------	----

12. Does the bank provide custody, safekeeping, or other services involving the acceptance of orders for the sale or purchase of securities?..... 12.

¹ Report only highest level URLs (for example, report www.examplebank.biz, but do not also report www.examplebank.biz/checking). Report each top level domain name used (for example, report both www.examplebank.biz and www.examplebank.net).

Schedule RC-M—Continued

Dollar Amounts in Thousands

	RCON	Amount	
13. Portion of covered other real estate owned that is protected by FDIC loss-sharing agreements (included in Schedule RC, item 7).....	K192	0	13.
<i>Items 14.a and 14.b are to be completed annually in the December report only.</i>			
14. Captive insurance and reinsurance subsidiaries:			
a. Total assets of captive insurance subsidiaries (1).....	K193	0	14.a.
b. Total assets of captive reinsurance subsidiaries (1).....	K194	0	14.b.
<i>Item 15 is to be completed by institutions that are required or have elected to be treated as a Qualified Thrift Lender.</i>			
15. Qualified Thrift Lender (QTL) test:			
a. Does the institution use the Home Owners' Loan Act (HOLA) QTL test or the Internal Revenue Service Domestic Building and Loan Association (IRS DBLA) test to determine its QTL compliance? (for the HOLA QTL test, enter 1; for the IRS DBLA test, enter 2).....	L133	NR	15.a.
b. Has the institution been in compliance with the HOLA QTL test as of each month end during the quarter or the IRS DBLA test for its most recent taxable year, as applicable?.....	L135	NR	15.b.
<i>Item 16.a and, if appropriate, items 16.b.(1) through 16.b.(3) are to be completed annually in the December report only.</i>			
16. International remittance transfers offered to consumers:²			
a. Estimated number of international remittance transfers provided by your institution during the calendar year ending on the report date.....	N523	1,111	16.a.
<i>Items 16.b.(1) through 16.b.(3) are to be completed by institutions that reported 501 or more international remittance transfers in item 16.a in either or both of the current report or the most recent prior report in which item 16.a was required to be completed.</i>			
b. Estimated dollar value of remittance transfers provided by your institution and usage of regulatory exceptions during the calendar year ending on the report date:			
(1) Estimated dollar value of international remittance transfers.....	N524	16,951	16.b.1.
(2) Estimated number of international remittance transfers for which your institution applied the permanent exchange rate exception.....	MM07	159	16.b.2.
(3) Estimated number of international remittance transfers for which your institution applied the permanent covered third-party fee exception.....	MQ52	1,111	16.b.3.
17. U.S. Small Business Administration Paycheck Protection Program (PPP) loans³ and the Federal Reserve PPP Liquidity Facility (PPPLF):			
a. Number of PPP loans outstanding.....	LG26	32	17.a.
b. Outstanding balance of PPP loans.....	LG27	1,705	17.b.
c. Outstanding balance of PPP loans pledged to the PPPLF.....	LG28	0	17.c.
d. Outstanding balance of borrowings from Federal Reserve Banks under the PPPLF with a remaining maturity of:			
(1) One year or less.....	LL59	0	17.d.1.
(2) More than one year.....	LL60	0	17.d.2.
e. Quarterly average amount of PPP loans pledged to the PPPLF and excluded from "Total assets for the leverage ratio" reported in Schedule RC-R, Part I, item 30.....	LL57	0	17.e.

1 Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting bank.

2 Report information about international electronic transfers of funds offered to consumers in the United States that:
 (a) are "remittance transfers" as defined by subpart B of Regulation E (12 CFR § 1005.30(e)), or
 (b) would qualify as "remittance transfers" under subpart B of Regulation E (12 CFR § 1005.30(e)) but are excluded from that definition only because the provider is not providing those transfers in the normal course of its business. See 12 CFR § 1005.30(f).
 For purposes of this item 16, such transfers are referred to as international remittance transfers.

Exclude transfers sent by your institution as a correspondent bank for other providers. Report information only about transfers for which the reporting institution is the provider.

3 Paycheck Protection Program (PPP) covered loans as defined in sections 7(a)(36) and 7(a)(37) of the Small Business Act (15 U.S.C. 636(a)(36) and (37)).

Schedule RC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	RCON	Amount	RCON	Amount	RCON	Amount	
Dollar Amounts in Thousands							
1. Loans secured by real estate:							
a. Construction, land development, and other land loans:							
(1) 1-4 family residential construction loans.....	F172	3,122	F174	0	F176	2,244	1.a.1.
(2) Other construction loans and all land development and other land loans.....	F173	1,625	F175	0	F177	4,134	1.a.2.
b. Secured by farmland.....	3493	3,237	3494	0	3495	1,363	1.b.
c. Secured by 1-4 family residential properties:							
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	5398	3,576	5399	0	5400	1,170	1.c.1.
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens.....	C236	22,410	C237	41,290	C229	28,206	1.c.2.a.
(b) Secured by junior liens.....	C238	106	C239	0	C230	1,430	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties.....	3499	52,201	3500	0	3501	3,719	1.d.
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	F178	2,104	F180	0	F182	2,409	1.e.1.
(2) Loans secured by other nonfarm nonresidential properties.....	F179	0	F181	0	F183	27,841	1.e.2.
2. Loans to depository institutions and acceptances of other banks.....	B834	0	B835	0	B836	0	2.
3. Not applicable							
4. Commercial and industrial loans.....	1606	2,713	1607	0	1608	15,457	4.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards.....	B575	0	B576	0	B577	0	5.a.
b. Automobile loans.....	K213	866	K214	0	K215	349	5.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans).....	K216	984	K217	0	K218	575	5.c.
6. Not applicable							
7. All other loans (1).....	5459	832	5460	43	5461	656	7.
8. Lease financing receivables.....	1226	0	1227	0	1228	0	8.
9. Total loans and leases (sum of items 1 through 8).....	1406	93,776	1407	41,333	1403	89,553	9.
10. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505	0	3506	0	3507	0	10.

1 Includes past due and nonaccrual "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Loans to nondepository financial institutions and other loans."

Item 9.

Schedule RC-N—Continued

Amounts reported by loan and lease category in Schedule RC-N, items 1 through 8, include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in items 11 and 12 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	RCON	Amount	RCON	Amount	RCON	Amount	
	11. Loans and leases reported in items 1 through 8 above that are wholly or partially guaranteed by the U.S. Government, excluding loans and leases covered by loss-sharing agreements with the FDIC..... a. Guaranteed portion of loans and leases included in item 11 above, excluding rebooked "GNMA loans"..... b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....						
	K036	5,791	K037	41,290	K038	13,896	11.
	K039	2,433	K040	0	K041	6,941	11.a.
	K042	3,259	K043	41,290	K044	6,262	11.b.
12. Portion of covered loans and leases reported in item 9 above that is protected by FDIC loss-sharing agreements.....							
	K102	0	K103	0	K104	0	12.

Schedule RC-N—Continued

Memoranda

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	RCON	Amount	RCON	Amount	RCON	Amount	
Dollar Amounts in Thousands							
1. Loans restructured in troubled debt restructurings included in Schedule RC-N, items 1 through 7, above (and not reported in Schedule RC-C, Part I, Memorandum item 1):							
a. Construction, land development, and other land loans:							
(1) 1-4 family residential construction loans.....	K105	0	K106	0	K107	900	M.1.a.1.
(2) Other construction loans and all land development and other land loans.....	K108	0	K109	0	K110	2,979	M.1.a.2.
b. Loans secured by 1-4 family residential properties.....	F661	0	F662	0	F663	2,014	M.1.b.
c. Secured by multifamily (5 or more) residential properties.....	K111	0	K112	0	K113	2,324	M.1.c.
d. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	K114	0	K115	0	K116	443	M.1.d.1.
(2) Loans secured by other nonfarm nonresidential properties.....	K117	0	K118	0	K119	0	M.1.d.2.
e. Commercial and industrial loans.....	K257	0	K258	0	K259	10,357	M.1.e.
<i>Memorandum items 1.e.(1) and (2) are to be completed by banks with \$300 million or more in total assets (sum of Memorandum items 1.e.(1) and (2) must equal Memorandum item 1.e):¹</i>							
(1) To U.S. addressees (domicile).....	K120	0	K121	0	K122	10,357	M.1.e.1.
(2) To non-U.S. addressees (domicile).....	K123	0	K124	0	K125	0	M.1.e.2.
f. All other loans (include loans to individuals for household, family, and other personal expenditures).....	K126	0	K127	0	K128	347	M.1.f.
<i>Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.e plus 1.f, columns A through C):</i>							
(1) Loans secured by farmland.....	K130	0	K131	0	K132	347	M.1.f.1.
(2) and (3) Not applicable							

¹ The \$300 million asset-size test is based on the total assets reported on the June 30, 2022, Report of Condition.

Schedule RC-N—Continued

Memoranda—Continued

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	RCON	Amount	RCON	Amount	RCON	Amount	
	Dollar Amounts in Thousands						
1. f. (4) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards.....	K274	0	K275	0	K276	0	M.1.f.4.a.
(b) Automobile loans.....	K277	0	K278	0	K279	0	M.1.f.4.b.
(c) Other (includes revolving credit plans other than credit cards and other consumer loans).....	K280	0	K281	0	K282	0	M.1.f.4.c.
<i>Memorandum item 1.f.5. is to be completed by: ¹</i>							
• Banks with \$300 million or more in total assets							
• Banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans							
(5) Loans to finance agricultural production and other loans to farmers included in Schedule RC-N, Memorandum item 1.f, above.....	K138	0	K139	0	K140	0	M.1.f.5.
1.g. Total loans restructured in troubled debt restructurings included in Schedule RC-N items 1 through 7, above (sum of Memorandum items 1.a.(1) through 1.e plus 1.f) (2).....	HK26	0	HK27	0	HK28	19,364	M.1.g.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above.....	6558	0	6559	0	6560	0	M.2.
3. <i>Memorandum items 3.a through 3.d are to be completed by banks with \$300 million or more in total assets: ¹</i>							
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above).....	1248	0	1249	0	1250	0	M.3.a.
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above).....	5380	0	5381	0	5382	0	M.3.b.
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above).....	1254	0	1255	0	1256	0	M.3.c.

1 The \$300 million asset-size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2022, Report of Condition.

2 Exclude amounts reported in Memorandum items 1.e.(1), 1.e.(2), and 1.f.(1) through 1.f.(5) when calculating the total in Memorandum item 1.g.

Schedule RC-N—Continued

Memoranda—Continued

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual	
	RCON	Amount	RCON	Amount	RCON	Amount
Dollar Amounts in Thousands						
3 d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RC-N, item 8, above).....	F166	0	F167	0	F168	0
Memorandum item 4 is to be completed by: ¹ <ul style="list-style-type: none"> banks with \$300 million or more in total assets banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans 						
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above).....	1594	832	1597	43	1583	656
5. Loans and leases held for sale (included in RC-N, items 1 through 8, above).....	C240	0	C241	41,290	C226	0
6. Not applicable						

Memorandum items 7, 8, 9.a, and 9.b are to be completed semiannually in the June and December reports only.

	RCON	Amount
7. Additions to nonaccrual assets during the previous six months.....	C410	54,276
8. Nonaccrual assets sold during the previous six months.....	C411	0

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual	
	RCON	Amount	RCON	Amount	RCON	Amount
Dollar Amounts in Thousands						
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3): ²						
a. Outstanding balance.....	L183	NR	L184	NR	L185	NR
b. Amount included in Schedule RC-N, items 1 through 7, above.....	L186	NR	L187	NR	L188	NR

¹ The \$300 million asset-size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2022, Report of Condition.

² Memorandum items 9.a and 9.b should be completed only by institutions that have not yet adopted ASU 2016-13.

Schedule RC-O—Other Data for Deposit Insurance Assessments

All FDIC-insured depository institutions must complete items 1 and 2, 4 through 9, 10, and 11, Memorandum item 1, and, if applicable, item 9.a, Memorandum items 2, 3, and 5 through 18 each quarter. Unless otherwise indicated, complete items 1 through 11 and Memorandum items 1 through 3 on an "unconsolidated single FDIC certificate number basis" (see instructions) and complete Memorandum items 5 through 18 on a fully consolidated basis.

		Dollar Amounts in Thousands	RCON	Amount	
1.	Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations.....		F236	12,810,221	1.
2.	Total allowable exclusions, including interest accrued and unpaid on allowable exclusions.....		F237	0	2.
3.	Not applicable				
4.	Average consolidated total assets for the calendar quarter.....		K652	16,101,972	4.
	a. Averaging method used				
	(for daily averaging, enter 1, for weekly averaging, enter 2).....	K653	Number	1	4.a
			Amount		
5.	Average tangible equity for the calendar quarter (1).....		K654	1,337,521	5.
6.	Holdings of long-term unsecured debt issued by other FDIC-insured depository institutions.....		K655	0	6.
7.	Unsecured "Other borrowings" with a remaining maturity of (sum of items 7.a through 7.d must be less than or equal to Schedule RC-M, items 5.b.(1)(a)-(d) minus item 10.b):				
	a. One year or less.....		G465	0	7.a.
	b. Over one year through three years.....		G466	0	7.b.
	c. Over three years through five years.....		G467	0	7.c.
	d. Over five years.....		G468	0	7.d.
8.	Subordinated notes and debentures with a remaining maturity of (sum of items 8.a. through 8.d. must equal Schedule RC, item 19):				
	a. One year or less.....		G469	0	8.a.
	b. Over one year through three years.....		G470	0	8.b.
	c. Over three years through five years.....		G471	0	8.c.
	d. Over five years.....		G472	3,093	8.d.
9.	Brokered reciprocal deposits (included in Schedule RC-E, Memorandum item 1.b).....		G803	0	9.
	<i>Item 9.a is to be completed on a fully consolidated basis by all institutions that own another insured depository institution.</i>				
	a. Fully consolidated brokered reciprocal deposits.....		L190	NR	9.a
10.	Banker's bank certification:				
	Does the reporting institution meet both the statutory definition of a banker's bank and the business conduct test set forth in FDIC regulations?.....		K656	NO	10.
	<i>If the answer to item 10 is "YES", complete items 10.a and 10.b.</i>				
	a. Banker's bank deduction.....		K657	NR	10.a
	b. Banker's bank deduction limit.....		K658	NR	10.b
11.	Custodial bank certification:				
	Does the reporting institution meet the definition of a custodial bank set forth in FDIC regulations?.....		K659	NO	11.
	<i>If the answer to item 11 is "YES", complete items 11.a and 11.b.²</i>				
	a. Custodial bank deduction.....		K660	NR	11.a
	b. Custodial bank deduction limit.....		K661	NR	11.b

1 See instructions for averaging methods. For deposit insurance assessment purposes, tangible equity is defined as Tier 1 capital as set forth in the banking agencies' regulatory capital standards and reported in Schedule RC-R, Part I, item 26, except as described in the instructions.

2 If the amount reported in item 11.b is zero, item 11.a may be left blank.

Schedule RC-O—Continued

Memoranda

		Dollar Amounts in Thousands	RCON	Amount	
1. Total deposit liabilities of the bank, including related interest accrued and unpaid, less allowable exclusions, including related interest accrued and unpaid (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC-O, item 1 less item 2):					
a. Deposit accounts (excluding retirement accounts) of \$250,000 or less: ¹					
(1) Amount of deposit accounts (excluding retirement accounts) of \$250,000 or less.....			F049	6,903,550	M.1.a.1.
(2) Number of deposit accounts (excluding retirement accounts) of \$250,000 or less.....		Number			
		F050	320,958		M.1.a.2.
b. Deposit accounts (excluding retirement accounts) of more than \$250,000: ¹					
(1) Amount of deposit accounts (excluding retirement accounts) of more than \$250,000.....			F051	5,756,848	M.1.b.1.
(2) Number of deposit accounts (excluding retirement accounts) of more than \$250,000.....		Number			
		F052	5,599		M.1.b.2.
c. Retirement deposit accounts of \$250,000 or less: ¹					
(1) Amount of retirement deposit accounts of \$250,000 or less.....			F045	124,068	M.1.c.1.
(2) Number of retirement deposit accounts of \$250,000 or less.....		Number			
		F046	3,951		M.1.c.2.
d. Retirement deposit accounts of more than \$250,000: ¹					
(1) Amount of retirement deposit accounts of more than \$250,000.....			F047	25,754	M.1.d.1.
(2) Number of retirement deposit accounts of more than \$250,000.....		Number			
		F048	60		M.1.d.2.
<i>Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets.²</i>					
2. Estimated amount of uninsured assessable deposits, including related interest accrued and unpaid (see instructions) (3).....			5597	4,117,300	M.2.
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent savings association's Call Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:					
TEXT			RCON	FDIC Cert. No.	
A545			A545	00000	M.3.
4. Not applicable					

¹ The dollar amounts used as the basis for reporting in Memorandum items 1.a through 1.d reflect the deposit insurance limits in effect on the report date.

² The \$1 billion asset-size test is based on the total assets reported on the June 30, 2022, Report of Condition.

³ Uninsured deposits should be estimated based on the deposit insurance limits set forth in Memorandum items 1.a through 1.d.

Schedule RC-O—Continued

Amounts reported in Memorandum items 6 through 9, 14, and 15 will not be made available to the public on an individual institution basis.

Memoranda—Continued

	Dollar Amounts in Thousands		
	RCON	Amount	
<i>Memorandum items 5 through 12 are to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations</i>			
5. Applicable portion of the CECL transitional amount or modified CECL transitional amount that has been added to retained earnings for regulatory capital purposes as of the current report date and is attributable to loans and leases held for investment.....	MW53	0	M.5.
6. Criticized and classified items:			
a. Special mention	K663	212,840	M.6.a.
b. Substandard	K664	256,875	M.6.b.
c. Doubtful	K665	113	M.6.c.
d. Loss	K666	0	M.6.d.
7. "Nontraditional 1-4 family residential mortgage loans" as defined for assessment purposes only in FDIC regulations:			
a. Nontraditional 1-4 family residential mortgage loans	N025	0	M.7.a.
b. Securitizations of nontraditional 1-4 family residential mortgage loans	N026	0	M.7.b.
8. "Higher-risk consumer loans" as defined for assessment purposes only in FDIC regulations:			
a. Higher-risk consumer loans	N027	0	M.8.a.
b. Securitizations of higher-risk consumer loans	N028	0	M.8.b.
9. "Higher-risk commercial and industrial loans and securities" as defined for assessment purposes only in FDIC regulations:			
a. Higher-risk commercial and industrial loans and securities	N029	0	M.9.a.
b. Securitizations of higher-risk commercial and industrial loans and securities	N030	0	M.9.b.
10. Commitments to fund construction, land development, and other land loans secured by real estate:			
a. Total unfunded commitments	K676	1,742,698	M.10.a.
b. Portion of unfunded commitments guaranteed or insured by the U.S. government (including the FDIC)	K677	23,303	M.10.b.
11. Amount of other real estate owned recoverable from the U.S. government under guarantee or insurance provisions (excluding FDIC loss-sharing agreements)	K669	0	M.11.
12. Nonbrokered time deposits of more than \$250,000 (included in Schedule RC-E, Memorandum item 2.d)	K678	791,993	M.12.
<i>Memorandum item 13.a is to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations. Memorandum items 13.b through 13.h are to be completed by "large institutions" only.</i>			
13. Portion of funded loans and securities guaranteed or insured by the U.S. government (including FDIC loss-sharing agreements):			
a. Construction, land development, and other land loans secured by real estate	N177	36,295	M.13.a.
b. Loans secured by multifamily residential and nonfarm nonresidential properties	N178	104,672	M.13.b.
c. Closed-end loans secured by first liens on 1-4 family residential properties	N179	108,433	M.13.c.
d. Closed-end loans secured by junior liens on 1-4 family residential properties and revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	N180	2,884	M.13.d.
e. Commercial and industrial loans	N181	42,634	M.13.e.
f. Credit card loans to individuals for household, family, and other personal expenditures	N182	0	M.13.f.
g. All other loans to individuals for household, family, and other personal expenditures	N183	1	M.13.g.
h. Non-agency residential mortgage-backed securities	M963	300,156	M.13.h.
<i>Memorandum items 14 and 15 are to be completed by "highly complex institutions" as defined in FDIC regulations</i>			
14. Amount of the institution's largest counterparty exposure	K673	NR	M.14.
15. Total amount of the institution's 20 largest counterparty exposures	K674	NR	M.15.

Schedule RC-O—Continued

Memoranda—Continued

Dollar Amounts in Thousands	RCOM	Amount	
<i>Memorandum item 16 is to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations</i>			
16. Portion of loans restructured in troubled debt restructurings that are in compliance with their modified terms and are guaranteed or insured by the U.S. government (including the FDIC) (included in Schedule RC-C, Part I, Memorandum item 1).....	L189	2,862	M.16.
<i>Memorandum item 17 is to be completed on a fully consolidated basis by those "large institutions" and "highly complex institutions" as defined in FDIC regulations that own another insured depository institution.</i>			
17. Selected fully consolidated data for deposit insurance assessment purposes:			
a. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations.....	L194	NR	M.17.a
b. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions.....	L195	NR	M.17.b
c. Unsecured "Other borrowings" with a remaining maturity of one year or less.....	L196	NR	M.17.c
d. Estimated amount of uninsured deposits, including related interest accrued and unpaid.....	L197	NR	M.17.d

Schedule RC-O—Continued

Memorandum item 18 is to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations. Amounts reported in Memorandum item 18 will not be made available to the public on an individual institution basis.

		Two-Year Probability of Default (PD)						
		(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)
		<= 1%	1.01-4%	4.01-7%	7.01-10%	10.01-14%	14.01-16%	16.01-18%
Dollar Amounts in Thousands		Amount	Amount	Amount	Amount	Amount	Amount	Amount
18.	Outstanding balance of 1-4 family residential mortgage loans, consumer loans, and consumer leases by two-year probability of default:							
	a. "Nontraditional 1-4 family residential mortgage loans" as defined for assessment purposes only in FDIC regulations.....	RCON M964	RCON M965	RCON M966	RCON M967	RCON M968	RCON M969	RCON M970
		0	0	0	0	0	0	0
	b. Closed-end loans secured by first liens on 1-4 family residential properties.....	RCON M979	RCON M980	RCON M981	RCON M982	RCON M983	RCON M984	RCON M985
		2,296,948	1,882,472	575,200	209,164	104,582	0	0
	c. Closed-end loans secured by junior liens on 1-4 family residential properties.....	RCON M994	RCON M995	RCON M996	RCON M997	RCON M998	RCON M999	RCON N001
		8,428	11,461	8,428	2,360	1,348	337	674
	d. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCON N010	RCON N011	RCON N012	RCON N013	RCON N014	RCON N015	RCON N016
		115,550	110,047	22,010	8,254	8,254	0	8,254
	e. Credit cards.....	RCON N040	RCON N041	RCON N042	RCON N043	RCON N044	RCON N045	RCON N046
		0	0	0	0	0	0	0
	f. Automobile loans.....	RCON N055	RCON N056	RCON N057	RCON N058	RCON N059	RCON N060	RCON N061
		19,041	20,884	9,828	1,843	3,071	1,228	4,300
	g. Student loans.....	RCON N070	RCON N071	RCON N072	RCON N073	RCON N074	RCON N075	RCON N076
		0	0	0	0	0	0	0
	h. Other consumer loans and revolving credit plans other than credit cards.....	RCON N085	RCON N086	RCON N087	RCON N088	RCON N089	RCON N090	RCON N091
		2,315	2,316	1,544	1,061	772	193	1,158
	i. Consumer leases.....	RCON N100	RCON N101	RCON N102	RCON N103	RCON N104	RCON N105	RCON N106
		0	0	0	0	0	0	0
	j. Total.....	RCON N115	RCON N116	RCON N117	RCON N118	RCON N119	RCON N120	RCON N121
		2,442,282	2,027,180	617,010	222,682	118,027	1,758	14,386

Schedule RC-O—Continued

Memorandum item 18 is to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations. Amounts reported in Memorandum item 18 will not be made available to the public on an individual institution basis.

		Two-Year Probability of Default (PD)						(Column O) PDs Were Derived Using ¹		
		(Column H) 18.01–20%	(Column I) 20.01–22%	(Column J) 22.01–26%	(Column K) 26.01–30%	(Column L) > 30%	(Column M) Unscoreable		(Column N) Total	
Dollar Amounts in Thousands		Amount	Amount	Amount	Amount	Amount	Amount	Number		
18.	Outstanding balance of 1-4 family residential mortgage loans, consumer loans, and consumer leases by two-year probability of default:									
	a. "Nontraditional 1-4 family residential mortgage loans" as defined for assessment purposes only in FDIC regulations.....	RCON M971 0	RCON M972 0	RCON M973 0	RCON M974 0	RCON M975 0	RCON M976 0	RCON M977 0	RCON M978 0	M.18.a
	b. Closed-end loans secured by first liens on 1-4 family residential properties.....	RCON M986 0	RCON M987 0	RCON M988 0	RCON M989 0	RCON M990 0	RCON M991 52,291	RCON M992 5,120,657	RCON M993 1	M.18.b
	c. Closed-end loans secured by junior liens on 1-4 family residential properties.....	RCON N002 0	RCON N003 0	RCON N004 0	RCON N005 0	RCON N006 0	RCON N007 674	RCON N008 33,710	RCON N009 1	M.18.c
	d. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCON N017 0	RCON N018 0	RCON N019 0	RCON N020 0	RCON N021 0	RCON N022 2,751	RCON N023 275,120	RCON N024 1	M.18.d
	e. Credit cards.....	RCON N047 0	RCON N048 0	RCON N049 0	RCON N050 0	RCON N051 0	RCON N052 0	RCON N053 0	RCON N054 0	M.18.e
	f. Automobile loans.....	RCON N062 0	RCON N063 0	RCON N064 0	RCON N065 0	RCON N066 0	RCON N067 1,228	RCON N068 61,423	RCON N069 1	M.18.f
	g. Student loans.....	RCON N077 0	RCON N078 0	RCON N079 0	RCON N080 0	RCON N081 0	RCON N082 0	RCON N083 0	RCON N084 0	M.18.g
	h. Other consumer loans and revolving credit plans other than credit cards.....	RCON N092 0	RCON N093 0	RCON N094 0	RCON N095 0	RCON N096 0	RCON N097 289	RCON N098 9,648	RCON N099 1	M.18.h
	i. Consumer leases.....	RCON N107 0	RCON N108 0	RCON N109 0	RCON N110 0	RCON N111 0	RCON N112 0	RCON N113 0	RCON N114 0	M.18.i
	j. Total.....	RCON N122 0	RCON N123 0	RCON N124 0	RCON N125 0	RCON N126 0	RCON N127 57,233	RCON N128 5,500,558		M.18.j

¹ For PDs derived using scores and default rate mappings provided by a third-party vendor, enter 1; for PDs derived using an internal approach, enter 2; for PDs derived using third-party vendor mappings for some loans within a product type and an internal approach for other loans within the same product type, enter 3. If the total reported in Column N for a product type is zero, enter 0.

Item 9.

Schedule RC-P—1-4 Family Residential Mortgage Banking Activities

Schedule RC-P is to be completed by banks with at which either 1-4 family residential mortgage loan originations and purchases for resale¹ from all sources, loan sales, or quarter-end loans held for sale or trading exceed \$10 million for two consecutive quarters.

	Dollar Amounts in Thousands		
	RCON	Amount	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale (1).....	HT81	334,121	1.
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale (1).....	HT82	0	2.
3. 1-4 family residential mortgages sold during the quarter.....	FT04	349,229	3.
4. 1-4 family residential mortgage loans held for sale or trading at quarter-end (included in Schedule RC, items 4.a and 5).....	FT05	108,747	4.
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule RI, items 5.c, 5.f, 5.g, and 5.i).....	RIAD		
	HT85	(4,098)	5.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter.....	RCON		
	HT86	2,607	6.
7. Representation and warranty reserves for 1-4 family residential mortgage loans sold:			
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	L191	3,992	7.a.
b. For representations and warranties made to other parties.....	L192	123	7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b).....	M288	4,115	7.c.

¹ Exclude originations and purchases of 1 –4 family residential mortgage loans that are held for investment.

Schedule RC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis

Schedule RC-Q is to be completed by banks that:

- (1) Have elected to report financial instruments or servicing assets and liabilities at fair value under a fair value option with changes in fair value recognized in earnings, or
- (2) Are required to complete Schedule RC-D, Trading Assets and Liabilities.

	Dollar Amounts in Thousands										
	(Column A) Total Fair Value Reported on Schedule RC		(Column B) LESS: Amounts Netted in the Determination of Total Fair Value		(Column C) Level 1 Fair Value Measurements		(Column D) Level 2 Fair Value Measurements		(Column E) Level 3 Fair Value Measurements		
	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	
Assets											
1. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading (1).....	JA36	1,614,380	G474	0	G475	1,614,380	G476	0	G477	0	1.
2. Not applicable											
3. Loans and leases held for sale.....	G483	108,747	G484	0	G485	108,747	G486	0	G487	0	3.
4. Loans and leases held for investment.....	G488	0	G489	0	G490	0	G491	0	G492	0	4.
5. Trading assets:											
a. Derivative assets.....	3543	0	G493	0	G494	0	G495	0	G496	0	5.a.
b. Other trading assets.....	G497	0	G498	0	G499	0	G500	0	G501	0	5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 5.b, above).....	F240	0	F684	0	F692	0	F241	0	F242	0	5.b.1.
6. All other assets.....	G391	186,909	G392	0	G395	186,909	G396	0	G804	0	6.
7. Total assets measured at fair value on a recurring basis (sum of items 1 through 5.b plus item 6).....	G502	1,910,036	G503	0	G504	1,910,036	G505	0	G506	0	7.
Liabilities											
8. Deposits.....	F252	0	F686	0	F694	0	F253	0	F254	0	8.
9. Not applicable											
10. Trading liabilities:											
a. Derivative liabilities.....	3547	0	G512	0	G513	0	G514	0	G515	0	10.a.
b. Other trading liabilities.....	G516	0	G517	0	G518	0	G519	0	G520	0	10.b.
11. and 12. not applicable											
13. All other liabilities.....	G805	577	G806	0	G807	553	G808	0	G809	24	13.
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13).....	G531	577	G532	0	G533	553	G534	0	G535	24	14.

1 The amount reported in item 1, column A, must equal the sum of Schedule RC, items 2.b and 2.c.

Schedule RC-Q—Continued

		(Column A) Total Fair Value Reported on Schedule RC		(Column B) LESS: Amounts Netted in the Determination of Total Fair Value		(Column C) Level 1 Fair Value Measurements		(Column D) Level 2 Fair Value Measurements		(Column E) Level 3 Fair Value Measurements	
		RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount	RCON	Amount
Dollar Amounts in Thousands											
Memoranda											
1. All other assets (itemize and describe amounts included in Schedule RC-Q, item 6, that are greater than \$100,000 and exceed 25% of item 6):											
a. Mortgage servicing assets.....											
	G536	176,059	G537	0	G538	176,059	G539	0	G540	0	M.1.a.
b. Nontrading derivative assets.....											
	G541	0	G542	0	G543	0	G544	0	G545	0	M.1.b.
c. TEXT											
	G546	0	G547	0	G548	0	G549	0	G550	0	M.1.c.
d. TEXT											
	G551	0	G552	0	G553	0	G554	0	G555	0	M.1.d.
e. TEXT											
	G556	0	G557	0	G558	0	G559	0	G560	0	M.1.e.
f. TEXT											
	G561	0	G562	0	G563	0	G564	0	G565	0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule RC-Q, item 13, that are greater than \$100,000 and exceed 25% of item 13):											
a. Loan commitments (not accounted for as derivatives).....											
	F261	0	F689	0	F697	0	F262	0	F263	0	M.2.a.
b. Nontrading derivative liabilities.....											
	G566	553	G567	0	G568	553	G569	0	G570	0	M.2.b.
c. TEXT											
	G571	0	G572	0	G573	0	G574	0	G575	0	M.2.c.
d. TEXT											
	G576	0	G577	0	G578	0	G579	0	G580	0	M.2.d.
e. TEXT											
	G581	0	G582	0	G583	0	G584	0	G585	0	M.2.e.
f. TEXT											
	G586	0	G587	0	G588	0	G589	0	G590	0	M.2.f.

Schedule RC-Q—Continued

Memoranda—Continued

		Dollar Amounts in Thousands		RCON	Amount	
3. Loans measured at fair value (included in Schedule RC-C, Part I, items 1 through 9):						
a. Loans secured by real estate:						
(1) Secured by 1-4 family residential properties.....		HT87	108,747			M.3.a.1.
(2) All other loans secured by real estate.....		HT88	0			M.3.a.2.
b. Commercial and industrial loans.....						
		F585	0			M.3.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....						
		HT89	0			M.3.c.
d. Other loans.....						
		F589	0			M.3.d.
4. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-Q, Memorandum item 3):						
a. Loans secured by real estate:						
(1) Secured by 1-4 family residential properties.....		HT91	107,559			M.4.a.1.
(2) All other loans secured by real estate.....		HT92	0			M.4.a.2.
b. Commercial and industrial loans.....						
		F597	0			M.4.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....						
		HT93	0			M.4.c.
d. Other loans.....						
		F601	0			M.4.d.

Schedule RC-R—Regulatory Capital

Part I. Regulatory Capital Components and Ratios

Part I is to be completed on a consolidated basis.

		Dollar Amounts in Thousands		RCOA	Amount	
Common Equity Tier 1 Capital						
1.	Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares.....	P742	604,867			1.
2.	Retained earnings (1).....	KW00	777,181			2.
a.	To be completed only by institutions that have adopted ASU 2016-13: Does your institution have a CECL transition election in effect as of the quarter-end report date? (enter "0" for No; enter "1" for Yes with a 3-year CECL transition election; enter "2" for Yes with a 5-year 2020 CECL transition election.)	RCOA	Number			2.a.
		JJ29	0			
3.	Accumulated other comprehensive income (AOCI).....	RCOA	Amount			3.
		B530	(33,087)			
a.	AOCI opt-out election (enter "1" for Yes; enter "0" for No.)	0=No 1=Yes	RCOA			3.a.
		P838	1			
4.	Common equity tier 1 minority interest includable in common equity tier 1 capital.....	RCOA	Amount			4.
		P839	0			
5.	Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4).....	P840	1,348,961			5.
Common Equity Tier 1 Capital: Adjustments and Deductions						
6.	LESS: Goodwill net of associated deferred tax liabilities (DTLs).....	P841	17,989			6.
7.	LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs.....	P842	27,344			7.
8.	LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs.....	P843	0			8.
9.	AOCI-related adjustments (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):					
a.	LESS: Net unrealized gains (losses) on available-for-sale debt securities (if a gain, report as a positive value; if a loss, report as a negative value).....	P844	(77,267)			9.a.
b.	Not applicable					
c.	LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value).....	P846	44,180			9.c.
d.	LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value).....	P847	0			9.d.
e.	LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value).....	P848	0			9.e.
f.	To be completed only by institutions that entered "0" for No in item 3.a: LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relates to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value).....	P849	NR			9.f.

1 Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in this item.

Schedule RC-R—Continued

Part I - Continued

	Dollar Amounts in Thousands		RCOA	Amount	
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:					
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value).....	Q258	0			10.a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions.....	P850	0			10.b.
11. Not applicable					
12. Subtotal (item 5 minus items 6 through 10.b).....	P852	1,336,715			12.
13. LESS: Investments in the capital of unconsolidated financial institutions, net of associated DTLs, that exceed 25 percent of item 12.....	LB58	0			13.
14. LESS: MSAs, net of associated DTLs, that exceed 25 percent of item 12.....	LB59	0			14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed 25 percent of item 12.....	LB60	0			15.
16. Not applicable					
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital (1) to cover deductions.....	P857	0			17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17).....	P858	0			18.
19. Common equity tier 1 capital (item 12 minus item 18).....	P859	1,336,715			19.
Additional Tier 1 Capital					
20. Additional tier 1 capital instruments plus related surplus.....	P860	0			20.
21. Non-qualifying capital instruments subject to phase-out from additional tier 1 capital.....	P861	0			21.
22. Tier 1 minority interest not included in common equity tier 1 capital.....	P862	5,694			22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22).....	P863	5,694			23.
24. LESS: Additional tier 1 capital deductions.....	P864	0			24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero).....	P865	5,694			25.
Tier 1 Capital					
26. Tier 1 capital (sum of items 19 and 25).....	8274	1,342,409			26.
Total Assets for the Leverage Ratio					
27. Average total consolidated assets (2).....	KW03	16,101,972			27.
28. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 13 through 15, 17, and certain elements of item 24 - see instructions).....	P875	45,333			28.
29. LESS: Other deductions from (additions to) assets for leverage ratio purposes.....	B596	0			29.
30. Total assets for the leverage ratio (item 27 minus items 28 and 29).....	A224	16,056,639			30.

1 An institution that has a CBLR framework election in effect as of the quarter-end report date is neither required to calculate tier 2 capital nor make any deductions that would have been taken from tier 2 capital as of the report date.

2 Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in item 27.

Schedule RC-R—Continued

Part I - Continued

Leverage Ratio*

31. Leverage ratio (item 26 divided by item 30)

RCOA	Percentage
7204	8.3605%

 31.

a. Does your institution have a community bank leverage ratio (CBLR) framework election in effect as of the quarter-end report date? (enter "1" for Yes; enter "0" for No)

0=No	RCOA	
1=Yes	LE74	0

 31.a.

- If your institution entered "1" for Yes in item 31.a:
- Complete items 32 through 37 and, if applicable, items 38.a through 38.c,
 - Do not complete items 39 through 55.b, and
 - Do not complete Part II of Schedule RC-R.

- If your institution entered "0" for No in item 31.a:
- Skip (do not complete) items 32 through 38.c,
 - Complete items 39 through 55.b, as applicable, and
 - Complete Part II of Schedule RC-R.

Item 31.b is to be completed only by non-advanced approaches institutions that elect to use the Standardized Approach for Counterparty Credit Risk (SA-CCR) for purposes of the standardized approach and supplementary leverage ratio.

b. Standardized Approach for Counterparty Credit Risk opt-in election (enter "1" for Yes; leave blank for No).....

	RCOA
1=Yes	NC99

 31.b.

Qualifying Criteria and Other Information for CBLR Institutions*

	(Column A)		(Column B)		
	RCOA	Amount	RCOA	Percentage	
32. Total assets (Schedule RC, item 12); (must be less than \$10 billion).....	2170	NR			32.
33. Trading assets and trading liabilities (Schedule RC, sum of items 5 and 15). Report as a dollar amount in column A and as a percentage of total assets (5% limit) in column B.....	KX77	NR	KX78	NR	33.
34. Off-balance sheet exposures:					
a. Unused portion of conditionally cancellable commitments.....	KX79	NR			34.a.
b. Securities lent and borrowed (Schedule RC-L, sum of items 6.a and 6.b).....	KX80	NR			34.b.
c. Other off-balance sheet exposures.....	KX81	NR			34.c.
d. Total off-balance sheet exposures (sum of items 34.a through 34.c). Report as a dollar amount in column A and as a percentage of total assets (25% limit) in column B.....	KX82	NR	KX83	NR	34.d.

	RCOA	Amount	
35. Unconditionally cancellable commitments.....	S540	NR	35.
36. Investments in the tier 2 capital of unconsolidated financial institutions.....	LB61	NR	36.
37. Allocated transfer risk reserve.....	3128	NR	37.
38. Amount of allowances for credit losses on purchased credit-deteriorated assets: ¹			
a. Loans and leases held for investment.....	JJ30	NR	38.a.
b. Held-to-maturity debt securities.....	JJ31	NR	38.b.
c. Other financial assets measured at amortized cost.....	JJ32	NR	38.c.

* Report each ratio as a percentage, rounded to four decimal places, e.g., 12.3456.
¹ Items 38.a through 38.c should be completed only by institutions have adopted ASU 2016-13.

Schedule RC-R—Continued

Part I - Continued

If your institution entered "0" for No in item 31.a, complete items 39 through 55.b, as applicable, and Part II of Schedule RC-R.
If your institution entered "1" for Yes in item 31.a, do not complete items 39 through 55.b or Part II of Schedule RC-R.

	Dollar Amounts in Thousands		RCOA	Amount	
Tier 2 Capital¹					
39. Tier 2 capital instruments plus related surplus.....	P866	0			39.
40. Non-qualifying capital instruments subject to phase-out from tier 2 capital.....	P867	0			40.
41. Total capital minority interest that is not included in tier 1 capital.....	P868	0			41.
42. Allowance for loan and lease losses includable in tier 2 capital (2,3).....	5310	136,546			42.
43. Not applicable					
44. Tier 2 capital before deductions (sum of items 39 through 42).....	P870	136,546			44.
45. LESS: Tier 2 capital deductions.....	P872	0			45.
46. Tier 2 capital (greater of item 44 minus item 45, or zero).....	5311	136,546			46.
Total Capital					
47. Total capital (sum of items 26 and 46).....	3792	1,478,955			47.
Total Risk-Weighted Assets					
48. Total risk-weighted assets (from Schedule RC-R, Part II, item 31).....	A223	12,523,565			48.
Risk-Based Capital Ratios*					
	RCOA	Percentage			
49. Common equity tier 1 capital ratio (item 19 divided by item 48).....	P793	10.6736%			49.
50. Tier 1 capital ratio (item 26 divided by item 48).....	7206	10.7191%			50.
51. Total capital ratio (item 47 divided by item 48).....	7205	11.8094%			51.
Capital Buffer*					
52. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments:					
a. Capital conservation buffer	H311	3.8094%			52.a.
b. Institutions subject to Category III capital standards only: Total applicable capital buffer	RCOW				
	H312	NR			52.b.
	RCOA	Amount			
53. Eligible retained income (4).....	H313	NR			53.
54. Distributions and discretionary bonus payments during the quarter (5).....	H314	NR			54.
Supplementary Leverage Ratio*					
55. Institutions subject to Category III capital standards only: Supplementary leverage ratio information:					
a. Total leverage exposure (6).....	H015	NR			55.a.
b. Supplementary leverage ratio.....		Percentage			
	H036	NR			55.b.

* Report each ratio and buffer as a percentage, rounded to four decimal places, e.g., 12.3456.

- 1 An institution that has a CBLR framework election in effect as of the quarter-end report date is neither required to calculate tier 2 capital nor make any deductions that would have been taken from tier 2 capital as of the report date.
- 2 Institutions that have adopted ASU 2016-13 should report the amount of adjusted allowances for credit losses (AACL), as defined in the regulatory capital rule, includable in tier 2 capital in item 42.
- 3 Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should subtract the applicable portion of the AACL transitional amount or the modified AACL transitional amount, respectively, from the AACL, as defined in the regulatory capital rule, before determining the amount of AACL includable in tier 2 capital. See instructions for further detail on the CECL transition provisions.
- 4 Non-advanced approaches institutions other than Category III institutions must complete item 53 only if the amount reported in item 52.a above is less than or equal to 2.5000 percent. Category III institutions must complete item 53 only if the amount reported in item 52.a above is less than or equal to the amount reported in item 52.b above.
- 5 Non-advanced approaches institutions other than Category III institutions must complete item 54 only if the amount reported in Schedule RC-R, Part I, item 52.a, in the Call Report for the previous calendar quarter-end report date was less than or equal to 2.5000 percent. Category III institutions must complete item 54 only if the amount reported in Schedule RC-R, Part I, item 52.a, in the Call Report for the previous calendar quarter-end report date was less than or equal to the amount reported in Schedule RC-R, Part I, item 52.b, in the Call Report for that previous report date.
- 6 Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in item 55.a.

Schedule RC-R—Continued

Part II. Risk-Weighted Assets

Institutions that entered "1" for Yes in Schedule RC-R, Part I, item 31.a, do not have to complete Schedule RC-R, Part II.

Institutions are required to assign a 100 percent risk weight to all assets not specifically assigned a risk weight under Subpart D of the federal banking agencies' regulatory capital rules¹ and not deducted from tier 1 or tier 2 capital.

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
	Totals	Adjustments to	Allocation by Risk-Weight Category							
	From Schedule RC	Totals Reported in Column A	0%	2%	4%	10%	20%	50%	100%	150%
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Balance Sheet Asset Categories²										
1. Cash and balances due from depository institutions.....	RCON D957 307,865	RCON S396 0	RCON D958 87,038				RCON D959 220,827	RCON S397 0	RCON D960 0	RCON S398 0
2. Securities:	RCON D961	RCON S399	RCON D962	RCON HJ74	RCON HJ75		RCON D963	RCON D964	RCON D965	RCON S400
a. Held-to-maturity securities (3).....	0	0	0	0	0		0	0	0	0
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading.....	RCON JA21 1,614,379	RCON S402 (97,807)	RCON D967 243,995	RCON HJ76 0	RCON HJ77 0		RCON D968 1,247,662	RCON D969 214,529	RCON D970 6,000	RCON S403 0
3. Federal funds sold and securities purchased under agreements to resell:	RCON D971		RCON D972				RCON D973	RCON S410	RCON D974	RCON S411
a. Federal funds sold.....	0		0				0	0	0	0
b. Securities purchased under agreements to resell.....	RCON H171 652,668	RCON H172 652,668								
4. Loans and leases held for sale:	RCON S413	RCON S414	RCON H173				RCON S415	RCON S416	RCON S417	
a. Residential mortgage exposures.....	108,747	0	0				67,801	40,946	0	
b. High volatility commercial real estate exposures.....	RCON S419 0	RCON S420 0	RCON H174 0				RCON H175 0	RCON H176 0	RCON H177 0	RCON S421 0

¹ For national banks and federal savings associations, 12 CFR Part 3; for state member banks, 12 CFR Part 217; and for state nonmember banks and state savings associations, 12 CFR Part 324.

² All securitization exposures held as on-balance sheet assets of the reporting institution are to be excluded from items 1 through 8 and are to be reported instead in item 9.

³ Institutions that have adopted ASU 2016-13 and have reported held-to-maturity securities net of allowances for credit losses in item 2.a, column A, should report as a negative number in item 2.a., column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.

Schedule RC-R—Continued

Part II—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches ¹	
	250%	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Balance Sheet Asset Categories (continued)									
1. Cash and balances due from depository institutions.....									1.
2. Securities:									
a. Held-to-maturity securities.....									2.a.
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading.....		RCON S405		RCON S406				RCON H271	RCON H272
		0		0				0	0
3. Federal funds sold and securities purchased under agreements to resell:									
a. Federal funds sold.....									3.a.
b. Securities purchased under agreements to resell.....									3.b.
4. Loans and leases held for sale:								RCON H273	RCON H274
a. Residential mortgage exposures.....								0	0
b. High volatility commercial real estate exposures.....								RCON H275	RCON H276
								0	0

¹ Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, separate account bank-owned life insurance, and default fund contributions to central counterparties.

Schedule RC-R—Continued

Part II—Continued

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
	Totals From Schedule RC	Adjustments to Totals Reported in Column A	Allocation by Risk-Weight Category							
			0%	2%	4%	10%	20%	50%	100%	150%
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
4. Loans and leases held for sale (continued):										
c. Exposures past due 90 days or more or on nonaccrual (1).....	RCON S423	RCON S424	RCON S425	RCON HJ78	RCON HJ79		RCON S426	RCON S427	RCON S428	RCON S429
	0	0	0	0	0		0	0	0	0
d. All other exposures.....	RCON S431	RCON S432	RCON S433	RCON HJ80	RCON HJ81		RCON S434	RCON S435	RCON S436	RCON S437
	0	0	0	0	0		0	0	0	0
5. Loans and leases held for investment (2):	RCON S439	RCON S440	RCON H178				RCON S441	RCON S442	RCON S443	
a. Residential mortgage exposures.....	6,142,222	0	0				40,631	5,346,723	754,868	
b. High volatility commercial real estate exposures.....	RCON S445	RCON S446	RCON H179				RCON H180	RCON H181	RCON H182	RCON S447
	78,179	0	0				0	0	0	78,179
c. Exposures past due 90 days or more or on nonaccrual (3).....	RCON S449	RCON S450	RCON S451	RCON HJ82	RCON HJ83		RCON S452	RCON S453	RCON S454	RCON S455
	58,790	0	0	0	0		0	0	0	58,790
d. All other exposures.....	RCON S457	RCON S458	RCON S459	RCON HJ84	RCON HJ85		RCON S460	RCON S461	RCON S462	RCON S463
	6,166,756	0	86,197	0	0		80,737	91,591	5,908,231	0
6. LESS: Allowance for loan and lease losses (4).....	RCON 3123	RCON 3123								
	134,227	134,227								

1 For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
 2 Institutions that have adopted ASU 2016-13 should report as a positive number in column B of items 5.a through 5.d, as appropriate, any allowances for credit losses on purchased credit-deteriorated assets reported in column A of items 5.a through 5.d, as appropriate.
 3 For loans and leases held for investment, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
 4 Institutions that have adopted ASU 2016-13 should report the allowance for credit losses on loans and leases in item 6, columns A and B.

Schedule RC-R—Continued

Part II—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches ¹	
	250%	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
4. Loans and leases held for sale (continued):									
c. Exposures past due 90 days or more or on nonaccrual (2).....								RCON H277 0	RCON H278 0
d. All other exposures.....								RCON H279 0	RCON H280 0
5. Loans and leases held for investment:									
a. Residential mortgage exposures.....								RCON H281 0	RCON H282 0
b. High volatility commercial real estate exposures.....								RCON H283 0	RCON H284 0
c. Exposures past due 90 days or more or on nonaccrual (3).....								RCON H285 0	RCON H286 0
d. All other exposures.....								RCON H287 0	RCON H288 0
6. LESS: Allowance for loan and lease losses.....									

¹ Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, separate account bank-owned life insurance, and default fund contributions to central counterparties.

² For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

³ For loans and leases held for investment, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

Schedule RC-R—Continued

Part II—Continued

	(Column A) Totals From Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
			Allocation by Risk-Weight Category							
			0%	2%	4%	10%	20%	50%	100%	150%
Dollar Amounts in Thousands										
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
	RCON D976	RCON S466	RCON D977	RCON HJ86	RCON HJ87		RCON D978	RCON D979	RCON D980	RCON S467
7. Trading assets.....	0	0	0	0	0		0	0	0	0
	RCON D981	RCON S469	RCON D982	RCON HJ88	RCON HJ89		RCON D983	RCON D984	RCON D985	RCON H185
8. All other assets (1,2,3).....	1,265,159	49,829	1,520	0	0		96,153	1,794	931,497	0
a. Separate account bank-owned life insurance.....										
b. Default fund contributions to central counterparties.....										

- 1 Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.
- 2 Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should report as a positive number in item 8, column B, the applicable portion of the DTA transitional amount as determined in accordance with the 3-year or the 5-year 2020 CECL transition rule, respectively.
- 3 Institutions that have adopted ASU 2016-13 and have reported any assets, net of allowances for credit losses in item 8, column A, should report as a negative number in item 8, column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.

Schedule RC-R—Continued

Part II—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches ¹	
	250%	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
7. Trading assets.....		RCON H186	RCON H290	RCON H187				RCON H291	RCON H292
		0	0	0				0	0
	RCON H293	RCON H188	RCON S470	RCON S471				RCON H294	RCON H295
8. All other assets (2).....	176,059	0	0	0				0	0
a. Separate account bank-owned life insurance.....								RCON H296	RCON H297
								8,307	8,307
b. Default fund contributions to central counterparties.....								RCON H298	RCON H299
								0	0

¹ Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, separate account bank-owned life insurance, and default fund contributions to central counterparties.

² Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.

Schedule RC-R—Continued

Part II—Continued

	(Column A) Totals	(Column B) Adjustments to Totals Reported in Column A	(Column Q) Allocation by Risk-Weight Category (Exposure Amount)	(Column T) Total Risk-Weighted Asset Amount by Calculation Methodology	(Column U)
	Amount	Amount	1250%	SSFA ¹	Gross-Up
			Amount	Amount	Amount
Dollar Amounts in Thousands					
Securitization Exposures: On- and Off-Balance Sheet					
9. On-balance sheet securitization exposures:					
a. Held-to-maturity securities (2).....	RCON S475	RCON S476	RCON S477	RCON S478	RCON S479
	0	0	0	0	0
b. Available-for-sale securities.....	RCON S480	RCON S481	RCON S482	RCON S483	RCON S484
	0	0	0	0	0
c. Trading assets.....	RCON S485	RCON S486	RCON S487	RCON S488	RCON S489
	0	0	0	0	0
d. All other on-balance sheet securitization exposures.....	RCON S490	RCON S491	RCON S492	RCON S493	RCON S494
	0	0	0	0	0
10. Off-balance sheet securitization exposures.....	RCON S495	RCON S496	RCON S497	RCON S498	RCON S499
	0	0	0	0	0

	(Column A) Total From Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
	Amount	Amount	Allocation by Risk-Weight Category							
			0%	2%	4%	10%	20%	50%	100%	150%
Dollar Amounts in Thousands										
11. Total balance sheet assets (3).....	RCON 2170	RCON S500	RCON D987	RCON HJ90	RCON HJ91		RCON D988	RCON D989	RCON D990	RCON S503
	16,260,538	470,463	418,750	0	0		1,753,811	5,695,583	7,600,596	136,969

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)
	Allocation by Risk-Weight Category							Application of Other Risk- Weighting Approaches
	250%	300%	400%	600%	625%	937.5%	1250%	
Dollar Amounts in Thousands								
11. Total balance sheet assets (3).....	RCON S504	RCON S505	RCON S506	RCON S507			RCON S510	RCON H300
	176,059	0	0	0			0	8,307

¹ Simplified Supervisory Formula Approach.

² Institutions that have adopted ASU 2016-13 and have reported held-to-maturity securities, net of allowances for credit losses in item 9.a, column A, should report as a negative number in item 9.a., column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.

³ For each of columns A through R of item 11, report the sum of items 1 through 9. For item 11, the sum of columns B through R must equal column A. Item 11, column A, must equal Schedule RC, item 12.

Schedule RC-R—Continued

Part II—Continued

	(Column A) Face, Notional, or Other Amount	CCF ¹	(Column B) Credit Equivalent Amount ²	(Column C)	(Column D)	(Column E)	(Col F)	(Column G)	(Column H)	(Column I)	(Column J)
				Allocation by Risk-Weight Category							
				0%	2%	4%	10%	20%	50%	100%	150%
Dollar Amounts in Thousands	Amount		Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk Weighting (Excluding Securitization Exposures)³											
12. Financial standby letters of credit.....	RCON D991 12,490	1.0	RCON D992 12,490	RCON D993 0	RCON HJ92 0	RCON HJ93 0		RCON D994 0	RCON D995 0	RCON D996 12,490	RCON S511 0
13. Performance standby letters of credit and transaction-related contingent items.....	RCON D997 14,850	0.5	RCON D998 7,425	RCON D999 0				RCON G603 0	RCON G604 0	RCON G605 7,425	RCON S512 0
14. Commercial and similar letters of credit with an original maturity of one year or less.....	RCON G606 0	0.2	RCON G607 0	RCON G608 0	RCON HJ94 0	RCON HJ95 0		RCON G609 0	RCON G610 0	RCON G611 0	RCON S513 0
15. Retained recourse on small business obligations sold with recourse.....	RCON G612 0	1.0	RCON G613 0	RCON G614 0				RCON G615 0	RCON G616 0	RCON G617 0	RCON S514 0

¹ Credit conversion factor.
² Column A multiplied by credit conversion factor. For each of items 12 through 21, the sum of columns C through J plus column R must equal column B.
³ All derivatives and off-balance sheet items that are securitization exposures are to be excluded from items 12 through 21 and are to be reported instead in item 10.

Schedule RC-R—Continued

Item 9.

Part II—Continued

	(Column A) Face, Notional, or Other Amount	CCF ¹	(Column B) Credit Equivalent Amount ²	(Column C)	(Column D)	(Column E)	(Col F)	(Column G)	(Column H)	(Column I)	(Column J)
				Allocation by Risk-Weight Category							
				0%	2%	4%	10%	20%	50%	100%	150%
Dollar Amounts in Thousands											
Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
16. Repo-style transactions (3).....	RCON S515		RCON S516	RCON S517	RCON S518	RCON S519		RCON S520	RCON S521	RCON S522	RCON S523
737,241	1.0	737,241	238,048	0	0		499,193	0	0	0	0
17. All other off-balance sheet liabilities.....	RCON G618		RCON G619	RCON G620				RCON G621	RCON G622	RCON G623	RCON S524
0	1.0	0	0				0	0	0	0	0
18. Unused commitments (exclude unused commitments to asset-backed commercial paper conduits):											
a. Original maturity of one year or less.....	RCON S525		RCON S526	RCON S527	RCON HJ96	RCON HJ97		RCON S528	RCON S529	RCON S530	RCON S531
1,099,600	0.2	219,920	0	0	0		0	49,983	169,937	0	0
b. Original maturity exceeding one year	RCON G624		RCON G625	RCON G626	RCON HJ98	RCON HJ99		RCON G627	RCON G628	RCON G629	RCON S539
1,502,133	0.5	751,067	0	0	0		0	1,146	749,921	0	0
19. Unconditionally cancelable commitments	RCON S540		RCON S541								
162,217	0.0	0									
20. Over-the-counter derivatives			RCON S542	RCON S543	RCON HK00	RCON HK01	RCON S544	RCON S545	RCON S546	RCON S547	RCON S548
			5,330	0	0	0	0	0	0	5,330	0
			RCON S549	RCON S550	RCON S551	RCON S552		RCON S554	RCON S555	RCON S556	RCON S557
			9,957	9,957	0	0		0	0	0	0
21. Centrally cleared derivatives											
22. Unsettled transactions (failed trades) (4)	RCON H191			RCON H193				RCON H194	RCON H195	RCON H196	RCON H197
0			0				0	0	0	0	0

¹ Credit conversion factor.

² For items 16 through 19, column A multiplied by credit conversion factor.

³ Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.

⁴ For item 22, the sum of columns C through Q must equal column A.

Schedule RC-R—Continued

Part II—Continued

	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)			
	Allocation by Risk-Weight Category			Application of Other Risk-Weighting Approaches ¹				
	625%	937.5%	1250%	Credit Equivalent Amount	Risk-Weighted Asset Amount			
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount			
16. Repo-style transactions (2).....				RCON H301	RCON H302			
				0	0	16.		
17. All other off-balance sheet liabilities.....								17.
18. Unused commitments (excludes unused commitments to asset-backed commercial paper conduits):							RCON H303	RCON H304
a. Original maturity of one year or less.....							0	0
b. Original maturity exceeding one year							RCON H307	RCON H308
							0	0
19. Unconditionally cancelable commitments								
20. Over-the-counter derivatives							RCON H309	RCON H310
							0	0
21. Centrally cleared derivatives								
22. Unsettled transactions (failed trades) (3).....				RCON H198	RCON H199	RCON H200		
				0	0	0		

¹ Includes, for example, exposures collateralized by securitization exposures or mutual funds.

² Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.

³ For item 22, the sum of columns C through Q must equal column A.

Schedule RC-R—Continued

Item 9.

Part II—Continued

	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
	Allocation by Risk-Weight Category							
	0%	2%	4%	10%	20%	50%	100%	150%
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)	RCON G630	RCON S558	RCON S559	RCON S560	RCON G631	RCON G632	RCON G633	RCON S561
	666,755	0	0	0	2,253,004	5,746,712	8,545,699	136,969
24. Risk weight factor	X 0%	X 2%	X 4%	X 10%	X 20%	X 50%	X 100%	X 150%
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)	RCON G634	RCON S569	RCON S570	RCON S571	RCON G635	RCON G636	RCON G637	RCON S572
	0	0	0	0	450,601	2,873,356	8,545,699	205,454

Schedule RC-R—Continued

Part II—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)
Allocation by Risk-Weight Category							
	250%	300%	400%	600%	625%	937.5%	1250%
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)	RCON S562	RCON S563	RCON S564	RCON S565	RCON S566	RCON S567	RCON S568
	176,059	0	0	0	0	0	0
24. Risk weight factor	X 250%	X 300%	X 400%	X 600%	X 625%	X 937.5%	X 1250%
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)	RCON S573	RCON S574	RCON S575	RCON S576	RCON S577	RCON S578	RCON S579
	440,148	0	0	0	0	0	0

	Totals	
Dollar Amounts in Thousands	RCON	Amount
26. Risk-weighted assets base for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold (1).....	.S580	12,523,565
27. Standardized market-risk weighted assets (applicable only to banks that are covered by the market risk capital rules).....	.S581	0
28. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (2,3).....	B704	12,523,565
29. LESS: Excess allowance for loan and lease losses (4,5)A222	0
30. LESS: Allocated transfer risk reserve3128	0
31. Total risk-weighted assets (item 28 minus items 29 and 30).....	.G641	12,523,565

¹ For institutions that have adopted ASU 2016-13, the risk-weighted assets base reported in item 26 is for purposes of calculating the adjusted allowances for credit losses (AACL) 1.25 percent threshold.

² Sum of items 2.b through 20, column S; items 9.a, 9.b, 9.c, 9.d, and 10, columns T and U; item 25, columns C through Q; and item 27 (if applicable).

³ For institutions that have adopted ASU 2016-13, the risk-weighted assets reported in item 28 represents the amount of risk-weighted assets before deductions for excess AACL and allocated transfer risk reserve.

⁴ Institutions that have adopted ASU 2016-13 should report the excess AACL.

⁵ Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should subtract the applicable portion of the AACL transitional amount or the modified AACL transitional amount, respectively, from the AACL, as defined in the regulatory capital rule, before determining the amount of excess AACL.

Schedule RC-R—Continued

Part II—Continued

Memoranda

Dollar Amounts in Thousands RCON Amount

1. Current credit exposure across all derivative contracts covered by the regulatory capital rulesG642 9,957 M.1.

	With a remaining maturity of					
	(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years	
	RCON	Amount	RCON	Amount	RCON	Amount
2. Notional principal amounts of over-the-counter derivative contracts:	Dollar Amounts in Thousands					
a. Interest rate	S582	439,958	S583	0	S584	0
b. Foreign exchange rate and gold	S585	0	S586	0	S587	0
c. Credit (investment grade reference asset)	S588	0	S589	0	S590	0
d. Credit (non-investment grade reference asset)	S591	0	S592	53,304	S593	0
e. Equity	S594	0	S595	0	S596	0
f. Precious metals (except gold)	S597	0	S598	0	S599	0
g. Other	S600	0	S601	0	S602	0
3. Notional principal amounts of centrally cleared derivative contracts:						
a. Interest rate	S603	2,501,000	S604	0	S605	0
b. Foreign exchange rate and gold	S606	0	S607	0	S608	0
c. Credit (investment grade reference asset)	S609	0	S610	0	S611	0
d. Credit (non-investment grade reference asset)	S612	0	S613	0	S614	0
e. Equity	S615	0	S616	0	S617	0
f. Precious metals (except gold)	S618	0	S619	0	S620	0
g. Other	S621	0	S622	0	S623	0

Dollar Amounts in Thousands RCON Amount

4. Amount of allowances for credit losses on purchased credit-deteriorated assets:¹

a. Loans and leases held for investment.....	JJ30	0
b. Held-to-maturity debt securities.....	JJ31	0
c. Other financial assets measured at amortized cost.....	JJ32	0

¹ Memorandum items 4.a through 4.c should be completed only by institutions that have adopted ASU 2016-13.

Item 9.

Schedule RC-S—Servicing, Securitization, and Asset Sale Activities

	(Column A) 1-4 Family Residential Loans		(Columns B - F) Not applicable		(Column G) All Other Loans, All Leases, and All other Assets	
	RCON	Amount	RCON	Amount	RCON	Amount
Dollar Amounts in Thousands						
Bank Securitization Activities						
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements	B705	2,156,137			B711	0 1.
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1.....	HU09	0			HU15	0 2.
3. Not applicable						
4. Past due loan amounts included in item 1:						
a. 30-89 days past due.....	B733	88,093			B739	0 4.a.
b. 90 days or more past due.....	B740	41,290			B746	0 4.b.
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):						
a. Charge-offs.....	RIAD				RIAD	
b. Recoveries.....	B747	0			B753	0 5.a.
	B754	0			B760	0 5.b.
<i>Item 6 is to be completed by banks with \$10 billion or more total assets ¹</i>						
6. Amount of ownership (or seller's) interests carried as:.....					RCON	
7. and 8. Not applicable					HU19	0 6.
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions						
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements.....	RCON					
	B776	0			B782	0 9.
<i>Item 10 is to be completed by banks with \$10 billion or more in total assets ¹</i>						
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures.....	B783	0			B789	0 10.
Bank Asset Sales						
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank.....	B790	0			B796	0 11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11.....	B797	0			B803	0 12.

¹ The \$10 billion asset-size test is based on the total assets reported on the June 30, 2022, Report of Condition.

Schedule RC-S—Continued

Memoranda

	Dollar Amounts in Thousands		
	RCON	Amount	
1. Not applicable			
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):			
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....	B804	0	M.2.a.
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	B805	10,050,939	M.2.b.
c. Other financial assets (includes home equity lines) (1).....	A591	0	M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans).....	F699	14,729	M.2.d.
<i>Memorandum item 3 is to be completed by banks with \$10 billion or more in total assets²</i>			
3. Asset-backed commercial paper conduits:			
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:			
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company.	B806	0	M.3.a1.
(2) Conduits sponsored by other unrelated institutions	B807	0	M.3.a2.
b. Unused commitments to provide liquidity to conduit structures:			
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company.....	B808	0	M.3.b1.
(2) Conduits sponsored by other unrelated institutions.....	B809	0	M.3.b2.
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column G (2,3).....	C407		M.4.

¹ Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

² The \$10 billion asset-size test is based on the total assets reported on the June 30, 2022, Report of Condition.

³ Memorandum item 4 is to be completed by banks with \$10 billion or more in total assets that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date, or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

Schedule RC-T—Fiduciary and Related Services

1. Does the institution have fiduciary powers? (If "NO", do not complete Schedule RC-T).....	RCON A345	YES	1.
2. Does the institution exercise the fiduciary powers it has been granted?.....	RCON A346	YES	2.
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T).....	RCON B867	YES	3.

If the answer to item 3 is "YES," complete the applicable items of Schedule RC-T, as follows:

Institutions with total fiduciary assets (item 10, sum of columns A and B) greater than \$250 million (as of the preceding December 31 report date)or with gross fiduciary and related services income greater than 10% of revenue (net interest income plus noninterest income) for the preceding calendar year must complete:

- Items 4 through 22 and Memorandum item 3 quarterly,
- Items 23 through 26 annually with the December report, and
- Memorandum items 1, 2, and 4 annually with the December report.

Institutions with total fiduciary assets (item 10, sum of columns A and B) less than or equal to \$250 million (as of the preceding December 31 report date) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 13 annually with the December report, and
- Memorandum items 1 through 3 annually with the December report.
- Institutions with total fiduciary assets greater than \$100 million but less than or equal to \$250 million (as of the preceding December 31 report date) that do not meet the fiduciary income test for quarterly reporting must also complete Memorandum item 4 annually with the December report.

	(Column A)	(Column B)	(Column C)	(Column D)	
	Managed Assets	Non-Managed Assets	Number of Managed Accounts	Number of Non-Managed Accounts	
Dollar Amounts in Thousands	Amount	Amount	Number	Number	
Fiduciary and Related Assets	RCON B868	RCON B869	RCON B870	RCON B871	
4. Personal trust and agency accounts.....	19,240	31,112	41	73	4.
5. Employee benefit and retirement-related trust and agency accounts:					
a. Employee benefit - defined contribution.....	RCON B872	RCON B873	RCON B874	RCON B875	5.a.
b. Employee benefit - defined benefit.....	RCON B876	RCON B877	RCON B878	RCON B879	5.b.
c. Other employee benefit and retirement-related accounts.....	RCON B880	RCON B881	RCON B882	RCON B883	5.c.
6. Corporate trust and agency accounts.....	RCON B884	RCON B885	RCON C001	RCON C002	6.
7. Investment management and investment advisory agency accounts.....	RCON B886	RCON J253	RCON B888	RCON J254	7.
8. Foundation and endowment trust and agency accounts..	RCON J255	RCON J256	RCON J257	RCON J258	8.
9. Other fiduciary accounts.....	RCON B890	RCON B891	RCON B892	RCON B893	9.
10. Total fiduciary accounts (sum of items 4 through 9).....	RCON B894	RCON B895	RCON B896	RCON B897	10.
	20,187	45,746	46	132	

Schedule RC-T—Continued

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
	Amount	Amount	Number	Number	
Dollar Amounts in Thousands					
11. Custody and safekeeping accounts.....		RCON B898 4,150		RCON B899 4	11.
12. Not applicable					
13. Individual Retirement Accounts, Health Savings Accounts, and other similar accounts (included in items 5.c and 11).....	RCON J259 607	RCON J260 2,259	RCON J261 3	RCON J262 14	13.

	Dollar Amounts in Thousands		RIAD	Amount	
Fiduciary and Related Services Income					
14. Personal trust and agency accounts.....			B904	NR	14.
15. Employee benefit and retirement-related trust and agency accounts:					
a. Employee benefit - defined contribution.....			B905	NR	15.a.
b. Employee benefit - defined benefit.....			B906	NR	15.b.
c. Other employee benefit and retirement-related accounts.....			B907	NR	15.c.
16. Corporate trust and agency accounts.....			A479	NR	16.
17. Investment management and investment advisory agency accounts.....			J315	NR	17.
18. Foundation and endowment trust and agency accounts.....			J316	NR	18.
19. Other fiduciary accounts.....			A480	NR	19.
20. Custody and safekeeping accounts.....			B909	NR	20.
21. Other fiduciary and related services income.....			B910	NR	21.
22. Total gross fiduciary and related services income (sum of items 14 through 21) (must equal Schedule RI, item 5.a).....			4070	NR	22.
23. Less: Expenses.....			C058	NR	23.
24. Less: Net losses from fiduciary and related services.....			A488	NR	24.
25. Plus: Intracompany income credits for fiduciary and related services.....			B911	NR	25.
26. Net fiduciary and related services income.....			A491	NR	26.

Memoranda

	Dollar Amounts in Thousands					
	(Column A) Personal Trust and Agency and Investment Management Agency Accounts		(Column B) Employee Benefit and Retirement-Related Trust and Agency Accounts		(Column C) All Other Accounts	
	RCON	Amount	RCON	Amount	RCON	Amount
1. Managed assets held in fiduciary accounts:						
a. Noninterest-bearing deposits.....	J263	383	J264	0	J265	0
b. Interest-bearing deposits.....	J266	217	J267	0	J268	0
c. U.S. Treasury and U.S. Government agency obligations.....	J269	7	J270	0	J271	0
d. State, county, and municipal obligations.....	J272	0	J273	0	J274	0
e. Money market mutual funds.....	J275	5,139	J276	107	J277	6
f. Equity mutual funds.....	J278	5,405	J279	21	J280	80
g. Other mutual funds.....	J281	5,718	J282	78	J283	68
h. Common trust funds and collective investment funds.....	J284	0	J285	0	J286	0
i. Other short-term obligations.....	J287	0	J288	0	J289	0
j. Other notes and bonds.....	J290	1,201	J291	400	J292	0
k. Investments in unregistered funds and private equity investments.....	J293	0	J294	0	J295	0

Schedule RC-T—Continued

Memoranda—Continued

	(Column A) Personal Trust and Agency and Investment Management Agency Accounts		(Column B) Employee Benefit and Retirement-Related Trust and Agency Accounts		(Column C) All Other Accounts		
	RCON	Amount	RCON	Amount	RCON	Amount	
Dollar Amounts in Thousands							
1. l. Other common and preferred stocks.....	J296	735	J297	0	J298	0	M.1.l.
m. Real estate mortgages.....	J299	0	J300	0	J301	0	M.1.m.
n. Real estate.....	J302	56	J303	0	J304	0	M.1.n.
o. Miscellaneous assets.....	J305	566	J306	0	J307	0	M.1.o.
p. Total managed assets held in fiduciary accounts (for each column, sum of Memorandum items 1.a through 1.o).....	J308	19,427	J309	606	J310	154	M.1.p.

	(Column A) Managed Assets		(Column B) Number of Managed Accounts		
	RCON	Amount	RCON	Number	
Dollar Amounts in Thousands					
1. q. Investments of managed fiduciary accounts in advised or sponsored mutual funds.....	J311	0	J312	0	M.1.q.

	(Column A) Number of Issues		(Column B) Principal Amount Outstanding		
	RCON	Number	RCON	Amount	
Dollar Amounts in Thousands					
2. Corporate trust and agency accounts:			RCON B928		
a. Corporate and municipal trusteeships.....	B927	0			M.2.a.
(1) Issues reported in Memorandum item 2.a that are in default.....	J313	0	RCON J314		M.2.a.1.
b. Transfer agent, registrar, paying agent, and other corporate agency.....	B929	0			M.2.b.

Memorandum items 3.a through 3.h are to be completed by banks with collective investment funds and common trust funds with a total market value of \$1 billion or more as of the preceding December 31 report date.

Memorandum item 3.h only is to be completed by banks with collective investment funds and common trust funds with a total market value of less than \$1 billion as of the preceding December 31 report date.

	(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
	RCON	Number	RCON	Amount	
Dollar Amounts in Thousands					
3. Collective investment funds and common trust funds:					
a. Domestic equity.....	B931	NR	B932	NR	M.3.a.
b. International/Global equity.....	B933	NR	B934	NR	M.3.b.
c. Stock/Bond blend.....	B935	NR	B936	NR	M.3.c.
d. Taxable bond.....	B937	NR	B938	NR	M.3.d.
e. Municipal bond.....	B939	NR	B940	NR	M.3.e.
f. Short-term investments/Money market.....	B941	NR	B942	NR	M.3.f.
g. Specialty/Other.....	B943	NR	B944	NR	M.3.g.
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g).....	B945	0	B946	0	M.3.h.

Schedule RC-V—Variable Interest Entities¹

	(Column A) Securitization Vehicles		(Column B) Other VIEs		
	RCON	Amount	RCON	Amount	
Dollar Amounts in Thousands					
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of the consolidated VIEs:					
a. Cash and balances due from depository institutions.....	J981	0	JF84	0	1.a.
b. Securities not held for trading.....	HU20	0	HU21	0	1.b.
c. Loans and leases held for investment, net of allowance, and held for sale.....	HU22	0	HU23	0	1.c.
d. Other real estate owned.....	K009	0	JF89	0	1.d.
e. Other assets.....	JF91	0	JF90	0	1.e.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank.					
a. Other borrowed money.....	JF92	0	JF85	0	2.a.
b. Other liabilities.....	JF93	0	JF86	0	2.b.
3. All other assets of consolidated VIEs (not included in items 1.a. through 1.e above).....	K030	0	JF87	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a and 2.b above).....	K033	0	JF88	0	4.
Dollar Amounts in Thousands					
5. Total assets of asset-backed commercial paper (ABCP) conduit VIEs.....	JF77	0			5.
6. Total liabilities of ABCP conduit VIEs.....	JF78	0			6.

¹ Institutions that have adopted ASU 2016-13 should report assets, net of any applicable allowance for credit losses.

Optional Narrative Statement Concerning the Amounts Reported in the Consolidated Reports of Condition and Income

The management of the reporting bank may, if it wishes, submit a brief narrative statement on the amounts reported in the Consolidated Reports of Condition and Income. This optional statement will be made available to the public, along with the publicly available data in the Consolidated Reports of Condition and Income, in response to any request for individual bank report data. However, the information reported in Schedule RI-E, item 2.g; Schedule RC-C, Part I, Memorandum items 17.a and 17.b; Schedule RC-O, Memorandum items 6 through 9, 14, 15 and 18; and Schedule RC-P, items 7.a and 7.b, is regarded as confidential and will not be made available to the public on an individual institution basis. BANKS CHOOSING TO SUBMIT THE NARRATIVE STATEMENT SHOULD ENSURE THAT THE STATEMENT DOES NOT CONTAIN THE NAMES OR OTHER IDENTIFICATIONS OF INDIVIDUAL BANK CUSTOMERS, REFERENCES TO THE AMOUNTS REPORTED IN THE CONFIDENTIAL ITEMS IDENTIFIED ABOVE, OR ANY OTHER INFORMATION THAT THEY ARE NOT WILLING TO HAVE MADE PUBLIC OR THAT WOULD COMPROMISE THE PRIVACY OF THEIR CUSTOMERS. Banks choosing not to make a statement may check the "No comment" box below and should make no entries of any kind in the space provided for the narrative statement; i.e., DO NOT enter in this space such phrases as "No statement," "Not applicable," "N/A," "No comment," and "None."

The optional statement must be entered on this sheet. The statement should not exceed 100 words. Further, regardless of the number of words, the statement must not exceed 750 characters, including punctuation, indentation, and standard spacing between words and sentences. If any submission should exceed 750 characters, as defined, it will be truncated

at 750 characters with no notice to the submitting bank and the truncated statement will appear as the bank's statement both on agency computerized records and in computer-file releases to the public.

All information furnished by the bank in the narrative statement must be accurate and not misleading. Appropriate efforts shall be taken by the submitting bank to ensure the statement's accuracy.

If, subsequent to the original submission, material changes are submitted for the data reported in the Consolidated Reports of Condition and Income, the existing narrative statement will be deleted from the files, and from disclosure; the bank, at its option, may replace it with a statement appropriate to the amended data.

The optional narrative statement will appear in agency records and in release to the public exactly as submitted (or amended as described in the preceding paragraph) by the management of the bank (except for the truncation of statements exceeding the 750-character limit described above). THE STATEMENT WILL NOT BE EDITED OR SCREENED IN ANY WAY BY THE SUPERVISORY AGENCIES FOR ACCURACY OR RELEVANCE. DISCLOSURE OF THE STATEMENT SHALL NOT SIGNIFY THAT ANY FEDERAL SUPERVISORY AGENCY HAS VERIFIED OR CONFIRMED THE ACCURACY OF THE INFORMATION CONTAINED THEREIN. A STATEMENT TO THIS EFFECT WILL APPEAR ON ANY PUBLIC RELEASE OF THE OPTIONAL STATEMENT SUBMITTED BY THE MANAGEMENT OF THE REPORTING BANK.

Comments?.....

RCON	YES / NO
6979	NO

BANK MANAGEMENT STATEMENT (please type or print clearly):
(TEXT 6980)

Spend Life Wisely Company, Inc.

Independent Auditor's Report and Consolidated Financial Statements

December 31, 2022 and 2021

Spend Life Wisely Company, Inc.
December 31, 2022 and 2021

Contents

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Independent Auditor's Report

Audit Committee and Board of Directors
Spend Life Wisely Company, Inc.
Durant, Oklahoma

Report on the Audit of the Consolidated Financial Statements and Internal Control over Financial Reporting

Opinions on the Consolidated Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated financial statements of Spend Life Wisely Company, Inc., which comprise the consolidated balance sheets as of December 31, 2022 and 2021 and the related consolidated statements of income and comprehensive income, stockholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements. In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Spend Life Wisely Company, Inc., as of December 31, 2022 and 2021 and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

We also have audited Spend Life Wisely Company, Inc.'s internal control over financial reporting as of December 31, 2022 based on criteria established in the *Internal Control – Integrated Framework* (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, Spend Life Wisely Company, Inc., maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022 based on COSO.

Basis for Opinions

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audits of the Consolidated Financial Statements and Internal Control over Financial Reporting" section of our report. We are required to be independent of Spend Life Wisely Company, Inc., and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Responsibilities of Management for the Consolidated Financial Statements and Internal Control over Financial Reporting

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America and for the design, implementation, and maintenance of effective internal control over financial reporting relevant to the preparation and fair presentation of consolidated financial statements that are free from

Audit Committee and Board of Directors
Spend Life Wisely Company, Inc.
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material misstatement, whether due to fraud or error. Management also is responsible for its assessment about the effectiveness of internal control over financial reporting, included in the accompanying management's report on internal control over financial reporting.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Spend Life Wisely Company, Inc.'s ability to continue as a going concern within one year after the date that these consolidated financial statements are available to be issued.

Auditor's Responsibilities for the Audits of the Consolidated Financial Statements and Internal Control over Financial Reporting

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and about whether effective internal control over financial reporting was maintained in all material respects, and to issue an auditor's report that includes our opinions.

Reasonable assurance is a high level of assurance but is not absolute assurance and, therefore, is not a guarantee that an audit of consolidated financial statements or an audit of internal control over financial reporting conducted in accordance with GAAS will always detect a material misstatement or a material weakness when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered to be material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit of consolidated financial statements and an audit of internal control over financial reporting in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audits.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the consolidated financial statement audit in order to design audit procedures that are appropriate in the circumstances.
- Obtain an understanding of internal control over financial reporting relevant to the audit of internal control over financial reporting, assess the risks that a material weakness exists, and test and evaluate the design and operating effectiveness of internal control over financial reporting based on the assessed risk.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Spend Life Wisely Company, Inc.'s ability to continue as a going concern for a reasonable period of time.

Audit Committee and Board of Directors
Spend Life Wisely Company, Inc.
Page 3

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the consolidated financial statement audit.

Definition and Inherent Limitations of Internal Control over Financial Reporting

An entity's internal control over financial reporting is a process effected by those charged with governance, management, and other personnel designed to provide reasonable assurance regarding the preparation of reliable financial statements in accordance with accounting principles generally accepted in the United States of America. Because management's assessment and our audit were conducted to meet the reporting requirements of Section 112 of the *Federal Deposit Insurance Corporation Improvement Act*, our audit of Spend Life Wisely Company, Inc.'s internal control over financial reporting included controls over the preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America and with the instructions to the Consolidated Financial Statements for Bank Holding Companies (Form FR Y-9C). An entity's internal control over financial reporting includes those policies and procedures that 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity; 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the entity are being made only in accordance with authorizations of management and those charged with governance; and 3) provide reasonable assurance regarding prevention or timely detection and correction of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent, or detect and correct, misstatements. Also, projections of any assessment of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

FORVIS,LLP

Oklahoma City, Oklahoma
March 30, 2023

Management's Report on Internal Control over Financial Reporting

In this management's report, the following subsidiary institution of Spend Life Wisely Company, Inc. (the Company), is subject to Part 363 and is included in the statement of management's responsibilities; the report on management's assessment of compliance with the federal laws and regulations pertaining to insider loans and the federal and, if applicable, state laws and regulations pertaining to dividend restrictions; and the report on management's assessment of internal control over financial reporting: First United Bank & Trust Company.

Statement of Management's Responsibilities

Management of the Company is responsible for preparing the Company's annual financial statements in accordance with generally accepted accounting principles; for establishing and maintaining an adequate internal control structure and procedures for financial reporting, including controls over the preparation of regulatory financial statements in accordance with the instructions for Form FR Y-9C; and for complying with the federal laws and regulations pertaining to insider loans and the federal and, if applicable, state laws and regulations pertaining to dividend restrictions.

Management's Assessment of Compliance with Designated Laws and Regulations

Management of the Company has assessed the Company's compliance with the federal laws and regulations pertaining to insider loans and the federal and, if applicable, state laws and regulations pertaining to dividend restrictions during the fiscal year ended December 31, 2022. Based upon its assessment, management has concluded the Company complied with the federal laws and regulations pertaining to insider loans and the federal and, if applicable, state laws and regulations pertaining to dividend restrictions during the fiscal year ended on December 31, 2022.

Management's Assessment of Internal Control over Financial Reporting

The Company's internal control over financial reporting is a process effected by those charged with governance, management and other personnel, designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of reliable financial statements in accordance with accounting principles generally accepted in the United States of America and financial statements for regulatory reporting purposes, *i.e.*, Form FR Y-9C. The Company's internal control over financial reporting includes those policies and procedures that: 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; 2) provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and financial statements for regulatory reporting purposes and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and 3) provide reasonable assurance regarding prevention or timely detection and correction of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

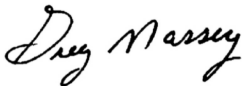
Spend Life Wisely Company, Inc.
Management Report
Page 2

Because of its inherent limitations, internal control over financial reporting may not prevent or detect and correct misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies and procedures may deteriorate.


Management assessed the effectiveness of the Company’s internal control over financial reporting, including controls over the preparation of regulatory financial statements in accordance with the instructions for the Form FR Y-9C, as of December 31, 2022, based on the framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control – Integrated Framework* (2013). Based upon its assessment, management has concluded that as of December 31, 2022, the Company’s internal control over financial reporting, including controls over the preparation of regulatory financial statements in accordance with the instructions for the Form FR Y-9C, is effective based on the criteria established in *Internal Control – Integrated Framework* (2013).

Management’s assessment of the effectiveness of internal control over financial reporting, including controls over the preparation of regulatory financial statements in accordance with the instructions for the Form FR Y-9C, as of December 31, 2022, has been audited by **FORVIS, LLP**, an independent public accounting firm, as stated in their report dated March 30, 2023.

Spend Life Wisely Company, Inc.



Greg Massey, President

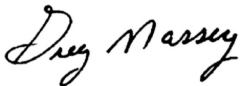


William Fahrendorf, Secretary-Treasurer

Date: 3-30-23

Date: 3-30-23

First United Bank & Trust Company



Greg Massey, Chief Executive Officer



George Clark, Chief Financial Officer

Date: 3-30-23

Date: 3-30-23

Spend Life Wisely Company, Inc.
Consolidated Balance Sheets
December 31, 2022 and 2021
(Dollars in Thousands, Except Per Share Data)

Assets	2022	2021
Cash and non-interest bearing balances	\$ 299,232	\$ 562,982
Interest-bearing balances due from banks	15,367	40,020
Cash and cash equivalents	314,599	603,002
Interest-bearing time deposits in banks	735	2,209
Available-for-sale debt securities	1,385,145	1,213,558
Securities purchased under agreements to resell	202,232	81,659
Mortgage loans held for sale, at fair value	187,736	243,981
Loans receivable, net of allowance for loan losses of \$112,552 and \$98,562 at December 31, 2022 and 2021, respectively	11,358,454	9,451,226
Interest receivable	48,218	41,664
Federal Home Loan Bank stock	56,695	20,704
Other investments	4,273	4,320
Foreclosed assets held for sale	3,367	9,695
Premises and equipment, net	372,301	316,172
Mortgage servicing rights	171,952	120,258
Other identifiable intangible assets, net	43,195	54,549
Goodwill, net	16,989	16,989
Cash surrender value, life insurance	242,801	236,843
Indemnification receivable	-	5,961
Investments in partnerships	37,140	27,979
Other assets	119,447	92,126
Total assets	<u>\$ 14,565,279</u>	<u>\$ 12,542,895</u>
 Liabilities and Stockholders' Equity		
Liabilities		
Deposits		
Noninterest-bearing	\$ 3,089,906	\$ 2,923,545
Interest-bearing	8,878,249	7,661,057
Total deposits	11,968,155	10,584,602
Repurchase agreements	113,340	114,401
Federal Home Loan Bank of Topeka advances and other borrowings	996,252	506,107
Subordinated debt, net of discounts	241,342	248,813
Deferred taxes, net	42,873	38,454
Interest payable and other liabilities	77,359	77,794
Total liabilities	<u>13,439,321</u>	<u>11,570,171</u>
Stockholders' Equity		
Preferred stock, \$.0001 par value; 10,100,000 shares authorized; 80,750 and 0 shares issued in 2022 and 2021, respectively	80,750	-
Non-voting common stock, \$.01 par value; 1,000,000 shares authorized;	-	-
Voting common stock, \$.01 par value; 20,000,000 shares authorized; 7,032,980 and 7,032,980 shares issued in 2022 and 2021, respectively	70	70
Capital surplus	322,200	288,995
Retained earnings	838,516	709,158
Notes receivable from stockholders	(16,539)	(18,092)
Accumulated other comprehensive (loss) income, net of income tax of \$(5,250) and \$7,983 for 2022 and 2021, respectively	(19,913)	30,019
Treasury stock, 903,386 and 285,263 shares at cost for 2022 and 2021, respectively	(79,126)	(37,426)
Total stockholders' equity	<u>1,125,958</u>	<u>972,724</u>
Total liabilities and stockholders' equity	<u>\$ 14,565,279</u>	<u>\$ 12,542,895</u>

Spend Life Wisely Company, Inc.
Consolidated Statements of Income and Comprehensive Income
Years Ended December 31, 2022 and 2021
(Dollars in Thousands)

	<u>2022</u>	<u>2021</u>
Interest Income		
Loans and leases, including fees	\$ 514,040	\$ 421,956
Securities		
Taxable	21,592	12,354
Tax-exempt	11,044	10,390
Other	11,147	2,587
	<u>557,823</u>	<u>447,287</u>
Interest Expense		
Deposits	65,443	34,644
Borrowings	21,889	9,357
Subordinated debt	13,442	13,810
	<u>100,774</u>	<u>57,811</u>
Net Interest Income	457,049	389,476
Provision for Loan Losses	<u>19,385</u>	<u>12,726</u>
Net Interest Income after Provision for Loan Losses	<u>437,664</u>	<u>376,750</u>
Noninterest Income		
Service charges on deposit accounts	21,066	17,719
Other service charges and fees	20,176	26,014
Secondary mortgage market fees	15,324	99,789
Mortgage servicing income	81,374	52,439
Other income	32,916	37,350
	<u>170,856</u>	<u>233,311</u>
Noninterest Expenses		
Salaries and employee benefits	268,614	246,630
Occupancy and fixed asset expenses	44,276	32,144
Amortization of identifiable intangible assets	11,355	11,322
Realized and unrealized losses on foreclosed assets held for sale	13	107
Other operating expenses	119,746	98,822
	<u>444,004</u>	<u>389,025</u>
Income Before Taxes	164,516	221,036
Income tax expense	28,429	42,929
Net Income	<u>136,087</u>	<u>178,107</u>
Other Comprehensive Income (Loss)		
Unrealized (loss) on available-for-sale securities, net of income tax of (\$30,827) and (\$4,276) for 2022 and 2021, respectively	(115,956)	(16,087)
Unrealized gain on cash flow hedge, net of income tax of \$17,551 and \$6,400 for 2022 and 2021, respectively	66,024	24,083
Less: reclassification for unwinding cash flow hedges included in net income, net of income tax of (\$0) and (\$1,044) for 2022 and 2021, respectively	-	(3,929)
Less: reclassification adjustment for realized gains included in net income, net of income tax of (\$0) and (\$589) for 2022 and 2021, respectively	-	(2,217)
Total other comprehensive (loss) income	<u>(49,932)</u>	<u>1,850</u>
Comprehensive Income	<u>\$ 86,155</u>	<u>\$ 179,957</u>

Spend Life Wisely Company, Inc.
Consolidated Statements of Stockholders' Equity
Years Ended December 31, 2022 and 2021
(Dollars in Thousands, Except Per Share Data)

	Preferred Stock	Common Stock	Capital Surplus	Retained Earnings	Notes Receivable From Stockholders	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total Stockholders' Equity
Balance, January 1, 2021	\$ -	\$ 70	\$ 288,564	\$ 535,424	\$ (16,647)	\$ 28,169	\$ (24,236)	\$ 811,344
Net income	-	-	-	178,107	-	-	-	178,107
Repurchase 146,568 shares of common stock	-	-	-	-	-	-	(20,303)	(20,303)
Sale of 58,596 shares of treasury stock	-	-	389	-	(7,502)	-	7,113	-
Redemption from shareholder notes receivable	-	-	-	-	6,001	-	-	6,001
Interest from shareholder notes receivable	-	-	42	-	56	-	-	98
Cash dividends, \$0.65 per share	-	-	-	(4,373)	-	-	-	(4,373)
Other comprehensive income	-	-	-	-	-	1,850	-	1,850
Balance, December 31, 2021	-	70	288,995	709,158	(18,092)	30,019	(37,426)	972,724
Issued preferred stock	80,750	-	-	-	-	-	-	80,750
Net income	-	-	-	136,087	-	-	-	136,087
Repurchase 1,025,282 shares of common stock	-	-	-	-	-	-	(89,548)	(89,548)
Sale of 407,159 shares of treasury stock	-	-	33,104	-	(500)	-	47,848	80,452
Redemption from shareholder notes receivable	-	-	-	-	2,000	-	-	2,000
Interest from shareholder notes receivable	-	-	101	-	53	-	-	154
Cash dividends, \$0.83 per share	-	-	-	(5,089)	-	-	-	(5,089)
Preferred stock dividends, \$20.31 per share	-	-	-	(1,640)	-	-	-	(1,640)
Other comprehensive (loss)	-	-	-	-	-	(49,932)	-	(49,932)
Balance, December 31, 2022	<u>\$ 80,750</u>	<u>\$ 70</u>	<u>\$ 322,200</u>	<u>\$ 838,516</u>	<u>\$ (16,539)</u>	<u>\$ (19,913)</u>	<u>\$ (79,126)</u>	<u>\$ 1,125,958</u>

Spend Life Wisely Company, Inc.
Consolidated Statements of Cash Flows
Years Ended December 31, 2022 and 2021
(Dollars in Thousands)

	<u>2022</u>	<u>2021</u>
Operating Activities		
Net income	\$ 136,087	\$ 178,107
Items not requiring (providing) cash		
Provision for losses on loans	19,385	12,726
Depreciation and amortization	35,005	28,648
Accretion of subordinated debts, discounts	1,579	1,688
Provision for deferred income taxes	17,695	69
Net amortization of securities, premiums and discounts	3,491	6,427
Stock received in lieu of interest	(3,437)	(665)
Net (gains) on sale of foreclosed assets held for sale	(18)	(863)
Unrealized losses on foreclosed assets held for sale	31	970
Increase in cash surrender value of bank-owned life insurance	(8,192)	(5,122)
Increase in value of mortgage servicing rights	(51,694)	(25,089)
Equity (income) losses on investments in partnerships	2,093	4,079
Net (gains) on sale of partnerships	-	(742)
Unrealized losses/(gains) on mortgage loans held for sale	2,115	2,178
Unrealized losses/(gains) on equity investments	47	(92)
Unrealized losses on derivative financial instruments	14,276	5,790
Net losses/(gains) on sale of loans	322	(7,591)
Net (gains) on sale of premises and equipment	(1,250)	(138)
Net (gains) on sale of other assets	(5,564)	(4,322)
(Gains) on sale of available-for-sale securities	-	(2,806)
Changes in assets and liabilities		
Origination of loans held for sale	(1,987,678)	(3,064,903)
Sale of loans held for sale	2,001,560	3,074,308
Interest receivable	(6,619)	(4,193)
Other assets	45,267	(19,765)
Interest payable and other liabilities	(14,175)	(8,154)
Net cash provided by operating activities	<u>200,326</u>	<u>170,545</u>
Investing Activities		
Net change in interest-bearing time deposits in banks	1,474	4,943
Purchase of available-for-sale securities	(8,602,650)	(7,023,652)
Proceeds from sale of available-for-sale securities	-	118,719
Maturities of available-for-sale securities	8,137,548	6,617,192
Net change in securities purchased under agreements to resell	(120,573)	(30,132)
Contributions and purchase of interest in partnerships	(11,254)	(42,416)
Proceeds from sale of partnerships	-	2,000
Principal reductions on mortgage-backed securities	143,240	149,894
Net change in loans	(1,955,547)	(2,400,849)
Proceeds from sale of loans	28,399	655,369
Purchase of Federal Home Loan Bank of Topeka stock	(71,184)	(15,859)
Redemption of Federal Home Loan Bank of Topeka Stock	38,630	6,781
Purchase of premises and equipment	(64,683)	(53,589)
Proceeds from sale of premises and equipment	6,263	1,127
Purchase of bank-owned life insurance	-	(78,000)
Proceeds from bank-owned life insurance	2,234	408
Capital improvements of foreclosed assets	-	(116)
Proceeds from sale of foreclosed assets held for sale	6,818	7,933
Net cash used in investing activities	<u>(2,461,285)</u>	<u>(2,080,247)</u>
Financing Activities		
Net change in deposits	1,383,553	2,163,920
Net change in borrowings	(239,957)	(280,229)
Proceeds from Federal Home Loan Bank of Topeka advances	775,000	-
Repayments of Federal Home Loan Bank of Topeka advances	(5,709)	(9,335)
Net advance on subordinated debt	90,950	-
Repayment of subordinated debt	(100,000)	-
Dividends paid	(5,089)	(4,373)
Net change in notes receivable from shareholders	2,000	(1,500)
Interest on notes receivable from shareholders	154	98
Proceeds from issuance of preferred stock	80,750	-
Repurchase of common stock	(89,548)	(20,303)
Sale of common stock	80,452	7,502
Net cash provided by financing activities	<u>1,972,556</u>	<u>1,855,780</u>
Net (decrease) in cash and cash equivalents	(288,403)	(53,922)
Cash and cash equivalents, beginning of year	603,002	656,924
Cash and cash equivalents, end of year	<u>\$ 314,599</u>	<u>\$ 603,002</u>

See Notes to Consolidated Financial Statements

Spend Life Wisely Company, Inc.
Notes to Consolidated Financial Statements
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Note 1: Organization and Nature of Operations

Spend Life Wisely Company, Inc. (the Company) is a one-bank holding company, which owns 100% of First United Bank & Trust Company (the Bank), a state-chartered bank engaged primarily in the business of accepting deposits, providing loans and investing in debt securities. The Bank's primary source of revenue is interest income from providing loans to customers, investing in securities and providing mortgage and trust services. The Bank is headquartered in Durant, Oklahoma, and operates in 48 rural or suburban communities with 74 banking locations in Oklahoma and Texas.

During 2022 and 2021, the Bank operated the following wholly owned subsidiaries: Unity Insurance Partners, First United Leasing Company, First United Property Holding Company, LLC, First United Asset Holding Company, LLC, First United Investments, Inc. and Seven Oaks-JV, LLC. First United Bank Mortgage Company is operated as a department of the Bank. The Bank holds investments in various partnerships. See *Note 3: Investments in Partnerships* for more information.

In addition to the Bank, the Company owns 100% of DBI Capital Trust I, Durant Statutory Trust I, Durant Statutory Trust II, Krum Statutory Trust I, Consolidated Statutory Trust III, North American Capital Trust II, North American Capital Trust III, and North American Capital Trust IV, which were formed to facilitate the issuance of trust-preferred securities. The Bank owns Consolidated Statutory Trust II, which was also formed to facilitate the issuance of trust-preferred securities. In accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 810-10-15-04, *Variable Interest Accounting Guidance*, the financial statements of these entities are not included in the accompanying consolidated financial statements. The subordinated debt to these entities from the Company is reported on the accompanying consolidated balance sheets.

First United Risk Mitigation Services, Inc. is a wholly owned subsidiary of the Company and is engaged in the business of providing commercial, property and various liability insurance to its parent company and related entities.

Prior to 2021, the Bank owned 50.05% of Seven Oaks-LP, LP (Seven Oaks LP) with an initial investment of \$10,750. At the time the partnership was formed in 2020, the Bank modified an existing loan to Seven Oaks-JV, LLC (Seven Oaks LLC) by increasing the loan amount from \$39,648 to \$52,500 and transferring the loan to Seven Oaks LP. The Bank occupied office space in the building through a lease agreement with Seven Oaks LP. In 2021, the Bank purchased the remaining partnership interest from Seven Oaks LLC and dissolved the partnership. The Bank transferred the loan in the amount of \$39,829 and cash of \$20,576 as consideration for the remaining interest in the partnership. The transfer was accounted for as an asset purchase and recorded as premises and equipment.

The Bank is subject to regulation by the Oklahoma State Banking Department, the Texas State Banking Department and the Federal Deposit Insurance Corporation. The Company is subject to regulation by the Federal Reserve Bank.

Unity Insurance Partners is subject to regulation by the Oklahoma State Insurance Department and the Texas Department of Insurance. First United Risk Mitigation Services, Inc. is regulated by the Nevada Division of Insurance.

Spend Life Wisely Company, Inc.
Notes to Consolidated Financial Statements
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Note 2: Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Company (and its subsidiaries) and the Bank (and its subsidiaries). All significant intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and the related disclosures. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for loan losses, mortgage servicing rights, fair value of financial instruments and the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans. While management uses available information to recognize losses on loans, future additions to the allowance may be necessary based on changes in local economic conditions or deterioration in loan quality. In connection with the determination of the allowance for loan losses and the valuation of foreclosed assets held for sale, management obtains independent appraisals for significant properties. In addition, regulatory agencies, as an integral part of their examination process, periodically review the Bank's allowance for loan losses. Such agencies may require the Bank to recognize additions to the allowance, based on their judgment, about information available to them at the time of their examination. Because of these factors, it is reasonably possible the allowance for loan losses may change in the near term.

Cash and Cash Equivalents

The Company considers all liquid investments with original maturities of three months or less to be cash equivalents. For purposes of the consolidated statements of cash flows, cash and cash equivalents include cash and noninterest-bearing balances and interest-bearing balances due from banks.

At December 31, 2022, the Company's cash accounts exceeded federally insured limits by \$157,458, which included \$108,821 of deposits on hand with the Federal Reserve Bank.

Interest-Bearing Time Deposits in Banks

Interest-bearing time deposits in banks are carried at cost.

Debt Securities

Debt securities are accounted for in accordance with ASC Topic 320-10, *Accounting for Certain Investments in Debt Securities*. Debt securities are classified in three categories based on management's intent and ability to hold an investment to maturity and are accounted for as follows: (i) held-to-maturity securities reported at amortized cost; (ii) trading securities reported at fair value

Spend Life Wisely Company, Inc.
Notes to Consolidated Financial Statements
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with unrealized gains and losses included in earnings; and (iii) available-for-sale securities reported at fair value with unrealized gains and losses excluded from earnings and reported in other comprehensive income (loss). At December 31, 2022 and 2021, all investment securities were classified as available-for-sale. Gains and losses on sales of securities are determined on the specific-identification method. Purchased premiums and discounts are recognized in interest income using the interest method over the remaining expected life of the security or the first call date.

For debt securities with fair value below amortized cost when the Company does not intend to sell a debt security and it is more likely than not the Company will not have to sell the security before recovery of its cost basis, it recognizes the credit component of an other-than-temporary impairment of a debt security in earnings and the remaining portion in other comprehensive income (loss). For held-to-maturity debt securities, the amount of an other-than-temporary impairment recorded in other comprehensive income (loss) for the noncredit portion of a previous other-than-temporary impairment is amortized prospectively over the remaining life of the security on the basis of the timing of future estimated cash flows of the security.

Equity Securities

Equity securities with limited marketability are carried at cost, less impairment, if any, plus or minus any observable price changes. These investments in stock do not have readily determinable fair values and qualify for the practicability exception under Accounting Standards Update 2016-01 due to having illiquid markets. Associated realized and unrealized gains and losses are reported as securities transactions in the noninterest income section of the consolidated statements of comprehensive income. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method. Equity securities are reported in other assets on the balance sheet and were \$60,968 and \$25,024 at December 31, 2022 and 2021, respectively. The carrying value of these securities was evaluated and was determined not to be impaired for the years ended December 31, 2022 and 2021.

Equity Method Investments

The Company uses the equity method of accounting for equity investments if the investment provides the ability to exercise significant influence, but not control, over operating and financial policies of the investee. The Company's proportionate share of the net income or loss of these investees is included in consolidated net earnings. Judgment regarding the level of influence over each equity method investment includes considering key factors such as the Company's ownership interest, legal form of the investee (e.g. limited liability partnership), representation on the board of directors, participation in policy-making decisions and material intra-entity transactions.

The Company evaluates equity method investments for impairment whenever events or changes in circumstances indicate that the carrying amount of the investment might not be recoverable. Factors considered by the Company when reviewing an equity method investment for impairment include the length of time (duration) and the extent (severity) to which the fair value of the equity method investment has been less than cost, the investee's financial condition and near-term prospects and the intent and ability to hold the investment for a period of time sufficient to allow for anticipated recovery. An impairment that is other-than-temporary is recognized in the period identified.

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Securities Purchased Under Agreements to Repurchase/Resell

The Company periodically enters into purchases or sales of securities under agreements to resell or repurchase as of a specified future date. The securities purchased under agreements to resell are accounted for as collateralized financing transactions and are reflected as an asset in the consolidated balance sheets. The securities pledged by the counterparties are held by a third party custodian and valued daily. The Company may require additional collateral to ensure full collateralization for these transactions. The repurchase agreements are considered financing agreements and the obligation to repurchase assets sold is reflected as a liability in the consolidated balance sheets of the Company. The repurchase agreements are collateralized by debt securities that are under the control of the Company.

Loans and Leases

Loans, for which management has the intent and ability to hold for the foreseeable future or until maturity or payoff, are reported at their outstanding unpaid principal balances reduced by any charge-offs or specific valuation accounts, net of any deferred fees on origination of loans or unamortized premiums or discounts on purchased loans. Discounts and premiums on purchased loans are amortized to income over the expected lives of the loans using a method that approximates the interest method. The amount of the loan origination fee that approximated the cost of originating the loan is immediately recognized as income. If the loan origination fee exceeds the cost of making the loan, that excess is capitalized and recognized as an adjustment of the yield of the related loan. The Company grants commercial, real estate and consumer loans to customers throughout its market areas. The economic condition of the market area may have an impact on the debtors' ability to repay their loans. Management has considered this risk in determining the balance of its allowance for loan losses. Loans are considered past due when payments are not made according to contractual terms.

Nonaccrual Loans

A loan is placed on nonaccrual status when, in the opinion of management, the future collectability of interest and/or principal is in doubt. When a loan is placed on nonaccrual status, the accrued interest is reversed from interest income. Nonaccrual loans are returned to an accrual status when such loans are current as to principal and interest payments and future payments are expected to be made on schedule. Interest income generally is not recognized on specific nonaccrual loans unless the likelihood of further loss is remote. Interest payments received on such loans are applied as a reduction of the loan principal balance.

Acquired Loans

Loans acquired through business combinations are required to be carried at fair value as of the date of the combination. Loans that would have a general allowance for loan losses or have specific evidence of deterioration of credit quality since origination are adjusted to fair value and any allowance for loan losses is eliminated. The difference between the fair value of loans which do not have specific evidence of deterioration of credit quality since origination and their principal balance is recognized in interest income on a level-yield method over the life of the loans. For loans for which it is probable, at acquisition, the Company will be unable to collect all contractually required payments (as determined by the present value of expected future cash flows), the

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difference between the undiscounted cash flows expected at acquisition and the investment in the loan, or the “accretable yield,” is recognized in interest income on a method which approximates the level-yield method over the life of the loan. Contractually required payments for interest and principal that exceed the undiscounted cash flows expected at acquisition, or the “nonaccretable difference,” are not recognized as yield adjustments or as loss accruals or valuation allowances. Increases in expected cash flows subsequent to the initial investment are recognized prospectively through adjustment of the yield on the loan over its remaining life. Decreases in expected cash flows are recognized as impairments. Any probable loss due to subsequent credit deterioration of the loans since acquisition is provided for in the allowance for loan losses.

Allowance for Loan Losses

The allowance for loan losses is established, as losses are estimated to have occurred, through a provision for loan losses charged to income. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management’s periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower’s ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of allocated and general components. The allocated component relates to loans that are classified as impaired. For those loans that are classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The general component covers nonclassified loans and is based on historical charge-off experience and expected loss derived from the Company’s internal risk rating process. Other adjustments may be made to the allowance for pools of loans after an assessment of internal or external influences on credit quality that are not fully reflected in the historical loss or risk rating data.

A loan is considered impaired when, based on current information and events, it is probable the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower’s prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis by either the present value of expected future cash flows discounted at the loan’s effective interest rate, the loan’s obtainable market price or the fair value of the collateral if the loan is collateral-dependent. Groups of loans with similar risk characteristics, including individually evaluated loans not determined to be impaired, are collectively evaluated for impairment based on the group’s historical loss experience adjusted for changes in trends, conditions and other relevant factors that affect repayment of the loans.

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Loan Securitizations

The Company securitized certain mortgage loans and created mortgage-backed securities for sale in the secondary market. Because the resulting securities were collateralized by the identical loans previously held, no gain or loss was recognized at the time of the securitization transactions. When securitized loans are sold to an outside party, the specific-identification method is used to determine the cost of the security sold and a gain or loss is recognized in income.

Mortgage Loans Held for Sale

The Company utilizes the fair value option described in ASC Topic 825, *Financial Instruments*, to account for mortgage loans originated for resale. Mortgage loans originated and intended for sale in the secondary market are carried at fair value. Net unrealized gains and losses, if any, are recognized through a valuation allowance by charges to noninterest income. Gains and losses, net of discounts collected or paid and commitment fees paid, are considered at a normal servicing rate and recognized in noninterest income upon sale of the loan.

Federal Home Loan Bank Stock

Federal Home Loan Bank stock is a required investment for institutions that are members of the Federal Home Loan Bank. The required investment in common stock is based on a predetermined formula, carried at cost and evaluated for impairment.

Foreclosed Assets Held for Sale

Assets acquired through, or in lieu of, loan foreclosures are initially recorded at fair value less estimated selling costs at the date of foreclosure. This fair value, less cost to sell, becomes the “cost” of the foreclosed asset. Any write-downs based on the asset’s fair value at the date of foreclosure are charged to the allowance for loan losses. After foreclosure, these assets are carried at the lower of their new cost basis or fair value, less cost to sell. Costs of significant property improvements are capitalized, not to exceed fair market value, whereas costs relating to holding property are expensed. Valuations are periodically performed by management, and any subsequent write-downs are recorded as a charge to operations, if necessary, to reduce the carrying value of a property to the lower of its cost or fair value, less cost to sell.

Premises and Equipment

Land is carried at cost. Other premises and equipment are carried at cost net of accumulated depreciation. Depreciation is computed using the straight-line method based on the estimated useful lives of the assets, which range from 3 to 20 years. Maintenance and repairs are expensed as incurred, while major additions and improvements are capitalized. Gains and losses on dispositions are included in current operations.

Other Identifiable Intangible Assets

Core deposit intangibles are amortized on a straight-line basis over the estimated useful lives of the core deposits, which range from 10 to 15 years. Customer relationships are amortized on a straight-line basis over a period of 10 years. These intangible assets are reviewed annually for possible

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impairment. Impairment losses are measured by comparing the fair values of these intangible assets with their recorded amounts. Any impairment losses are reported in the accompanying consolidated statements of income and comprehensive income.

Mortgage Servicing Rights

Mortgage servicing assets are recognized separately when rights are acquired through purchase or through sale of financial assets. In accordance with ASC Topic 860-50, *Transfers and Servicing*, servicing rights resulting from the sale or securitization of loans originated by the Company are initially measured and recorded at fair value at the date of transfer. These capitalized servicing rights are accounted for by the fair value measurement method, which means the fair value of the servicing rights is measured at each reporting date with changes in the fair value reported in earnings in the period in which the changes occur.

Fair value is based on market prices for comparable mortgage servicing contracts, when available, or, alternatively, is based on a valuation model that calculates the present value of estimated future net servicing income. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income, such as the cost to service, the discount rate, the custodial earnings rate, an inflation rate, ancillary income, prepayment speeds and default rates and losses. These variables change from quarter to quarter as market conditions and projected interest rates change and may have an adverse impact on the value of the mortgage servicing rights and may result in a reduction to noninterest income.

Servicing fee income is recorded for fees earned for servicing loans. The fees are based on a contractual percentage of the outstanding principal or a fixed amount per loan and are recorded as income when earned.

Goodwill

Goodwill is tested annually for impairment or more frequently if impairment indicators are present. If the implied fair value of goodwill is lower than its carrying amount, an impairment of goodwill is indicated and goodwill is written down to its implied fair value. Subsequent increases in goodwill value are not recognized in the accompanying consolidated financial statements.

Bank-Owned Life Insurance

The Company maintains life insurance on certain officers or former officers, which is recorded at the cash surrender values determined by the insurance carriers. The increases in cash surrender value and proceeds from life insurance are included in other income on the accompanying consolidated statements of income and comprehensive income. Increases in cash surrender value are recorded as operating activities within the statements of cash flows. Premium payments to purchase life insurance and proceeds from life insurance are recorded as investing activities within the statements of cash flows.

Transfers of Financial Assets

Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when: 1) the assets have

Spend Life Wisely Company, Inc.
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been isolated from the Bank—put presumptively beyond the reach of the transferor and its creditors, even in bankruptcy or other receivership; 2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets; and 3) the Bank does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity or the ability to unilaterally cause the holder to return specific assets.

Treasury Stock

Treasury stock transactions are accounted for at cost using the specific-identification method.

Income Taxes

The Company is taxed as a C Corporation and files a consolidated income tax return with the Bank and its subsidiaries in the U.S. federal jurisdiction and various states. Federal and state income tax expense or benefit has been allocated to subsidiaries on a separate return basis. Deferred taxes are recognized under the balance sheet method based upon the future tax consequences of temporary differences between the carrying amounts and tax basis of assets and liabilities, using the tax rates expected to apply to taxable income in the periods when the related temporary differences are expected to be realized. Realization of deferred tax assets is dependent upon the generation of a sufficient level of future taxable income and recoverable taxes paid in prior years. Although realization is not assured, management believes it is more likely than not that all the deferred tax assets will be realized.

The Company's provision for income taxes is based on income and expense reported for financial statement purposes after adjustments for permanent differences such as interest income from lending to tax-exempt entities, tax credits, and amortization expense related to renewable energy credits. In computing the provision for income taxes, the Company evaluates the technical merits of its income tax positions based on current legislative, judicial, and regulatory guidance. The deferral method of accounting is used on investments that generate investment tax credits, such that the investment tax credits are recognized as a reduction to the related investment.

The Company recognizes interest and/or penalties related to income tax matters as a component of noninterest expense. There were no penalties or related interest for the years ended December 31, 2022 and 2021.

Statements of Cash Flows

Cash paid for interest during 2022 and 2021 was \$101,736 and \$57,383, respectively.

In 2022 and 2021, the Company recorded, as noncash activities, the transfer of \$276 and \$4,939 respectively, of net loans to foreclosed assets held for sale.

In 2022 and 2021, the Company recorded, as noncash activities, the net change in GNMA loans eligible for repurchase and related borrowings of \$40,248 and \$40,133, respectively, and life insurance proceeds receivable of \$0 and \$419, respectively.

In 2022 and 2021, the Company recorded, as noncash activities, \$7,419 and \$1,528, respectively, of fixed assets as the result of converting leveraged leases to operating leases.

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In 2022, the Company recorded, as noncash activities, \$12,100 of Right-of-Use Assets and related lease liabilities related to the implementation of ASU No. 2016-02, *Leases (Topic 842)*.

In 2021, the Company recorded, as noncash activities, \$69,417 of fixed assets, \$(39,829) of loans and \$(29,587) of investments in partnerships as the result of purchasing the remaining partnership interest in Seven Oaks LP, LP and contingent liabilities of \$10,902. See *Note 3: Investments in Partnerships* for more information regarding Seven Oaks LP, LP.

In 2022, the Company recorded, as noncash activities, accrued dividends of \$1,640 on preferred stock.

In 2022 and 2021, the Company paid income taxes of \$1,000 net of \$8,587 refunds and \$26,999 tax credits applied and \$30,266 net of \$1,482 refunds and \$19,630 tax credits applied, respectively. In 2021, the Company paid \$7,850 in estimated tax payments related to 2020 tax extensions and reported \$10,652 in commitments to the solar tax equity investment fund. See *Note 14: Income Taxes* for more information.

Derivative Instruments

The Company's activities expose it to interest rate risk. Management has established risk management policies and strategies to reduce the potentially adverse effects the volatility of the markets may have on its operating results. These policies and strategies include the use of various derivative instruments related to the valuation of mortgage servicing rights, interest rate lock commitments, forward sale commitments related to the origination of mortgage loans and interest rate swaps.

Mortgage Servicing Rights Derivatives

Derivatives related to the valuation of mortgage servicing rights are recognized as other assets and other liabilities on the consolidated balance sheet and measured at fair value. For exchange-traded contracts, fair value is based on quoted market prices. The Company's policies permit the use of various derivative financial instruments to manage the valuation risks related to mortgage servicing rights.

Interest Rate Lock Derivative Loan Commitments

Mortgage loan commitments that relate to the origination of mortgages that are held for sale upon funding are considered derivative instruments in accordance with ASC Topic 815, *Derivatives and Hedging*. Loan commitments that are derivatives are recognized at fair value on the accompanying consolidated balance sheets in other assets and other liabilities with changes in their fair values recorded in noninterest income.

Forward Loan Sale Commitments

The Company carefully evaluates all loan sales agreements to determine whether they meet the definition of a derivative in accordance with ASC Topic 815, *Derivatives and Hedging* as facts and circumstances may differ significantly. If agreements qualify to protect against the price risk inherent in derivative loan commitments, the Company uses both "mandatory delivery" and "best efforts" forward loan sale commitments to mitigate the risk of potential decreases in the values of loans that would result from the exercise of the derivative loan commitments. Accordingly,

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forward loan sale commitments are recognized at fair value on the accompanying consolidated balance sheets in other assets and liabilities with changes in their fair values recorded in other noninterest income.

The Company estimates the fair value of its forward loan sales commitments using a methodology similar to that used for derivative loan commitments.

Interest Rate Swaps

The Company's objectives in using interest rate swaps are to add stability to interest expense and to manage its exposure to interest rate movements. Interest rate swaps designated as cash flow hedges involve the payment of fixed amounts to a counterparty in exchange for the Company receiving variable payments over the life of the agreements without exchange of the underlying notional amount.

For cash flow hedges, changes in the fair values of the derivative instruments are reported in accumulated other comprehensive income (loss) to the extent the hedge is effective. The gains and losses on derivative instruments that are reported in accumulated other comprehensive income (loss) are reflected in the consolidated statements of income in the periods in which the results of operations are impacted by the variability of the cash flows of the hedged item. Generally, net interest income is increased or decreased by amounts receivable or payable with respect to the derivatives, which qualify for hedge accounting. At inception of the hedge, the Company establishes the method it uses for assessing the effectiveness of the hedging derivative and the measurement approach for determining the ineffective aspect of the hedge. The ineffective portion of the hedge, if any, is recognized in the consolidated statements of income. The Company excludes the time value expiration of the hedge when measuring ineffectiveness.

Transactions with Management and Related Parties

In the ordinary course of business, management, directors of the Company, executive officers and principal shareholders of the Company and their associates engage in business transactions with the Bank. These transactions are conducted on substantially the same terms as those prevailing at the time for comparable transactions with other parties. They do not involve more than normal risk or present other unfavorable features.

Loans made to related parties are made on substantially the same terms as those prevailing at the time for comparable transactions with unrelated parties. Related party loans totaled \$43,438 and \$50,742 at December 31, 2022 and 2021, respectively.

The Company has notes receivable outstanding in connection with the purchase of common stock of the Company by certain officers of the Bank. As of December 31, 2022 and 2021, respectively, the outstanding balance was \$16,539 and \$18,092. These notes are due in 2025, 2027, 2029, 2030 and 2031, and bear interest of 0.60% and 0.58% at December 31, 2022 and 2021, respectively. Interest is payable annually. Principal and accrued interest are payable upon maturity. The notes are secured by applicable purchased shares of the Company's common stock. The notes receivable are presented as a reduction of stockholders' equity in the accompanying consolidated balance sheets.

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The Bank held deposits from related parties of \$18,459 and \$49,504 at December 31, 2022 and 2021, respectively.

The Bank and its subsidiaries participate in various partnership interests. In 2020, The Bank provided a line of credit of \$27,730 to Windhaven Office Partners, LP for construction of a new building. The outstanding balance on the line of credit was \$7,463 and \$11,709 as of December 31, 2022 and 2021, respectively. In 2021, First United Leasing Company sold its investment in McKinney Fitness Center, LP and recognized a gain on sale of \$764. At the time of sale, McKinney Fitness Center, LP paid off its outstanding loan balances with the Bank of \$5,535. In 2021, the Bank purchased the remaining partnership interest in Seven Oaks-LP, LP, at which time a loan in the amount of \$39,829 and cash of \$20,576 were transferred as consideration for the asset purchase. See *Note 3: Investments in Partnerships* for more information.

In 2022, the Company and its existing shareholders purchased all the remaining outstanding shares of common stock held by Lacy Harber, the previous owner of North American Bancshares, Inc., at an aggregate purchase price of \$143,545 or 1,678,890 shares at \$85.50 per share. The Company purchased 999,447 shares of treasury stock for a total of \$85,453 and existing shareholders purchased 679,443 shares for a total of \$58,092. The Company simultaneously sold 404,001 shares of treasury stock at \$199.14 per share for a total of \$80,452 to Castle Creek Capital Partners.

Revenue Recognition

Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, was adopted by the Company on January 1, 2019. ASU 2014-09 establishes principles for reporting information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts to provide goods or services to customers. The core principle requires an entity to recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration that it expects to be entitled to receive in exchange for those goods or services recognized as performance obligations are satisfied.

The majority of the Company's revenue is generated from sources outside the scope of ASU 2014-09. Revenue generated from financial instruments, such as loans, letters of credit, derivatives and investment securities, as well as revenue related to mortgage servicing activities are all outside the scope of ASU 2014-09 and are recorded in adherence with GAAP. Service charges and fees on deposit accounts, insurance commission and fee income, income from trust services, credit card interchange fees as well as gains and losses on the sale of foreclosed assets held for sale are within the scope of ASU 2014-09. Descriptions of the Company's revenue generating activities that are within the scope of ASU 2014-09 are described below.

Service charges on deposit accounts

The Company earns fees from its deposit customers for transaction-based, account maintenance and overdraft services. Transaction-based fees, which include services such as ATM use fees, stop payment charges, statement rendering and ACH fees, are recognized at the time the transaction is executed, which is the point in time the Company fulfills the customer's request. Account maintenance fees, which relate primarily to monthly maintenance, are earned monthly, representing the period in which the Company satisfies the performance obligation. Overdraft fees are recognized at the point in time that the overdraft occurs. Service charges on deposits are withdrawn from the customer's account balance.

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Insurance commissions

The Company earns commission income through production on behalf of insurance carriers and also earns fee income by providing complementary services such as collection of premiums. In most instances, the Company considers the performance obligation to be complete at the time the service was rendered.

Trust and non-deposit investment product income

The Company offers trust services and acts as executor, administrator, trustee, transfer agent and in various other fiduciary capacities. Administrative fees are assessed for managing trust accounts. Shareholder fees are received in connection with holding specific fund share classes. In return for these services, the mutual fund (or its distributor or investment advisor) pays a fee to the Company. There are also other types of fees charged on a one-time basis such as those related to opening and closing trust accounts. The Company records trust fees on a monthly, quarterly or annual basis based on the size of the asset being managed. Fees may be fixed or, where applicable, based on a percentage of transaction size of managed assets. These fees are recorded as revenue at the time the fee is billed, according to the agreement with the customer.

Interchange income

The Company earns interchange fees from debit and credit cardholder transactions conducted through the third-party payment networks. Interchange fees from cardholder transactions represent a percentage of the underlying transaction value and are recognized concurrent with the transaction processing services provided to the cardholder.

Gains (losses) on foreclosed assets held for sale

The Company records a gain or loss from the sale of foreclosed assets when control of the property transfers to the buyer, which generally occurs at the time of an executed deed. When the Company finances the sale of the foreclosed asset to the buyer, the Company assesses whether the buyer is committed to perform their obligations under the contract and whether collectability of the transaction price is probable. Once these criteria are met, the foreclosed asset is derecognized and the gain or loss on sale is recorded upon the transfer of control of the property to the buyer. In determining the gain or loss on the sale, the Company adjusts the transaction price and related gain (loss) on sale if a significant financing component is present.

Comprehensive Income

Comprehensive income consists of net income and other comprehensive income (loss). Other comprehensive income (loss) can include unrealized gains (losses) on available-for-sale securities, unrealized gains (losses) on available-for-sale securities for which a portion of an other-than-temporary impairment has been recognized in income and unrealized and realized gains (losses) on derivative financial instruments that qualify for hedge accounting.

Reclassification of Prior Year Amounts

Certain reclassifications have been made to the 2021 consolidated financial statements to conform to the 2022 consolidated financial statement presentation. These reclassifications had no effect on net income.

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Subsequent Events

Subsequent events have been evaluated through March 30, 2023 which is the date the consolidated financial statements were available to be issued.

Recent Accounting Pronouncements

Standards adopted

The Company adopted ASU No. 2016-02, *Leases (Topic 842)* as of January 1, 2022, and recorded a \$12,352 right-of-use asset offset by a \$12,352 lease liability. The Company determines if an arrangement is a lease at inception. Operating lease assets are included in premises and equipment, operating lease liabilities are included in other liabilities in the Company's consolidated balance sheets. The Company has made an accounting policy election not to recognize short-term lease assets and liabilities (less than a 12-month term) or immaterial equipment and server space leases in its balance sheets; instead, the Company recognizes the lease expense for these leases on a straight-line basis over the life of the lease. For leases that commenced before January 1, 2022, the Company applied the modified retrospective transition method, which resulted in comparative information not being restated. The Company has no material finance leases. The new standard provides a number of optional practical expedients in transition. The Company elected the 'package of practical expedients', which permits us to not reassess our prior conclusions about lease identification, lease classification, and initial direct costs.

Right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Right-of-use lease assets and liabilities are recognized at the lease commencement date based on the estimated present value of lease payments over the lease term. The Company uses an estimated incremental collateralized borrowing rate, which is derived from information available at the lease commencement date and gives consideration to borrowing rates for the Company's subordinated debt, when determining the present value of lease payments.

The Company's lease terms include options to extend a lease when it is reasonably certain that the Company will exercise that option. The Company's lease agreements do not contain any residual value guarantees. Right-of-use assets are adjusted for any lease payments made prior to lease commencement, lease incentives, and accrued rent. Right-of-use assets are reviewed for impairment when events or circumstances indicate that the carrying amount may not be recoverable. For operating leases, if deemed impaired, the right-of-use asset is written down and the remaining balance is subsequently amortized on a straight-line basis. The Company has real estate lease agreements with lease and non-lease components, which are generally accounted for as a single lease component. See *Note 8: Leases* for more information.

Standards not yet adopted

FASB issued ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326)*, which introduces a new credit loss model, the current expected credit loss model (CECL), which requires earlier recognition of credit losses, while also providing additional transparency about credit risk.

The CECL model utilizes a lifetime "expected credit loss" measurement objective for the recognition of credit losses for loans, held-to-maturity securities and other receivables at the time the financial asset is originated or acquired. The expected credit losses are adjusted each period for changes in expected lifetime credit losses. For available for-sale securities where fair value is less

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than cost, credit-related impairment, if any, will be recognized in an allowance for credit losses and adjusted each period for changes in expected credit risk. This model replaces the multiple existing impairment models, which generally require that a loss be incurred before it is recognized.

The Company has made significant changes in the processes and procedures to calculate the allowance for credit losses, including changes in assumptions and estimates to consider expected credit losses over the life of the loan versus the current accounting practice that utilizes the incurred loss model. ASU No. 2016-13 is effective for fiscal years beginning after December 15, 2022. The Company adopted the standard in its fiscal year beginning January 1, 2023.

Upon adoption of ASU No. 2016-13, the Company did not recognize a material adjustment in the first quarter of 2023 to the allowance for credit losses or the off-balance sheet reserve as a result of adopting the new standard. The Company's available-for-sale securities were not materially affected by the adoption of ASU No. 2016-13 due to the nature of the portfolios which consist of approximately 62% of U.S. government agency and mortgage-backed securities. The Company's adjustment to the allowance for credit losses at the transition date may vary from our estimate due to refinements in the loss estimation models or factors.

Note 3: Investments in Partnerships

The Company and its subsidiaries participate in various equity method partnership interests. Investments in partnerships as of December 31, 2022 and 2021 were as follows:

	<u>2022</u>		<u>2021</u>	
	<u>Ownership</u>	<u>Amount</u>	<u>Ownership</u>	<u>Amount</u>
WDC-FUB Office Investors, LLC	50.00%	3,802	50.00%	5,254
Windhaven Office Partners, LP	26.73%	1,856	26.73%	2,216
Exencial Wealth Advisors	25.00%	28,959	15.00%	17,509
Finotta, Inc.	23.40%	2,523	23.40%	3,000
		<u>\$ 37,140</u>		<u>\$ 27,979</u>

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The following table presents the activity in the Company's equity method partnership interests for the years ended December 31, 2022 and 2021:

	WDC-FUB	Windhaven	Seven	Exencial	
	Office Investors, LLC	Office Partners, LP	Oaks-JV, LLC	Wealth Advisors	Finotta, Inc.
Balance, January 1, 2021	\$ 6,255	\$ 2,216	\$ 10,750	\$ -	\$ -
Acquisitions	-	-	-	17,490	3,000
Contributions	250	-	-	-	-
Distributions	-	-	-	(412)	-
Equity income/(loss), net	(1,251)	-	(1,738)	431	-
Liquidation of partnerships	-	-	(9,012)	-	-
Balance, December 31, 2021	<u>\$ 5,254</u>	<u>\$ 2,216</u>	<u>\$ -</u>	<u>\$ 17,509</u>	<u>\$ 3,000</u>
Acquisitions	-	-	-	11,660	-
Contributions	-	-	-	-	-
Distributions	-	-	-	(406)	-
Equity income/(loss), net	(1,452)	(360)	-	196	(477)
Liquidation of partnerships	-	-	-	-	-
Balance, December 31, 2022	<u>\$ 3,802</u>	<u>\$ 1,856</u>	<u>\$ -</u>	<u>\$ 28,959</u>	<u>\$ 2,523</u>

First United Asset Holding Company, LLC (the Asset Holding Company) owns 50% of WDC-FUB Office Investors, LLC (WDC-FUB) in partnership with WRF Office Investors, LLC with an initial investment of \$8,550. WDC-FUB was created for the purpose of acquiring, owning and operating Advancial Tower in downtown Dallas, TX. The Bank occupies office space in the tower through a lease agreement with WDC-FUB. This investment is an equity investment using the equity method of accounting. The Bank provided initial funding to WDC-FUB for acquisition of the property in the amount of \$39,900. The outstanding balance on the line of credit was \$39,266 and \$39,900 as of December 31, 2022 and 2021, respectively.

The Bank owns 26.73% of Windhaven Office Partners, LP (Windhaven), in partnership with Yego Parkwood, LP and Haggard Windhaven, LLC with an initial investment of \$2,216. Windhaven was created for the purpose of acquiring, owning and operating office buildings located in Plano, TX. The Bank provided a line of credit of \$27,730 to Windhaven for construction of a new building. The Bank occupies office space in the building through a lease agreement with Windhaven. The investment is an equity investment using the equity method of accounting.

In 2021, the Bank purchased the remaining partnership interest in Seven Oaks LP from Seven Oaks LLC and dissolved the partnership. See *Note 1: Organization and Nature of Operations* for more information.

During 2021, the Bank purchased a 15% interest in Exencial Wealth Advisors (Exencial) from Burns Wealth Management, Inc. for an aggregate purchase price of \$17,490. Exencial is a full service, registered investment advisory firm offering investment advice, tax advice, tax execution and trust preparation services. The Bank was required by the terms of the agreement to purchase an additional 10% interest in Exencial in 2022 for an aggregate purchase price of \$11,660. This investment is an equity investment using the equity method of accounting.

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During 2021, the Bank purchased a 23.4% interest in Finotta, Inc. (Finotta) for an aggregate purchase price of \$3,000. Finotta is a financial technology company that specializes in mobile application development. The Bank intends to partner with Finotta in the development of mobile financial well-being tools for its customers and employees. This investment is an equity investment using the equity method of accounting.

Note 4: Securities

The amortized cost and approximate fair values, together with gross unrealized gains and losses, of available-for-sale securities as of December 31, 2022 and 2021, were as follows:

	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Approximate Fair Value</u>
2022				
U.S. government-sponsored enterprises (GSEs)	\$ 28,520	\$ -	\$ (978)	\$ 27,542
Mortgage-backed securities – government-sponsored enterprises (GSEs)	895,311	375	(56,783)	838,903
Obligations of state and political subdivisions	571,635	531	(59,466)	512,700
Other securities	6,000	-	-	6,000
	<u>\$ 1,501,466</u>	<u>\$ 906</u>	<u>\$ (117,227)</u>	<u>\$ 1,385,145</u>
2021				
Mortgage-backed securities – GSEs	\$ 693,765	\$ 10,194	\$ (3,927)	\$ 700,032
Obligations of state and political subdivisions	489,331	25,495	(1,300)	513,526
	<u>\$ 1,183,096</u>	<u>\$ 35,689</u>	<u>\$ (5,227)</u>	<u>\$ 1,213,558</u>

Available-for-sale securities carried at \$639,761 and \$791,913 at December 31, 2022 and 2021, respectively, were pledged to secure public deposits and for other purposes required or permitted by law.

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The amortized cost and estimated fair value of securities as of December 31, 2022 and 2021, by contractual maturity are presented below. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations, with or without call or prepayment penalties. The table below reflects expected and contractual maturities.

	2022		2021	
	Amortized Cost	Approximate Fair Value	Amortized Cost	Approximate Fair Value
Within one year	\$ 30,489	\$ 29,961	\$ 23,313	\$ 23,444
After one year but within five years	51,854	49,958	40,979	41,278
After five years but within ten years	53,832	49,536	31,141	31,437
After ten years	469,980	416,787	393,898	417,366
Mortgage-backed securities – GSEs	895,311	838,903	693,765	700,032
	\$ 1,501,466	\$ 1,385,145	\$ 1,183,096	\$ 1,213,558

Certain investments in debt securities are reported in the accompanying consolidated financial statements at an amount less than their historical cost. Total fair value of these investments at December 31, 2022 and 2021, was \$1,009,745 and \$300,514, respectively, which is approximately 73% and 25%, respectively, of the Company's available-for-sale securities.

Based on evaluation of available evidence, including changes in market interest rates, credit rating information and information obtained from regulatory filings, management believes the declines in fair value for these securities are temporary.

Should the impairment of any of these securities become other than temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income in the period the other-than-temporary impairment is identified.

Gross gains of \$0 and \$2,806 resulting from sales of available-for-sale securities were realized during the years ended December 31, 2022 and 2021, respectively.

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The following table shows the Company's investments' gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at December 31, 2022 and 2021:

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
2022						
U.S. – GSEs	\$ 26,320	\$ (942)	\$ 1,211	\$ (36)	\$ 27,531	\$ (978)
Mortgage-backed securities – GSEs	335,763	(25,072)	171,937	(31,711)	507,700	(56,783)
State and political subdivisions	347,898	(29,097)	126,616	(30,369)	474,514	(59,466)
Total	\$ 709,981	\$ (55,111)	\$ 299,764	\$ (62,116)	\$ 1,009,745	\$ (117,227)
2021						
U.S. – GSEs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Mortgage-backed securities – GSEs	228,214	(3,927)	-	-	228,214	(3,927)
State and political subdivisions	72,300	(1,300)	-	-	72,300	(1,300)
Total	\$ 300,514	\$ (5,227)	\$ -	\$ -	\$ 300,514	\$ (5,227)

Note 5: Loans and Allowance for Loan Losses

Segments and classes of loans, including acquired loans, net of discounts, as of December 31, 2022 and 2021, are as follows:

	2022	2021
Nonincome producing real estate		
Commercial	\$ 1,092,449	\$ 1,101,415
Custom and spec residential 1–4 family	1,005,310	916,525
Income producing real estate	2,597,413	2,408,947
Commercial and industrial		
Owner-occupied	639,574	604,710
Other – Nonowner-occupied	1,992,146	1,915,307
Consumer		
Residential 1–4 family	3,986,416	2,468,528
Other	161,923	144,564
Total loans	11,475,231	9,559,996
Net deferred loan fees	(4,225)	(10,208)
Allowance for loan losses	(112,552)	(98,562)
Loans, net	\$ 11,358,454	\$ 9,451,226

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The following table presents the balances in the allowance for loan losses and the recorded investment in loans, including loans acquired in 2022 and 2021, net of discounts, based on portfolio segment and impairment method as of December 31, 2022 and 2021:

	Nonincome Producing Real Estate	Income Producing Real Estate	Commercial and Industrial	Consumer Loans	Total
December 31, 2022					
Allowance for loan losses					
Balance, beginning of year	\$ 21,326	\$ 29,910	\$ 28,534	\$ 18,792	\$ 98,562
Provision for loan losses	1,547	1,381	6,622	9,835	19,385
Charge-offs	(68)	-	(6,651)	(1,541)	(8,260)
Recoveries	94	185	1,712	873	2,864
Net (charge-offs) recoveries	26	185	(4,939)	(668)	(5,396)
Balance, end of year	<u>\$ 22,899</u>	<u>\$ 31,476</u>	<u>\$ 30,218</u>	<u>\$ 27,959</u>	<u>\$ 112,552</u>
Allowances – ending balances					
Loans individually evaluated for impairment	\$ -	\$ 25	\$ 322	\$ -	\$ 347
Loans collectively evaluated for impairment	22,899	31,451	29,896	27,959	112,205
Total	<u>\$ 22,899</u>	<u>\$ 31,476</u>	<u>\$ 30,218</u>	<u>\$ 27,959</u>	<u>\$ 112,552</u>
Loans – ending balances					
Loans individually evaluated for impairment	\$ 8,370	\$ 37,775	\$ 28,322	\$ 6,162	\$ 80,629
Loans collectively evaluated for impairment	2,089,389	2,559,638	2,603,398	4,142,177	11,394,602
Total	<u>\$ 2,097,759</u>	<u>\$ 2,597,413</u>	<u>\$ 2,631,720</u>	<u>\$ 4,148,339</u>	<u>\$ 11,475,231</u>
December 31, 2021					
Allowance for loan losses					
Balance, beginning of year	\$ 16,917	\$ 26,851	\$ 30,370	\$ 13,798	\$ 87,936
Provision for loan losses	4,246	2,985	(1,150)	6,645	12,726
Charge-offs	(21)	-	(1,557)	(2,241)	(3,819)
Recoveries	184	74	871	590	1,719
Net (charge-offs) recoveries	163	74	(686)	(1,651)	(2,100)
Balance, end of year	<u>\$ 21,326</u>	<u>\$ 29,910</u>	<u>\$ 28,534</u>	<u>\$ 18,792</u>	<u>\$ 98,562</u>
Allowances – ending balances					
Loans individually evaluated for impairment	\$ 311	-	\$ 1,485	\$ -	\$ 1,796
Loans collectively evaluated for impairment	21,015	29,910	27,049	18,792	96,766
Total	<u>\$ 21,326</u>	<u>\$ 29,910</u>	<u>\$ 28,534</u>	<u>\$ 18,792</u>	<u>\$ 98,562</u>
Loans – ending balances					
Loans individually evaluated for impairment	\$ 2,144	\$ 40,113	\$ 11,693	\$ 3,747	\$ 57,697
Loans collectively evaluated for impairment	2,015,796	2,368,834	2,508,324	2,609,345	9,502,299
Total	<u>\$ 2,017,940</u>	<u>\$ 2,408,947</u>	<u>\$ 2,520,017</u>	<u>\$ 2,613,092</u>	<u>\$ 9,559,996</u>

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Risk characteristics applicable to each segment of the loan portfolio are described as follows:

Real Estate – The real estate portfolio consists of residential, commercial, construction and land development properties. The loans in this category are repaid primarily from the cash flow of the borrowers' principal business operation, the sale of the real estate, the operation of the real estate or income independent of the loan purpose. Credit risk in these loans is driven by the creditworthiness of the borrower, property values and overall economic conditions.

Commercial – The commercial portfolio includes commercial and industrial loans, representing loans to commercial customers for use in financing working capital needs, equipment purchases and expansions. The loans in this category are repaid primarily from the cash flow of the borrower's principal business operation. Credit risk in these loans is driven by the creditworthiness of borrowers and the economic conditions that impact the cash flow stability from business operations.

Consumer – The consumer loan portfolio consists of various term and line of credit loans, such as residential 1-4 family, home equity, automobile and personal property. Repayment for these types of loans will come from the borrower's income sources that are typically independent of the loan purpose. Credit risk is driven by consumer economic factors, such as unemployment and creditworthiness of the borrower.

Internal Risk Categories

Loan grades are numbered 1 through 10. Grades 1 through 7 are considered satisfactory grades. Grade 8, Watch, represents loans of lower quality that are considered criticized. Grade 9, Substandard, and 10, Doubtful, refer to assets that are classified. The use and application of these grades by the Company will be uniform and shall conform to the Company's policy.

1 – Exceptional Credits – The credits are of the highest quality. Borrowers are investment grade or loans are well collateralized by cash equivalent instruments held by the Company. If grade is driven by probability of default, borrowers must possess abundant, diverse repayment sources including global liquidity currently sufficient to cover the balance of the loan at any point in time with extra cushion. No documentation deficiencies or exceptions exist. Cash secured loans rated at this grade level should be expected to perform in accordance with all loan terms over twelve months. Investment grade borrowers tend to be Fortune 1000 companies or nationwide non-profit organizations supported by well-established foundations. Non-cash secured exceptional loans, on average, rank in the range of the top 1% to 2% of all loans held by the Company.

2 – Superior Credits – Superior borrowers are the Company's strongest, most stable borrowers. Superior borrowers and loans possess a notably low level of default risk or ultimate loss exposure. Loans with questionable repayment prospects that are fully cash secured may also fit this general description. Superior loans conform to Company policy and are supported by well-established borrowers. Superior individual borrowers maintain a notably strong net worth position well supported by a high, stable level of liquid assets and/or income, and generally maintain an impeccable credit record. Superior commercial borrowers tend to be well established entities with broad market presence or leadership positions within the markets they serve. Such borrowers possess clearly evident financial strength and stability, including consistently strong cash flow generation ability combined with excellent to abundant levels of liquid assets and low to

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moderate levels of leverage. Superior commercial borrowers typically possess unquestionably capable business leaders and executive team members and sustainable competitive advantages that together translate into staying power, even in the face of adversity, which is also supported by the ability of the organizations to effectively anticipate and respond to changes in customer preferences and competitors' strategies. Superior consumer borrowers possess a superior track record of across the board personal financial strength that includes a strong net worth position significantly comprised of liquid assets. Non-cash secured superior loans, on average, rank within the top 7% to 10% of all loans held by the Company.

3 – Excellent Credits – Excellent loans possess excellent overall credit quality supported by seasoned, predictable, diverse sources of repayment including persistently healthy cash flow, liquidity and/or net working capital and equity capital positions. Individual or commercial borrowers tend to possess excellent credit records and multiple forms of persistent financial strength that have resulted from sustained levels of success. These loans conform in all material respects with Company policy. Businesses or business purpose investments are backed by excellent, clearly capable owners and/or management teams, especially within senior-most roles. Staying power is also supported by one or more key sustainable competitive or execution advantages and the ability to effectively address changes in customer preferences and competitors' strategies as they arise. Likelihood of default prior to full repayment is low and non-cash secured excellent loans, on average, rank within the top 8% to 30% of all loans held by the Company. While excellent borrowers need not be best in class, they are borrowers of credit quality that is clearly above average portfolio-wide levels.

4 – Preferred (Above Average) Credits – Preferred (above average quality) loans are desirable because of their ability to contribute favorably to overall portfolio credit quality, especially when uncertain or unfavorable economic conditions prevail. Preferred loans are supported by comfortable (full cycle) cash flow coverage, meaningful (currently existing) financial liquidity and net working capital, and moderate financial leverage. Preferred borrowers are financially sound borrowers. Commercial borrowers maintain well established operations generating consistently good to very good performance levels. These loans conform in all material respects with Company policy and are supported by established borrowers with good performance histories and outlooks. Companies typically possess broadly capable management teams and favorable competitive positions supported by at least one key sustainable competitive advantage and the ability to effectively respond to changes in customer preferences and competitors' strategies as they arise to comfortably weather a temporary weakening of business prospects. Likelihood of default prior to full repayment is lower than average and non-cash secured preferred loans, on average, rank within the top 25% to top 50% of all loans held by the Company.

5 – Good Credits – Good credits possess minor weaknesses resulting in lower than average credit quality despite positive attributes (one or more strengths that can be built on) that make them preferable to lower pass rated loans. Good commercial loans possess at least two of the following three attributes: (1) currently comfortable cash flow coverage, (2) meaningful (existing) liquidity or net working capital positions or (3) acceptable financial leverage. Good individual loans are supported by a credit score in the range of 660 and above, and more than one form of financial resources that can be relied upon to sustain payments on the loan during a period of change or transition. Good loans may include a justified exception to Company policy and are supported by borrowers with financial positions that are currently good but may be susceptible to

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potential weakening due to the impact of an economic slowdown, changes in the competitive landscape or cash earning and collection issues. Companies possess acceptable competitive positions and management teams capable of responding to changes in business conditions without undue delay. Likelihood of default prior to full repayment is somewhat higher than average and non-cash secured good loans, on average, rank within the top 50% to 70% of all loans held by the Company.

6 – Acceptable Credits – Acceptable loans meet or nearly meet all of the minimum requirements for an approvable loan and possess at least one credit quality attribute that exceeds the related required level by more than a thin margin that offsets a minor weakness area. The overall credit quality level of acceptable loans is below average, based on the borrowers' credit scores or track records with the Company and/or many of its key ratios, which may exceed minimum requirements, but not by a material margin. Acceptable borrowers, as a whole are likely to perform reasonably well during periods of stable circumstances, but some may experience varying levels of distress following the occurrence of an adverse event or a sustained economic downturn. This may be due to the existence of more than one minor policy exception, the lack of existence of a compelling strength amongst its cash flow coverage, liquidity or net working capital and leverage profiles, or susceptibility to unacceptable quality weakening in its collective financial resources during periods of prolonged or pronounced economic weakness. Acceptable commercial borrowers maintain currently acceptable competitive positions and management teams that are expected to be capable of responding to changes in business conditions without undue delay. Default likelihood is moderately higher than average but can be offset by proper risk-based pricing. Acceptable loans should be made selectively when the probability level of economic downturn is significantly elevated. Non-cash secured acceptable loans, on average, rank within the top 70% to 90% of all loans held by the Company.

7 – Pass Credits – Pass rated loans are acceptable stretch loans that are expected to perform acceptably despite one or more key underwriting weaknesses at the time of underwriting. Pass rated loans are borderline or max risk loans that often contain an obvious policy exception that appears to be offset by one or more identified mitigating factors. Pass loans may also be loans that barely meet and/or do not exceed the essential underwriting parameters related to the borrower and loan type. Given that they leave limited room for error on the day they are booked and exposed to the ever-present possibility of a downturn in borrower and/or economic circumstances prior to their maturity, the pricing of such loans should be carefully considered and the performance of this group of loans should be continuously, diligently monitored in the aggregate. Potential loan losses over the next 12 months at this rating level may approach or exceed 2.00% during economic cycle-point lows, even though on average, group level losses are expected to fall in the range of 1.35% to 1.70%. The level of representation of pass rated loans should be kept under 8.00% of all pass rated loans at all times. To accomplish this objective, origination of new max risk loans should be specifically limited when the representation of this rating category pushes over a level of 5% of all loans held by the Company.

8 – Watch Credits – Watch rated loans are unacceptable for origination under any circumstances. Watch rated credits result from deterioration of borrower quality from an acceptable to unacceptable level and watch credits should be closely and diligently managed in an “up or out” fashion. They can potentially be structurally enhanced or linked to a borrower prescribed game plan expected to bring their quality level back up to an acceptable or max risk level. Otherwise, “out” strategies and options should be considered. Watch borrowers exhibit

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signs of weakness in the overall base of financial resources available to repay the loan (i.e. - borderline cash flow coverage combined with relatively low levels of liquidity, limited or slightly negative net working capital and/or elevated financial leverage. However, mitigating factors exist that are expected to contribute to the avoidance of pronounced (> 60 days) delinquency levels. Identified weaknesses are expected to be reduced or eliminated within 6-12 months, as opposed to progressing to a more pronounced level. Watch loans should be closely monitored, and if possible, re-priced to reflect their elevated level of risk. They do not expose the Company to sufficient longer term risk to justify a classified asset rating. However, they should be categorized as criticized assets for analytical purposes.

9 – Substandard Credits – Substandard loans may be accruing or have been placed on non-accrual status. Substandard loans are considered to be inadequately protected by the current sound net worth and paying capacity of the obligor or the collateral pledged, if any. Loans classified as substandard possess well-defined weaknesses that are generally expected to jeopardize liquidation of the loan. Loans with superior or excellent collateral protection may ultimately experience no loan losses, despite the fact they have become collateral dependent, a key characteristic of many substandard loans. Loan payment performance may have progressed to a point where payments on the loan have become persistently past due, potentially justifying a non-accrual status. These loans are characterized by the distinct possibility that the Company may sustain some level of loss if such weaknesses are not corrected. Examples of well-defined weaknesses include the existence of persistent competitive disadvantages, very high balance sheet leverage, marginally positive or negative earnings, low and declining liquidity, inadequate loan structures, inadequate repayment sources, and/or a history of several or severely delinquent payments. The Company has defined the general range of expected loss for substandard loans to be between 6.00% and 33.00%. This is important when distinguishing between the assignment of a substandard versus doubtful rating to a loan.

10 – Doubtful Credits – Loans classified as doubtful possess all of the weaknesses inherent in loans classified as Substandard with the added characteristic that the weaknesses make collection or liquidation in full highly questionable or improbable based on currently existing facts, conditions and values. Loans rated as doubtful are not rated as loss because certain events may occur that could salvage the debt. These events include injections of capital, additions of pledged collateral or possible mezzanine debt refinancing options. However, without the occurrence of such events, losses would likely be substantial. No definite repayment schedule exists for these loans. The doubtful grade is a temporary grade, and once the loss amount is determined, the remaining balance of the loan should be written off.

Loss Credits – These loans have no rating. They are defaulted loans with limited recovery prospects. No loan that has not yet defaulted should be classified at this grade level. This classification does not mean the asset has absolutely no recovery or salvage value, but rather, it is not practical or desirable to defer writing off this basically worthless asset, even though partial recovery may be achieved in the future.

The Company evaluates the loan risk grading system definitions and allowance for loan loss methodology on an ongoing basis.

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The following table presents the credit risk profile of the Company's loan portfolio, including acquired loans, net of discounts, based on internal rating category and payment activity as of December 31, 2022 and 2021:

	<u>Pass (1-6)</u>	<u>Pass (7)</u>	<u>Watch (8)</u>	<u>Substandard (9)</u>	<u>Doubtful (10)</u>	<u>Total</u>
December 31, 2022						
Nonincome-producing real estate						
Commercial	\$ 1,069,500	\$ 11,628	\$ 3,486	\$ 7,835	\$ -	\$ 1,092,449
Custom and spec residential						
1-4 family	994,053	6,785	1,488	2,947	37	1,005,310
Income-producing real estate	2,215,645	287,410	56,307	38,051	-	2,597,413
Commercial and industrial						
Owner-occupied	621,276	9,707	2,223	6,368	-	639,574
Other – nonowner-occupied	1,888,685	51,745	18,836	32,880	-	1,992,146
Consumer						
Residential 1-4 family	3,954,389	12,913	5,575	13,539	-	3,986,416
Other	142,327	15,705	762	3,108	21	161,923
Total	\$ 10,885,875	\$ 395,893	\$ 88,677	\$ 104,728	\$ 58	\$ 11,475,231
December 31, 2021						
Nonincome-producing real estate						
Commercial	\$ 1,090,096	\$ 6,982	\$ 2,517	\$ 1,820	\$ -	\$ 1,101,415
Custom and spec residential						
1-4 family	910,853	1,946	2,553	1,173	-	916,525
Income-producing real estate	2,165,215	149,525	53,970	40,237	-	2,408,947
Commercial and industrial						
Owner-occupied	580,990	11,444	5,510	6,766	-	604,710
Other – nonowner-occupied	1,824,942	37,572	37,210	15,583	-	1,915,307
Consumer						
Residential 1-4 family	2,444,785	11,604	3,350	8,789	-	2,468,528
Other	125,511	16,455	675	1,914	9	144,564
Total	\$ 9,142,392	\$ 235,528	\$ 105,785	\$ 76,282	\$ 9	\$ 9,559,996

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The following table presents the Company's loan portfolio aging analysis of the recorded investment in loans, including acquired loans, net of discounts, as of December 31, 2022 and 2021:

	30–59 Days Past Due	60–89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Total Loans Receivable	Total Loans Greater than 90 Days and Accruing
December 31, 2022							
Nonincome-producing real estate							
Commercial	\$ 50	\$ 14	\$ 68	\$ 132	\$ 1,092,317	\$ 1,092,449	\$ 68
Custom and spec residential 1–4 family	117	-	1,763	1,880	1,003,430	1,005,310	-
Income-producing real estate	261	-	-	261	2,597,152	2,597,413	-
Commercial and industrial							
Owner-occupied	2,802	1,161	680	4,643	634,931	639,574	13
Other – nonowner-occupied	3,554	1,289	1,899	6,742	1,985,404	1,992,146	-
Consumer							
Residential 1–4 family	5,494	2,413	13,138	21,045	3,965,371	3,986,416	772
Other	1,205	352	756	2,313	159,610	161,923	-
Total	\$ 13,483	\$ 5,229	\$ 18,304	\$ 37,016	\$ 11,438,215	\$ 11,475,231	\$ 853
December 31, 2021							
Nonincome-producing real estate							
Commercial	\$ 4,022	\$ -	\$ 495	\$ 4,517	\$ 1,096,898	\$ 1,101,415	\$ -
Custom and spec residential 1–4 family	90	-	897	987	915,538	916,525	-
Income-producing real estate	275	2,603	356	3,234	2,405,713	2,408,947	-
Commercial and industrial							
Owner-occupied	2,549	272	723	3,544	601,166	604,710	31
Other – nonowner-occupied	2,331	1,441	2,461	6,233	1,909,074	1,915,307	-
Consumer							
Residential 1–4 family	1,983	1,464	7,249	10,696	2,457,832	2,468,528	-
Other	1,186	227	93	1,506	143,058	144,564	9
Total	\$ 12,436	\$ 6,007	\$ 12,274	\$ 30,717	\$ 9,529,279	\$ 9,559,996	\$ 40

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A loan is considered impaired in accordance with the impairment accounting guidance (ASC Topic 310-10-35-16) when, based on current information and events, it is probable the Company will be unable to collect all amounts due from the borrower in accordance with the contractual terms of the loan. Impaired loans include nonperforming commercial loans, but also include loans modified in troubled debt restructurings (TDR).

The following table presents impaired loans for the years ended December 31, 2022 and 2021, including any acquired loans, net of discounts, which are considered as impaired:

	Unpaid Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Specific Reserve	Total Recorded Investment (Net of Specific Reserves)	Average Investment in Impaired Loans	Interest Income Recognition
December 31, 2022							
Nonincome-producing real estate							
Commercial	\$ 7,186	\$ 7,186	\$ -	\$ -	\$ 7,186	\$ 6,365	\$ 229
Custom and spec residential							
1-4 family	1,184	1,184	-	-	1,184	730	14
Income-producing real estate	37,900	37,377	398	25	37,750	38,101	2,212
Commercial and industrial							
Owner-occupied	1,925	868	590	80	1,378	1,514	92
Other – nonowner-occupied	27,621	24,432	2,432	242	26,622	26,713	1,576
Consumer							
Residential 1-4 family	6,166	6,162	-	-	6,162	5,965	153
Other	-	-	-	-	-	-	-
Total	<u>\$ 81,982</u>	<u>\$ 77,209</u>	<u>\$ 3,420</u>	<u>\$ 347</u>	<u>\$ 80,282</u>	<u>\$ 79,388</u>	<u>\$ 4,276</u>
December 31, 2021							
Nonincome-producing real estate							
Commercial	\$ 1,357	\$ 722	\$ 547	\$ 311	\$ 958	\$ 1,575	\$ 71
Custom and spec residential							
1-4 family	875	875	-	-	875	875	46
Income-producing real estate	55,791	40,113	-	-	40,113	40,154	2,091
Commercial and industrial							
Owner-occupied	2,303	780	876	115	1,541	1,751	141
Other – nonowner-occupied	13,642	5,581	4,456	1,370	8,667	10,138	652
Consumer							
Residential 1-4 family	3,766	3,747	-	-	3,747	3,759	172
Other	-	-	-	-	-	-	-
Total	<u>\$ 77,734</u>	<u>\$ 51,818</u>	<u>\$ 5,879</u>	<u>\$ 1,796</u>	<u>\$ 55,901</u>	<u>\$ 58,252</u>	<u>\$ 3,173</u>

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The following table presents the Company's nonaccrual loans, net of discounts, at December 31, 2022 and 2021. This table excludes performing TDRs.

	<u>2022</u>	<u>2021</u>
Nonincome-producing real estate		
Commercial	\$ 83	\$ 1,109
Custom and spec residential 1-4 family	2,711	1,254
Income-producing real estate	2,477	2,959
Commercial and industrial		
Owner-occupied	2,570	2,246
Other – nonowner-occupied	18,412	7,047
Consumer		
Residential 1-4 family	16,955	16,599
Other	1,050	112
Total	<u>\$ 44,258</u>	<u>\$ 31,326</u>

At December 31, 2022 and 2021, the Company had loans that were modified in TDRs and impaired. The modification of terms of such loans included one or a combination of the following: an extension of maturity, a reduction of the stated interest rate or a permanent reduction of the recorded investment in the loan.

The following tables present the activity for TDRs by class during the years ended December 31, 2022 and 2021 (in thousands except for the number of loans):

	<u>Number of Loans</u>	<u>Pre- Modification Recorded Balance</u>	<u>Post- Modification Recorded Balance</u>
December 31, 2022			
Term Extensions			
Nonincome-producing real estate			
Custom and spec residential 1-4 family	1	\$ 848	\$ 848
Income-producing real estate	-	-	-
Commercial and industrial			
Other – nonowner-occupied	1	576	576
Consumer			
Residential 1-4 family			
Total restructured loans	<u>2</u>	<u>\$ 1,424</u>	<u>\$ 1,424</u>

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	Number of Loans	Pre- Modification Recorded Balance	Post- Modification Recorded Balance
December 31, 2021			
Term Extensions			
Nonincome-producing real estate			
Commercial	-	-	-
Income-producing real estate			
Commercial and industrial	2	857	857
Other – nonowner-occupied	-	-	-
	-	-	-
Total restructured loans	2	\$ 857	\$ 857

The TDRs described above did not increase the allowance for loan losses and did not result in any charge-offs during the years ended December 31, 2022 and 2021.

As of December 31, 2022, there were no borrowers with loans designated as TDRs that met the criteria for placement back on accrual status. This criteria is a minimum of six months of payment performance under existing or modified terms.

In connection with its acquisition of North American Bancshares, Inc. in 2016, the Company acquired loans with contractual balances of \$1,633,103. At December 31, 2022, these loans totaled \$143,683. The Company evaluated these loans for impairment in accordance with ASC Topic 310-30. Acquired loans are considered impaired if there is evidence of credit deterioration since origination and if it is probable all contractually required payments will not be collected. At the date of acquisition, the Company did not identify any loans as specifically impaired. Through the grouping of the acquired loans into pools based on common risk characteristics, the Company estimated loan losses on the acquired loans resulting in a general impairment of \$20,754. As of December 31, 2022 and 2021, the unaccreted amount of the general impairment was \$1,260 and \$1,675, respectively. The Company recorded an allowance for loan losses of approximately \$1,749 and \$2,554 against these loans as of December 31, 2022 and 2021, respectively.

In 2022 and 2021, the Company sold \$28,655 and \$655,369, respectively, of residential 1-4 family loans and credit card loans held for investment, and recognized total losses of \$322 and gains of \$7,591, respectively.

The Company systematically reviews these pools of loans to determine the level of risk of losses.

Note 6: Mortgage Banking

Loans serviced for others are not included in the accompanying consolidated balance sheets. The risks inherent in mortgage servicing assets relate primarily to changes in prepayments that result from shifts in mortgage interest rates. The unpaid principal balances of mortgage and other loans serviced for others was \$9,586,699 and \$7,531,195 at December 31, 2022 and 2021, respectively.

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The following table presents the Company's revenue from mortgage banking operations in 2022 and 2021:

	<u>2022</u>	<u>2021</u>
Mortgage banking revenue:		
Gain on sale of loans held for sale	\$ 35,401	\$ 89,265
MSR hedge impact	(30,255)	4,160
Mortgage HFS and pipeline fair value adjustment	(5,305)	(14,841)
Forward commitments	275	3,075
Other fee income	15,208	18,130
	<u>\$ 15,324</u>	<u>\$ 99,789</u>
Total secondary mortgage market fees		
MSR with fair value adjustment	51,694	25,089
Servicing income	29,680	27,350
	<u>\$ 81,374</u>	<u>\$ 52,439</u>

Activity in mortgage servicing rights in 2022 and 2021 was as follows:

	<u>2022</u>	<u>2021</u>
Mortgage Servicing Rights:		
Balance at beginning of period	\$ 120,258	\$ 95,169
Additional of servicing rights	7,713	14,572
Fair value adjustment	43,981	10,517
	<u>\$ 171,952</u>	<u>\$ 120,258</u>
Balance at end of period		

The Company is potentially subject to losses in its loan servicing portfolio due to loan foreclosures. The Company has obligations to either repurchase the outstanding principal balance of a loan or make the purchaser whole for the economic benefits of a loan if it is determined that the loan sold violated representations or warranties made by the Company and/or the borrower at the time of the sale, which the Company refers to as mortgage loan servicing repurchase reserve expenses. Such representations and warranties typically include those made regarding loans that had missing or insufficient file documentation and/or loans obtained through fraud by borrowers or other third parties. Mortgage loan repurchase claims may be made until the loan is paid in full. When a repurchase claim is received, the Company evaluates the claim and takes appropriate actions based on the nature of the claim. The Company is required by Federal National Mortgage Association and Federal Home Loan Mortgage Corporation to provide a response to repurchase claims within 60 days of the date of receipt.

At December 31, 2022 and 2021, the reserve for mortgage loan servicing repurchase expenses was \$2,751 and \$2,111, respectively. There is inherent uncertainty in reasonably estimating the requirement for reserves against future mortgage loan servicing repurchase expenses. Future mortgage loan servicing repurchase reserve expenses depend on many subjective factors, including

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the review procedures of the purchasers and the potential refinance activity on loans sold with servicing released and the subsequent consequences under the representations and warranties.

Government National Mortgage Association (GNMA) optional repurchase programs allow financial institutions to buy back individual delinquent mortgage loans that meet certain criteria from the securitized loan pool for which the institution provides servicing. Refer to *Note 11: Borrowings* for more information.

Certain of the Company's secondary market investors require minimum net worth (capital) requirements, as specified in the respective selling and servicing agreements. In addition, these investors may require capital ratios in excess of the stated requirements to approve large servicing transfers. To the extent that these requirements are not met, the Company's secondary market investors may utilize a range of remedies ranging from sanctions, suspension or ultimately termination of the Company's selling and servicing agreements, which would prohibit the Company from further originating or securitizing these specific types of mortgage loans or being an approved servicer.

Among the Company's various capital requirements related to its outstanding selling and servicing agreements, the most restrictive of these requires the Company to maintain a minimum adjusted net worth balance of \$1,000. As of December 31, 2022, the Company was in compliance with its selling and servicing capital requirements.

Note 7: Premises and Equipment

The following is a summary of premises and equipment included in the accompanying consolidated balance sheets at December 31, 2022 and 2021:

	<u>2022</u>	<u>2021</u>
Land, buildings and improvements	\$ 417,785	\$ 374,031
Right-of-use assets	12,100	-
Furniture and equipment	92,227	72,164
Automobiles	<u>916</u>	<u>935</u>
	523,028	447,130
Accumulated depreciation	<u>(150,727)</u>	<u>(130,958)</u>
Net premises and equipment	<u>\$ 372,301</u>	<u>\$ 316,172</u>

Note 8: Leases

The Company leases certain real estate, as well as certain equipment, under non-cancelable operating leases that expire at various dates through 2029. Right-of-use assets are included in premises and equipment and lease liabilities are included in other liabilities in the accompanying consolidated balance sheets.

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The following shows the balance sheet details and components of the Company's lease expenses as of December 31, 2022:

	<u>2022</u>
Operating lease right of use assets (included in premises and equipment)	\$ 12,100
Operating lease liabilities (included in other liabilities)	\$ 12,194
Weighted average remaining lease term (years) - operating leases	8.41
Weighted average discount rate - operating leases	5.72%
Total operating lease expense	\$ 3,114
Right of use assets obtained in exchange for new operating lease liabilities	\$ 14,488

Maturities of operating lease liabilities at December 31, 2022, were as follows:

	<u>2022</u>
2023	\$ 3,421
2024	2,496
2025	2,408
2026	2,364
2027	1,131
Thereafter	<u>4,161</u>
Total lease payments	\$ 15,981
Less: Imputed interest	<u>3,787</u>
Total lease obligations	<u>\$ 12,194</u>

Note 9: Intangible Assets

The following is a summary of intangible assets included in the accompanying consolidated balance sheets at December 31, 2022 and 2021:

	<u>2022</u>	<u>2021</u>
Core deposit intangibles	\$ 115,819	\$ 115,817
Accumulated amortization	<u>(79,732)</u>	<u>(69,690)</u>
Net core deposit intangibles	<u>36,087</u>	<u>46,127</u>
Customer relationships	10,986	10,986
Accumulated amortization	<u>(3,878)</u>	<u>(2,564)</u>
Net customer relationships	<u>7,108</u>	<u>8,422</u>
Net intangible assets	<u>\$ 43,195</u>	<u>\$ 54,549</u>

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Expected yearly amortization expense for each of the following five years is \$10,042 and \$1,314 for core deposit intangibles and customer relationships, respectively.

There were no changes in the carrying value of goodwill in 2022 and 2021.

	<u>First United Bank & Trust Company</u>	<u>First United Bank Insurance Solutions</u>	<u>Total</u>
Balance, January 1, 2021	\$ 11,879	\$ 5,110	\$ 16,989
Balance, December 31, 2021	<u>11,879</u>	<u>5,110</u>	<u>16,989</u>
Goodwill acquired	-	-	-
Goodwill adjustment	-	-	-
Balance, December 31, 2022	<u>\$ 11,879</u>	<u>\$ 5,110</u>	<u>\$ 16,989</u>

Note 10: Deposits

At December 31, 2022 and 2021, deposits consisted of the following:

	<u>2022</u>	<u>2021</u>
Noninterest-bearing demand	\$ 3,089,906	\$ 2,923,545
Interest-bearing demand	6,830,295	6,091,022
Savings	690,374	650,649
Certificates of deposit	<u>1,357,580</u>	<u>919,386</u>
	<u>\$ 11,968,155</u>	<u>\$ 10,584,602</u>

Certificates of deposit in denominations that meet or exceed the FDIC insurance limit were \$455,636 and \$290,983 at December 31, 2022 and 2021, respectively. Brokered deposits were \$1,567,995 and \$696,042 at December 31, 2022 and 2021, respectively.

Aggregate maturities of interest-bearing time deposits by year as of December 31, 2022, were as follows:

2023	\$ 765,004
2024	486,699
2025	78,413
2026	20,201
2027	7,065
Thereafter	<u>198</u>
	<u>\$ 1,357,580</u>

In the normal course of business, the Company receives deposits in excess of \$250 from various state and municipal organizations. The Company pledged certain investment securities, as mentioned in *Note 4: Securities*, to secure these deposits. Additionally, the Company entered into

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an arrangement with Federal Home Loan Bank of Topeka (FHLB) resulting in FHLB issuing letters of credit on behalf of the Company, with the resulting beneficiary being the depositor, in connection with these deposits. Outstanding letters of credit to secure these public funds were \$2,484,200 and \$1,978,000 at December 31, 2022 and 2021, respectively.

Note 11: Borrowings

Borrowings as of December 31, 2022 and 2021 were as follows:

	<u>2022</u>	<u>2021</u>
Corporate sweep account agreements with simultaneous agreements to repurchase	\$ 113,340	\$ 114,401
GNMA eligible for repurchase liability	37,846	78,094
Borrowings from the PPPLF	3,808	130,540
Borrowings from the FHLB	<u>954,598</u>	<u>297,473</u>
	<u>996,252</u>	<u>506,107</u>
	<u>\$ 1,109,592</u>	<u>\$ 620,508</u>
Short-term borrowings and current maturities of long-term borrowings	\$ 211,422	\$ 241,700
Long-term borrowings	<u>898,170</u>	<u>378,808</u>
	<u>\$ 1,109,592</u>	<u>\$ 620,508</u>

The Company pledges available-for-sale securities against the repurchase agreements in connection with the corporate sweep accounts. As of December 31, 2022, \$17,122 of government agency issued securities and \$127,646 of government-sponsored entity issued securities were pledged. All of these agreements were overnight agreements. The maximum amount of outstanding agreements at any month-end during 2022 and 2021 was \$116,937 and \$134,668, respectively. The average interest rates paid in connection with these agreements were 0.54% and 0.45% for the years ended December 31, 2022 and 2021, respectively.

GNMA optional repurchase programs allow financial institutions to buy back individual delinquent mortgage loans that meet certain criteria from the securitized loan pool for which the institution provides servicing. At the servicer's option and without GNMA's prior authorization, the servicer may repurchase a delinquent loan for an amount equal to 100% of the remaining principal balance of the loan. This buy-back option is considered a conditional option until the delinquency criteria are met, at which time the option becomes unconditional. When a financial institution is deemed to have regained effective control over these loans under the unconditional buy-back option, the loans can no longer be reported as sold and must be included in the balance sheet as mortgage loans held for sale, regardless of whether the institution intends to exercise the buy-back option. These loans totaled \$37,846 and \$78,094 at December 31, 2022 and 2021, respectively, and were recorded as mortgage loans held for sale, at the lower of cost or fair value with a corresponding liability in FHLB advances and other borrowings on the Company's consolidated balance sheets.

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The Company has an agreement allowing for the borrowing of funds from the Federal Reserve Bank through their Borrower-In-Custody program. As of December 31, 2022, the Company has pledged as collateral certain commercial, agricultural, consumer and other loans of \$280,000, which will allow the Company to borrow up to \$197,203.

In 2020, the Company participated in the Federal Reserve Bank Paycheck Protection Program Liquidity Facility (PPPLF), in which Federal Reserve Banks extended non-recourse loans to institutions that were eligible to make Paycheck Protection Program (PPP) loans under the Coronavirus Aid, Relief, and Economic Security Act (CARES Act). Refer to *Note 15: Concentration of Credit Risk* for more information about the impact of COVID-19 and the CARES Act. Only PPP loans that were guaranteed by the SBA under the PPP, with respect to both principal and interest that are originated or purchased by an eligible institution, may pledge as collateral to the Federal Reserve Banks. Total borrowings of \$3,808 from PPPLF as of December 31, 2022 will mature in 2026 at a rate of 0.35%.

The Company borrows under a line of credit from FHLB. The individual advances under this line of credit range from \$250 to \$400,000 at rates ranging from 1.85% to 5.38% and require monthly interest payments. These advances currently mature from 2022 to 2035 and are subject to restrictions or penalties in the event of prepayment. As a stockholder of FHLB, the Company's maximum credit availability is based on the lesser of the following:

- FHLB borrowings may not exceed 25% of the Company's total assets.
- FHLB borrowings may not exceed the collateral value of certain loans and investment securities as identified on the Qualifying Collateral Determination Form.

As of December 31, 2022, the Company had no commitments with the FHLB for future advances.

As of December 31, 2022, the Company's outstanding credit availability with FHLB was \$1,415,776, which represents the excess collateral pledged.

Aggregate maturities of borrowings by year as of December 31, 2022, were as follows:

2023	\$ 211,422
2024	29,105
2025	412,163
2026	361,039
2027	32,135
Thereafter	<u>63,728</u>
	<u>\$ 1,109,592</u>

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Note 12: Subordinated Debt

The following is a summary of subordinated debt, net of discounts, included in the accompanying consolidated balance sheets at December 31, 2022 and 2021:

	<u>2022</u>	<u>2021</u>
DBI Capital Trust I	\$ 2,587	\$ 2,587
Durant Statutory Trust I	20,619	20,619
Durant Statutory Trust II	5,155	5,155
Krum Statutory Trust I	3,093	3,093
Consolidated Statutory Trust II	3,093	3,093
Consolidated Statutory Trust III	5,155	5,155
North American Capital Trust II	9,188	9,084
North American Capital Trust III	4,221	4,142
North American Capital Trust IV	37,717	36,654
Fixed-to-Floating Rate Subordinated Notes	<u>150,514</u>	<u>159,231</u>
	<u>\$ 241,342</u>	<u>\$ 248,813</u>

DBI Capital Trust I

On June 26, 2000, the Company established DBI Capital Trust I (the Trust), an Oklahoma business trust. On June 30, 2000, the Trust issued \$6,683 in Trust Preferred Securities, Series 1 (the Capital Securities, Series 1) and \$160 in Trust Preferred Securities, Series 2 (the Capital Securities, Series 2) to certain individuals in exchange for cash in the amount of \$4,363 and the surrender of promissory notes of the Company having a remaining principal balance of \$2,480. The Trust also issued on June 30, 2000, \$21 in common securities to the Company in exchange for cash. In a related transaction on June 30, 2000, the Company issued to the Trust two subordinated notes having principal balances of \$6,703 and \$160.

Distributions on the subordinated notes and the Capital Securities, Series 1 and 2, will be cumulative and are payable quarterly on the fifth day of January, April, July and October for distributions accrued through the end of the month immediately preceding such payment date. Cash distributions are paid at an annual rate equal to the prime rate as of January 2 of each calendar year on the first subordinated note and Capital Securities, Series 1, which was 3.25% at December 31, 2022. Cash distributions are paid at an annual rate equal to the prime rate plus 1% as of January 2 of each calendar year on the smaller subordinated note and Capital Securities, Series 2, which was 5.75% at December 31, 2022. The stated maturity date of the Capital Securities, Series 1 is June 30, 2030; however, they are subject to mandatory redemption, in whole or in part, based upon the repayment or redemption of the notes held by the Trust. The Capital Securities, Series 1 is guaranteed by the Company and qualify as Tier 1 regulatory capital. During any event of default, the Company may not declare or pay any dividends on any of its capital stock.

In 2020, the Company redeemed \$4,116 in Capital Securities, Series 1 and \$160 in Capital Securities, Series 2 in exchange for common stock.

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Durant Statutory Trust I

Durant Statutory Trust I issued \$20,000 of Floating Rate Capital securities on September 20, 2004. The trust-preferred securities will mature in 2034. The proceeds from the sale of the trust-preferred securities and the issuance of \$619 in common securities were used to purchase a \$20,619 Junior Subordinated Debenture from the Company.

Distributions on the Junior Subordinated Debenture and Floating Rate Capital Securities will be cumulative and will be payable quarterly in arrears on March 20, June 20, September 20 and December 20 of each year. Cash distributions are paid at a rate per annum equal to the three-month London InterBank Offered Rate (LIBOR) plus 2.10%, which was 6.85% at December 31, 2022. The Floating Rate Capital Securities are redeemable upon the maturity date of the Junior Subordinated Debenture, which is September 20, 2034. The Junior Subordinated Debenture is presented as long-term debt in the accompanying consolidated financial statements. The Floating Rate Capital Securities qualify as Tier 1 regulatory capital.

Durant Statutory Trust II

Durant Statutory Trust II issued \$5,000 of Floating Rate Capital securities on December 8, 2005. The trust-preferred securities will mature in 2035. The proceeds from the sale of the trust-preferred securities and the issuance of \$155 in common securities were used to purchase a \$5,155 Junior Subordinated Debenture from the Company.

Distributions on the Junior Subordinated Debenture and Floating Rate Capital Securities will be cumulative and will be payable quarterly in arrears on March 15, June 15, September 15 and December 15 of each year. Cash distributions are paid at a rate per annum equal to the three-month LIBOR plus 1.33%, which was 6.10% at December 31, 2022. The Floating Rate Capital Securities are redeemable upon the maturity date of the Junior Subordinated Debenture, which is December 15, 2035. The Junior Subordinated Debenture is presented as long-term debt in the accompanying consolidated financial statements. The Floating Rate Capital Securities qualify as Tier 1 regulatory capital.

Krum Statutory Trust I

Krum Statutory Trust I issued \$3,000 of Floating Rate Capital securities on December 17, 2003. The trust-preferred securities will mature in 2033. The proceeds from the sale of the trust-preferred securities and the issuance of \$93 in common securities were used to purchase a \$3,093 Junior Subordinated Debenture from Krum Bancshares, Inc. In connection with the acquisition of Krum Bancshares, Inc., in 2005, the Company also acquired all common securities of Krum Statutory Trust I and assumed the liability for the Junior Subordinated Debenture

Distributions on the Junior Subordinated Debenture and Floating Rate Capital Securities will be cumulative and will be payable quarterly in arrears on March 17, June 17, September 17 and December 17 of each year. Cash distributions are paid at a rate per annum equal to the three-month LIBOR plus 2.85%, which was 7.59% at December 31, 2022. The Floating Rate Capital Securities are redeemable upon the maturity date of the Junior Subordinated Debenture, which is December 17, 2033. The Junior Subordinated Debenture is presented as long-term debt in the accompanying consolidated financial statements. The Floating Rate Capital Securities qualify as Tier 1 regulatory capital.

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Consolidated Statutory Trust II

Consolidated Statutory Trust II issued \$3,000 of Floating Rate Capital securities on September 17, 2003. The trust-preferred securities will mature in 2033. The proceeds from the sale of the trust-preferred securities and the issuance of \$93 in common securities were used to purchase a \$3,093 Junior Subordinated Debenture from Consolidated Equity Corporation. In connection with the acquisition of Consolidated Equity Corporation, in 2015, the Bank also acquired all common securities of Consolidated Statutory Trust II and assumed the liability for the Junior Subordinated Debenture.

Distributions on the Junior Subordinated Debenture and Floating Rate Capital Securities will be cumulative and will be payable quarterly in arrears on March 17, June 17, September 17 and December 17 of each year. Cash distributions are paid at a rate per annum equal to the three-month LIBOR plus 3.05%, which was 7.79% at December 31, 2022. The Floating Rate Capital Securities are redeemable upon the maturity date of the Junior Subordinated Debenture, which is September 17, 2033. The Junior Subordinated Debenture is presented as long-term debt in the accompanying consolidated financial statements. The Floating Rate Capital Securities qualify as Tier 1 regulatory capital.

Consolidated Statutory Trust III

Consolidated Statutory Trust II issued \$5,000 of Floating Rate Capital securities on September 20, 2007. The trust-preferred securities will mature in 2037. The proceeds from the sale of the trust-preferred securities and the issuance of \$155 in common securities were used to purchase a \$5,155 Junior Subordinated Debenture from Consolidated Equity Corporation. In connection with the acquisition of Consolidated Equity Corporation, in 2015, the Company also acquired all common securities of Consolidated Statutory Trust II and assumed the liability for the Junior Subordinated Debenture.

Distributions on the Junior Subordinated Debenture and Floating Rate Capital Securities will be cumulative and will be payable quarterly in arrears on March 15, June 15, September 15 and December 15 of each year. Cash distributions are paid at a rate per annum equal to the three-month LIBOR plus 1.55%, which was 6.32% at December 31, 2022. The Floating Rate Capital Securities are redeemable upon the maturity date of the Junior Subordinated Debenture, which is December 15, 2037. The Junior Subordinated Debenture is presented as long-term debt in the accompanying consolidated financial statements. The Floating Rate Capital Securities qualify as Tier 1 regulatory capital.

North American Capital Trust II

North American Capital Trust II issued \$10,000 of Floating Rate Capital securities on September 16, 2003. The trust-preferred securities will mature in 2033. The proceeds from the sale of the trust-preferred securities and the issuance of \$310 in common securities were used to purchase a \$10,310 Junior Subordinated Debenture from North American Bancshares, Inc. In connection with the acquisition of North American Bancshares, Inc. in 2016, the Company also acquired all common securities of North American Capital Trust II and assumed the liability for the Junior Subordinated Debenture. At the time of acquisition, the Company evaluated the fair value of these debentures, resulting in the recording of a discount of \$1,747, lowering the recorded fair value to \$8,563. The Company had unaccreted discount on subordinated debt of \$1,122 and \$1,226 at

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December 31, 2022 and 2021, respectively. The related accretion expense was \$105 for each of the years ended December 31, 2022 and 2021.

Distributions on the Junior Subordinated Debenture and Floating Rate Capital Securities will be cumulative and will be payable quarterly in arrears on January 8, April 8, July 8 and October 8 of each year. Cash distributions are paid at a rate per annum equal to the three-month LIBOR plus 3.00%, which was 7.08% at December 31, 2022. The Floating Rate Capital Securities are redeemable upon the maturity date of the Junior Subordinated Debenture, which is October 8, 2033. The Junior Subordinated Debenture is presented as long-term debt in the Company's consolidated financial statements. The Floating Rate Capital Securities qualify as Tier 1 regulatory capital.

North American Capital Trust III

North American Capital Trust III issued \$5,000 of Floating Rate Capital securities on September 23, 2004. The trust-preferred securities will mature in 2034. The proceeds from the sale of the trust-preferred securities and the issuance of \$155 in common securities were used to purchase a \$5,155 Junior Subordinated Debenture from North American Bancshares, Inc. In connection with the acquisition of North American Bancshares, Inc. in 2016, the Company also acquired all common securities of North American Capital Trust III and assumed the liability for the Junior Subordinated Debenture. At the time of acquisition, the Company evaluated the fair value of these debentures, resulting in the recording of a discount of \$1,410, lowering the recorded fair value to \$3,745. The Company had unaccreted discount on subordinated debt of \$934 and \$1,013 at December 31, 2022 and 2021, respectively. The related accretion expense was \$79 for each of the years ended December 31, 2022 and 2021.

Distributions on the Junior Subordinated Debenture and Floating Rate Capital Securities will be cumulative and will be payable quarterly in arrears on January 7, April 7, July 7 and October 7 of each year. Cash distributions are paid at a rate per annum equal to the three-month LIBOR plus 2.15%, which was 6.23% at December 31, 2022. The Floating Rate Capital Securities are redeemable upon the maturity date of the Junior Subordinated Debenture, which is October 7, 2034. The Junior Subordinated Debenture is presented as long-term debt in the Company's consolidated financial statements. The Floating Rate Capital Securities qualify as Tier 1 regulatory capital.

North American Capital Trust IV

North American Capital Trust IV issued \$50,000 of Floating Rate Capital securities on November 4, 2005. The trust-preferred securities will mature in 2036. The proceeds from the sale of the trust-preferred securities and the issuance of \$1,547 in common securities were used to purchase a \$51,547 Junior Subordinated Debenture from North American Bancshares, Inc. In connection with the acquisition of North American Bancshares, Inc. in 2016, the Company also acquired all common securities of North American Capital Trust IV and assumed the liability for the Junior Subordinated Debenture. At the time of acquisition, the Company evaluated the fair value of these debentures, resulting in the recording of a discount of \$20,209, lowering the recorded fair value to \$31,338. The Company had unaccreted discount on subordinated debt of \$13,830 and \$14,893 at December 31, 2022 and 2021, respectively. The related accretion expense was \$1,063 for each of the years ended December 31, 2022 and 2021.

Distributions on the Junior Subordinated Debenture and Floating Rate Capital Securities will be cumulative and will be payable quarterly in arrears on January 7, April 7, July 7 and October 7 of

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each year. Cash distributions are paid at a rate per annum equal to the three-month LIBOR plus 1.33%, which was 5.41% at December 31, 2022. The Floating Rate Capital Securities are redeemable upon the maturity date of the Junior Subordinated Debenture, which is January 7, 2036. The Junior Subordinated Debenture is presented as long-term debt in the Company's consolidated financial statements. The Floating Rate Capital Securities qualify as Tier 1 regulatory capital.

Fixed-to-Floating Rate Subordinated Notes

On March 7, 2017 the Company issued \$100,000 of Fixed-to-Floating Rate Subordinated Notes Due 2027 (Subnotes 1). The maturity date of Subnotes 1 is March 15, 2027, although the Company may, subject to regulatory approval, redeem some or all of Subnotes 1 beginning on the interest payment date of March 15, 2022.

From and including March 7, 2017, to but excluding March 15, 2022, Subnotes 1 will bear interest at the rate of 5.875% per year and will be payable semi-annually in arrears on March 15 and September 15 of each year, beginning on September 15, 2017. From and including March 15, 2022, Subnotes 1 will bear interest at a rate per annum equal to the three-month LIBOR plus 3.742%, payable quarterly in arrears on each March 15, June 15, September 15 and December 15 of each year, beginning on June 15, 2022, through the maturity date or the early redemption date of the notes.

On September 15, 2022, the Company redeemed 100% of Subnotes 1. The aggregate redemption cost was \$101,424 including principal and interest.

On June 29, 2020 the Company issued \$60,000 of Fixed-to-Floating Rate Subordinated Notes Due 2030 (Subnotes 2). The maturity date of Subnotes 2 is July 1, 2030, although the Company may, subject to regulatory approval, redeem some or all of Subnotes 2 beginning on the interest payment date of July 1, 2025.

From and including June 29, 2020, to but excluding July 1, 2025, Subnotes 2 will bear interest at the rate of 5.500% per year and will be payable semi-annually in arrears on January 1 and July 1 of each year, beginning on January 1, 2021. From and including July 1, 2025, Subnotes 2 will bear interest at a rate per annum equal to the three-month term secured overnight financing rate published by the Federal Reserve Bank of New York plus 5.38%, payable quarterly in arrears on each January 1, April 1, July 1, and October 1 of each year, beginning on July 1, 2025, through the maturity date or the early redemption date of the notes.

As of December 31, 2022, unamortized debt issuance cost was \$507 and related amortization expense in 2022 was \$203.

On September 7, 2022 the Company issued \$92,000 of Fixed-to-Floating Rate Subordinated Notes Due 2032 (Subnotes 3). The maturity date of Subnotes 3 is September 15, 2032, although the Company may, subject to regulatory approval, redeem some or all of Subnotes 3 beginning on the interest payment date of September 15, 2027.

From and including September 7, 2022, to but excluding September 15, 2027, Subnotes 3 will bear interest at the rate of 6.000% per year and will be payable semi-annually in arrears on March 15 and September 15 of each year, beginning on March 15, 2023. From and including September 15, 2027, Subnotes 3 will bear interest at a rate per annum equal to the three-month term secured overnight financing rate published by the Federal Reserve Bank of New York plus 3.05%, payable quarterly

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in arrears on each March 15, June 15, September 15 and December 15 of each year, beginning on December 15, 2027, through the maturity date or the early redemption date of the notes.

As of December 31, 2022, unamortized debt issuance cost was \$980 and related amortization expense in 2022 was \$70.

These notes are unsecured and are subordinated and junior in right of payment to the obligations of the Company to its general and secured creditors (to the extent of such security), to deposits and liabilities of the Company (other than the Company's existing trust preferred securities) and of any subsidiary of the Company, including the Bank, and to all senior indebtedness from time to time outstanding of the Company. The notes will not be guaranteed by any subsidiary of the Company, including the Bank. The Company's right to receive any assets of its subsidiaries upon their liquidation or reorganization, and the resulting right of the holders of the notes to participate in those assets, will effectively be subordinated to the claims of the Company's subsidiaries' creditors. The Company contributed \$30,000, \$50,000 and \$55,000 of the proceeds of Subnotes 1, Subnotes 2 and Subnotes 3, respectively, to the Bank. The Company is using its remaining net proceeds for general corporate purposes.

None of the Company's subordinated debt matures within the next five years.

Note 13: Derivative Instruments

Risk Management Objective of Using Derivatives

The Company enters into derivative instruments to manage risks related to differences in the amount, timing, and duration of the Company's known or expected cash receipts and its known for expected cash payments, as well as to manage changes in fair values of some assets which are marked at fair value through the consolidated statement of income on a recurring basis.

Cash Flow Hedges of Interest Rate Risk

The Company is a party to interest rate swap agreements under which the Company receives interest at a variable rate and pays at a fixed rate. The derivative instruments represented by these swap agreements are designated as cash flow hedges of the Company's forecasted variable cash flows under a variable rate term borrowing agreement. During the term of the swap agreements, the derivative gain or loss, including any ineffectiveness, is initially recorded in accumulated other comprehensive income and subsequently reclassified into earnings in the periods that the hedged forecasted variable-rate interest payments affected earnings. There was no ineffective portion of the change in fair value of the derivatives recognized directly in earnings during 2022 and 2021. In 2021, the Company recognized a gain of \$4,973 related to executed swap agreements due to the cancellation of forecasted transactions.

Derivatives Not Designated as Hedges

The Company enters into certain derivative agreements as part of its mortgage banking and related risk management activities. These agreements included interest rate lock commitments on prospective residential mortgage loans and forward commitments to sell these loans to investors on a mandatory and best efforts delivery basis. The Company also economically hedges the value of mortgage servicing rights by entering into a series of commitments to purchase mortgage-backed

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securities in the future. Derivative assets are reported in the consolidated balance sheets in other assets and derivative liabilities are reported in interest payable and other liabilities.

The following table reflects the derivative instruments included in the Consolidated Balance Sheets as of December 31, 2022 and 2021:

	2022		
	Notional Amount	Other Assets	Other Liabilities
Derivatives designated as hedging			
Interest rate contracts on deposits	\$ 1,502,000	\$ 72,784	\$ -
Interest rate contracts on subordinated debt	101,034	18,331	-
Total	<u>\$ 1,603,034</u>	<u>\$ 91,115</u>	<u>\$ -</u>
Derivatives not designated as hedging			
Forward commitments	\$ 103,531	\$ 426	\$ 187
Interest rate-lock commitments	102,330	508	283
Mortgage servicing	280,000	31	998
Total	<u>\$ 485,861</u>	<u>\$ 965</u>	<u>\$ 1,468</u>
	2021		
	Notional Amount	Other Assets	Other Liabilities
Derivatives designated as hedging			
Interest rate contracts on deposits	\$ 1,002,000	\$ 3,655	\$ 504
Interest rate contracts on subordinated debt	101,034	4,389	-
Total	<u>\$ 1,103,034</u>	<u>\$ 8,044</u>	<u>\$ 504</u>
Derivatives not designated as hedging			
Forward commitments	\$ 247,899	\$ 179	\$ 215
Interest rate-lock commitments	237,685	2,828	25
Mortgage servicing	400,000	1,205	456
Total	<u>\$ 885,584</u>	<u>\$ 4,212</u>	<u>\$ 696</u>

The amount of gain (loss) recognized in other comprehensive income on derivatives (effective portion) is included in table below as of December 31, 2022 and 2021:

	2022	2021
Derivative in cash flow hedging relationships		
Interest rate contracts net of income tax of \$17,551 and 5,356	<u>\$ 66,024</u>	<u>\$ 24,083</u>

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The amount of gain (loss) recognized in the consolidated statements of income is included in table below as of December 31, 2022 and 2021:

	<u>2022</u>	<u>2021</u>
Forward commitments	\$ 275	\$ 3,075
Interest rate-lock commitments	(2,578)	(12,662)
Mortgage servicing	<u>(1,716)</u>	<u>3,797</u>
Total	<u>\$ (4,019)</u>	<u>\$ (5,790)</u>

Note 14: Income Taxes

Income tax expense for the year ended December 31, 2022 and 2021 consists of the following:

	<u>2022</u>	<u>2021</u>
Federal income taxes:		
Current	\$ 10,323	39,568
Deferred	18,054	(104)
State income taxes:		
Current	415	3,291
Deferred	<u>(363)</u>	<u>174</u>
Income tax expense	<u>\$ 28,429</u>	<u>\$ 42,929</u>

Income tax expense for the year ended December 31, 2022 and 2021 differs from the statutory federal rate of 21% due to the following:

	<u>2022</u>	<u>2021</u>
Statutory U.S. Federal Income Tax	\$ 34,559	\$ 46,418
Increase (decrease) resulting from		
Tax-exempt interest	(2,941)	(2,908)
State Tax	1,452	3,269
Other, net	<u>(4,641)</u>	<u>(3,850)</u>
Provision for income taxes	<u>\$ 28,429</u>	<u>\$ 42,929</u>

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Deferred tax assets (liabilities) included in net deferred taxes in the accompanying consolidated balance sheets consist of the following:

	<u>2022</u>	<u>2021</u>
Deferred tax assets:		
Allowance for loan losses	\$ 25,304	\$ 22,202
Deferred compensation	4,970	4,726
Other	<u>7,783</u>	<u>7,148</u>
Total deferred tax assets	<u>\$ 38,057</u>	<u>\$ 34,076</u>
Deferred tax liabilities:		
Mortgage servicing rights	\$ (38,239)	\$ (26,778)
Intangible assets	(6,271)	(8,437)
Property and equipment	(31,420)	(19,904)
Purchase accounting adjustments	(3,733)	(3,914)
Partnership Income	(2,939)	(1,804)
Prepaid expenses	(2,469)	(1,948)
Other	<u>(1,152)</u>	<u>(1,766)</u>
Total deferred tax liabilities	<u>\$ (86,223)</u>	<u>\$ (64,551)</u>
Tax effect-unrealized gain on available-for-sale securities	24,427	(6,396)
Tax effect-unrealized gain on cash flow hedge	(19,134)	(1,583)
Net deferred tax liabilities	<u>\$ (42,873)</u>	<u>\$ (38,454)</u>

In 2021, the Company participated in a solar tax equity investment fund as part of a tax credit and renewable energy initiative. The Company contributed \$28,768 and \$28,156 to the fund at December 31, 2022 and 2021, respectively, resulting in \$26,498 and \$19,400 tax credits, respectively, and 9 renewable energy projects being placed into service in 2022. The solar tax equity investment is reported in other assets on the accompanying consolidated balance sheets.

Note 15: Concentration of Credit Risk

The Company grants commercial, real estate and consumer loans to its customers primarily in Oklahoma and north and central Texas. Although the Company has a diversified loan portfolio, the majority of its customers reside in the areas in which the Company operates.

In 2021, certain borrowers were unable to meet their contractual payment obligations because of the adverse effects of COVID-19. To help mitigate these effects, loan customers could apply for a deferral of payments, or portions thereof, for up to 90 days. After 90 days, customers could apply for an additional deferral, and a small proportion of our customers have requested such an additional deferral. In the absence of other intervening factors, such short-term modifications made on a good faith basis were not categorized as troubled debt restructurings, nor were loans granted payment deferrals related to COVID-19 reported as past due or placed on non-accrual status (provided the loans were not past due or on non-accrual status prior to the deferral).

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In 2021, the Company was a participating lender in the PPP established under the CARES Act and administered by the Small Business Administration (“SBA”). In 2021, the Company originated \$273,163 in PPP loans. At December 31, 2022 and 2021, there were 65 and 5,372 remaining PPP loans with aggregate outstanding balances of \$5,400 and \$492,589 classified as commercial and industrial loans, net of \$165 and \$9,459 in net deferred loan fees, respectively. PPP loans are fully guaranteed by the U.S. government and can be forgiven by the SBA if the borrower uses the proceeds to pay specified expenses.

Note 16: The Fair Value Option – Loans Held for Sale

As permitted by ASC Topic 825 *Financial Instruments*, the Company has elected to measure loans held for sale at fair value. Management has elected the fair value option for these items because the fair value election for these loans reduces certain timing differences by better matching changes in the value of the loans with changes in the value of derivatives used as economic hedges for the loans. The fair value option was elected for all loans held for sale.

The aggregate fair value of loans held for sale exceeded the aggregate unpaid principal balance by \$738 and \$2,518 at December 31, 2022 and 2021, respectively. The Company is not carrying any loans held for sale for which the fair value of loans is 90 days or more past due or held in nonaccrual status.

Changes in fair value for items for which the fair value option has been elected and the line item in which these changes are reported in noninterest income at December 31, 2022 and 2021 are as follows:

	2022		2021	
	Other Losses	Total Changes In Fair Value	Other Losses	Total Changes In Fair Value
Loans held for sale	\$ (1,779)	\$ (1,779)	\$ (2,178)	\$ (2,178)

For loans held for sale, the total change in fair value is not related to specific credit risk as these loans were originated under regulated underwriting standards and sold in the secondary market without specific credit risk adjustments.

Fair value is estimated using the quoted market prices for loans held for sale, adjusted for differences in loan characteristics. The Company sells its loan products to private investors or governmental agencies, which is the principal market used for establishing their loan prices.

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Note 17: Disclosures About Fair Value of Assets and Liabilities

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities the entity can access at the measurement date.
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3** Unobservable inputs supported by little or no market activity and significant to the fair value of the assets or liabilities.

Financial instruments are categorized by recurring or nonrecurring measurement status. Recurring assets are initially measured at fair value and are required to be remeasured at fair value in the accompanying consolidated financial statements at each reporting date. Assets measured on a nonrecurring basis are assets that, due to an event or circumstance, were required to be remeasured at fair value after initial recognition in the financial statements at some time during the reporting period.

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Recurring Measurements

The following tables present the fair value measurements of assets and liabilities recognized in the accompanying consolidated balance sheets measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2022 and 2021.

	Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
2022				
Available-for-Sale Securities				
U.S. GSEs	\$ 27,542	\$ -	\$ 27,542	\$ -
Mortgage-backed securities – GSEs	838,903	-	838,903	-
Obligations of state and political subdivisions	512,700	-	512,700	-
Mortgage loans held for sale	187,736	-	187,736	-
Mortgage servicing rights	171,952	-	-	171,952
Mortgage servicing rights derivatives	(967)	(967)	-	-
Forward sale commitments	239	-	-	239
Commitments to originate loans	225	-	-	225
Interest rate swaps	91,115	-	91,115	-
	<u>\$ 1,829,445</u>	<u>\$ (967)</u>	<u>\$ 1,657,996</u>	<u>\$ 172,416</u>
2021				
Available-for-Sale Securities				
U.S. GSEs	\$ -	\$ -	\$ -	\$ -
Mortgage-backed securities – GSEs	700,032	-	700,032	-
Obligations of state and political subdivisions	513,526	-	513,526	-
Mortgage loans held for sale	243,981	-	243,981	-
Mortgage servicing rights	120,258	-	-	120,258
Mortgage servicing rights derivatives	1,205	1,205	-	-
Forward sale commitments	(36)	-	-	(36)
Commitments to originate loans	2,803	-	-	2,803
Interest rate swaps	7,540	-	7,540	-
	<u>\$ 1,589,309</u>	<u>\$ 1,205</u>	<u>\$ 1,465,079</u>	<u>\$ 123,025</u>

Following is a description of the valuation methodologies used for assets and liabilities measured at fair value on a recurring basis and recognized in the accompanying consolidated balance sheets, as well as the general classification of such assets and liabilities pursuant to the valuation hierarchy. There have been no significant changes in valuation techniques during the years ended December 31, 2022 and 2021.

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Available-for-Sale Securities

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Level 2 securities include U.S. government and other agencies, obligations of state and political subdivisions and mortgage-backed securities.

Third-party vendors compile prices from various sources and may apply such techniques as matrix pricing to determine the value of identical or similar investment securities (Level 2). Matrix pricing is a mathematical technique widely used in the financial institution industry to value investment securities without relying exclusively on quoted prices for specific investment securities, but rather relying on the investment securities' relationship to other benchmark-quoted investment securities. Matrix pricing is utilized in the valuation of the U.S. government agency debt and mortgage-backed securities, as well as securities issued by state and political subdivisions.

Mortgage Loans Held for Sale

Fair value of loans held for sale are based on quoted market prices, where available, or are determined by discounting estimated cash flows using interest rates approximating the Company's current origination rates for similar loans. Loans held for sale based on quoted market prices are classified within Level 1 of the hierarchy. Otherwise, loans held for sale are classified within Level 2 of the valuation hierarchy; however, certain loans may be classified within Level 3 due to the lack of observable pricing data.

Mortgage Servicing Rights

Mortgage servicing rights do not trade in an active, open market with readily observable prices. Accordingly, fair value is estimated using discounted cash flow models having significant inputs of annual servicing cost, delinquencies and foreclosure costs, loan prepayment speeds, pretax discount rates and other ancillary servicing income and cost. Due to the nature of the valuation inputs, mortgage servicing rights are classified within Level 3 of the hierarchy.

Mortgage Servicing Rights Derivatives

Derivatives are reported at fair value utilizing Level 1 inputs. The Company uses dealer quotations obtained from third-party firms for derivatives used for hedging mortgage servicing rights. Third-party firms make use of exchange settlement prices (Level 1), which are published daily to value these derivatives.

The carrying amounts of the MSR's equal fair value and are valued using a discounted cash flow valuation technique. The significant assumptions used to value MSR's were as follow:

	2022		2021	
	Range	Weighted Average	Range	Weighted Average
Prepayment speeds	6.02% - 23.04%	6.72%	7.93% - 42%	11.48%
Discount rates	8% - 8.95%	8.19%	8% - 8.91%	8.18%

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Commitments to Originate Loans and Forward Sale Commitments

The fair value of commitments to originate loans and the fair value of forward-sale commitments are estimated using significant unobservable inputs, such as fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties and are classified within Level 3 of the hierarchy.

Interest Rate Swaps

Fair values for interest rate swap agreements are based upon the amounts that would be required to settle the contracts and are classified within Level 1 of the fair value hierarchy. Valuations are provided either by third-party dealers in the contracts or active market quotes provided by independent pricing services.

Level 3 Reconciliation

The following is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the accompanying consolidated balance sheets using significant unobservable (Level 3) inputs:

	Mortgage Servicing Rights	Forward Sale Commitments	Commitments to Originate Loans
Balance, January 1, 2021	\$ 95,169	\$ (3,111)	\$ 15,465
Total realized and unrealized gains (losses) included in net income	(21,519)	3,075	(12,662)
Issuances	36,091	-	-
Settlements	10,517	-	-
Balance, December 31, 2021	<u>\$ 120,258</u>	<u>\$ (36)</u>	<u>\$ 2,803</u>
Total realized and unrealized gains (losses) included in net income	(19,505)	275	(2,578)
Issuances	27,218	-	-
Settlements	43,981	-	-
Balance, December 31, 2022	<u>\$ 171,952</u>	<u>\$ 239</u>	<u>\$ 225</u>
Total gains (losses) for the year ended 2022 included in net income attributable to the change in unrealized gains related to assets and liabilities still held at December 31, 2022	<u>\$ 51,694</u>	<u>\$ 275</u>	<u>\$ (2,578)</u>

All realized and unrealized gains and losses for items reflected in the table above are included in net income in the accompanying consolidated statements of income and comprehensive income within noninterest income.

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Nonrecurring Measurements

The following table presents the fair value measurements of assets measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurements fell at December 31, 2022 and 2021:

	Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
2022				
Collateral-dependent impaired loans	\$ 3,073	\$ -	\$ -	\$ 3,073
Foreclosed assets held for sale	\$ 173	\$ -	\$ -	\$ 173
2021				
Collateral-dependent impaired loans	\$ 4,740	\$ -	\$ -	\$ 4,740
Foreclosed assets held for sale	\$ 5,865	\$ -	\$ -	\$ 5,865

Following is a description of the valuation methodologies used for assets measured at fair value on a nonrecurring basis and recognized in the accompanying consolidated balance sheets, as well as the general classification of such assets pursuant to the valuation hierarchy.

Impaired Loans, Net of Allowance for Loan Losses

A loan is considered to be impaired when it is probable that all of the principal and interest due may not be collected according to its contractual terms. Generally, when a loan is considered impaired, the amount of reserve required is measured based on the fair value of the underlying collateral. The Company makes such measurements on all material loans deemed impaired using the fair value of the collateral for collateral-dependent loans. The fair value of collateral used by the Company is determined by obtaining an observable market price or by obtaining an appraised value from an independent, licensed or certified appraiser, using observable market data. This data includes information, such as the selling price of similar properties and capitalization rates of similar properties sold within the market, expected future cash flows or earnings of the subject property based on current market expectations and other relevant factors. All appraised values are adjusted for market-related trends, based on the Company's experience in sales and other appraisals of similar property types, as well as estimated selling costs. Periodically, management reviews all collateral-dependent impaired loans on a loan-by-loan basis to determine whether updated appraisals are necessary, based on loan performance, collateral type and guarantor support. At times, the Company measures the fair value of collateral-dependent impaired loans using appraisals with dates prior to one year from the date of review. These appraisals are discounted by applying current, observable market data about similar property types, such as sales contracts, approved foreclosure bids, other appraisals, sales or collateral assessments based on current market activity until updated appraisals are obtained. Depending on the length of time since an appraisal was

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performed and the data provided through the Company's reviews, these appraisals are typically discounted 10–30%. The policy described above is the same for all types of collateral-dependent impaired loans.

The Company records impaired loans as nonrecurring Level 3. If a loan's fair value as estimated by the Company is less than its carrying value, the Company either records a charge-off of the portion of the loan that exceeds the fair value or establishes a reserve within the allowance for loan losses specific to the loan. Loans for which such charge-offs or reserves were recorded during the years ended December 31, 2022 and 2021, are shown in the table on the previous page.

Foreclosed Assets Held for Sale

Foreclosed assets held for sale are initially recorded at fair value, less estimated cost to sell, at the date of foreclosure. Subsequent to foreclosure, valuations are performed by management and the assets are carried at the lower of carrying amount or fair value, less estimated cost to sell. Foreclosed assets held for sale are classified within Level 3 of the fair value hierarchy. The foreclosed assets represented in the table on the previous page were remeasured during the years ended December 31, 2022 and 2021, subsequent to their initial transfer to foreclosed assets.

Note 18: Regulatory Capital

The Company and the Bank are subject to various regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possible additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's and the Bank's financial statements. Under the regulatory capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines involving quantitative measures of the Company's and the Bank's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Company's and the Bank's capital amounts and classification under the prompt corrective action guidelines are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Furthermore, the Company's or the Bank's regulators could require adjustments to regulatory capital not reflected in the accompanying consolidated financial statements.

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum ratios (set forth in the table below) of Tier 1 capital (as defined in the regulations) to total average assets (as defined) and minimum ratios of total capital (as defined) to risk-weighted assets (as defined). To be considered adequately capitalized (as defined) under the regulatory framework for prompt corrective action, the Company and the Bank must maintain minimum Tier 1 leverage, Tier 1 risk-based and total risk-based ratios as set forth in the table.

To be well capitalized under federal bank regulatory agency definitions, a depository institution must have a Common Equity Tier 1 Capital ratio of at least 6.5%, Tier 1 Capital ratio of at least 8%, a Total Capital ratio of at least 10% and a leverage ratio of at least 5%. As of December 31, 2022, the most recent notifications from applicable regulatory agencies categorized the Bank as well capitalized. There are no conditions since the most recent notification of the Bank's capital category that management believes would change its category.

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Basel III Capital guidelines require an additional capital measurement referred to as Common Equity Tier 1 Capital (CET1). CET1 specifies that Tier 1 Capital consist of CET1 and “additional Tier 1 Capital.” Basel III Capital guidelines require banks to maintain a capital conservation buffer of 2.5% and define ratios necessary to be considered “well capitalized.” The 2.5% capital conservation buffer is included in the applicable minimum required ratios in the table below. Regulators use these guidelines in the review and approval of acquisitions, dividend payments, share buybacks, discretionary payments on Tier 1 instruments, and discretionary bonuses.

In 2021, the Company originated loans to qualified small businesses under the Payroll Protection Program (PPP) administered by the SBA. Federal bank regulatory agencies issued an interim final rule that permits banks to neutralize the regulatory capital effects of participating in the Paycheck Protection Program Lending Facility (PPPLF) and clarifies that PPP loans have a zero percent risk weight under applicable risk-based capital rules. Specifically, a bank may exclude all PPP loans pledged as collateral to PPPLF from its average total consolidated assets for the purposes of calculating its leverage ratio, while PPP loans that are not pledged as collateral to PPPLF will be included. As of December 31, 2022, 99.997% of PPP loans were pledged to the PPPLF and assigned zero percent risk weight.

The minimum required ratios, the ratios to be well capitalized and the Company’s and the Bank’s respective ratios are as follows:

	Minimum Required Ratios		Ratios to be Well Capitalized	Company		Bank	
				December 31,		December 31,	
	2022	2021	2022	2021	2022	2021	
Common equity tier 1 capital				\$ 1,011,444	\$ 879,897	\$ 1,294,772	\$ 1,032,516
Tier 1 risk-based capital				\$ 1,179,887	\$ 966,343	\$ 1,294,772	\$ 1,032,516
Total capital				\$ 1,445,100	\$ 1,226,093	\$ 1,409,471	\$ 1,133,035
Leverage ratio	4.00%	4.00%	5.00%	8.27%	8.14%	9.07%	8.74%
Common equity tier 1 capital ratio	7.00%	7.00%	6.50%	8.44%	8.53%	10.82%	10.08%
Tier 1 capital ratio	8.50%	8.50%	8.00%	9.85%	9.36%	10.82%	10.08%
Total capital ratio	10.50%	10.50%	10.00%	12.06%	11.88%	11.78%	11.06%

The Company’s ability to pay dividends is dependent, in part, on its ability to receive dividends from the Bank. Under state banking regulations, the Bank may not declare dividends on its common stock (without regulatory approval) in any year that dividends exceed the net income of the Bank for that year, (as defined) combined with its retained net profits (as defined) for the preceding two years. During 2022 and 2021, the Bank paid dividends to the Company of \$5,000 and \$27,774, respectively. As of December 31, 2022, the Bank had \$391,323 of retained earnings available for the payment of dividends to the Company.

Series A Preferred Stock

On October 7, 2022, the Company issued 80,750 shares, or \$80,750 in aggregate liquidation preference, of 8.50% Non-Cumulative Perpetual Preferred Stock, Series A, par value \$0.0001 and liquidation preference \$1,000 per share (Series A Preferred Stock). Each share of Series A Preferred Stock issued and outstanding is represented by 40 depositary shares, each representing a 1/40th ownership interest in a share of the Series A Preferred Stock (equivalent to a liquidation

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preference of \$25 per share). Each holder of depositary shares will be entitled, in proportion to the applicable fraction of a share of Series A Preferred Stock represented by such depositary shares, to all rights and preferences of the Series A Preferred Stock represented thereby (including dividend, voting, redemption, and liquidation rights). Such rights must be exercised through the depositary. Dividends on the Series A Preferred Stock will be non-cumulative and, if declared, accrue and are payable quarterly, in arrears, at a rate of 8.50% per annum. The Series A Preferred Stock qualifies as Tier 1 capital for the purposes of the regulatory capital calculations. The net proceeds from the issuance and sale of the Series A Preferred Stock, after deducting \$2,500 of issuance costs including the underwriting discount and professional service fees, among other things, were approximately \$78,250.

The Series A Preferred Stock is perpetual and has no maturity date. The Company may redeem the Series A Preferred Stock at its option (i) in whole or in part, from time to time, on any dividend payment date on or after October 30, 2027 or (ii) in whole but not in part, within 90 days following certain changes in laws or regulations impacting the regulatory capital treatment of the Series A Preferred Stock, in either case, at a redemption price equal to \$1,000 per share of Series A Preferred Stock (equivalent to \$25 per depositary share), plus any declared and unpaid dividends for prior dividend periods and accrued but unpaid dividends (whether or not declared) for the then-current dividend period prior to but excluding the redemption date. If we redeem the Series A Preferred Stock, the depositary is expected to redeem a proportionate number of depositary shares. Neither the holders of Series A Preferred Stock nor holders of depositary shares will have the right to require the redemption or repurchase of the Series A Preferred Stock or the depositary shares.

Note 19: Employee Stock Ownership Plan with 401(k) Provisions

The Company, the employer, has established a retirement plan commonly known as Spend Life Wisely Company, Inc. Employee Stock Ownership Plan with 401(k) Provisions (ESOP). The ESOP's year-end is December 31. The ESOP covers all eligible employees (as defined in the ESOP) of the Company and its subsidiaries. Under the provisions of the ESOP, an eligible employee may make contributions to the ESOP through payroll deductions subject to certain annual limitations (as defined by the ESOP and the Internal Revenue Code). In 2022 and 2021, the Company matched up to 75% and 50%, respectively, of the employee's first 6% of pretax and post-tax (Roth) contributions. The Company may also make profit-sharing contributions to the ESOP. All contributions are discretionary and may be changed by the Company. The Company's matching and profit-sharing contributions to the ESOP may be invested in Company stock. All other contributions and earnings are invested at the employee's discretion in investments among various funds, including Company stock. After two years of service (as defined by the ESOP), employees become 20% vested in the employer's profit sharing contributions and are 100% vested after six years of service. After one year of service (as defined by the ESOP), employees become 20% vested in the employer's matching contributions and are 100% vested after five years of service. At December 31, 2022 and 2021, the ESOP owned approximately 15.93% and 13.10% of the Company's outstanding stock, respectively. The Company's contributions totaled \$7,132 and \$4,374 for the years ended December 31, 2022 and 2021, respectively. The employees' contributions totaled \$15,059 and \$13,174 for the years ended December 31, 2022 and 2021, respectively.

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The shares held by the ESOP are subject to a put option, whereby the ESOP will provide a market for a specified period of time for shares distributed to participants. The put price is the appraised value of the stock, which was \$231.02 per share at December 31, 2022.

Note 20: Commitments and Contingencies

Forward Sale Commitments

Forward sale commitments are commitments to sell groups of residential mortgage loans the Company originates or purchases as part of its mortgage banking activities. The Company commits to sell the loans at specified prices in future periods, typically within 30 days. These commitments lock in the forward sales price that will be realized in the secondary market and thereby reduce the interest rate and price risk to the Company. As of December 31, 2022 and 2021, notional amounts of forward sale commitments were \$103,531 and \$247,899, respectively.

Contingencies

The Company is involved, from time to time, in various litigation matters, including possible claims resulting from bankruptcy matters and lawsuits relating to final disposition of security interests in foreclosed loans. In the opinion of management, based upon the advice of legal counsel, the ultimate liability, if any, resulting from the final resolution of these matters will not be material to the financial position or results of operations.

Tax Credits and Certain Equity Investments

The Company invests in entities that promote renewable energy sources as a limited partner. Tax credits received for these investments are recorded as a reduction to the carrying value of these investments. The Company has determined that these renewable energy tax credit partnerships are variable interest entities (VIEs). The Company has concluded that it is not the primary beneficiary of these VIEs because it does not have the power to direct the activities that most significantly impact the VIEs' financial performance and therefore, it is not required to consolidate these VIEs. The Company's maximum exposure to loss related to these investments is limited to its equity investments in these partnerships and any additional unfunded equity commitments.

Financial Instruments with Off-Balance Sheet Risk

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include loan commitments and standby letters of credit and are evidenced by written contractual agreements. These instruments involve, to varying degrees, elements of credit risk in excess of the amount shown on the accompanying consolidated balance sheets.

The Company's exposure to credit loss in the event of nonperformance by the other party to the instrument is represented by the instrument's contractual amount. The Company uses the same underwriting standards in making commitments and conditional obligations as it uses for items recorded on the accompanying consolidated balance sheets. Management does not believe these

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items will result in significant losses. For both years ended December 31, 2022 and 2021, the Company reserved \$1,427 for potentially impaired unfunded loan commitments.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the agreement. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee by the customer. Since many of the commitments are expected to expire without being drawn upon, the total commitments do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon the extension of credit, is based on the Company's credit evaluation of the borrower.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. All significant letters of credit as of December 31, 2022, expire in one year or less. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending credit. The Company holds collateral for those commitments for which collateral is deemed necessary.

Off-balance sheet financial instruments whose contractual amounts represented credit risk at December 31, 2022 and 2021 were as follows:

	<u>2022</u>	<u>2021</u>
Loan commitments	\$ 3,553,718	\$ 3,011,869
Letters of credit	\$ 23,695	\$ 32,749

Litigation and Judgements

On October 22, 2018, a judgement was filed against the Company resulting from a claim made by a former advisor to North American Bancshares, Inc. for a commission related to the marketing and sale of American Bank of Texas in 2016. In 2021 a settlement agreement was reached in the amount of \$5,961 and was paid by the Company on behalf of Lacy Harber, the former owner of North American Bancshares, Inc. The settlement was recorded by the Company as indemnification receivable and is included in the accompanying consolidated balance sheet as of December 31, 2021. The Company and its subsidiaries were fully indemnified by Mr. Harber against any and all liability related to this matter. Under the indemnity, Mr. Harber was obligated to provide defense as well as pay all costs and damages. In 2022, the Company and its existing shareholders purchased all outstanding shares of Mr. Harber's common stock at which time a credit resulting from the Company's indemnification receivable was utilized to reduce the aggregate purchase price.

Note 21: Significant Estimates and Concentrations

Accounting principles generally accepted in the United States of America require disclosure of certain significant estimates and current vulnerabilities due to certain concentrations. Estimates related to the allowance for loan losses are reflected in *Note 5: Loans and Allowance for Loan*

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Losses. Current vulnerabilities due to certain concentrations of credit risk are discussed in *Note 15: Concentration of Credit Risk.*

At December 31, 2022, the Company held \$4,695,172 in commercial real estate loans, which includes \$1,259,192 in loans collateralized by construction and development real estate.

Investments

The Company invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such change could materially affect the amounts reported in the accompanying consolidated balance sheets.

Foreclosed Assets

Foreclosed assets held for sale include properties with a carrying value of \$3,367 at December 31, 2022. The carrying value reflects management's best estimate of the amount to be realized from the sale of the property. While the estimate is based on valuations by independent appraisers and other estimates by management, the amount that the Company realizes from the sales of the properties could differ materially in the near term from the carrying value reflected in these consolidated financial statements.

Customer Concentration

At December 31, 2022 and 2021, deposits from two customers were \$1,750,042 and \$1,567,580, respectively, which comprised 14.62% and 14.81%, respectively, of the Company's total deposits.

Note 22: Other Comprehensive Income

Other Comprehensive Income (OCI) includes the after-tax change in unrealized gains and losses on available-for-sale securities and cash flow hedging activities. OCI is included in the accompanying consolidated statements of Income and Comprehensive income. The following table presents the activity in the Company's OCI for the years ended December 31, 2022 and 2021:

	Unrealized Gain (Loss) on AFS Securities	Unrealized (Loss) Gain on Cash Flow Hedges	Accumulated Other Comprehensive Income
Balance, January 1, 2020	\$ 16,284	\$ 1,985	\$ 18,269
Net change	26,082	(16,182)	9,900
Balance, December 31, 2020	42,366	(14,197)	28,169
Net change	(18,304)	20,154	1,850
Balance, December 31, 2021	24,063	5,957	30,019
Net change	(115,956)	66,024	(49,932)
Balance, December 31, 2022	\$ (91,894)	\$ 71,981	\$ (19,913)

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Note 23: Condensed Parent Company Financial Statements

Presented below is condensed financial information as to financial position, results of operations and cash flow of the Company as of and for the years ended December 31, 2022 and 2021:

Balance Sheets

Assets	2022	2021
Cash and non-interest bearing balances	\$ 44,157	\$ 25,858
Notes receivable	-	64,170
Interest receivable	-	2,870
Investments in subsidiaries	1,322,366	1,129,885
Other assets	10,875	10,248
Total assets	<u>\$ 1,377,398</u>	<u>\$ 1,233,031</u>
Liabilities and Stockholders' Equity		
Liabilities		
Subordinated debt, net of discounts	238,249	245,720
Deferred taxes, net	7,685	5,379
Interest payable	3,868	3,838
Other liabilities	1,638	5,375
Total liabilities	<u>251,440</u>	<u>260,312</u>
Stockholders' Equity		
Preferred stock, \$.0001 par value; 10,100,000 shares authorized; 80,750 and 0 shares issued in 2022 and 2021, respectively	80,750	-
Non-voting common stock, \$.01 par value; 1,000,000 shares authorized;	-	-
Voting common stock, \$.01 par value; 20,000,000 shares authorized; 7,032,980 and 7,032,980 shares issued in 2022 and 2021, respectively	70	70
Capital surplus	322,200	288,995
Retained earnings	838,516	709,158
Notes receivable from stockholders	(16,539)	(18,092)
Accumulated other comprehensive (loss) income, net of income tax of \$(5,250) and \$7,983 for 2022 and 2021, respectively	(19,913)	30,019
Treasury stock, 903,386 and 285,263 shares at cost for 2022 and 2021, respectively	(79,126)	(37,426)
Total stockholders' equity	<u>1,125,958</u>	<u>972,724</u>
Total liabilities and stockholders' equity	<u>\$ 1,377,398</u>	<u>\$ 1,233,036</u>

Spend Life Wisely Company, Inc.
Notes to Consolidated Financial Statements
Years Ended December 31, 2022 and 2021
(Dollars in Thousands)

Statements of Income and Comprehensive Income

	Year ended December 31,	
	2022	2021
Operating Income		
Dividends from subsidiaries	\$ 6,991	\$ 29,834
Interest on notes receivable	-	3,097
Other income	1,377	22
	<u>8,368</u>	<u>32,953</u>
Operating Expenses		
Interest on notes payable	-	-
Interest on subordinated debt	13,289	13,710
Other operating expenses	3,882	511
	<u>17,171</u>	<u>14,221</u>
(Loss) income before equity in undistributed earnings of subsidiaries	<u>(8,803)</u>	<u>18,732</u>
Equity in undistributed earnings of subsidiaries	140,427	156,568
Income Before Taxes	131,624	175,300
Income tax (benefit) expense	(4,463)	(2,807)
Net Income	<u>136,087</u>	<u>178,107</u>
Other comprehensive income, net of taxes	<u>(49,932)</u>	<u>1,850</u>
Comprehensive Income	<u>\$ 86,155</u>	<u>\$ 179,957</u>

Spend Life Wisely Company, Inc.
Notes to Consolidated Financial Statements
Years Ended December 31, 2022 and 2021
(Dollars in Thousands)

Statements of Cash Flows

	Year ended December 31,	
	2022	2021
Operating Activities		
Net income	\$ 136,087	\$ 178,107
Adjustments to reconcile net income to net cash provided by operating activities:		
Accretion of subordinated debts, discounts	1,579	1,687
Equity in undistributed earnings of subsidiaries	(140,427)	(156,568)
Provision for deferred income taxes	(622)	(297)
Other	8,597	6,602
Net cash provided by operating activities	<u>5,214</u>	<u>29,531</u>
Investing Activities		
Net changes in notes receivable	64,168	(13,257)
Investment in subsidiaries	(113,000)	-
Other	2,248	-
Net cash used in investing activities	<u>(46,584)</u>	<u>(13,257)</u>
Financing Activities		
Advance on subordinated debt	90,950	-
Repayment of subordinated debt	(100,000)	-
Dividends paid	(5,089)	(4,373)
Net change in notes receivable from shareholders	2,000	(1,500)
Interest on notes receivable from shareholders	154	98
Proceeds from issuance of preferred stock	80,750	-
Repurchase of common stock	(89,548)	(20,303)
Sale of common stock	80,452	7,502
Net cash (used in) provided by financing activities	<u>59,669</u>	<u>(18,576)</u>
Net (decrease) increase in cash and cash equivalents	18,299	(2,302)
Cash and cash equivalents, beginning of year	25,858	28,160
Cash and cash equivalents, end of year	<u>\$ 44,157</u>	<u>\$ 25,858</u>

As of the date of this proposal, there have been no recent mergers or acquisitions, nor are there any foreseen in the near future.



CITY COUNCIL COMMUNICATION

DATE: April 1, 2024

FROM: Ramie Hammonds, Development Services Director

AGENDA ITEM: Properties for Release from the Extra Territorial Jurisdiction Per Texas Local Government Code 42.101 and 42.104.

SUMMARY:

- Senate Bill 2038 that went into effect on 9-1-23 allows for a property owner to request to be released from the municipalities extra territorial jurisdiction. Once released the property ceases to be a part of any municipality and becomes the jurisdiction of the county.
- The petition can be for a single parcel or multiple parcels and must contain signatures of at least 50 percent of the land owners.
- If no action is taken by a municipality within 45 days the property is considered released. With litigation surrounding Senate Bill 2038 and after consulting with legal and other municipalities it was determined the best way to address these properties were to let the 45 days expire with no action.
- The Following properties have petitioned for Release from the City of Sanger’s Extra Territorial Jurisdiction (ETJ) and their 45 day period expired.
 - Property #59572 being approximately 55.27 acres generally located on the southwest corner of Hoehn Road and Metz Road
 - Property #187785 and #187786 being approximately 27.406 acres generally located on the south side of Hoehn Road approximately 2514 feet west of the intersection of Hoehn Road and Metz Road
 - Property #739872 being approximately 22.15 acres generally located at the end of Lakecrest Drive1.

FISCAL INFORMATION:

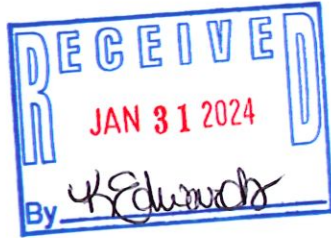
Budgeted: N/A Amount: N/A GL Account: N/A

RECOMMENDED MOTION OR ACTION:

N/A

ATTACHMENTS:

Petition Property #59572
 Petition Property #187785 and 187786
 Petition Property #739872



COBB & JOHNS
501 Congress Ave., Suite 150
Austin, Texas 78701
bill@cobbjohns.com
512-399-3150

January 25, 2024

Hugh Coleman
City of Sanger, City Attorney
502 Elm Street
Sanger, Texas 76266

Via email: 0

Re: Petition for Release from the Extraterritorial Jurisdiction of the City of Sanger

Dear Mr. Coleman,

1. Tracom Enterprises Inc. ("Owner") files this Petition pursuant to TEX. LOC. GOV'T CODE § 42.102.
2. Tracom Enterprises Inc. owns property within the extraterritorial jurisdiction of the City of Sanger located at Hoenhn Road, Sanger, Texas 76266, PID 59572 (the "Property"). See Exhibit A (Deed and Property Map).
3. Owner hereby Petitions the City of Sanger to release of Owner's Property from its extraterritorial jurisdiction.
4. Pursuant to TEX. LOC. GOV'T CODE § 42.102, an owner or owners of majority in value of an area in a municipality's extraterritorial jurisdiction may file a petition with the municipality to be released from the extraterritorial jurisdiction, if the owner's property in question meets the applicability requirements of TEX. LOC. GOV'T CODE § 42.101 and the petition requirements of TEX. LOC. GOV'T CODE § 42.104.
5. Owner's Property meets the applicability requirements of TEX. LOC. GOV'T CODE § 42.101.
6. As set forth in Exhibit B, Affidavit of Owner, and as set forth in TEX. LOC. GOV'T CODE § 42.101, the undersigned swears that the Property is not:
 - (1) within five miles of the boundary of a military base, as defined by TEX. LOC. GOV'T CODE § 43.0117, at which an active training program is conducted;
 - (2) in an area that was voluntarily annexed into the extraterritorial jurisdiction that is located in a county:

COBB & JOHNS

- (A) in which the population grew by more than 50 percent from the previous federal decennial census in the federal decennial census conducted in 2020, and
- (B) that has a population greater than 240,000;
- (3) within the portion of the extraterritorial jurisdiction of a municipality with a population of more than 1.4 million that is:
 - (A) within 15 miles of the boundary of a military base, as defined by TEX. LOC. GOV'T CODE § 43.0117, at which an active training program is conducted, and
 - (B) in a county with a population of more than 2 million;
- (4) in an area designated as an industrial district under TEX. LOC. GOV'T CODE § 42.044; or
- (5) in an area subject to a strategic partnership agreement entered into under TEX. LOC. GOV'T CODE § 43.0751.

- 7. This Petition meets the requirements of TEX. LOC. GOV'T CODE § 42.104.
- 8. As required by TEX. LOC. GOV'T CODE § 42.104(a)(2), Owner's value in the Property constitutes more than 50% of the value of the Property, as indicated by the tax rolls of the Denton Central Appraisal District.
- 9. As required by TEX. LOC. GOV'T CODE § 42.104(a)(2), the signature page accompanying this Petition includes the signatures of 100% of the Property's owners in value, which is more than 50%.
- 10. As required by TEX. LOC. GOV'T CODE § 42.103, the signature is valid pursuant to TEX. ELEC. CODE § 277.002.
- 11. This Petition contains, in addition to the signature:
 - (A) the signer's printed name;
 - (B) the signer's:
 - (i) date of birth; or
 - (ii) voter registration number and,
 - (iii) county of registration;
 - (C) the signer's residence address; and

(D) the date of signing.

12. As required by TEX. LOC. GOV'T CODE § 42.104(b), Owner filing this Petition satisfied the signature requirement within 180 days after the date the first signature for the Petition was obtained.
13. As required by TEX. LOC. GOV'T CODE § 42.104(c), the signature collected under this section is in writing.
14. As required by TEX. LOC. GOV'T CODE § 42.104(d), this Petition includes the deed for the land to be released in Exhibit A, which describes the boundaries of the land to be released by: (1) metes and bounds; or (2) lot and block number, if there is a recorded map or plat. Exhibit A also includes a map of the land to be released.
15. As required by TEX. LOC. GOV'T CODE § 42.105(a), the City must verify this Petition upon receipt; shall notify the residents and landowners of the area described by the petition of the results of the petition, or shall notify Owner, who filed this Petition under Section 42.102.
16. Pursuant to TEX. LOC. GOV'T CODE § 42.105(c), because Owner has obtained the number of signatures on the Petition required under Section 42.104 to release the area from the extraterritorial jurisdiction of the City of Sanger, the City must immediately release the area—Owner's Property—from the City's extraterritorial jurisdiction.
17. Pursuant to TEX. LOC. GOV'T CODE § 42.105(d), if the City fails to take action to release Owner's Property from the City's ETJ by the later of the 45th day after the date the municipality receives the petition or the next meeting of the City's governing body that occurs after the 30th day after the date the City receives this petition, the area—Owner's Property—is released by operation of law.

COBB & JOHNS

OWNER NAME: TRACOM ENTERPRISES INC.

By: John G Robinson
Printed Name

Its: President
Title

John A Ruben
Signature

[REDACTED]
Date of birth

[REDACTED]
Voter registration number

Dallas
Voter county of registration

4925 Greenville Ave # 200 Dallas, TX
Residence address 75206

1-26-2024
Date of signing

**EXHIBIT A
DEED AND PROPERTY MAP**

Denton County
Juli Luke
County Clerk

Item 10.

Instrument Number: 134328

ERecordings-RP

DEED

Recorded On: July 26, 2021 03:59 PM

Number of Pages: 5

" Examined and Charged as Follows: "

Total Recording: \$42.00

***** THIS PAGE IS PART OF THE INSTRUMENT *****

Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY because of color or race is invalid and unenforceable under federal law.

File Information:

Document Number: 134328
Receipt Number: 20210726000834
Recorded Date/Time: July 26, 2021 03:59 PM
User: Melissa K
Station: Station 41

Record and Return To:

Simplifile



STATE OF TEXAS
COUNTY OF DENTON

I hereby certify that this Instrument was FILED in the File Number sequence on the date/time printed hereon, and was duly RECORDED in the Official Records of Denton County, Texas.

Juli Luke
County Clerk
Denton County, TX

288

GF#ST212209NRH

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER

WARRANTY DEED

DATE: July 22, 2021

GRANTOR: SHIRLEY MAE HOEHN, SHAWNA RENEE HOEHN DESILET AND KEITH RYAN HOEHN, AS THEIR SOLE AND SEPARATE PROPERTY

GRANTOR'S MAILING ADDRESS: _____

GRANTEE: TRACOM ENTERPRISES INC.

GRANTEE'S MAILING ADDRESS: 4925 Greenville Ave #200
Dallas, TX 75206

CONSIDERATION: Ten and No/100 (\$10.00) and other valuable consideration to the undersigned paid by the grantee herein named, the receipt of which is hereby acknowledged.

PROPERTY:

See Exhibit "A" attached hereto and made a part hereof for all purposes.

Reservations from and Exceptions to Conveyance and Warranty:

This conveyance is given and accepted subject to any and all easements, restrictions, rights-of-way, covenants, conditions, reservations, municipal or other governmental zoning laws, regulations and ordinances, if any, affecting and enforceable against the herein described property.

For Grantor and Grantor's heirs, successors, and assigns forever, a reservation of all oil, gas, and other minerals in and under and that may be produced from the Property. If the mineral estate is subject to existing production or an existing lease, this reservation includes the production, the lease, and all benefits from it.

Grantor waives and conveys to Grantee the right to ingress and egress to and from the surface of the Property relating to the portion of the mineral estates owned by Grantor.

Nothing herein, however restricts or prohibits the pooling or utilization of the portion of the mineral estate owned by Grantor with land other than the Property; or the exploration or production of the oils, gas, and other minerals by means of wells that are drilled or mines that open on land other than the Property but enter or bottom under the Property, provided that these operations in no manner interfere with the surface or subsurface support of any improvements constructed or to be constructed on the Property.

Grantor, for the consideration and subject to the reservations from and exceptions to conveyance and warranty, grants, sells and conveys to Grantee the property, together with all and singular the rights and appurtenances thereto in any wise belonging, to have and hold it to Grantee, Grantee's heirs, executors, administrators, successor, or assigns forever. Grantor hereby binds Grantor and Grantor's heirs, executors, administrators, successor, and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof, except as to the reservations from and exceptions to warranty.

When the context requires, singular nouns and pronouns include the plural.

Shirley Mae Hoehn
SHIRLEY MAE HOEHN

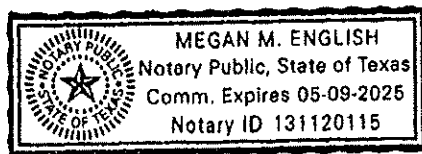
Shawna Renee Hoehn-Desilet
SHAWNA RENEE HOEHN DESILET

Keith Ryan Hoehn
KEITH RYAN HOEHN

THE STATE OF TEXAS

COUNTY OF Tarrant

This instrument was acknowledged before me on 22 day of July, 2021 by Shirley Mae Hoehn.

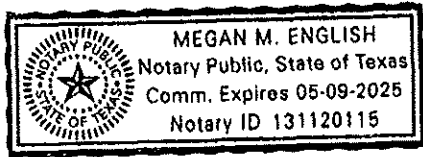


Megan M. English
Notary Public, State of Texas

THE STATE OF TEXAS

COUNTY OF Tarrant

This instrument was acknowledged before me on 22 day of July, 2021 by Shawna Renee Hoehn Desilet.

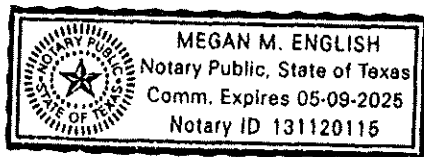


[Signature]
Notary Public, State of Texas

THE STATE OF TEXAS

COUNTY OF Tarrant

This instrument was acknowledged before me on 22 day of July, 2021 by Keith Ryan Hoehn.



[Signature]
Notary Public, State of Texas

AFTER RECORDING RETURN TO:
Tracom Enterprises Inc.

Exhibit "A"

BEING all that certain lot, tract, or parcel of land situated in the William Mason Survey Abstract Number 801 In Denton County, Texas, being all that certain tract of land conveyed by deed from Josephine B. Hoehn to Wilbur Clarence Hoehn recorded in Volume 748, Page 804, Deed Records, Denton County, Texas and being more particularly described as follows:

BEGINNING at a P. K. nail set for corner in Metz Road, a public roadway, said point being the northeast corner of that certain tract of land conveyed by deed from Fenton R. Hoehn and wife, Anna Mae Hoehn to Charles E. Stobaugh recorded in Volume 2027, Page 965, Real Property Records, Denton County, Texas;

THENCE S 86° 45' 51" W, 845.21 feet with the north line of said Stobaugh tract to a fence corner for corner;

THENCE S 01° 52' 05" W, 182.94 feet with the north line of said Stobaugh tract to an iron rod set for corner;

THENCE S 89° 48' 01" W, 1687.89 feet with the north line of said Stobaugh tract to an iron rod set for corner In the east line of Lot 6, Block A of Saddle Ridge Estates, an addition to Denton County, Texas according to the plat thereof recorded In Cabinet M, Page 241, Plat Records, Denton County, Texas;

THENCE NORTH, 1018.38 feet with said east line of said Lot 6, Block A of said Saddle Ridge Estates to an iron rod set for corner in Hoehn Road, a public roadway;

THENCE N 89° 37' 25" E, 2530.95 feet with said Hoehn Road to an iron rod set for corner in said Metz Road;

THENCE S 00° 29' 18" E, 798.60 feet with said Metz Road to the PLACE OF BEGINNING and containing 55.506 acres of land.

72958
72958
72958
72958

988714	741226	766354	748374	743889
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7 Rd
Hoehn Rd

59572

5

6

Parcels: TRACOM ENTERPRISES INC

[View More Property Information](#)

[Click Here to Download Plat](#)

Property Information

Property ID: 59572

Legal Acreage: 55.27

Legal Description: A0801A WM MASON, TR 8, 55.27 ACRES

Tract or Lot: 8

Abstract Subdivision Code: A0801A

Block:

School District: S14

City Limits:

Property Location

[Zoom to](#) ...

EXHIBIT B
AFFIDAVIT OF JOHN ROBINSON IN SUPPORT OF
PETITION FOR RELEASE FROM THE EXTRATERRITORIAL JURISDICTION OF THE
CITY OF SANGER

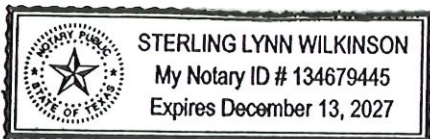
Before me, the undersigned authority, on this day personally appeared, John Robinson, who under oath stated as follows:

1. My name is John Robinson. I am over eighteen (18) years of age and am legally competent to make this affidavit, which is true and correct, and is made voluntarily and not under duress.
2. As the President of Tracom Enterprises Inc. I am authorized to submit this Petition on its behalf.
3. Tracom Enterprises Inc. is a property owner in the extraterritorial jurisdiction of the City of Sanger. Its property is located at the following address: Hoenhn Road, Sanger, Texas 76266, PID 59572 (the "Property").
4. There is 1 owner of the Property: Tracom Enterprises Inc.. Tracom Enterprises Inc. owns 100% of the interest in the Property.
5. I swear that the Property is not: (1) within five miles of the boundary of a military base, as defined by Tex. Loc. Gov't Code § 43.0117, at which an active training program is conducted; (2) in an area that was voluntarily annexed into the extraterritorial jurisdiction that is located in a county: (a) in which the population grew by more than 50 percent from the previous federal decennial census in the federal decennial census conducted in 2020, and (b) that has a population greater than 240,000; (3) within the portion of the extraterritorial jurisdiction of a municipality with a population of more than 1.4 million that is: (a) within 15 miles of the boundary of a military base, as defined by Tex. Loc. Gov't Code § 43.0117, at which an active training program is conducted, and (b) in a county with a population of more than 2 million; (4) in an area designated as an industrial district under Tex. Loc. Gov't Code § 42.044; or (5) in an area subject to a strategic partnership agreement entered into under Tex. Loc. Gov't Code § 43.0751.
6. I swear that the petition contains my valid and true (1) signature, (2) printed name, (3) date of birth; voter registration number; county of voter registration, (4) residence address, and (5) date of which I signed such petition.
7. I swear that I satisfied the signature requirement of Tex. Loc. Gov't Code § 42.104(b) within 180 days following the date the first signature for the petition was obtained.

John Robinson
John Robinson

Sworn and subscribed to before me on this the 26 day of January, 2024.

Sterling Lynn Wilkinson
Notary Public in and for the State of Texas



COATS | ROSE

A PROFESSIONAL CORPORATION

CARSON LUDDECKE
ASSOCIATE ATTORNEY

CLUDDECKE@COATSROSE.COM
DIRECT: (972) 419-4702

January 25, 2024

VIA CERTIFIED MAIL

Office of the City Secretary
City of Sanger, Texas
Attn: Kelly Edwards
P.O. Box 1729
Sanger, Texas 76266

Re: Petition for Release from the City of Sanger's Extraterritorial Jurisdiction (the
"Petition")

Dear Ms. Edwards:

Enclosed please find a copy of the above-described Petition, pursuant to Chapter 42 of the Texas Local Government Code, as amended. Please reach out to Mindy L. Koehne at mkoehne@coatsrose.com or (972) 982-8461 with any question regarding the Petition.

Very truly yours,



Carson Luddecke

Enclosure

16000 N. DALLAS PARKWAY, SUITE 350, DALLAS, TEXAS 75248
PHONE: (972) 788-1600 FAX: (972) 702-0662
coatsrose.com

**PETITION FOR RELEASE FROM
THE CITY OF SANGER'S EXTRATERRITORIAL JURISDICTION**

THE STATE OF TEXAS §
COUNTY OF DENTON §
TO THE HONORABLE MAYOR AND CITY COUNCIL, §
CITY OF SANGER, TEXAS:

COMES NOW the undersigned (the "Petitioner"), acting pursuant to Chapter 42 of the Texas Local Government Code, as amended (the "Act"), respectfully petitions the City of Sanger, Texas ("City") to release certain property located within the City's extraterritorial jurisdiction, as more particularly described in the attached Exhibit "A" (the "Property"). In support of same, Petitioner would respectfully show the following:

I.

The Property is located within the extraterritorial jurisdiction of the City of Sanger, Texas in Denton County, Texas, and is not within the corporate limits or extraterritorial jurisdiction of any other municipality. Petitioner requests release from the extraterritorial jurisdiction of the City of Sanger, Texas.

II.

The Property does not lie in an area:

- (i) within five (5) miles of the boundary of a military base, at which an active training program is conducted, as defined by Section 43.0117 of the Texas Local Government Code, as amended;
- (ii) that was voluntarily annexed into an extraterritorial jurisdiction that is located in a county in which the population grew by more than fifty percent (50%) from the previous federal census in the federal census conducted in the year 2020 and has a population of greater than 240,000;
- (iii) within the portion of the extraterritorial jurisdiction of a municipality with a population of more than 1.4 million and that is within fifteen (15) miles of the boundary of a military base, at which an active training program is conducted, and in a county with a population of more than two (2) million;
- (iv) designated as an industrial district under Section 42.044 of the Texas Local Government Code, as amended; or

(v) subject to a strategic partnership agreement entered into under Section 43.0751 of the Texas Local Government Code, as amended.

III.

The persons or entities (through authorized representatives) signing this Petition constitute a majority in value of the holders of title to the Property, as shown by the tax rolls and conveyances of record since the date of preparation of said county tax rolls.

IV.

The Petitioner, having met the petition requirements in § 42.104 of the Act, requests the City immediately release the Property from the City's extraterritorial jurisdiction pursuant to § 42.105(c) of the Act. Otherwise, the Property shall be released from the City's extraterritorial jurisdiction by operation of law pursuant to § 42.105(d) of the Act.

V.

This Petition will be filed with the City Secretary, City of Sanger, Texas.

VI.

WHEREFORE, the Petitioner respectfully prays that this petition be granted in all respects and that the City Council of the City of Sanger, Texas adopts an ordinance or resolution releasing of the Property from the City's extraterritorial jurisdiction.


[SIGNATURE PAGE TO FOLLOW]

RESPECTFULLY SUBMITTED, on this the 23rd day of January, 2024.

PETITIONER:

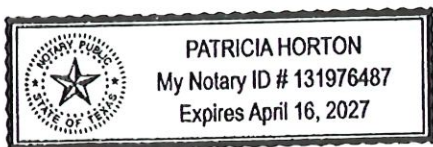
GREATER TEXAS LAND RESOURCES, L.P.,
a Texas limited partnership,
as Owner and Authorized Agent

By: Curry Real Estate, LLC,
a Texas limited liability company,
its General Partner

By: 
Name: Craig Curry
Title: Manager

THE STATE OF TEXAS §
 §
COUNTY OF Cook §

This instrument was acknowledged before me on the 23rd day of January, 2024, by Craig Curry, Manager of Curry Real Estate, LLC, a Texas limited liability company, General Partner of Greater Texas Land Resources, L.P., a Texas limited partnership, on behalf of said entity.



(NOTARY SEAL)

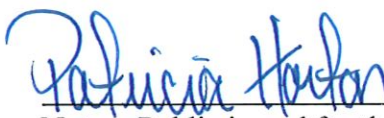

Notary Public in and for the State of Texas

EXHIBIT "A"
Legal Description and Map of the Property

PROPERTY DESCRIPTION
27.406 ACRES

BEING a tract of land situated in the William Mason Survey, Abstract No. 801, City of Sanger ETJ, Denton County, Texas and being a part of Lot 5 & 6, Block A, Saddle Ridge Estates, an addition to Denton County as recorded in Cabinet M, Page 241, Official Public Records of Denton County, Texas and being further described as follows:

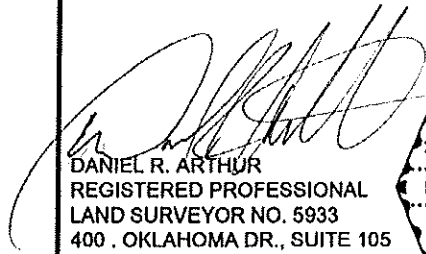
BEGINNING at a 5/8 inch iron rod with cap stamped "KHA" set at the northeast corner of said Lot 6, said point also being in the west line of a called 55.508 acre tract of land described in deed to Tracom Enterprises, Inc., as recorded in Document Number 2021-134328, Official Public Records of Denton County, Texas, said point also being in the south right-of-way line of Hoehn Road, a variable width right-of-way;

THENCE South 00°15'19" West, along the east line of said Lot 6, at 1,011.21 feet, passing a 1/2 inch iron rod with cap stamped "RPLS 4561" found at the southwest corner of said 55.506 acre tract, said point also being the northwest corner of a called 104.5051 acre tract of land described in deed to Charles E. Stobaugh as recorded in Volume 2827, Page 965, Official Public Records of Denton County, Texas, in all a total distance of 2,584.44 feet continuing along the east line of said Lot 6 to a point for corner, from which a 1/2 inch iron rod found at the southeast corner of said Lot 6 and the southwest corner of said 104.5051 acre tract, bears South 00°15'19" West, 163.22 feet, the beginning of a non-tangent curve to the right with a radius of 5,279.00 feet, a central angle of 29°12'31", and a chord bearing and distance of North 14°38'29" West, 2,662.13 feet;

THENCE along said non-tangent curve to the right, 2,691.17 feet over and across said Lot 5 & 6 to a point for corner;

THENCE North 00°02'13" West, 16.75 feet to a point for corner in the north line of said Lot 5, said point also being in the south right-of-way line of Hoehn Road;

THENCE South 89°19'45" East, 604.47 feet along the north line of said Saddle Ridge Estates and along the south right-of-way line of Hoehn Road to the **POINT OF BEGINNING** and containing 1,193,790 square feet or 27.406 acres of land.



DANIEL R. ARTHUR
REGISTERED PROFESSIONAL
LAND SURVEYOR NO. 5933
400 . OKLAHOMA DR., SUITE 105
CELINA, TEXAS 75009
PH. 469-501-2200
daniel.arthur@kimley-horn.com

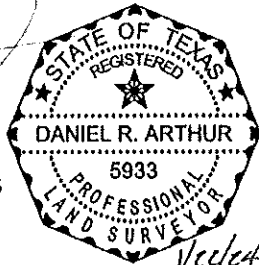


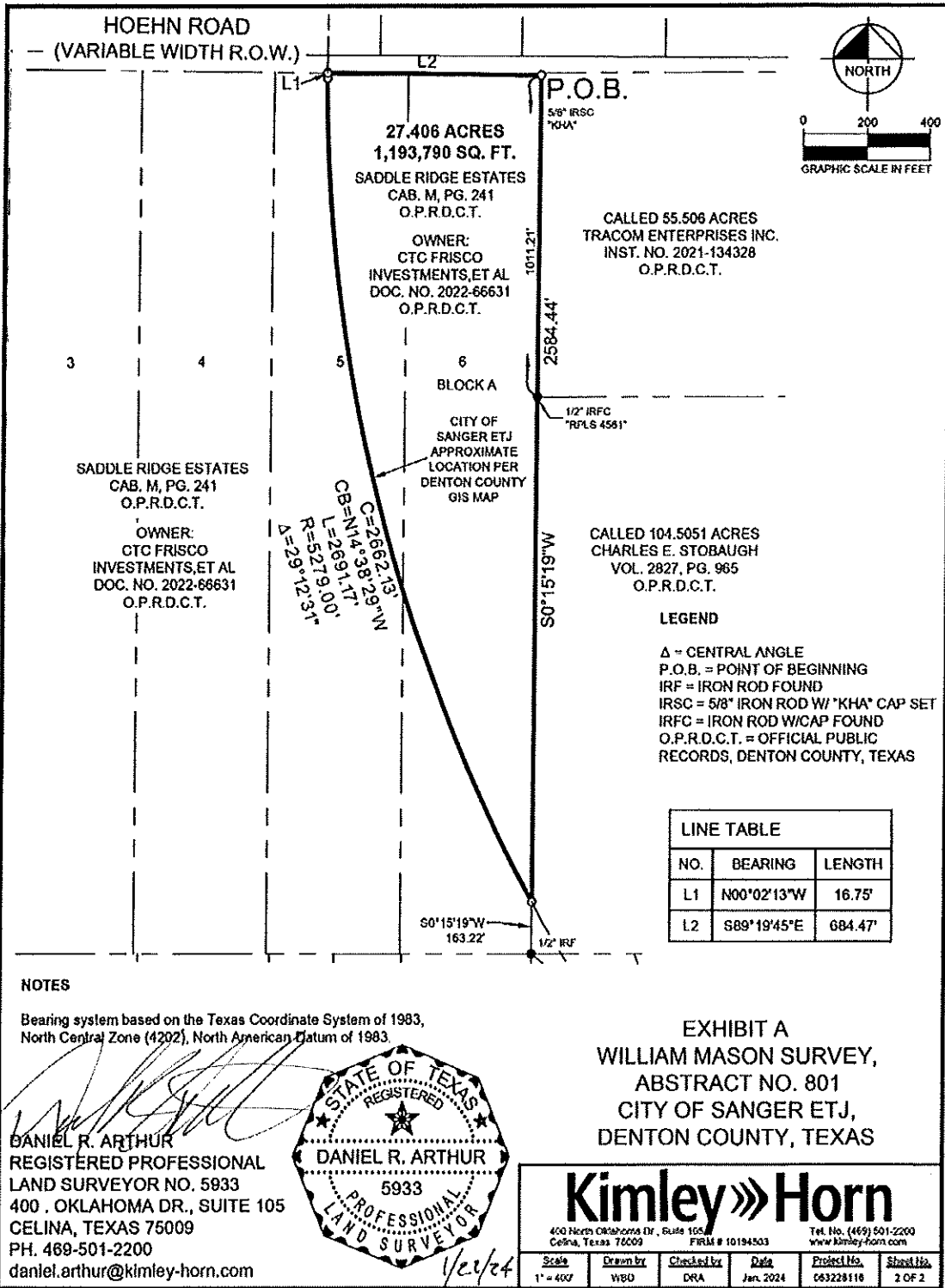
EXHIBIT A
WILLIAM MASON SURVEY,
ABSTRACT NO. 801
CITY OF SANGER ETJ,
DENTON COUNTY, TEXAS

Kimley»»Horn

400 North Oklahoma Dr., Suite 105, Celina, Texas 75009
Tel. No (469) 501-2200
www.kimley-horn.com
FIRM # 10194503

Scale	Drawn by	Checked by	Date	Project No.	Sheet No.
	WBD	DRA	Jan. 2024	063226118	1 OF 2

DOROUGH, BILL 1/19/2024 10:06 AM K:\CEL_SURVEY\063226118 - SANGER 416 - BOND.DWG\063226118-ETJ EXHIBIT.DWG



Coats Ro
Carson L
16000 N
Suite 350
Dallas, TX 75248



9414 7266 9904 2165 4357 15
RETURN RECEIPT REQUESTED



9590 9266 9904 2165 4357 18

Office of the City Secretary
City of Sanger, Texas
Attn: Kelly Edwards
P.O. Box 1729
Sanger, TX 76266

FIRST-CLASS



US POSTAGE FINEY BOWES

ZIP 75248
02 7H
0006026882

Item 10.
\$
JAN 26 2024

1/30



STATE OF TEXAS §
 §
COUNTY OF DENTON §

PETITION FOR ETJ RELEASE

To the Mayor and City Council of the City of Sanger:


The undersigned owner(s) of the tract of land described below (the "tract") hereby petition the City of Sanger to release from the present extraterritorial jurisdiction ("ETJ") so as to exclude the property described below:

DENTON CAD Property ID: 739872 _____
Geographic ID: _____
Abstract: Number 29 _____
Survey: Trac, Lot 14, Block A, in the R
 Beebe Survey _____
Acreage: 22.15 Acre _____


I / We certify and swear that:

- 1. I / We are the sole owners of the tract;
- 2. This request for exclusion in Sanger ETJ is made voluntarily.

I / We certify and swear that this petition is signed and acknowledged by each and every person and legal entity owning said tract.



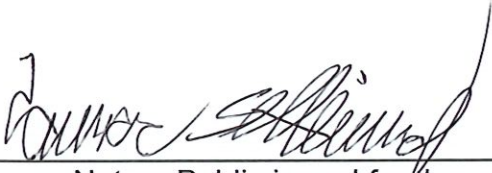
Signature 1
James Whitt
D.O.B. [REDACTED]
11396 Lakecrest Dr.
Sanger, TX 76266
11/30/2023



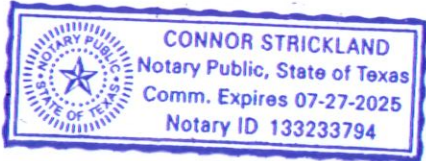
Signature 2
Lisa Whitt
D.O.B. [REDACTED]
11396 Lakecrest Dr.
Sanger, TX 76266
11/30/2023

STATE OF TEXAS §
 §
COUNTY OF DENTON §

This instrument was acknowledged before me on the 30 day of November, 2023, by
James Whitt & Lisa R Whitt



Notary Public in and for the
State of Texas



Property Details

Item 10.

Account		
Property ID:	739872	Geographic ID: SS0358A-000000A-0000-0014-0000
Type:	Real	Zoning:
Property Use:		Condo:
Location		
Situs Address:	11396 LAKECREST DR SANGER, TX 739872	
Map ID:	SA04	Mapsco:
Legal Description:	RIDGECREST NORTH PHASE III BLK A LOT 14	
Abstract/Subdivision:	SS0358A - RIDGECREST NORTH PHASE III	
Neighborhood:	DS14038	
Owner		
Owner ID:	1057509	
Name:	WHITT, JAMES W & LISA R	
Agent:		
Mailing Address:	11396 LAKECREST DR SANGER, TX 76266-3426	
% Ownership:	100.0%	
Exemptions:	HS - Homestead For privacy reasons not all exemptions are shown online.	

Property Values

304

Improvement Homesite Value:	N/A (+)
Improvement Non-Homesite Value:	N/A (+)
Land Homesite Value:	N/A (+)
Land Non-Homesite Value:	N/A (+)
Agricultural Market Valuation:	N/A (+)
Market Value:	N/A (=)
Agricultural Value Loss: ⓘ	\$484,444 (-)
Appraised Value:	N/A (=)
Homestead Cap Loss: ⓘ	N/A (-)
Assessed Value:	N/A
Ag Use Value:	N/A

Information provided for research purposes only. Legal descriptions and acreage amounts are for appraisal district use only and should be verified prior to using for legal purpose and or documents. Please contact the Appraisal District to verify all information for accuracy.

Property Taxing Jurisdiction

Owner: WHITT, JAMES W & LISA R **%Ownership:** 100.0%

Entity	Description	Tax Rate	Market Value	Taxable Value	Estimated Tax	Freeze Ceiling
CAD	DENTON CENTRAL APPRAISAL DISTRICT	N/A	N/A	N/A	N/A	N/A

G01	DENTON COUNTY	N/A	N/A	N/A	N/A	Item 10.
S14	SANGER ISD	N/A	N/A	N/A	N/A	N/A

Total Tax Rate: N/A

Estimated Taxes With Exemptions: N/A

Estimated Taxes Without Exemptions: N/A



CITY OF SANGER, TEXAS
MONTHLY FINANCIAL AND INVESTMENT
REPORT
FOR THE MONTH ENDING JANUARY 31, 2024

PREPARED BY THE FINANCE DEPARTMENT

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INTRODUCTION

This is the financial report for the period ending January 31, 2024. Revenues and expenditures reflect activity from October 1, 2022, through January 31, 2024, or thirty-three percent (33%) of the fiscal year.

GENERAL FUND

- The General Fund has collected 61.4% of projected operating revenues.
- All revenue categories are performing within projections.
- Operating expenditures & encumbrances are 290% of the annual budget
- All expenditure categories are within projections.

ENTERPRISE FUND

- The Enterprise Fund has collected 38.1% of projected operating revenues.
- All revenue categories are performing within projections.
- Operating expenditures & encumbrances are 30.0% of the annual budget.
- All expenditure categories are within projections.

INTERNAL SERVICE FUND

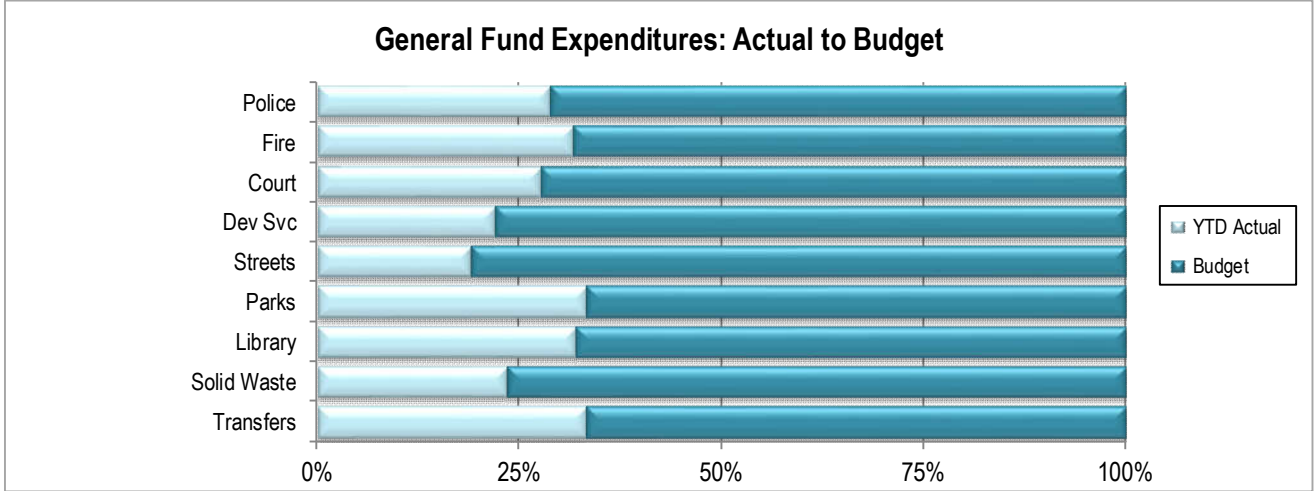
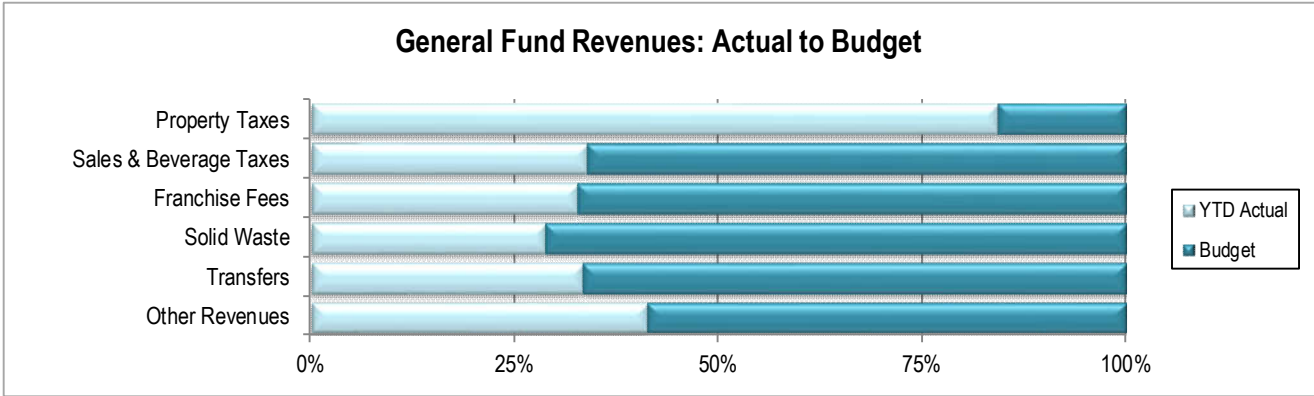
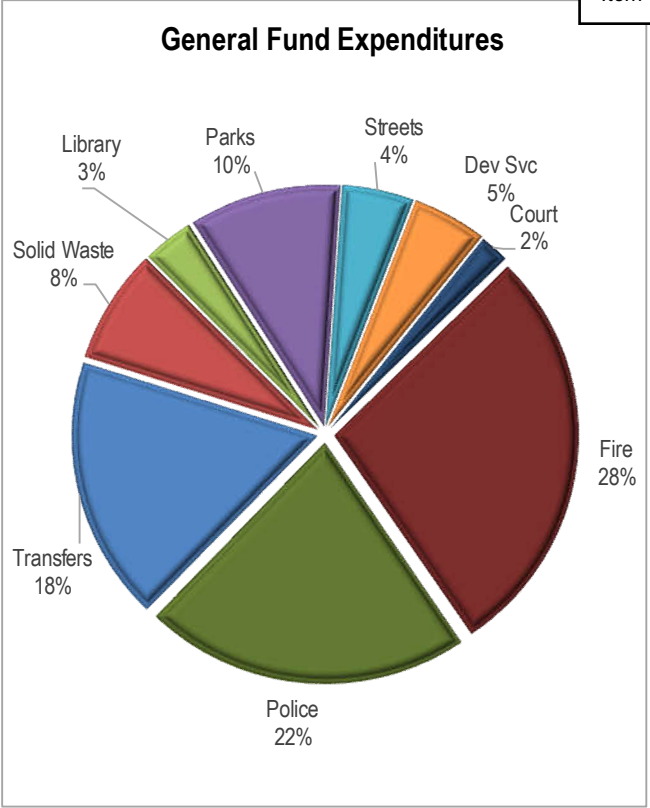
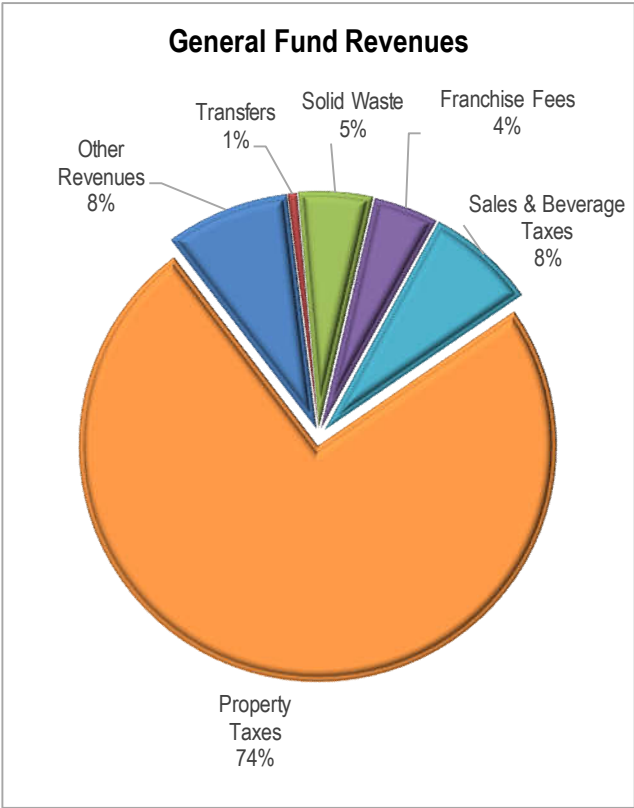
- The Internal Service Fund has collected 33.0% of projected transfers from the General and Enterprise Funds.
- All revenue categories are performing within projections.
- Operating expenditures & encumbrances are 37.8% of the annual budget.
- All expenditure categories are within projections.

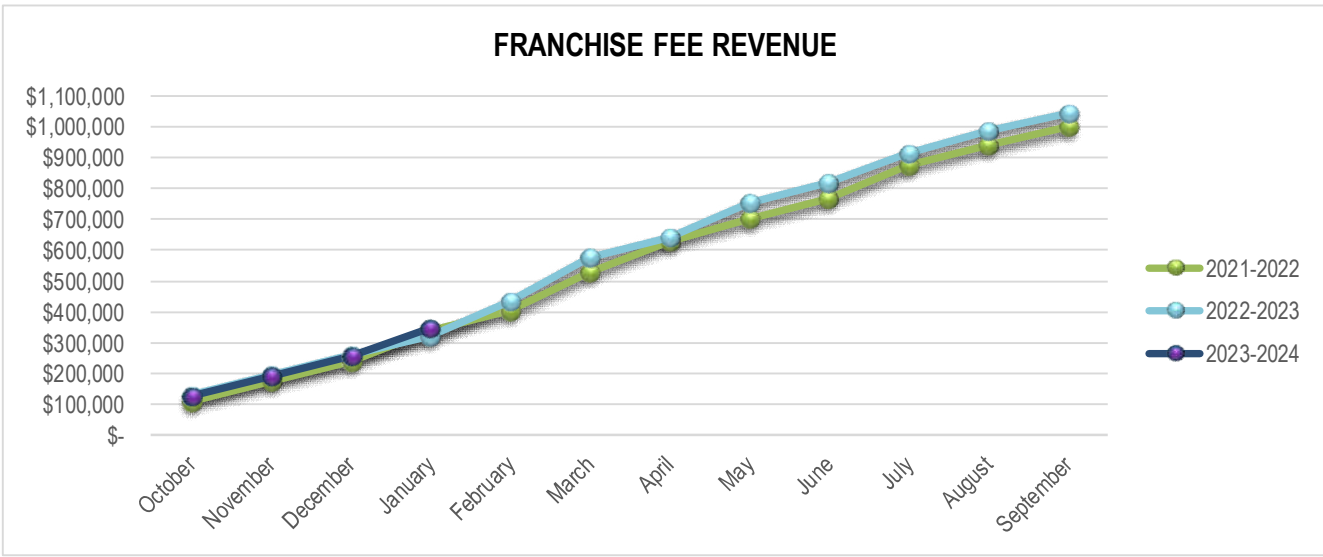
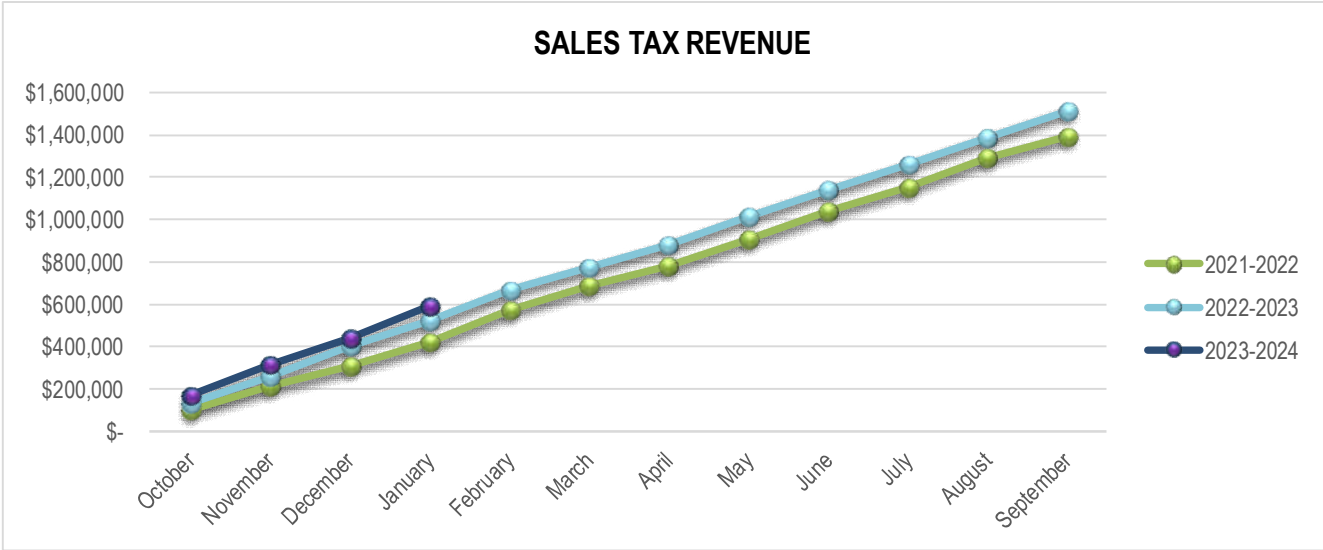
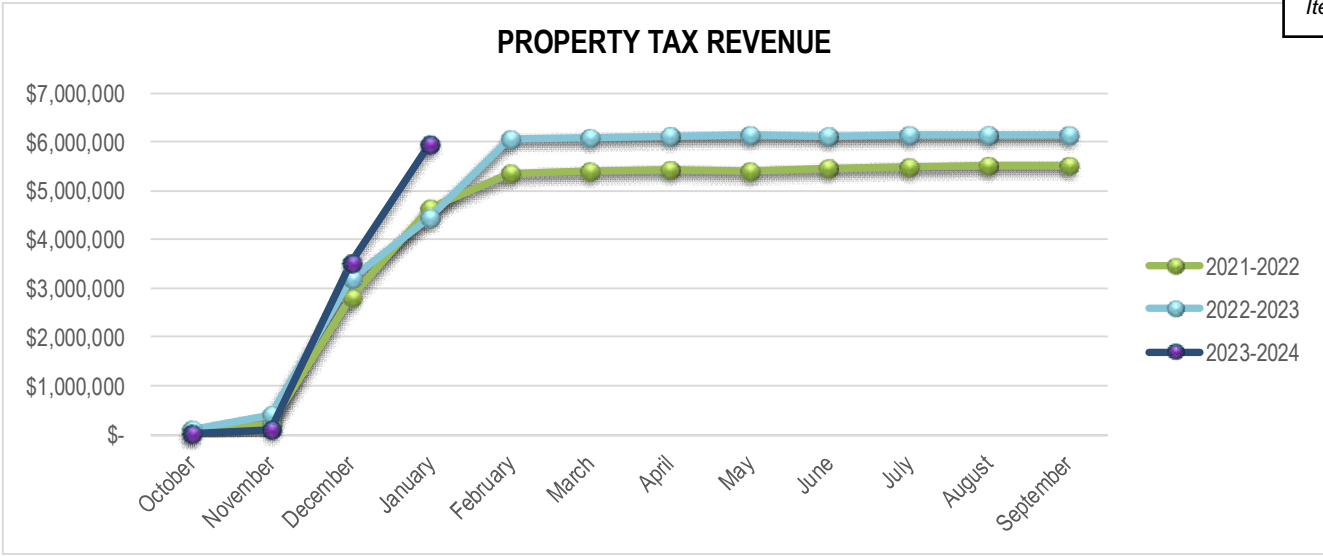
This unaudited report is designed for internal use and does not include all the funds and accounts in the City of Sanger's operations. For a complete report, refer to the City of Sanger Annual Financial Report, available at <https://www.sangertexas.org/177/Financial-Transparency>

GENERAL FUND

CITY OF SANGER, TEXAS
General Fund
Revenue & Expense Report (Unaudited)
January 31, 2024

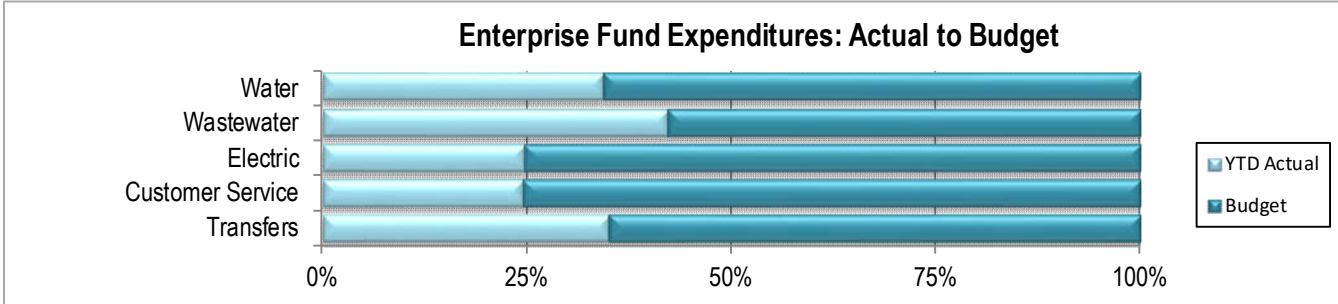
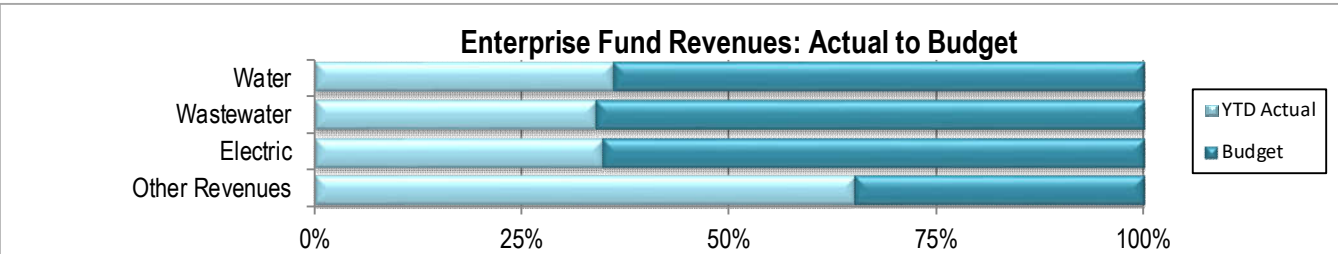
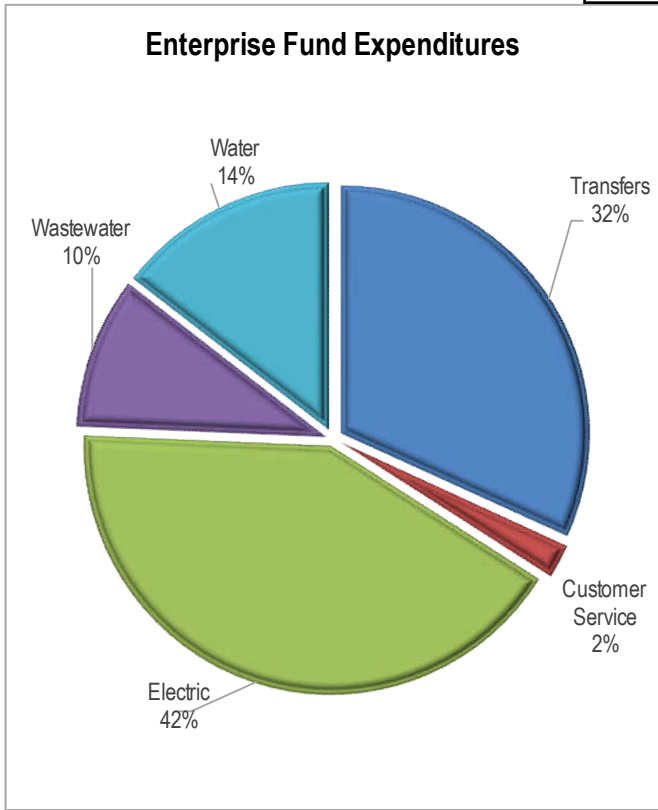
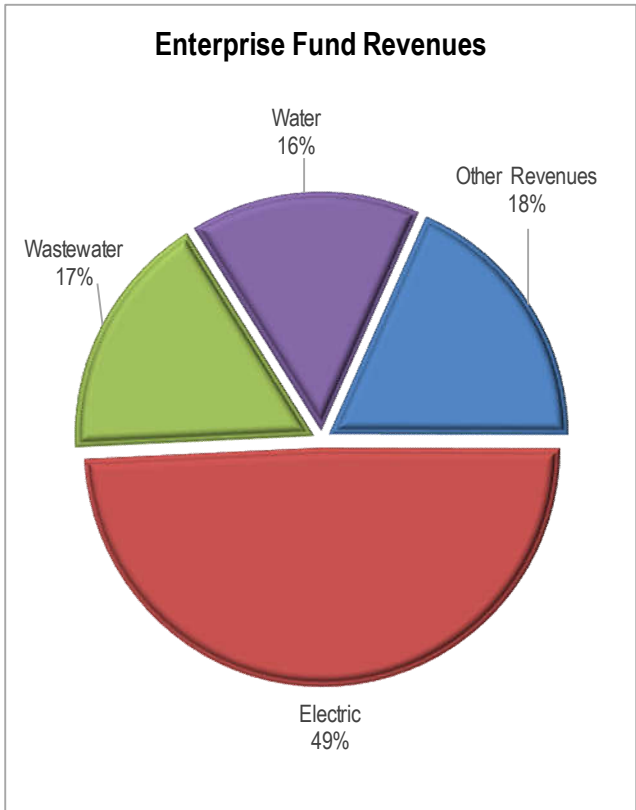
	Annual Budget	Year to Date	Encumbered	% of Budget	Budget Balance
Revenues					
Property Taxes	\$ 7,100,392	\$ 5,965,650		84.0%	\$ 1,134,742
Sales & Beverage Taxes	1,768,000	598,869		33.9%	1,169,131
Franchise Fees	1,060,095	347,066		32.7%	713,029
Solid Waste	1,364,000	393,583		28.9%	970,417
Licenses & Permits	309,500	221,151		71.5%	88,349
Fines & Forfeitures	170,315	37,930		22.3%	132,385
Department Revenues	820,260	285,621		34.8%	534,639
Interest	200,000	96,902		48.5%	103,098
Miscellaneous	119,000	26,340		22.1%	92,660
Transfers	146,535	48,845		33.3%	97,690
Total Revenues	\$ 13,058,097	\$ 8,021,957		61.4%	\$ 5,036,140
Expenditures					
Police	\$ 2,869,256	\$ 949,914	\$ (124,724)	28.8%	\$ 2,044,066
Fire	3,364,405	953,467	109,115	31.6%	2,301,823
Municipal Court	267,799	74,059	-	27.7%	193,740
Development Services	841,870	216,463	(31,200)	22.0%	656,607
Streets	933,453	194,085	(16,421)	19.0%	755,789
Parks & Recreation	1,151,632	249,691	132,836	33.2%	769,105
Library	406,403	132,539	(3,248)	31.8%	277,112
Solid Waste	1,250,000	292,396	-	23.4%	957,604
Transfers	2,020,325	672,082	-	33.3%	1,348,243
Total Expenditures	\$ 13,105,143	\$ 3,734,696	\$ 66,358	29.0%	\$ 9,304,089
Revenues Over (Under) Expenditures	\$ (47,046)	\$ 4,287,261	\$ (66,358)		\$ (4,267,949)
Fund Balance - October 1, 2023	18,327,498	18,327,498			
Fund Balance - January 31, 2024	\$ 18,280,452	\$ 22,614,759			



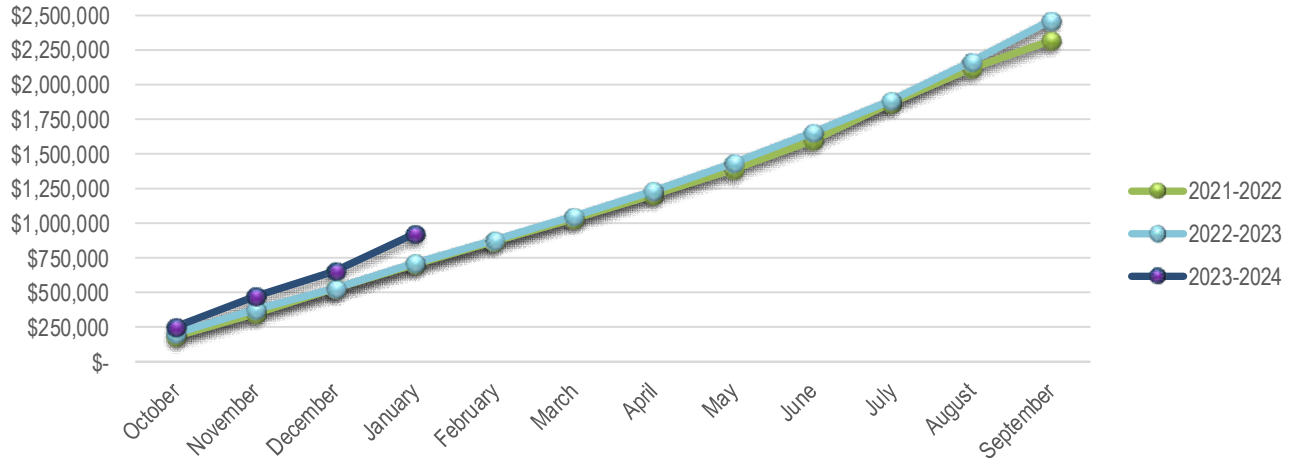


CITY OF SANGER, TEXAS
Enterprise Fund
Revenue & Expense Report (Unaudited)
January 31, 2024

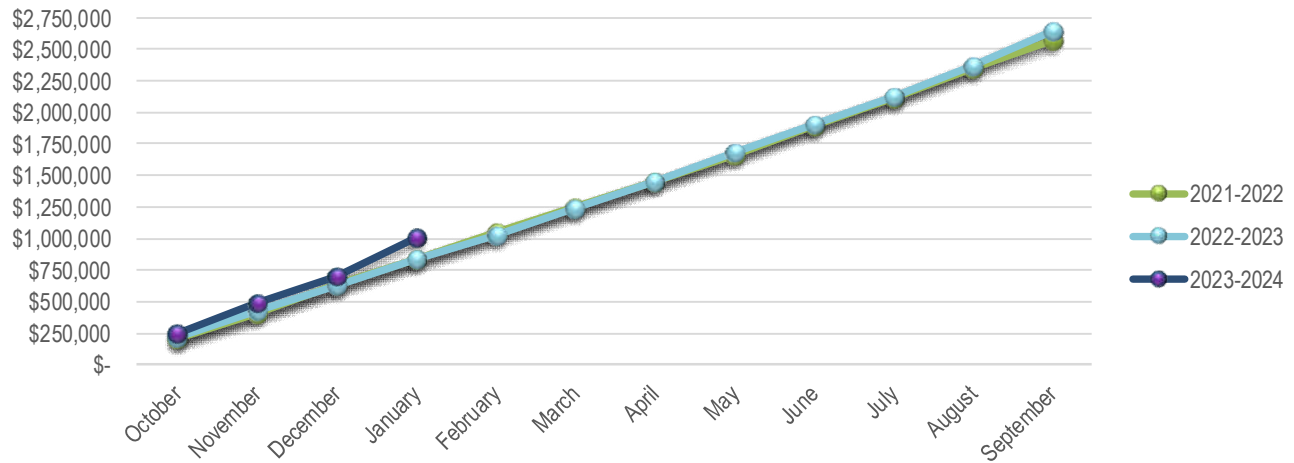
	Annual Budget	Year to Date	Encumbered	% of Budget	Budget Balance
Revenues					
Water	\$ 2,565,619	\$ 928,096		36.2%	\$ 1,637,523
Wastewater	2,955,440	1,003,119		33.9%	1,952,321
Electric	8,434,353	2,930,242		34.7%	5,504,111
Penalties & Fees	210,000	75,688		36.0%	134,312
Interest	75,000	10,740		14.3%	64,260
Miscellaneous	119,000	31,465		26.4%	87,535
Transfers	-	977,000		0.0%	(977,000)
Use of Fund Balance	1,279,913	-		0	1,279,913
Total Revenues	\$ 15,639,325	\$ 5,956,350		38.1%	\$ 9,682,975
Expenditures					
Water	\$ 1,988,233	\$ 681,366	\$ 3,664	34.5%	1,303,203
Wastewater	1,096,608	318,356	143,705	42.1%	634,547
Electric	7,921,671	1,977,650	(13,126)	24.8%	5,957,147
Customer Service	419,300	103,277	-	24.6%	316,023
Transfers	4,287,487	1,499,026	-	35.0%	2,788,461
Total Expenditures	15,713,299	4,579,675	134,243	30.0%	10,999,381
Revenues Over (Under) Expenditures	\$ (73,974)	\$ 1,376,675	\$ (134,243)		\$ (1,316,406)
Fund Balance - October 1, 2023	21,054,762	21,054,762			
Fund Balance - January 31, 2024	\$ 21,054,762	\$ 22,431,437			



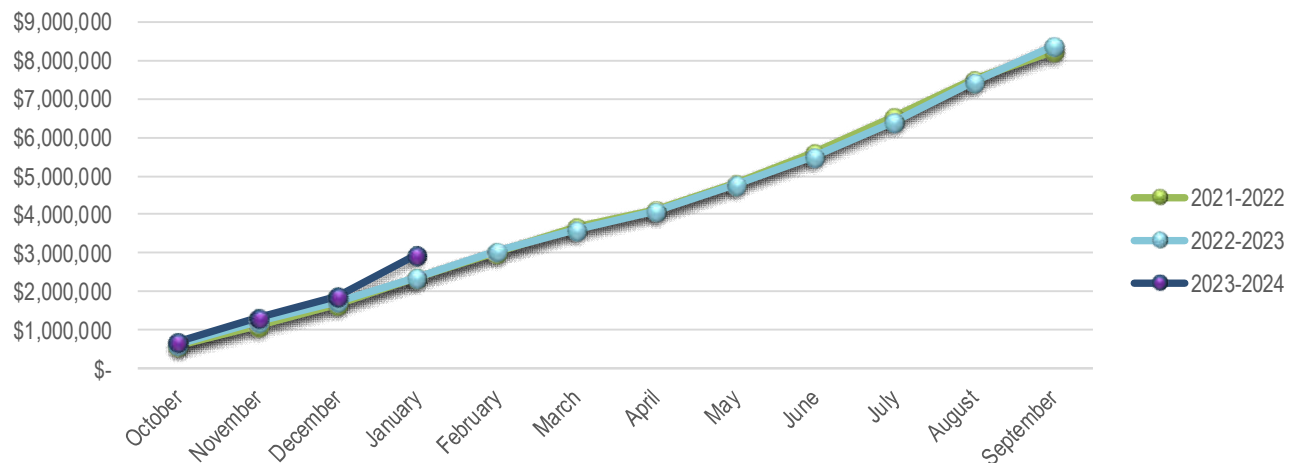
WATER REVENUE



WASTE WATER REVENUE



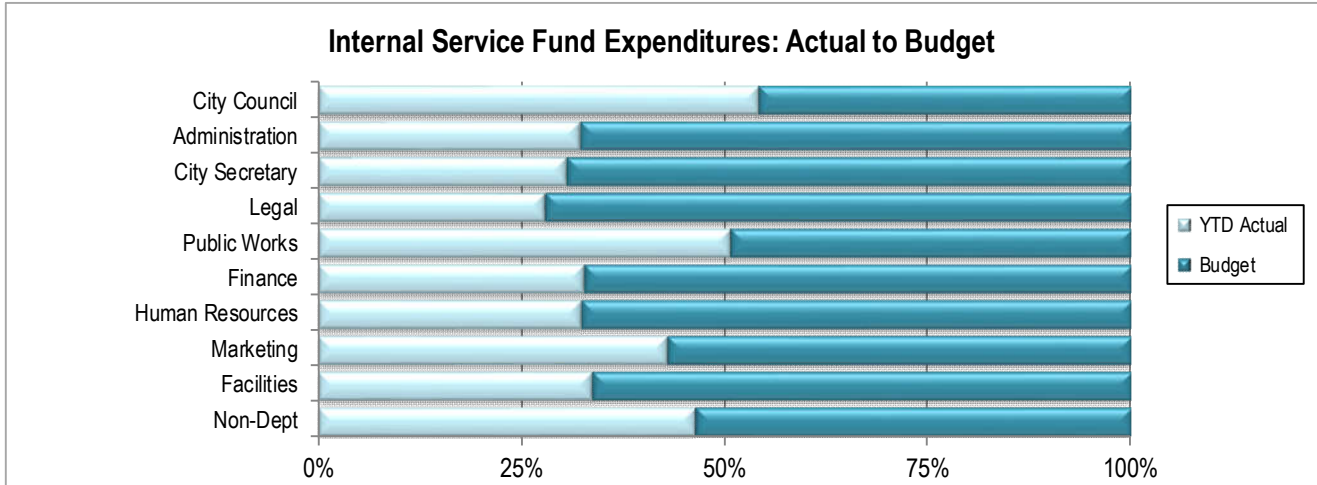
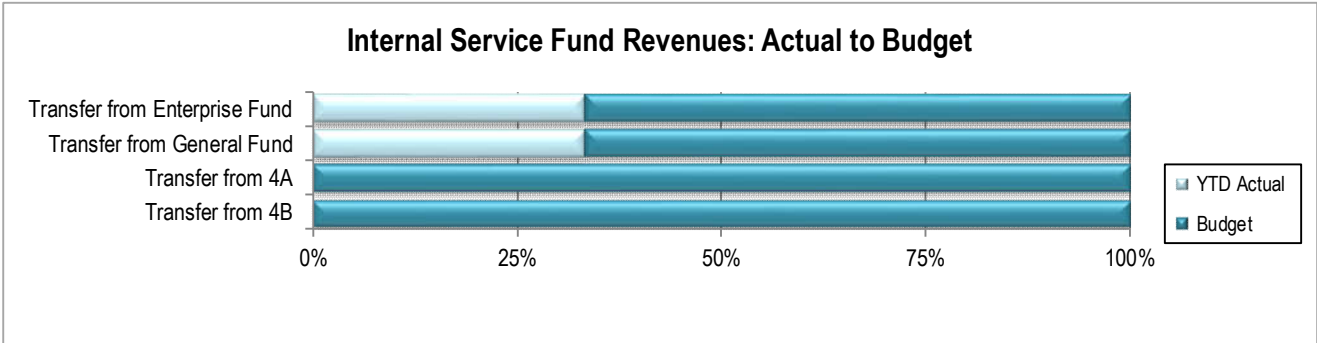
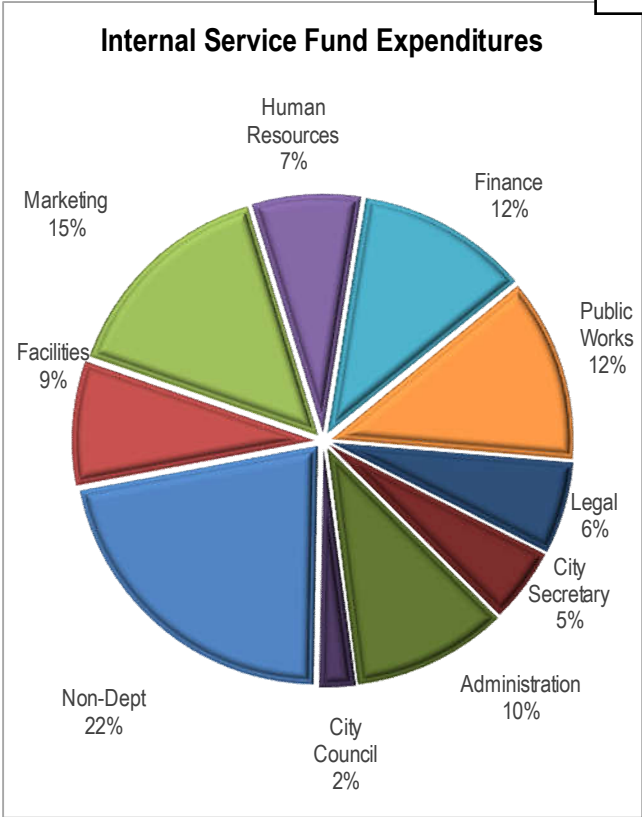
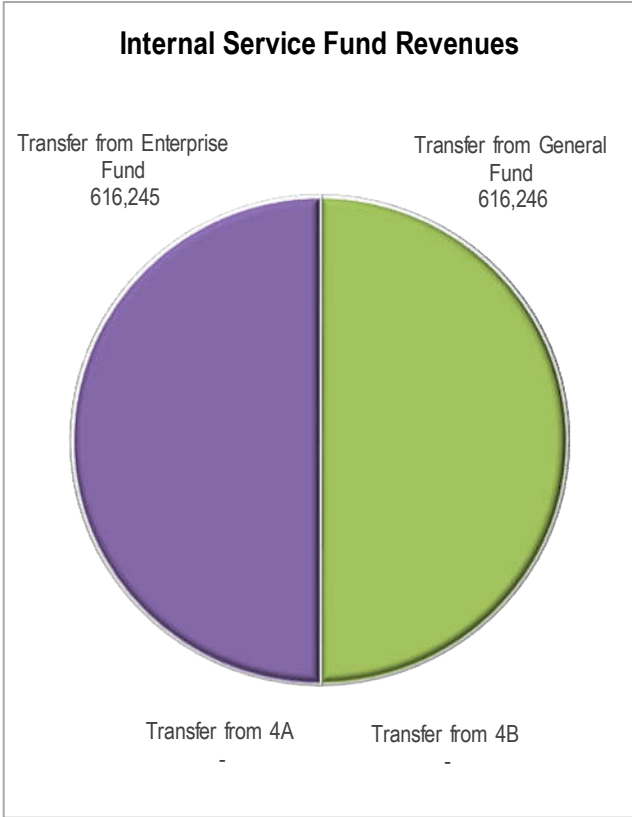
ELECTRIC REVENUE



INTERNAL SERVICE FUND

CITY OF SANGER, TEXAS
Internal Service Fund
Revenue & Expense Report (Unaudited)
January 31, 2024

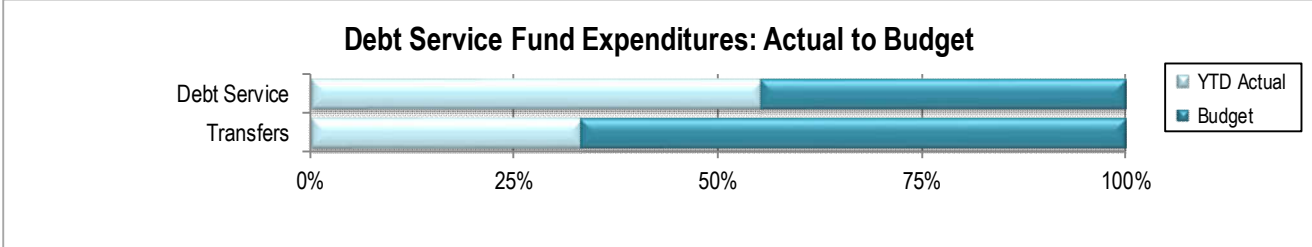
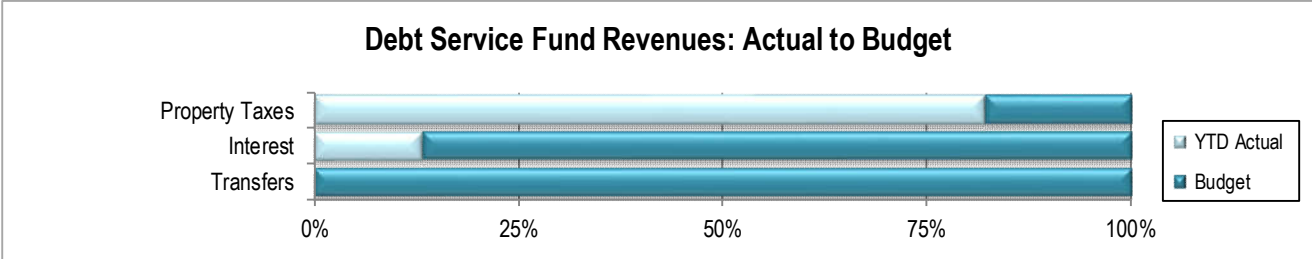
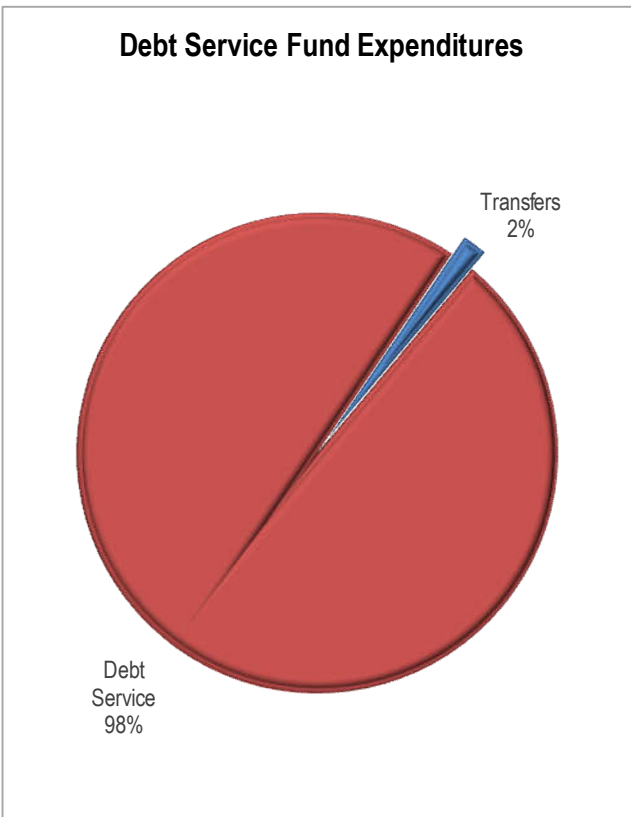
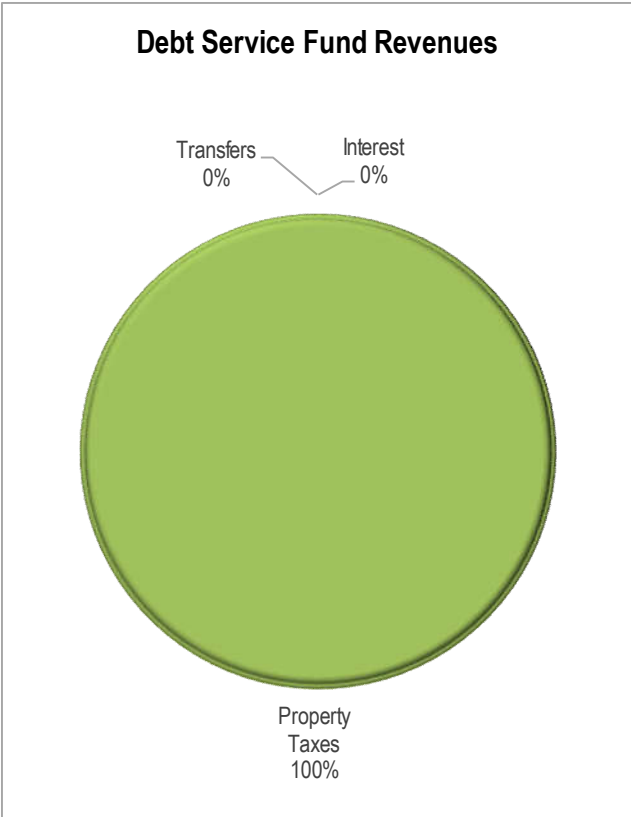
	Annual Budget	Year to Date	Encumbered	% of Budget	Budget Balance
Revenues					
Transfer from Enterprise Fund	\$ 1,852,815	\$ 616,245		33.3%	\$ 1,236,570
Transfer from General Fund	1,852,815	616,246		33.3%	\$ 1,236,569
Transfer from 4A	15,000	-		0.0%	\$ 15,000
Transfer from 4B	15,000	-		0.0%	15,000
Total Revenues	3,735,630	1,232,491		33.0%	2,503,139
Operating Expenditures					
City Council	\$ 59,950	\$ 15,619	\$ 16,750	54.0%	\$ 27,581
Administration	457,090	147,711	(1,153)	32.1%	310,532
City Secretary	235,480	72,352	(776)	30.4%	163,904
Legal	319,010	88,863	-	27.9%	230,147
Public Works	346,570	103,490	71,567	50.5%	171,513
Finance	497,950	172,576	(9,885)	32.7%	335,259
Human Resources	316,740	83,335	18,870	32.3%	214,535
Marketing	494,250	180,583	30,992	42.8%	282,675
Facilities	353,290	104,172	14,522	33.6%	234,596
Non-Departmental	665,300	263,790	43,922	46.3%	357,588
Total Expenditures	3,745,630	1,232,491	184,809	37.8%	2,328,330
Revenues Over (Under) Expenditures	\$ (10,000)	\$ -	\$ (184,809)		\$ 174,809
Fund Balance - October 1, 2023	100,205	100,205			
Fund Balance - January 31, 2024	\$ 90,205	\$ 100,205			



DEBT SERVICE FUND

**CITY OF SANGER, TEXAS
Debt Service Fund
Revenue & Expense Report (Unaudited)
January 31, 2024**

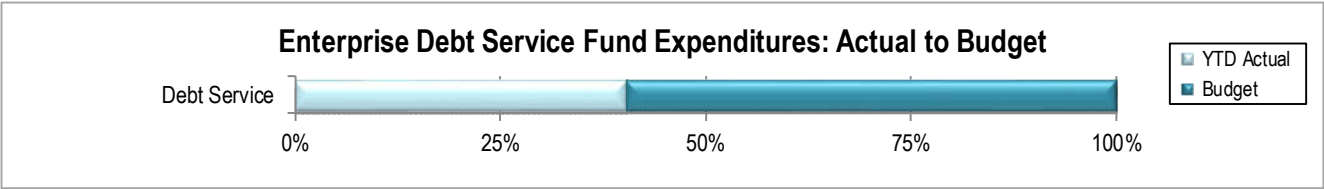
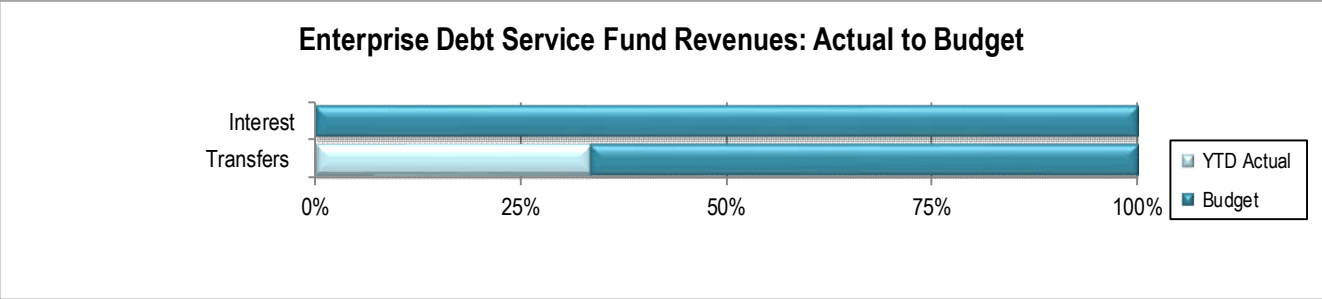
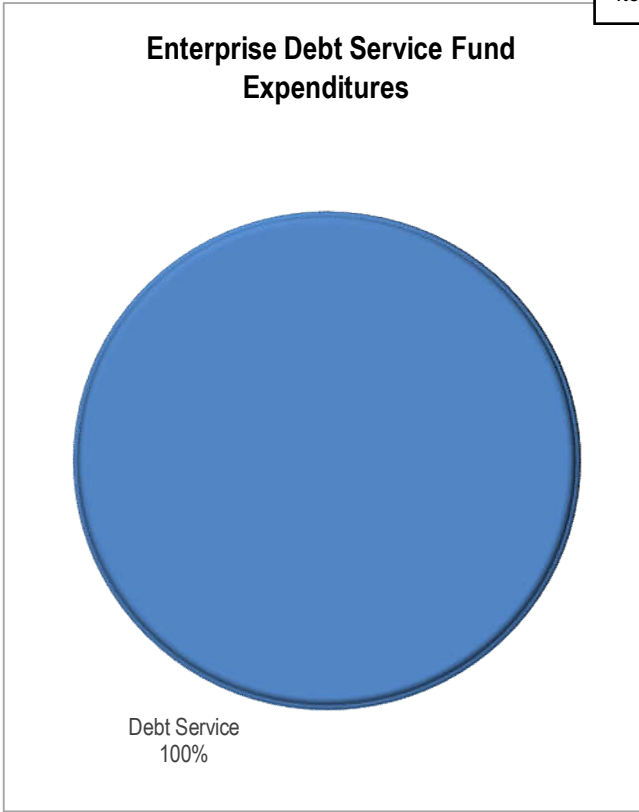
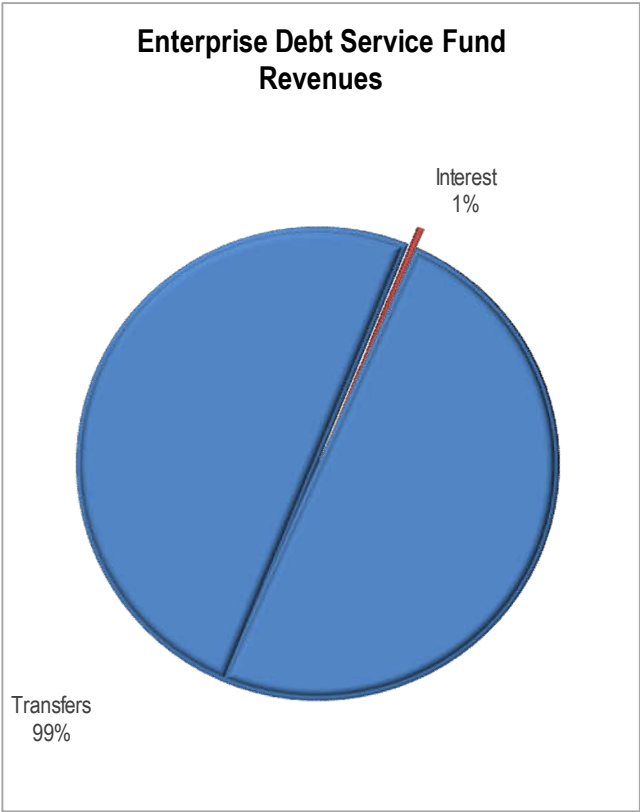
	Annual Budget	Year to Date	Encumbered	% of Budget	Budget Balance
Revenues					
Property Taxes	\$ 1,664,441	\$ 1,365,001		82.0%	\$ 299,440
Interest	25,000	3,317		13.3%	21,683
Transfers	180,000	-		0.0%	180,000
Total Revenues	\$ 1,869,441	\$ 1,368,318		73.2%	\$ 501,123
Operating Expenditures					
Debt Service	1,849,247	1,019,784	-	55.1%	829,463
Transfers	51,535	17,178	-	33.3%	34,357
Total Expenditures	1,900,782	1,036,962	-	54.6%	863,820
Revenues Over (Under) Expenditures	\$ (31,341)	\$ 331,356	\$ -		\$ (362,697)
Fund Balance - October 1, 2023	402,464	402,464			
Fund Balance - January 31, 2024	\$ 371,123	\$ 733,820			



ENTERPRISE DEBT SERVICE FUND

CITY OF SANGER, TEXAS
Enterprise Debt Service Fund
Revenue & Expense Report (Unaudited)
January 31, 2024

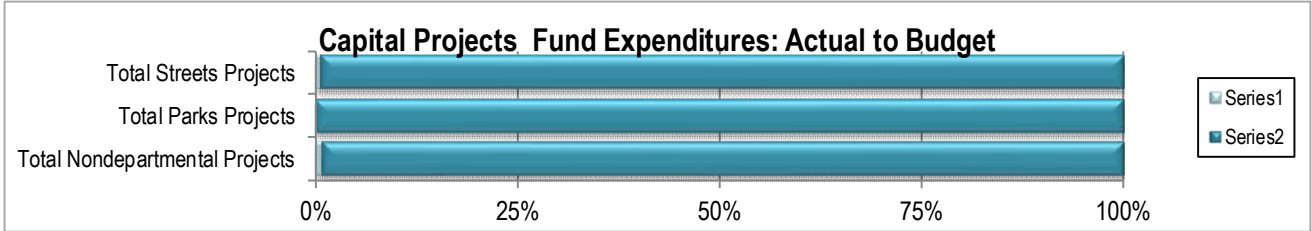
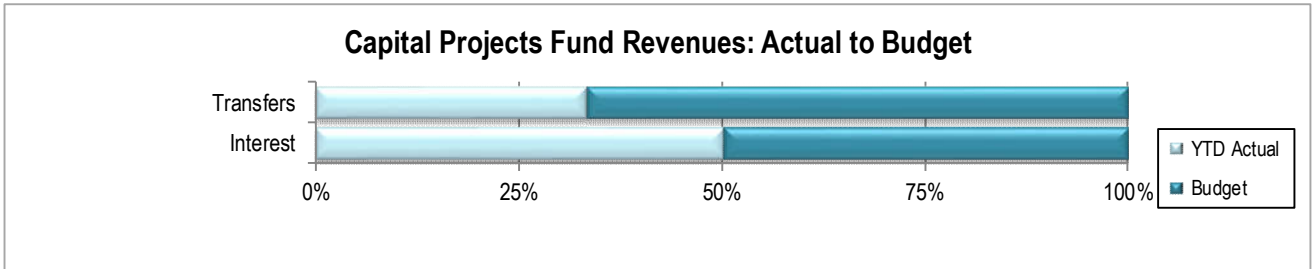
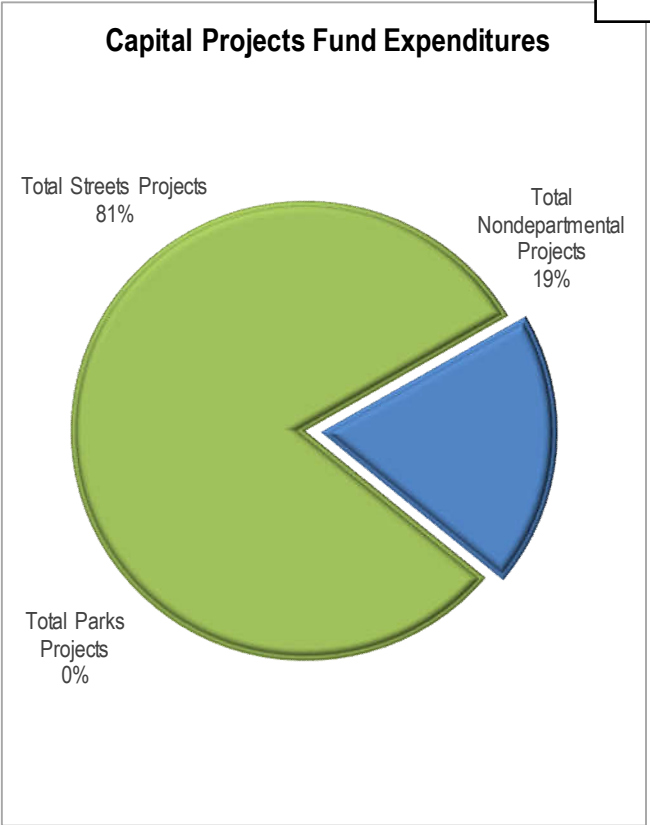
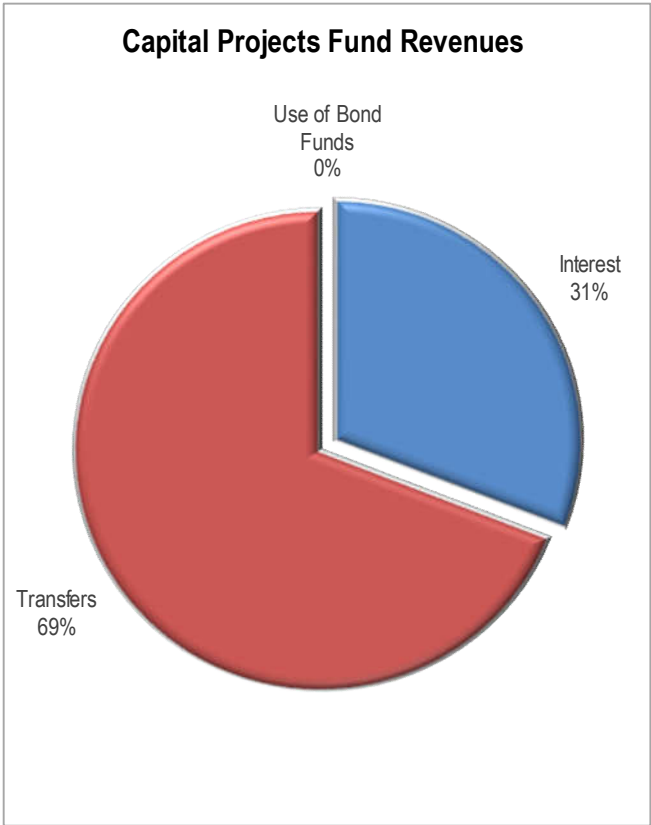
	Annual Budget	Year to Date	Encumbered	% of Budget	Budget Balance
Revenues					
Interest	\$ 25,000	\$ 4,143		0.0%	20,857
Transfers	2,339,672	779,891		33.3%	1,559,781
Total Revenues	2,364,672	784,034		0.2%	1,580,638
Operating Expenditures					
Debt Service	2,364,672	957,848	-	41%	1406824
Transfers	-	977,000	-	0.0%	(977,000)
Total Expenditures	2,364,672	1,934,848	-	81.8%	429,824
Revenues Over (Under) Expenditures	\$ -	\$ (1,150,814)	\$ -		\$ 1,150,814
Fund Balance - October 1, 2023	1,291,409	1,291,409			
Fund Balance - January 31, 2024	\$ 1,291,409	\$ 140,595			



CAPITAL PROJECTS FUND

CITY OF SANGER, TEXAS
Capital Projects Fund
Revenue & Expense Report (Unaudited)
January 31, 2024

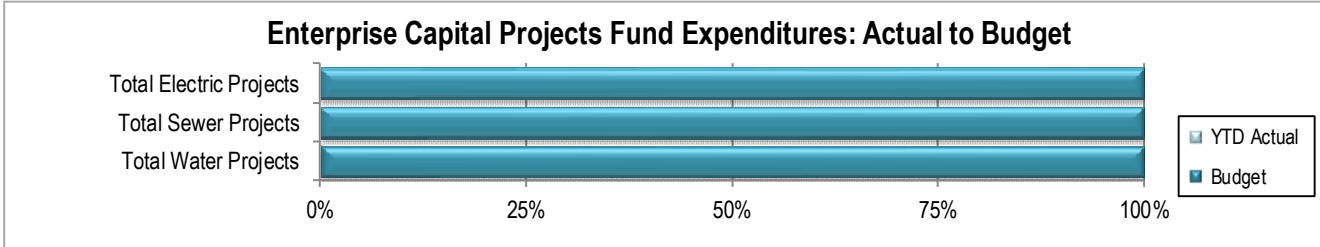
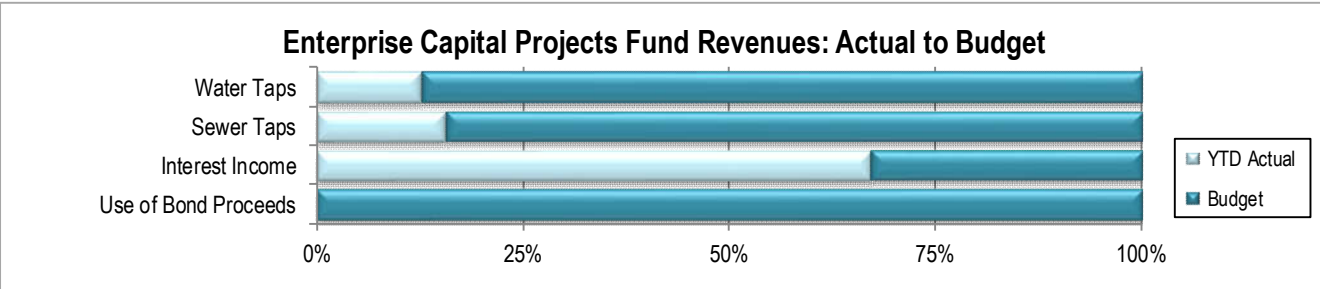
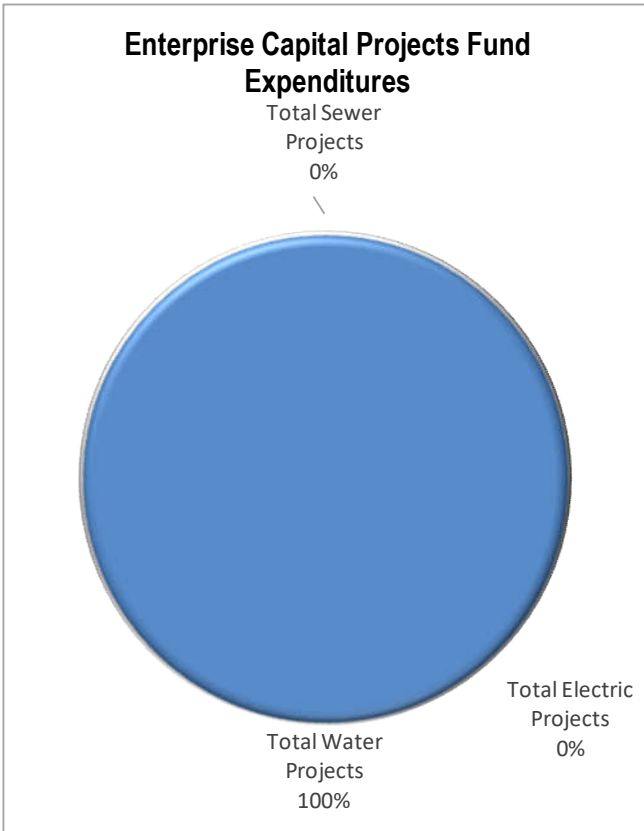
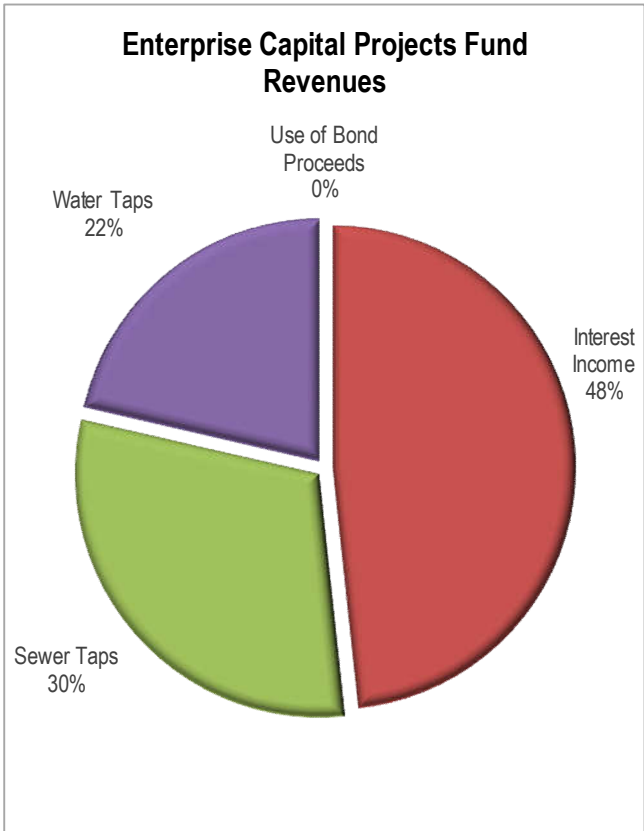
	Annual Budget	Year to Date	Encumbered	% of Budget	Budget Balance
Revenues					
Interest	\$ 50,000	\$ 24,996		50.0%	25,004
Transfers	167,510	55,837		33.3%	111,673
Use of Bond Funds	3,000,000	-		0.0%	3,000,000
Total Revenues	3,217,510	80,833		2.5%	3,136,677
Operating Expenditures					
2023-24 Street Rehab	362,401	-	-	0.0%	362,401
Street/Utility Maintenance Program	425,000	96,857	(96,857)	0.0%	425,000
Marion Road - Arterial	750,000	-	-	0.0%	750,000
I-35 Aesthetics	2,500,000	42,500	(10,500)	1.3%	2,468,000
<i>Total Streets Projects</i>	<i>4,037,401</i>	<i>139,357</i>	<i>(107,357)</i>	<i>0.8%</i>	<i>4,005,401</i>
Porter Park Phase II	300,000	-	-	0.0%	300,000
Senior Center Improvements	500,000	-	-	0.0%	500,000
<i>Total Parks Projects</i>	<i>800,000</i>	<i>-</i>	<i>-</i>	<i>0.0%</i>	<i>800,000</i>
Riley Property Purchase	-	7,676	-	0.0%	(7,676)
Building Improvements	-	94,569	(94,569)	0.0%	-
Joint Public Safety Facility	800,000	-	-	0.0%	800,000
<i>Total Nondepartmental Projects</i>	<i>800,000</i>	<i>102,245</i>	<i>(94,569)</i>	<i>1.0%</i>	<i>792,324</i>
Total Expenditures	5,637,401	241,602	(201,926)	0.7%	5,597,725
Revenues Over (Under) Expenditures	\$ (2,419,891)	\$ (160,769)	\$ 201,926		\$ (2,461,048)
Fund Balance - October 1, 2023	4,511,638	4,511,638			
January 31, 2024	\$ 2,091,747	\$ 4,350,869			



ENTERPRISE CAPITAL PROJECTS FUND

CITY OF SANGER, TEXAS
Enterprise Capital Projects Fund
Revenue & Expense Report (Unaudited)
January 31, 2024

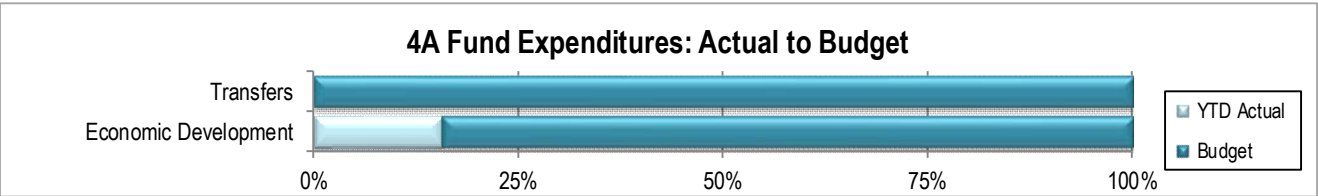
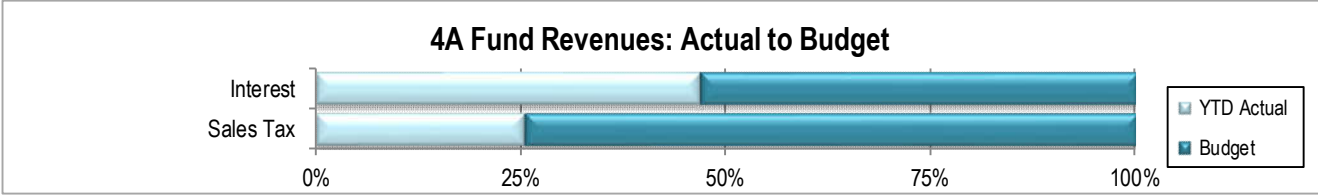
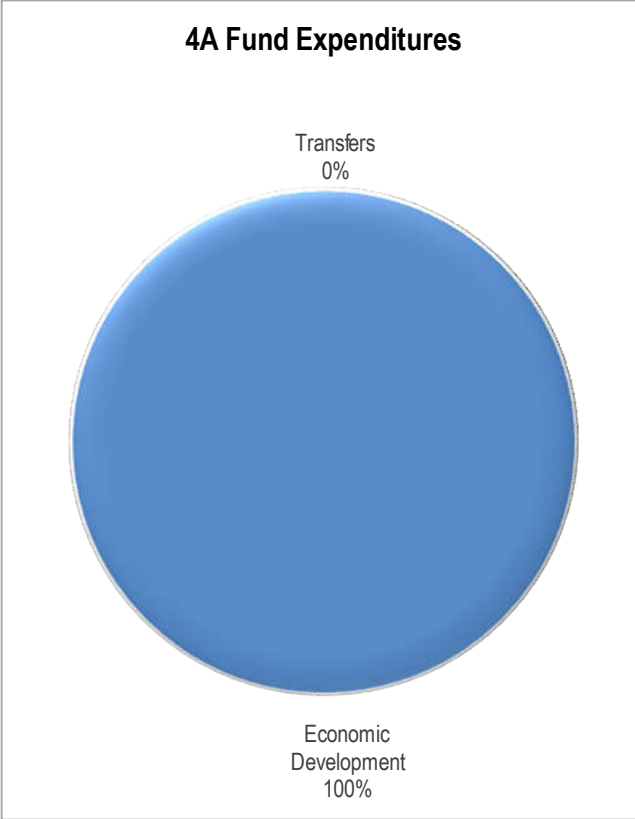
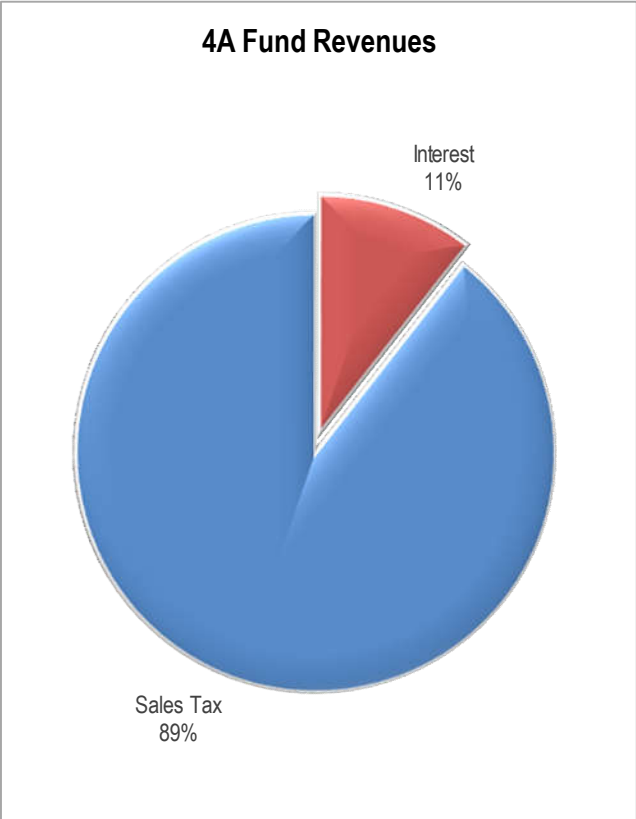
	Annual Budget	Year to Date	Encumbered	% of Budget	Budget Balance
Revenues					
Water Taps	\$ 350,000	\$ 44,550		12.7%	\$ 305,450
Sewer Taps	400,000	63,050		15.8%	336,950
Interest	150,000	100,575		67.1%	49,425
State Reimbursements	3,500,000	-		0.0%	3,500,000
Use of Bond Proceeds	8,270,903	-		0.0%	8,270,903
Total Revenues	\$ 12,670,903	\$ 208,175		0.5%	\$ 12,462,728
Operating Expenditures					
Water: System Improvements	1,200,000	39,988	(39,988)	0.0%	1,200,000
Water: FM 455 Relocation	-	2,544	(2,544)	0.0%	-
Water: I-35 Relocation	3,597,732	20,001	(20,001)	0.0%	3,597,732
Automated Metering System	3,200,000	1,413,310	(1,405,860)	0.2%	3,192,550
<i>Total Water Projects</i>	<i>7,997,732</i>	<i>1,475,843</i>	<i>(1,468,393)</i>	<i>0.1%</i>	<i>7,990,282</i>
Sewer: System Improvements	335,000	-	-	0.0%	335,000
Sewer: FM 455 Relocation	-	2,544	(2,544)	0.0%	-
Sewer: I-35 Relocation	2,825,178	20,001	(20,001)	0.0%	2,825,178
Sewer: Keaton Road Sewer	320,000	-	-	0.0%	320,000
Sewer: MUD12 Feasibility Study	-	17,684	(17,684)	0.0%	-
Sewer: Fifth Street Rehab	350,000	-	-	0.0%	350,000
<i>Total Sewer Projects</i>	<i>3,830,178</i>	<i>40,229</i>	<i>(40,229)</i>	<i>0.0%</i>	<i>3,830,178</i>
Electric: System Improvements	350,000	-	-	0.0%	350,000
Electric: FM 455 Relocation	-	115,595	(115,595)	#DIV/0!	-
Electric: I-35 Relocation	3,500,000	9,500	(9,500)	0.0%	3,500,000
<i>Total Electric Projects</i>	<i>3,850,000</i>	<i>125,095</i>	<i>(125,095)</i>	<i>0.0%</i>	<i>3,850,000</i>
Total Expenditures	15,677,910	1,641,167	(1,633,717)	0.0%	15,670,460
Revenues Over (Under) Expenditures	\$ (3,007,007)	\$ (1,432,992)	\$ 1,633,717		\$ (3,207,732)
Fund Balance - October 1, 2023	1,291,409	1,291,409			
Fund Balance - January 31, 2024	\$ (1,715,598)	\$ (141,583)			



4A FUND

**CITY OF SANGER, TEXAS
4A Fund
Revenue & Expense Report (Unaudited)
January 31, 2024**

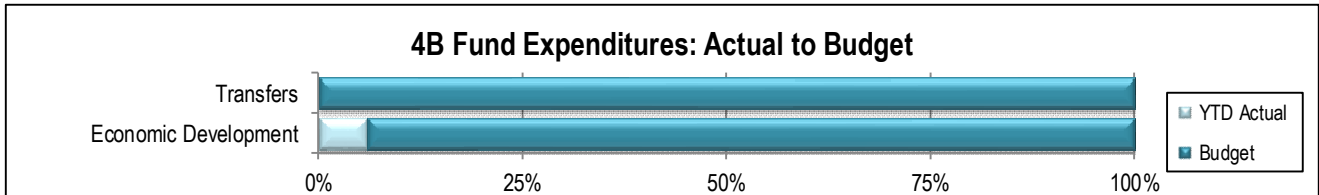
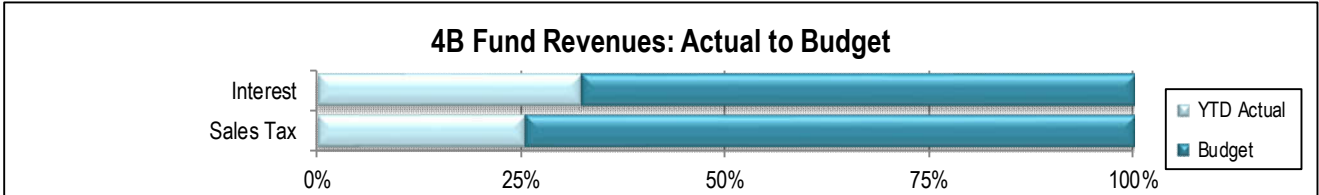
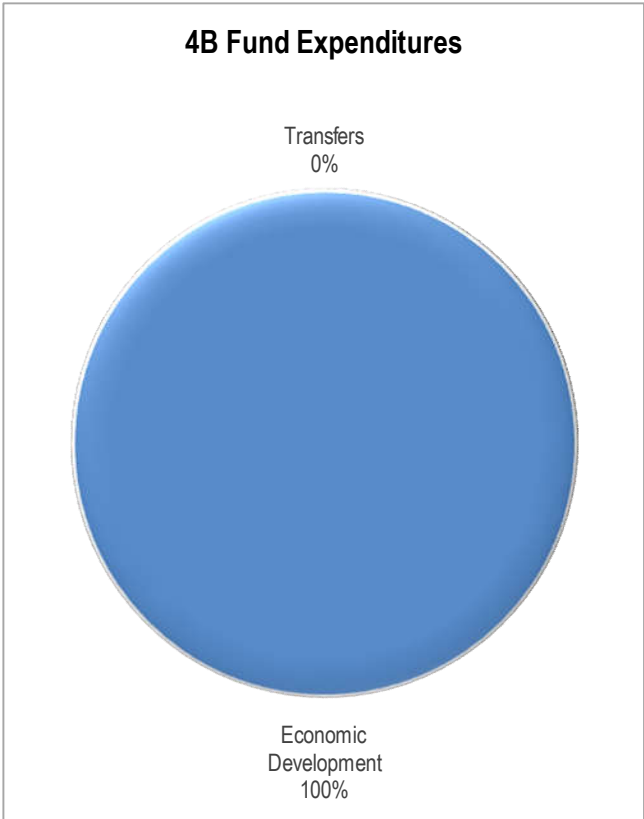
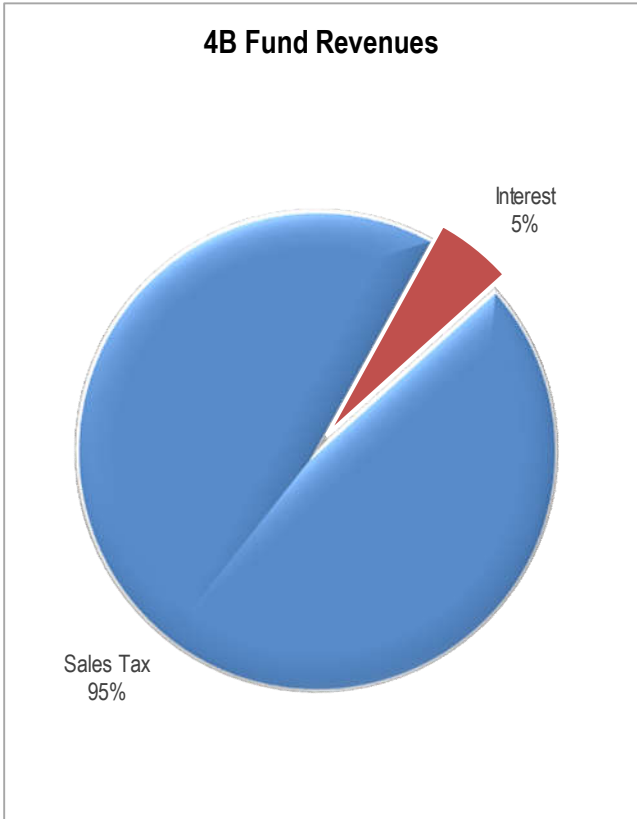
	Annual Budget	Year to Date	Encumbered	% of Budget	Budget Balance
Revenues					
Sales Tax	\$ 875,000	\$ 297,009		33.9%	\$ 577,991
Interest	40,000	34,974		87.4%	5,026
Total Revenues	\$ 915,000	\$ 331,983		36.3%	\$ 583,017
Operating Expenditures					
Economic Development	\$ 174,625	\$ 30,428	\$ 1,625	18.4%	\$ 142,572
Transfers	15,000	-	-	0.0%	15,000
Total Expenditures	189,625	30,428	1,625	16.9%	157,572
Revenues Over (Under) Expenditures	\$ 725,375	\$ 301,555	\$ (1,625)		\$ 425,445
Fund Balance - October 1, 2023	4,479,156	4,479,156			
Fund Balance - January 31, 2024	\$ 5,204,531	\$ 4,780,711			



4B FUND

CITY OF SANGER, TEXAS
4B Fund
Revenue & Expense Report (Unaudited)
January 31, 2024

	Annual Budget	Year to Date	Encumbered	% of Budget	Budget Balance
Revenues					
Sales Tax	\$ 875,000	\$ 297,009		33.9%	\$ 577,991
Interest	35,000	16,594		47.4%	18,406
Total Revenues	\$ 910,000	\$ 313,603		34.5%	\$ 596,397
Operating Expenditures					
Economic Development	\$ 362,625	\$ 39,756	\$ (17,729)	6.1%	\$ 340,598
Transfers	195,000	-	-	0.0%	195,000
Total Expenditures	557,625	39,756	(17,729)	4.0%	535,598
Revenues Over (Under) Expenditures	\$ 352,375	\$ 273,847	\$ 17,729		\$ 60,799
Fund Balance - October 1, 2023	2,817,046	2,817,046			
Fund Balance - January 31, 2024	\$ 3,169,421	\$ 3,090,893			



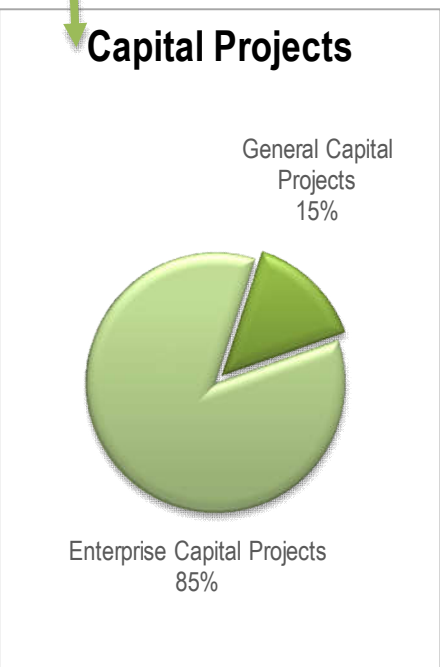
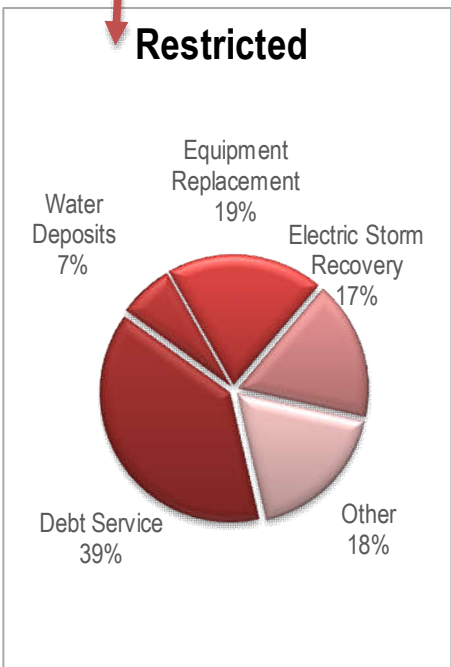
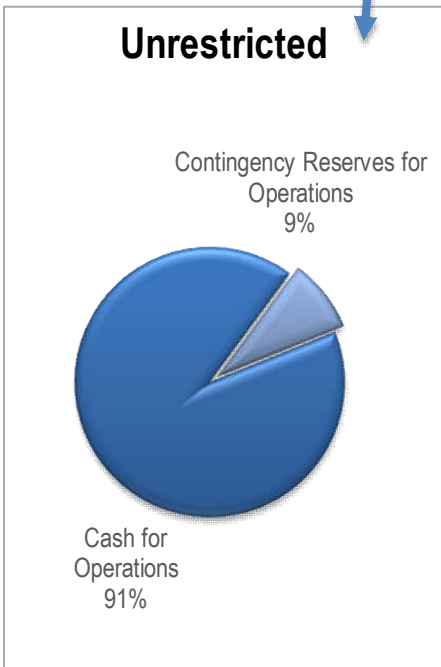
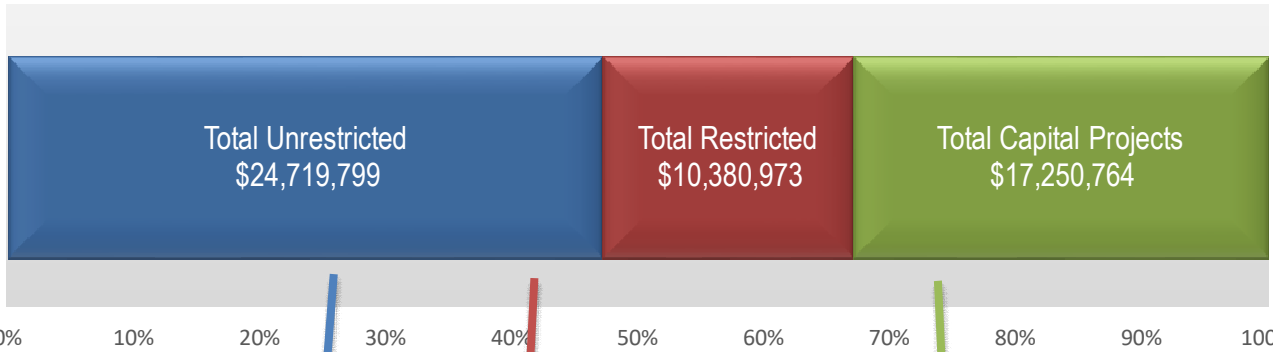
CASH AND INVESTMENTS REPORT

CITY OF SANGER, TEXAS TOTAL CASH AND INVESTMENTS January 31, 2024

Name	General	Enterprise	Debt Service	Capital Projects	Total
UNRESTRICTED					
Cash for Operations	\$ 19,597,073	\$ 2,953,595	\$ -	\$ -	\$ 22,550,668
Contingency Reserves for Operations	1,088,486	1,080,645	-	-	2,169,131
TOTAL UNRESTRICTED	\$ 20,685,559	\$ 4,034,240	\$ -	\$ -	\$ 24,719,799
RESTRICTED					
Debt Service	\$ -	\$ 340,186	\$ 2,479,514	\$ -	\$ 2,819,700
Water Deposits	-	500,348	-	-	500,348
Equipment Replacement	1,270,893	149,563	-	-	1,420,456
Electric Storm Recovery	-	1,263,146	-	-	1,263,146
A R P Funds Cash	2,177,059	-	-	-	2,177,059
Hotel Occupancy Tax	239,976	-	-	-	239,976
Grant Funds	124,117	-	-	-	124,117
Keep Sanger Beautiful (KSB)	5,587	-	-	-	5,587
Library	99,659	-	-	-	99,659
Parkland Dedication	105,593	-	-	-	105,593
Roadway Impact	1,477,765	-	-	-	1,477,765
Court Security	17,401	-	-	-	17,401
Court Technology	290	-	-	-	290
Child Safety Fee	85,348	-	-	-	85,348
Forfeited Property	5,009	-	-	-	5,009
Donations	39,519	-	-	-	39,519
TOTAL RESTRICTED	\$ 5,648,216	\$ 2,253,243	\$ 2,479,514	\$ -	\$ 10,380,973
CAPITAL PROJECTS					
General Capital Projects	\$ -	\$ -	\$ -	\$ 2,519,157	\$ 2,519,157
Enterprise Capital Projects	-	-	-	14,731,607	14,731,607
TOTAL CAPITAL PROJECTS	\$ -	\$ -	\$ -	\$ 17,250,764	\$ 17,250,764
TOTAL CASH AND INVESTMENTS	\$ 26,333,775	\$ 6,287,483	\$ 2,479,514	\$ 17,250,764	\$ 52,351,536

These totals do not include the 4A Corporation and 4B Corporation, which are presented on page 29.

TOTAL CASH & INVESTMENTS



**GENERAL FUND
CASH AND INVESTMENTS
January 31, 2024**

Name	Acct. #	Maturity	Yield	Prior Period	Current Balance
Pooled Cash	001-00-1000		0.05%	\$ 17,088,926	\$ 19,205,476
Employee Benefits Cash	110-00-1000		0.20%	1,932	1,253
Employee Benefits MM	110-00-1010		0.20%	136,467	138,056
Internal Service Fund	180-00-1000		0.05%	281,639	252,288
OPERATING ACCOUNTS				\$ 17,508,964	\$ 19,597,073
GF Contingency Reserve MM 2487969	001-00-1031		0.20%	\$ 645,154	\$ 646,082
GF Contingency Reserve CD Prosperity	001-00-1039	4/26/2024	0.55%	221,389	223,211
GF Contingency Reserve CD 674907	001-00-1043	7/13/2024	0.45%	218,465	219,193
CONTINGENCY RESERVE				\$ 1,085,008	\$ 1,088,486
* GF Equipment Replacement MM 2376237	001-00-1032		0.20%	\$ 193,515	\$ 194,218
* GF Equipment Replacement CD 719706	001-00-1033	7/6/2024	0.45%	\$ 65,652	\$ 65,871
* General Storm Recovery Pooled Cash	201-00-1000		0.05%	1,009,382	1,010,804
EQUIPMENT REPLACEMENT RESERVES				\$ 1,268,549	\$ 1,270,893
* A R P Funds Cash	001-00-1034			\$ 2,176,506	\$ 2,177,059
* Hotel Occupancy Tax	050-00-1000			212,785	239,976
* Police Grant Fund	320-00-1000			4,827	4,834
* Fire Grant Fund	324-00-1000			119,101	119,269
* Library Grant Fund	342-00-1000			14	14
* Beautification Board - KSB	432-00-1000			5,579	5,587
* Library Restricted for Building Expansion	442-00-1000			46,653	46,719
* Library Building Expansion CD 702994	442-00-1035	1/22/2025	0.45%	52,895	52,940
* Parkland Dedication Fund	450-00-1000			105,444	105,593
* Roadway Impact Fee Fund	451-00-1000			1,472,690	1,477,765
* Court Security Restricted Fund	470-00-1000			17,146	17,401
* Court Technology Restricted Fund	471-00-1000			182	290
* Child Safety Fee Fund	475-00-1000			85,228	85,348
* Forfeited Property Fund	480-00-1000			5,002	5,009
* Police Donations	620-00-1000			279	280
* Fire Donations	624-00-1000			17,702	17,977
* Banner Account for Parks	632-00-1000			13,945	13,965
* Library Donations	642-00-1000			7,286	7,297
OTHER				\$ 4,343,264	\$ 4,377,323
TOTAL CASH AND INVESTMENTS				\$ 24,205,785	\$ 26,333,775
TOTAL UNRESTRICTED				\$ 18,593,972	\$ 20,685,559

*Restricted Funds

**ENTERPRISE FUND
CASH AND INVESTMENTS
January 31, 2024**

Name	Acct. #	Maturity	Yield	Prior Period	Current Balance
Pooled Cash	008-00-1010		0.05%	\$ 3,202,210	\$ 2,953,595
OPERATING ACCOUNTS				\$ 3,202,210	\$ 2,953,595
* Pooled Cash	008-00-1010		0.05%	\$ 199,083	\$ 200,348
* Water Deposit CD 2375850	008-00-1041	1/3/2025	0.45%	300,000	300,000
WATER DEPOSIT REFUND ACCOUNTS				\$ 499,083	\$ 500,348
* Combined EF Debt Service MM 2376113	008-00-1039		0.20%	339,697	340,186
BOND FUNDS				\$ 339,697	\$ 340,186
EF Contingency Reserve MM 2809753	008-00-1012		0.20%	\$ 643,559	\$ 644,485
EF Contingency Reserve CD 787860	008-00-1014	2/14/2024	0.45%	325,715	326,291
EF Reserve CD 642541	008-00-1040	9/25/2024	0.45%	109,637	109,869
CONTINGENCY RESERVES				\$ 1,078,911	\$ 1,080,645
* EF Storm Recovery MM	208-00-1033		0.20%	\$ 1,261,330	\$ 1,263,146
* EF Equipment Replacement MM 2376202	008-00-1034		0.20%	148,992	149,563
OTHER				\$ 1,410,322	\$ 1,412,709
TOTAL CASH AND INVESTMENTS				\$ 6,530,223	\$ 6,287,483
TOTAL UNRESTRICTED				\$ 4,281,121	\$ 4,034,240

*Restricted Funds

**DEBT SERVICE & CAPITAL PROJECTS
CASH AND INVESTMENTS
January 31, 2024**

DEBT SERVICE FUND

Name	Acct. #	Maturity	Yield	Prior Period	Current Balance
* Pooled Cash	003-00-1000		0.05%	\$ 1,129,913	\$ 671,803
* DSF Money Market 2376105	003-00-1010		0.20%	61,927	62,016
TOTAL RESTRICTED				\$ 1,191,840	\$ 733,819

ENTERPRISE DEBT SERVICE FUND

Name	Acct. #	Maturity	Yield	Prior Period	Current
* Pooled Cash	009-00-1000		0.05%	\$ 1,679,515	\$ 1,745,695
TOTAL RESTRICTED				\$ 1,679,515	\$ 1,745,695

GENERAL CAPITAL PROJECTS FUND

Name	Acct. #	Maturity	Yield	Prior Period	Current
* Pooled Cash	004-00-1000		0.05%	\$ 2,386,322	\$ 2,398,555
* 2023C Tax Bond Proceeds	004-00-1014		0.05%	\$ 120,193	\$ 120,602
TOTAL RESTRICTED				\$ 2,506,515	\$ 2,519,157

ENTERPRISE CAPITAL PROJECTS FUND

Name	Acct. #	Maturity	Yield	Prior Period	Current Balance
* Sewer Capital Improvements MM-10% Rev	840-00-1020		0.20%	\$ 1,660,998	\$ 1,663,389
* Sewer Capital Reserve MM 2380226 Tap Fees	840-00-1038		0.20%	3,066,351	3,082,744
* Water Capital Reserve MM 2376156 Tap Fees	840-00-1037		0.20%	\$ 2,450,080	\$ 2,460,605
* 2021 CO MM	840-00-1039		0.20%	\$ 8,483,138	\$ 7,413,544
* Pooled Cash	840-00-1000		0.05%	311,880	111,325
TOTAL RESTRICTED				\$ 15,972,447	\$ 14,731,607

*Restricted Funds

**4A & 4B FUNDS
CASH AND INVESTMENTS
January 31, 2024**

General

Name	Acct. #	Maturity	Yield	Prior Period	Current Balance
* Pooled Cash	41-00-1000		0.05%	\$ 2,693,402	\$ 2,767,837
* Cash NOW 900020693 Prosperity	41-00-1010		0.05%	332,694	332,737
* 4A MM 902551273 Prosperity	41-00-1012		0.20%	2,024,808	2,029,457
* Sanger TX Ind Corp CD 486639	41-00-1013	11/2/2024	0.25%	97,472	97,721
TOTAL CASH AND INVESTMENTS				\$ 5,148,376	\$ 5,227,752

4B FUND

Name	Acct. #	Maturity	Yield	Prior Period	Current Balance
* Pooled Cash	42-00-1000		0.05%	\$ 2,372,968	\$ 2,168,872
* Cash MM 2379694	42-00-1010		0.05%	205,442	205,599
* 4B CD 653500	42-00-1013	4/3/2024	0.45%	22,552	22,599
* 4B CD 659924	42-00-1014	11/12/2024	0.45%	22,341	22,400
* 4B CD 664243	42-00-1015	6/5/2024	0.45%	22,383	22,442
* 4B CD 673277	42-00-1016	7/9/2024	0.45%	22,357	22,432
* 4B CD 686115	42-00-1017	8/4/2024	0.45%	22,361	22,436
* 4B CD 689521	42-00-1018	9/11/2024	0.45%	22,342	22,417
* 4B CD 694371	42-00-1019	11/14/2024	0.45%	22,359	22,434
* 4B CD 697230	42-00-1020	11/17/2024	0.45%	22,416	22,491
* 4B CD 699934	42-00-1021	12/18/2024	0.45%	22,269	22,343
* 4B CD 702285	42-00-1022	1/31/2024	0.45%	22,062	22,080
* 4B CD 706078	42-00-1023	2/19/2024	0.45%	22,153	22,192
* 4B CD 720097	42-00-1024	2/9/2024	0.45%	21,966	22,039
* 4B CD 720119	42-00-1025	11/9/2024	0.45%	21,926	21,999
TOTAL CASH AND INVESTMENTS				\$ 2,867,897	\$ 2,664,775

*Restricted Funds

**CITY OF SANGER, TEXAS
CASH AND INVESTMENTS
January 31, 2024**

The Monthly Investment Report is in full compliance with the objectives, restrictions, and strategies as set forth in the City of Sanger's Investment Policy and Texas Government Code 2256.023, the Public Funds Investment Act (PFIA).

The City only invests in Money Market accounts and Certificates of Deposit. Interest is paid monthly on all accounts. Therefore, book value and market value are the same and the City does not have accrued interest on its investments.

Ethics Disclosure and Conflicts of Interest

In accordance with the PFIA, investment officers are required to file a disclosure statement with the Texas Ethics Commission and the governing body if:

- a. the officer has a business relationship with a business organization offering to engage in an investment transaction with the City (as defined in 2256.005 (i) (1-3); or
- b. the officer is related within the second degree by affinity or consanguinity, as determined under Chapter 573 of the Texas Government Code, to an individual seeking to transact investment business with the entity. PFIA 2256.005 (i).



Clayton Gray
Finance Director



John Noblitt
City Manager



CITY OF SANGER, TEXAS
MONTHLY FINANCIAL AND INVESTMENT
REPORT
FOR THE MONTH ENDING FEBRUARY 29, 2024

PREPARED BY THE FINANCE DEPARTMENT

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INTRODUCTION

This is the financial report for the period ending February 29, 2024. Revenues and expenditures reflect activity from October 1, 2022, through February 29, 2024, or forty-two percent (42%) of the fiscal year.

GENERAL FUND

- The General Fund has collected 72.0% of projected operating revenues.
- All revenue categories are performing within projections.
- Operating expenditures & encumbrances are 36.0% of the annual budget
- All expenditure categories are within projections.

ENTERPRISE FUND

- The Enterprise Fund has collected 45.5% of projected operating revenues.
- All revenue categories are performing within projections.
- Operating expenditures & encumbrances are 35.6% of the annual budget.
- All expenditure categories are within projections.

INTERNAL SERVICE FUND

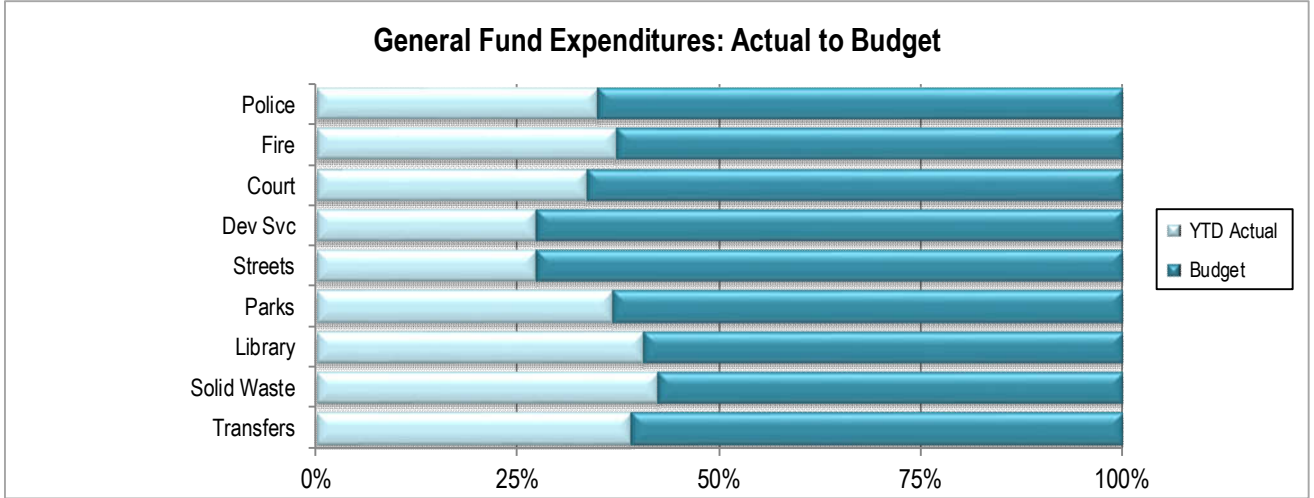
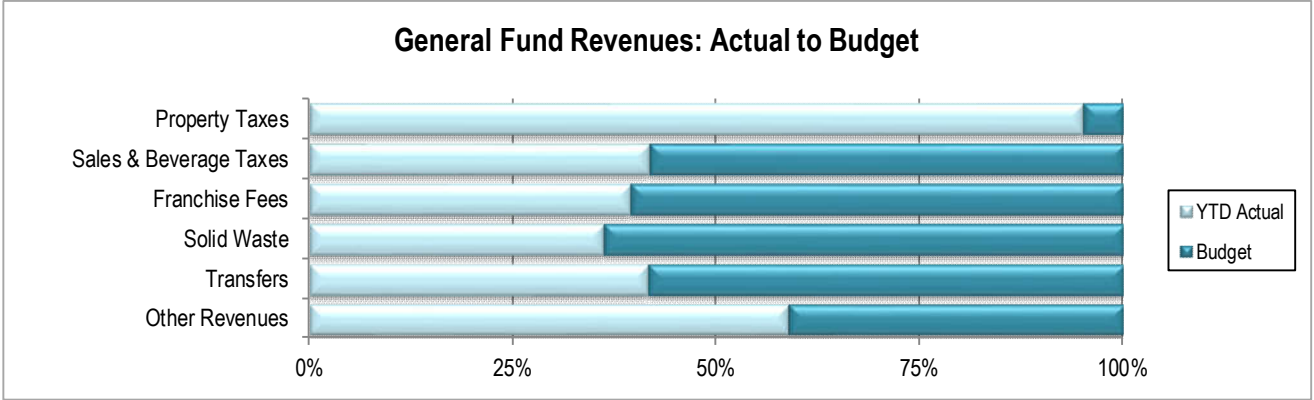
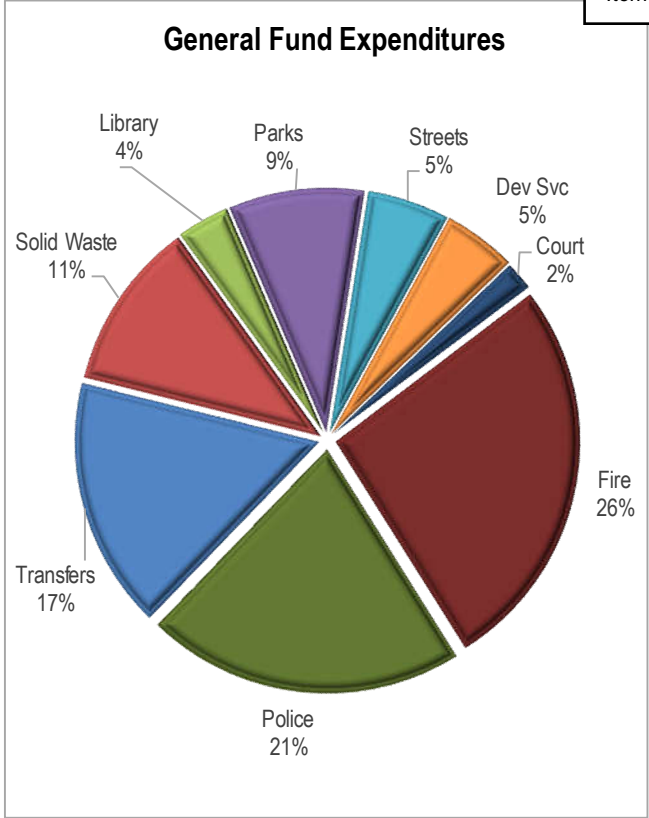
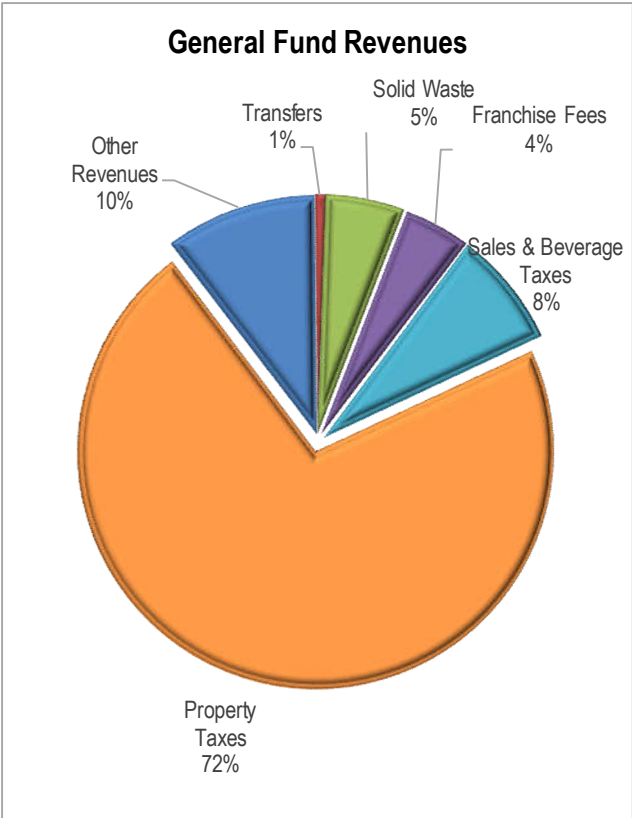
- The Internal Service Fund has collected 39.2% of projected transfers from the General and Enterprise Funds.
- All revenue categories are performing within projections.
- Operating expenditures & encumbrances are 44.2% of the annual budget.
- All expenditure categories are within projections.

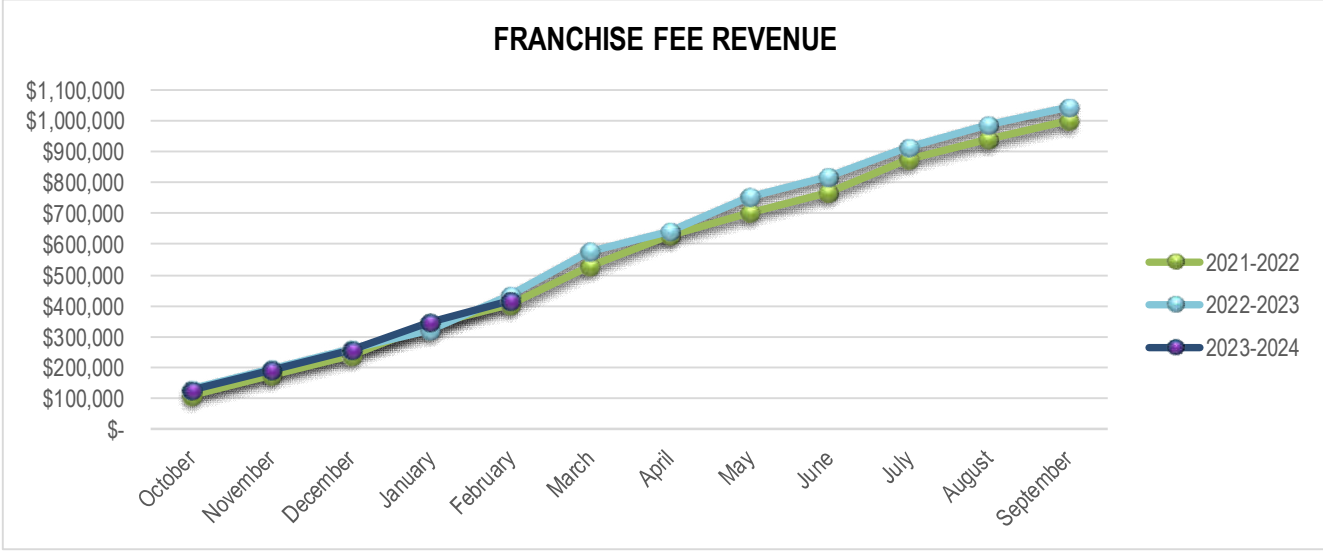
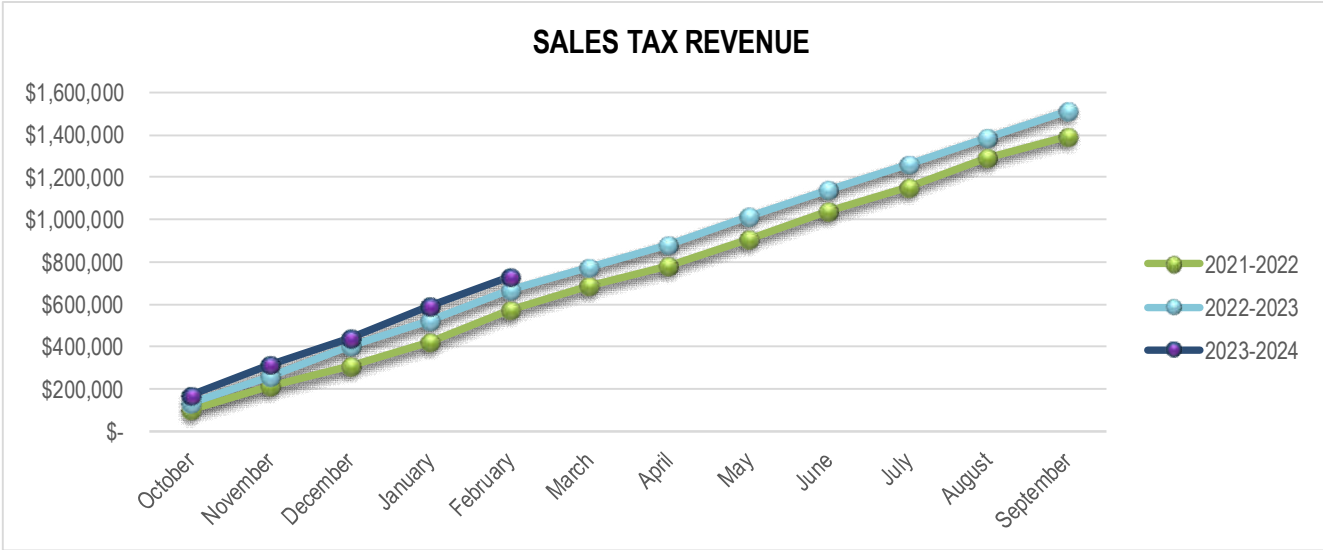
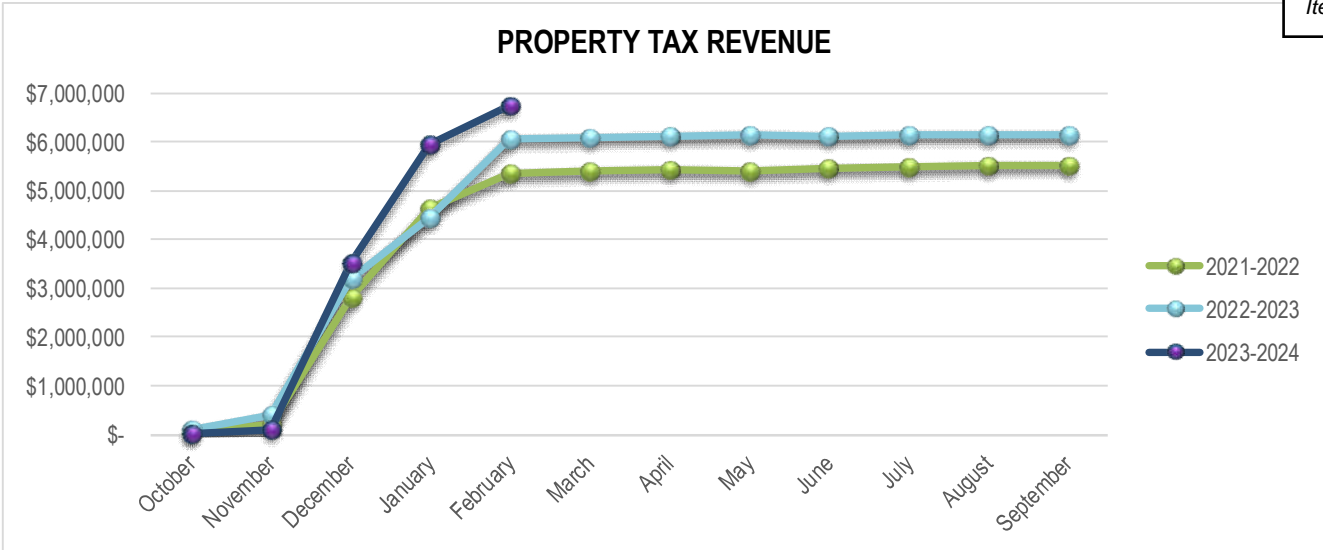
This unaudited report is designed for internal use and does not include all the funds and accounts in the City of Sanger's operations. For a complete report, refer to the City of Sanger Annual Financial Report, available at <https://www.sangertexas.org/177/Financial-Transparency>

GENERAL FUND

CITY OF SANGER, TEXAS
General Fund
Revenue & Expense Report (Unaudited)
February 28, 2024

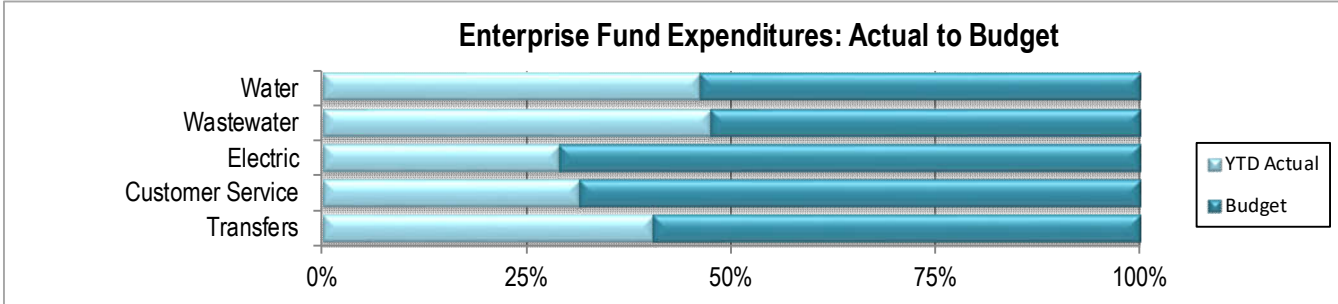
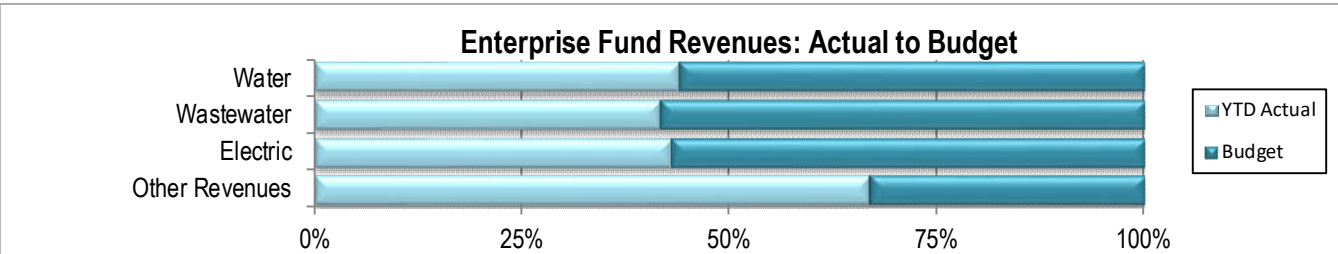
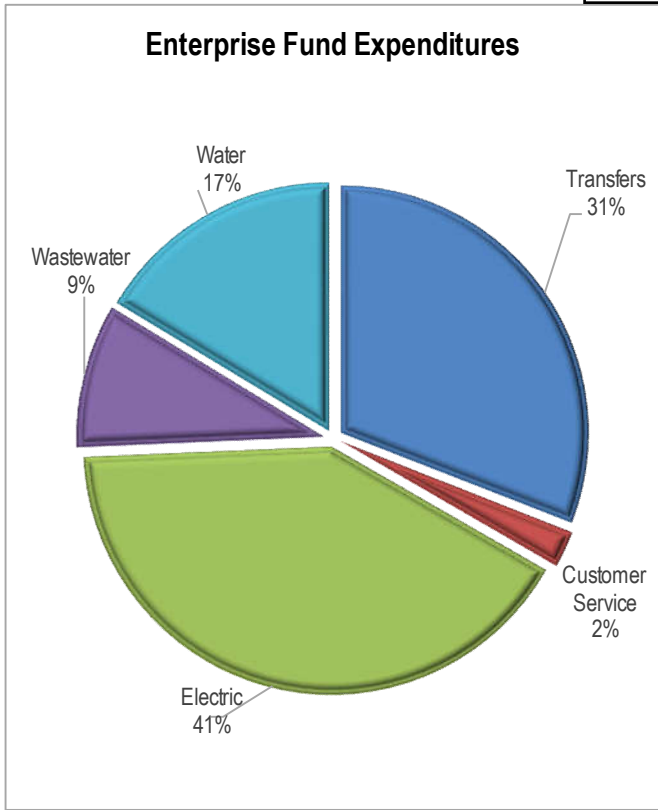
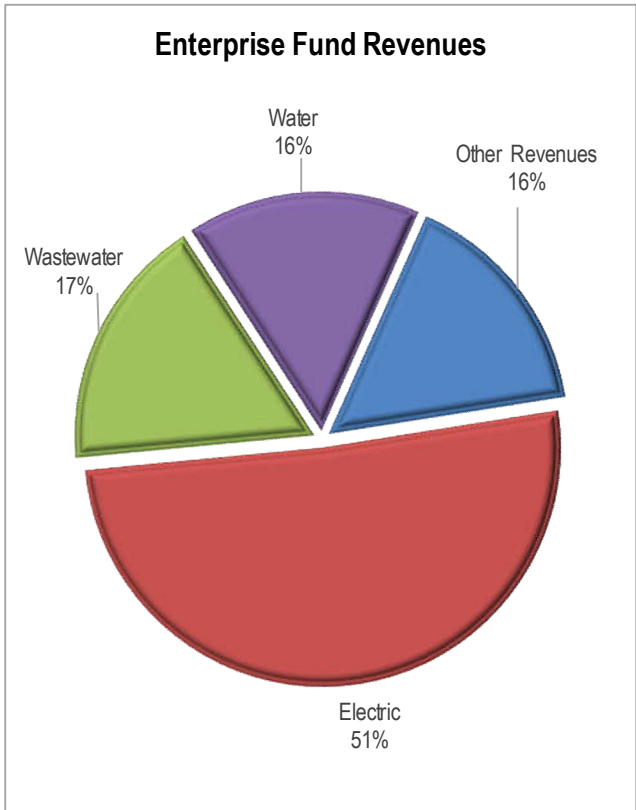
	Annual Budget	Year to Date	Encumbered	% of Budget	Budget Balance
Revenues					
Property Taxes	\$ 7,100,392	\$ 6,735,870		94.9%	\$ 364,522
Sales & Beverage Taxes	1,768,000	738,737		41.8%	1,029,263
Franchise Fees	1,060,095	418,001		39.4%	642,094
Solid Waste	1,364,000	493,872		36.2%	870,128
Licenses & Permits	309,500	231,004		74.6%	78,496
Fines & Forfeitures	170,315	52,151		30.6%	118,164
Department Revenues	820,260	505,315		61.6%	314,945
Interest	200,000	124,506		62.3%	75,494
Miscellaneous	119,000	39,798		33.4%	79,202
Transfers	146,535	61,056		41.7%	85,479
Total Revenues	\$ 13,058,097	\$ 9,400,310		72.0%	\$ 3,657,787
Expenditures					
Police	\$ 2,869,256	\$ 1,119,131	\$ (121,184)	34.8%	\$ 1,871,309
Fire	3,364,405	1,140,232	109,115	37.1%	2,115,058
Municipal Court	267,799	86,911	2,822	33.5%	178,066
Development Services	841,870	268,150	(39,417)	27.2%	613,137
Streets	933,453	265,337	(10,424)	27.3%	678,540
Parks & Recreation	1,151,632	280,984	141,540	36.7%	729,108
Library	406,403	165,459	(748)	40.5%	241,692
Solid Waste	1,250,000	529,032	-	42.3%	720,968
Transfers	2,020,325	786,256	-	38.9%	1,234,069
Total Expenditures	\$ 13,105,143	\$ 4,641,492	\$ 81,704	36.0%	\$ 8,381,947
Revenues Over (Under) Expenditures	\$ (47,046)	\$ 4,758,818	\$ (81,704)		\$ (4,724,160)
Fund Balance - October 1, 2023	18,327,498	18,327,498			
Fund Balance - February 28, 2024	\$ 18,280,452	\$ 23,086,316			



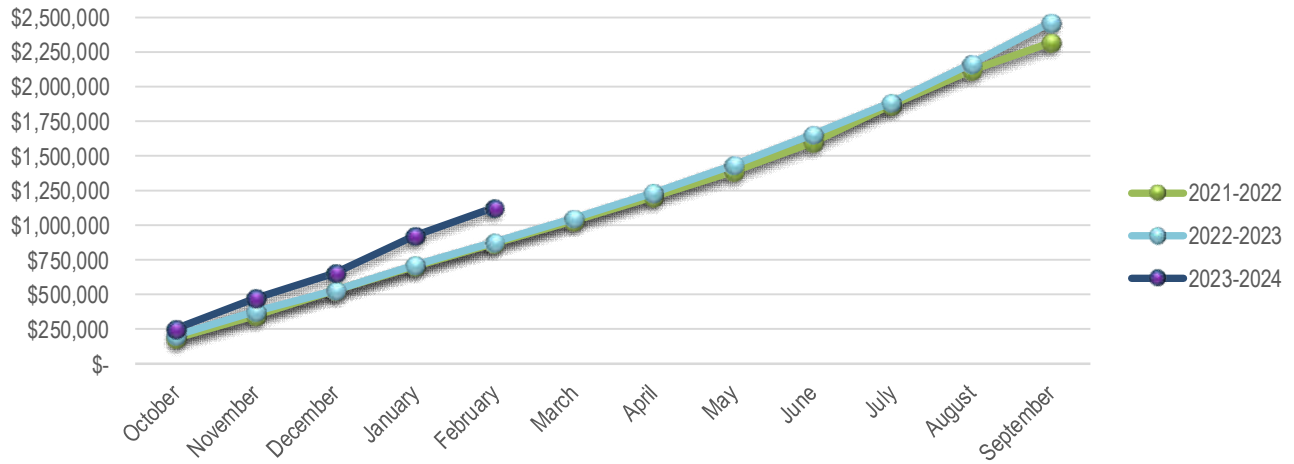


CITY OF SANGER, TEXAS
Enterprise Fund
Revenue & Expense Report (Unaudited)
February 28, 2024

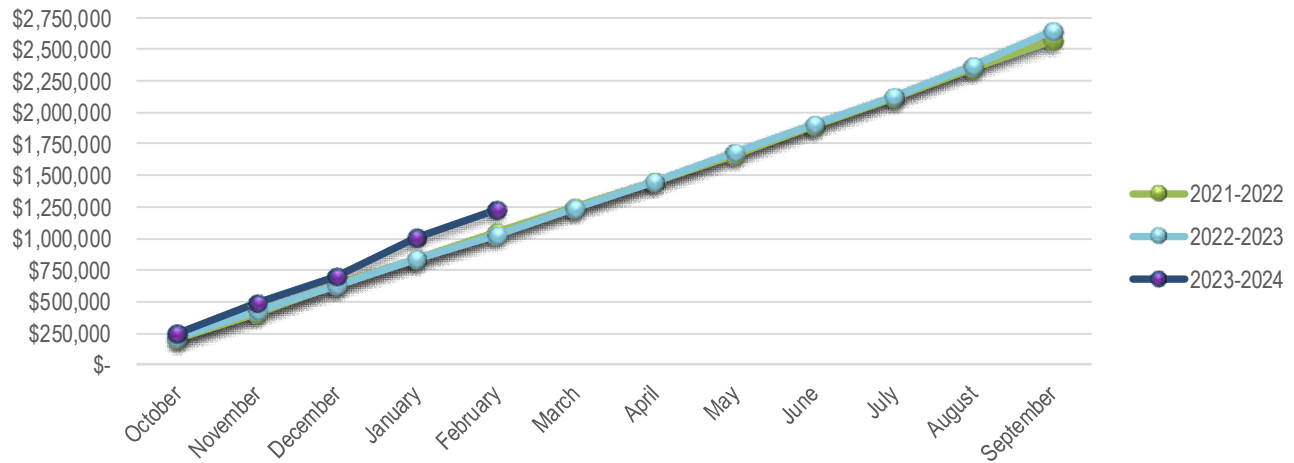
	Annual Budget	Year to Date	Encumbered	% of Budget	Budget Balance
Revenues					
Water	\$ 2,565,619	\$ 1,126,821		43.9%	\$ 1,438,798
Wastewater	2,955,440	1,231,937		41.7%	1,723,503
Electric	8,434,353	3,625,449		43.0%	4,808,904
Penalties & Fees	210,000	96,991		46.2%	113,009
Interest	75,000	17,619		23.5%	57,381
Miscellaneous	119,000	34,787		29.2%	84,213
Transfers	-	977,000		0.0%	(977,000)
Use of Fund Balance	1,279,913	-		0	1,279,913
Total Revenues	\$ 15,639,325	\$ 7,110,604		45.5%	\$ 8,528,721
Expenditures					
Water	\$ 1,988,233	\$ 843,133	\$ 73,921	46.1%	1,071,179
Wastewater	1,096,608	376,327	143,705	47.4%	576,576
Electric	7,921,671	2,312,155	(15,049)	29.0%	5,624,565
Customer Service	419,300	132,018	-	31.5%	287,282
Transfers	4,287,487	1,730,907	-	40.4%	2,556,580
Total Expenditures	15,713,299	5,394,540	202,577	35.6%	10,116,182
Revenues Over (Under) Expenditures	\$ (73,974)	\$ 1,716,064	\$ (202,577)		\$ (1,587,461)
Fund Balance - October 1, 2023	21,054,762	21,054,762			
Fund Balance - February 28, 2024	\$ 21,054,762	\$ 22,770,826			



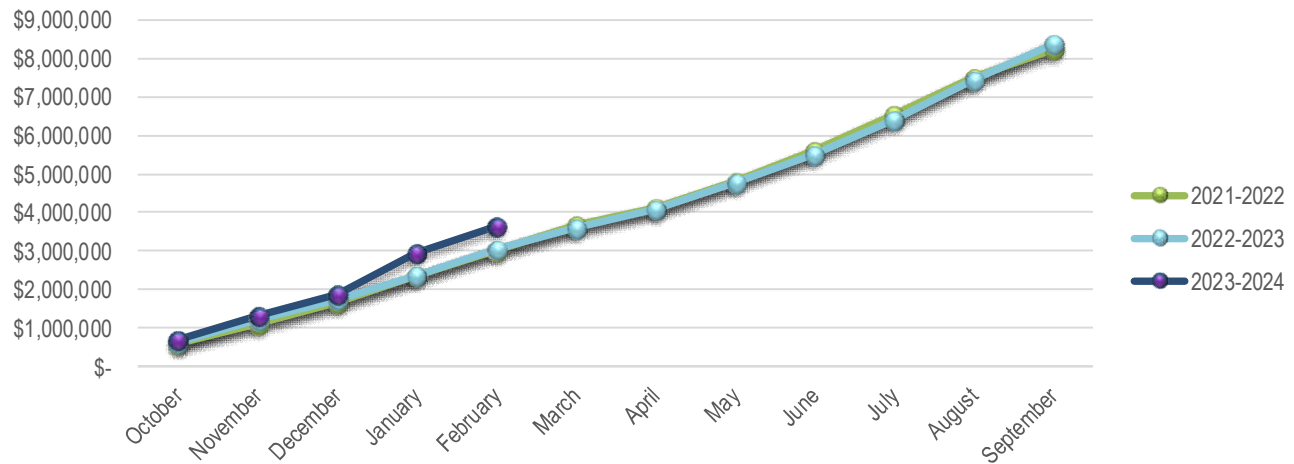
WATER REVENUE



WASTE WATER REVENUE



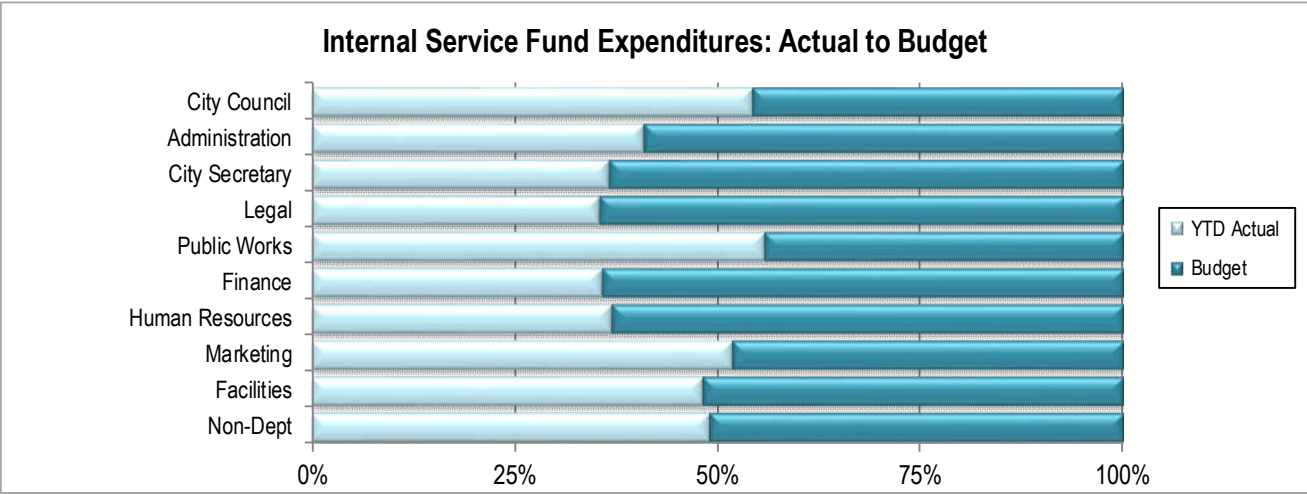
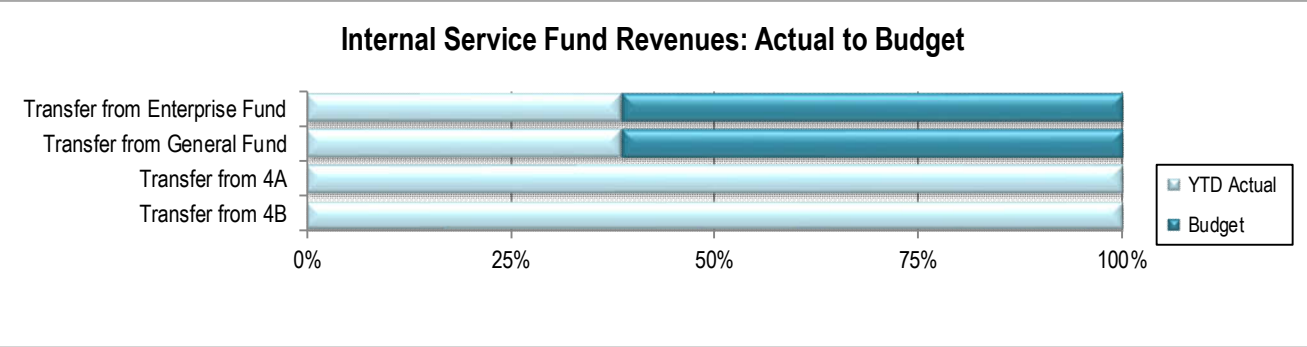
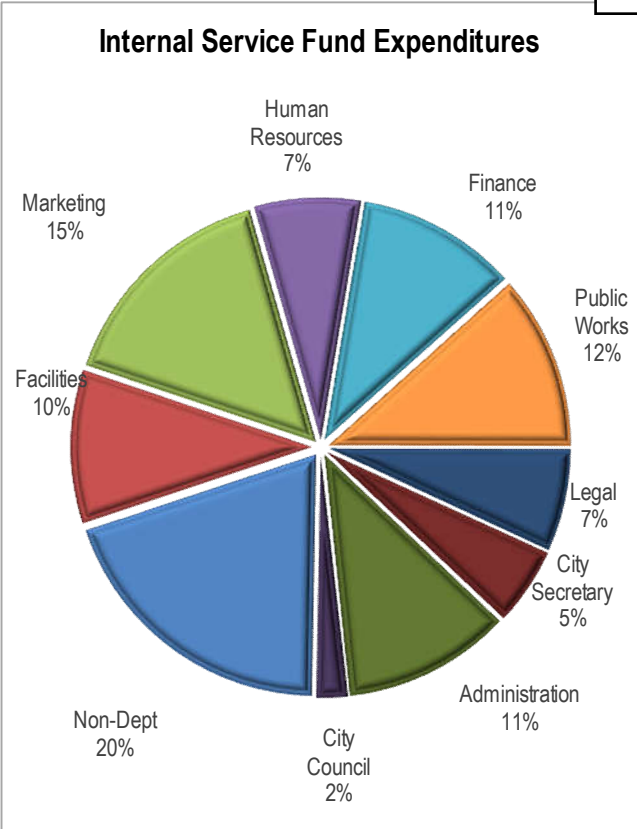
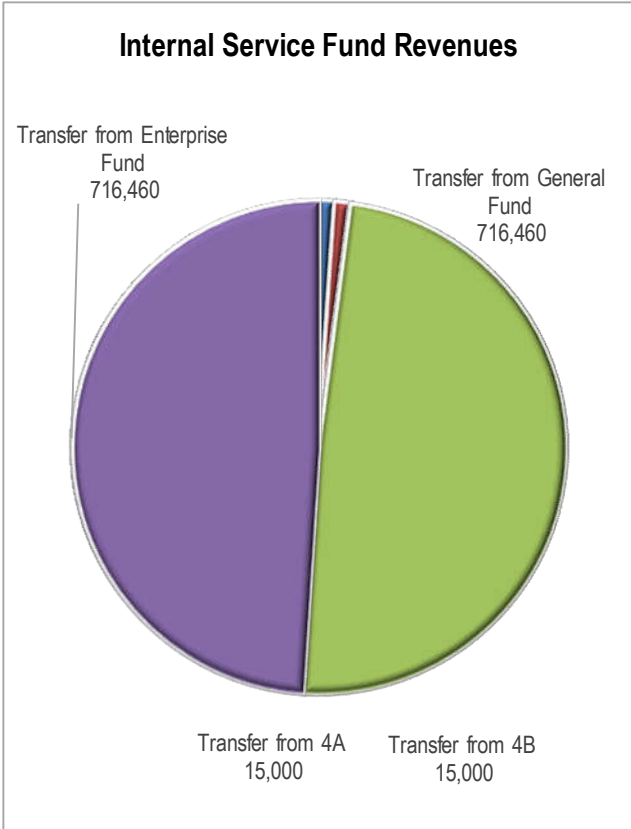
ELECTRIC REVENUE



INTERNAL SERVICE FUND

CITY OF SANGER, TEXAS
Internal Service Fund
Revenue & Expense Report (Unaudited)
February 28, 2024

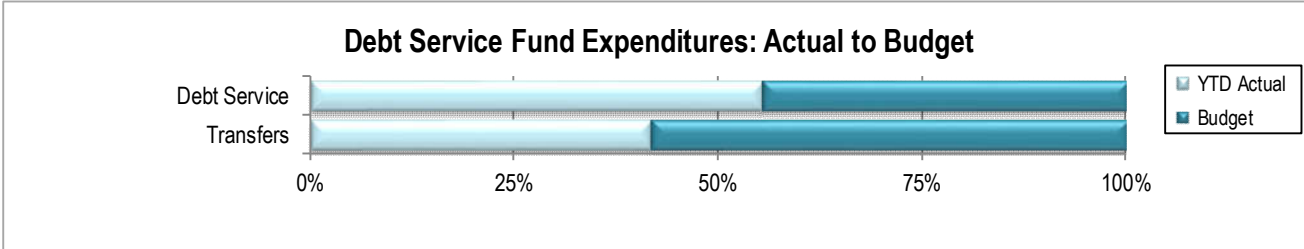
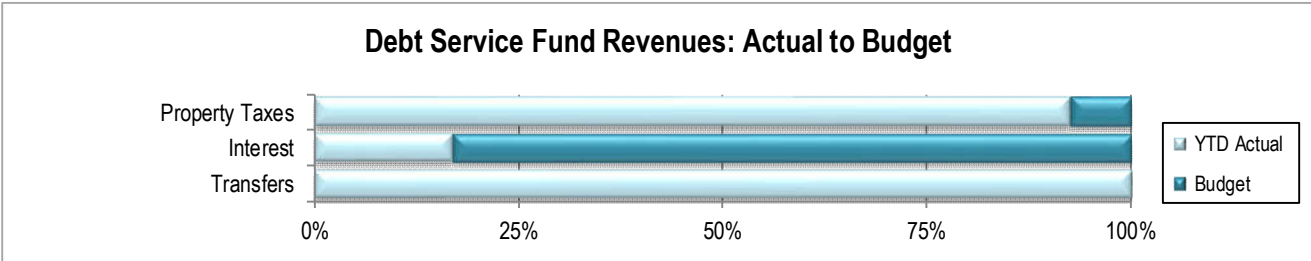
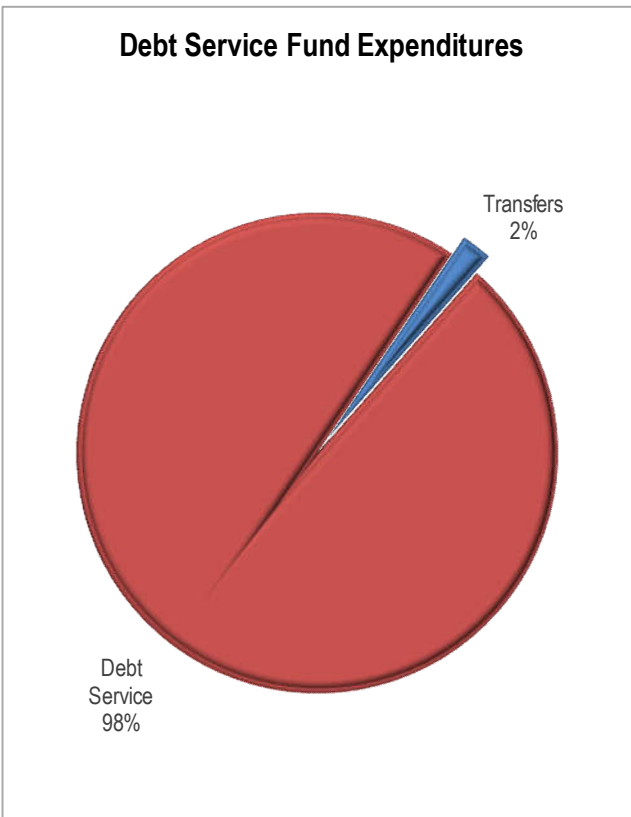
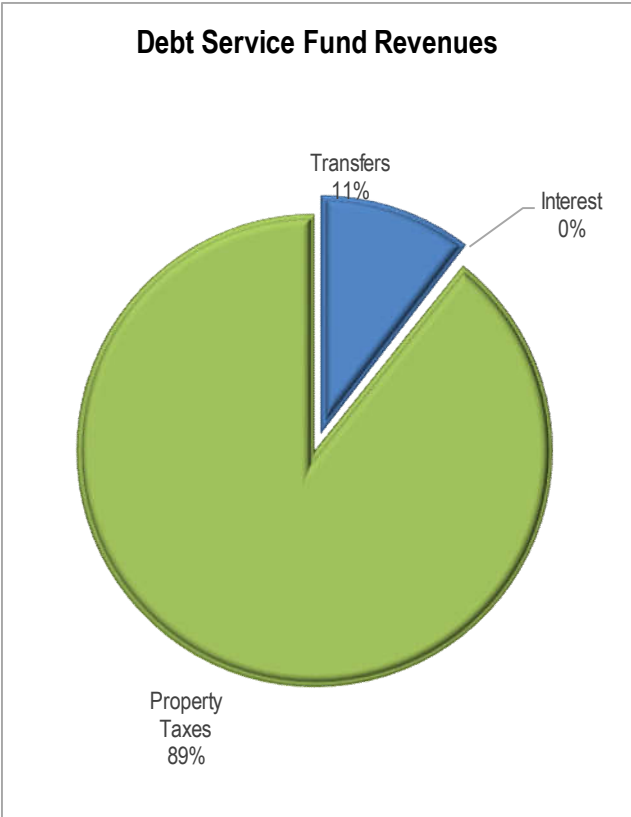
	Annual Budget	Year to Date	Encumbered	% of Budget	Budget Balance
Revenues					
Transfer from Enterprise Fund	\$ 1,852,815	\$ 716,460		38.7%	\$ 1,136,355
Transfer from General Fund	1,852,815	716,460		38.7%	\$ 1,136,355
Transfer from 4A	15,000	15,000		100.0%	\$ -
Transfer from 4B	15,000	15,000		100.0%	-
Total Revenues	3,735,630	1,462,920		39.2%	2,272,710
Operating Expenditures					
City Council	\$ 59,950	\$ 26,900	\$ 5,601	54.2%	\$ 27,449
Administration	457,090	187,509	(1,153)	40.8%	270,734
City Secretary	235,480	87,030	(775)	36.6%	149,225
Legal	319,010	112,894	-	35.4%	206,116
Public Works	346,570	123,154	69,636	55.6%	153,780
Finance	497,950	187,719	(9,885)	35.7%	320,116
Human Resources	316,740	100,620	16,495	37.0%	199,625
Marketing	494,250	221,862	33,521	51.7%	238,867
Facilities	353,290	134,267	35,672	48.1%	183,351
Non-Departmental	665,300	280,965	43,922	48.8%	340,413
Total Expenditures	3,745,630	1,462,920	193,034	44.2%	2,089,676
Revenues Over (Under) Expenditures	\$ (10,000)	\$ -	\$ (193,034)		\$ 183,034
Fund Balance - October 1, 2023	100,205	100,205			
Fund Balance - February 28, 2024	\$ 90,205	\$ 100,205			



DEBT SERVICE FUND

CITY OF SANGER, TEXAS
Debt Service Fund
Revenue & Expense Report (Unaudited)
February 28, 2024

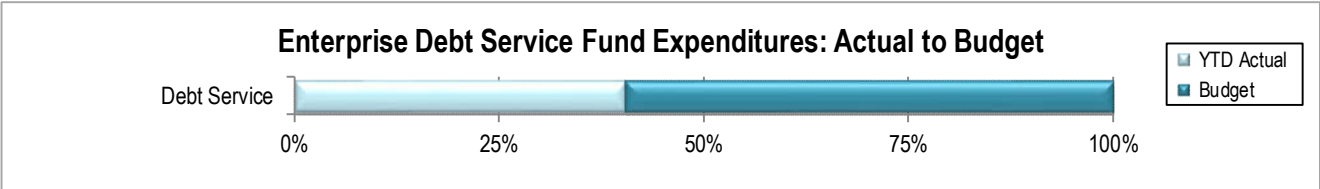
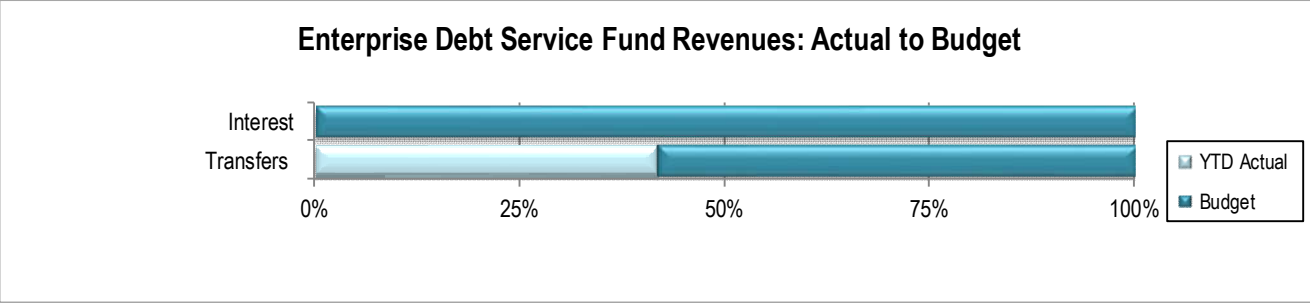
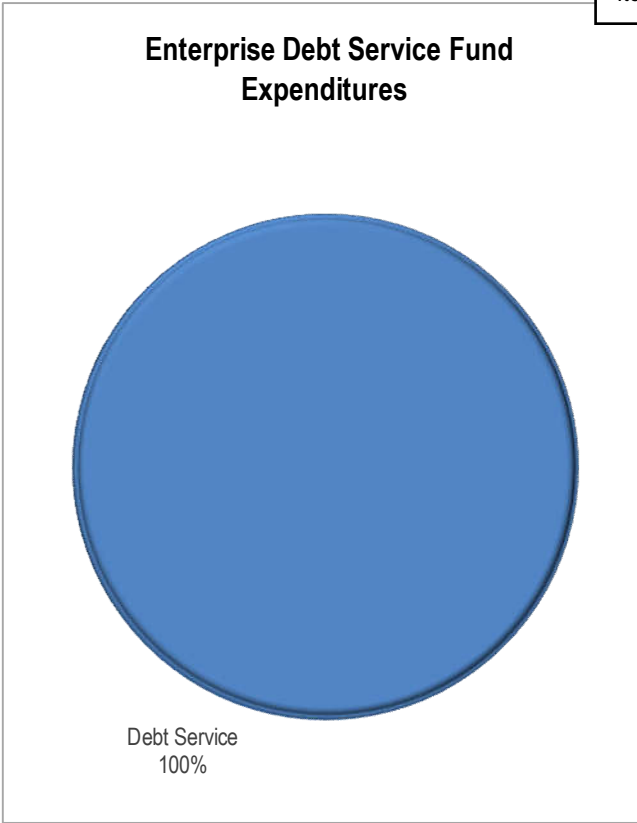
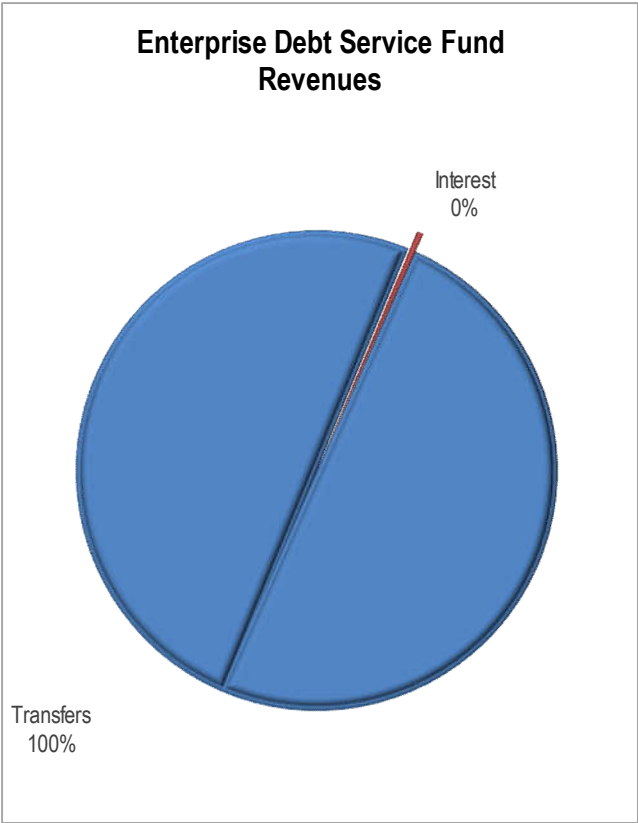
	Annual Budget	Year to Date	Encumbered	% of Budget	Budget Balance
Revenues					
Property Taxes	\$ 1,664,441	\$ 1,538,868		92.5%	\$ 125,573
Interest	25,000	4,247		17.0%	20,753
Transfers	180,000	180,000		100.0%	-
Total Revenues	\$ 1,869,441	\$ 1,723,115		92.2%	\$ 146,326
Operating Expenditures					
Debt Service	1,849,247	1,019,784	-	55.1%	829,463
Transfers	51,535	21,473	-	41.7%	30,062
Total Expenditures	1,900,782	1,041,257	-	54.8%	859,525
Revenues Over (Under) Expenditures	\$ (31,341)	\$ 681,858	\$ -		\$ (713,199)
Fund Balance - October 1, 2023	402,464	402,464			
Fund Balance - February 28, 2024	\$ 371,123	\$ 1,084,322			



ENTERPRISE DEBT SERVICE FUND

CITY OF SANGER, TEXAS
Enterprise Debt Service Fund
Revenue & Expense Report (Unaudited)
February 28, 2024

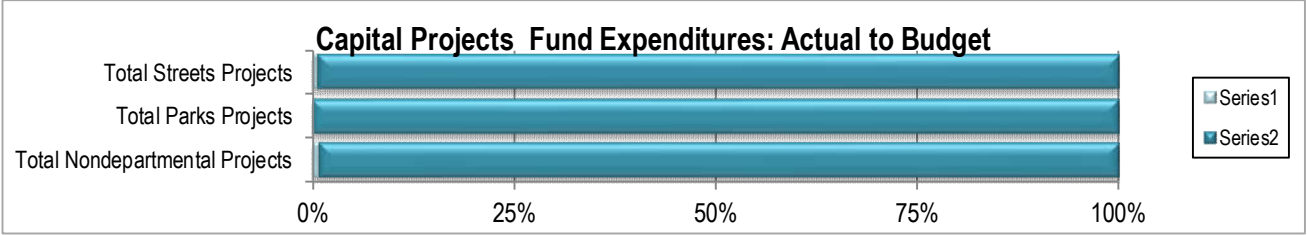
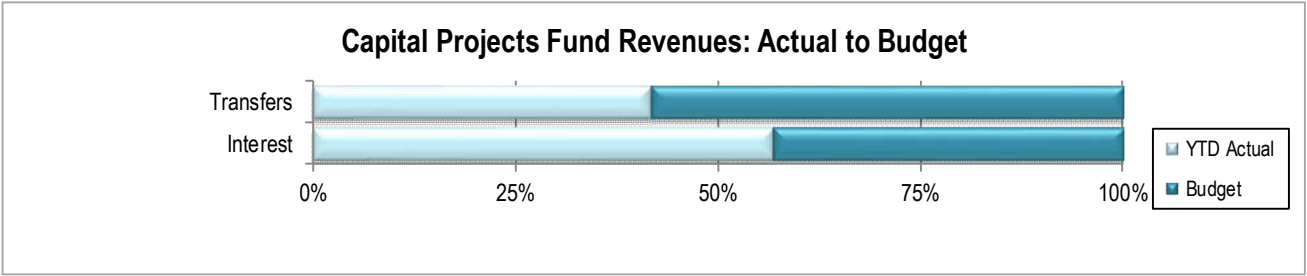
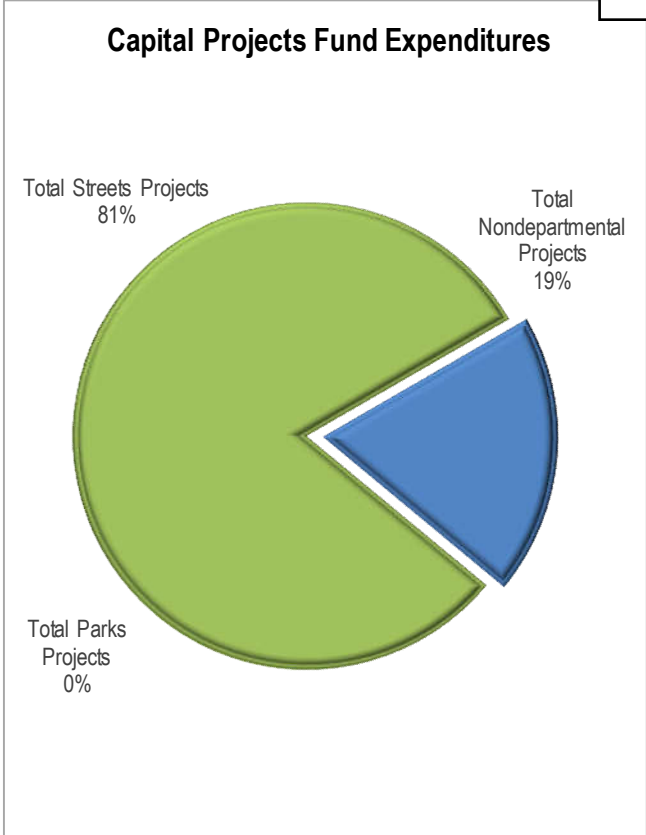
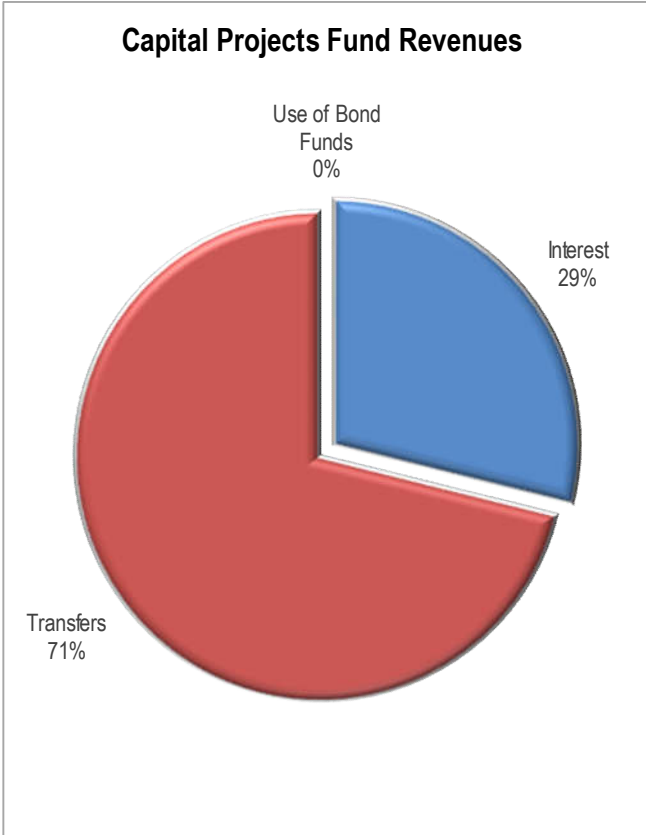
	Annual Budget	Year to Date	Encumbered	% of Budget	Budget Balance
Revenues					
Interest	\$ 25,000	\$ 4,387		0.0%	20,613
Transfers	2,339,672	974,863		41.7%	1,364,809
Total Revenues	2,364,672	979,250		0.2%	1,385,422
Operating Expenditures					
Debt Service	2,364,672	957,848	-	41%	1406824
Transfers	-	977,000	-	0.0%	(977,000)
Total Expenditures	2,364,672	1,934,848	-	81.8%	429,824
Revenues Over (Under) Expenditures	\$ -	\$ (955,598)	\$ -		\$ 955,598
Fund Balance - October 1, 2023	1,291,409	1,291,409			
Fund Balance - February 28, 2024	\$ 1,291,409	\$ 335,811			



CAPITAL PROJECTS FUND

CITY OF SANGER, TEXAS
Capital Projects Fund
Revenue & Expense Report (Unaudited)
February 28, 2024

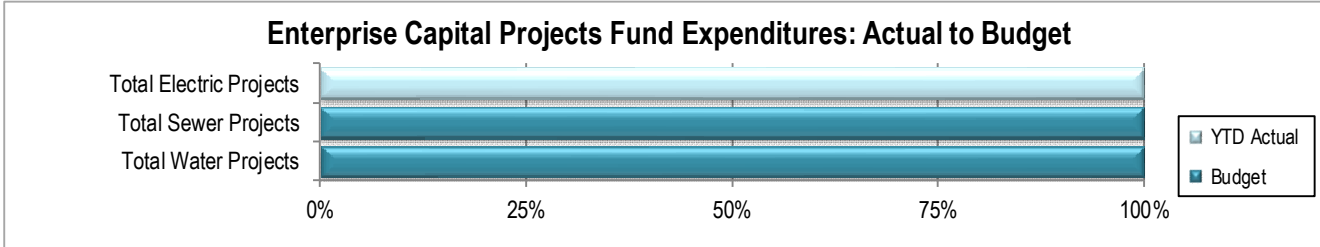
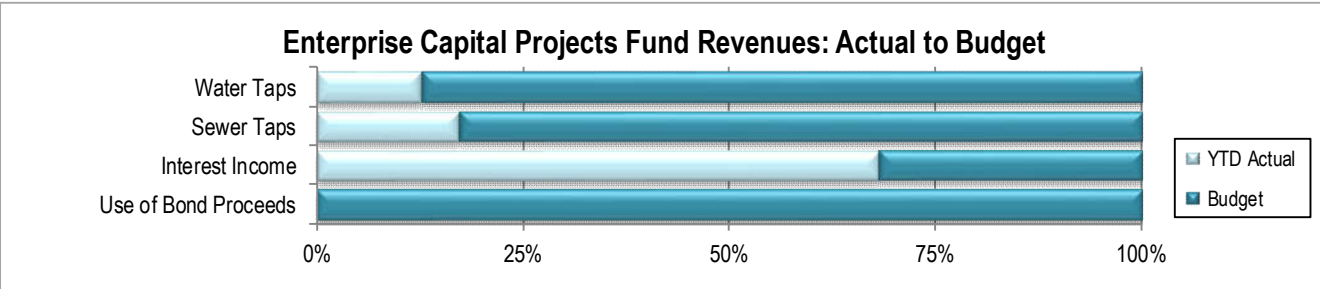
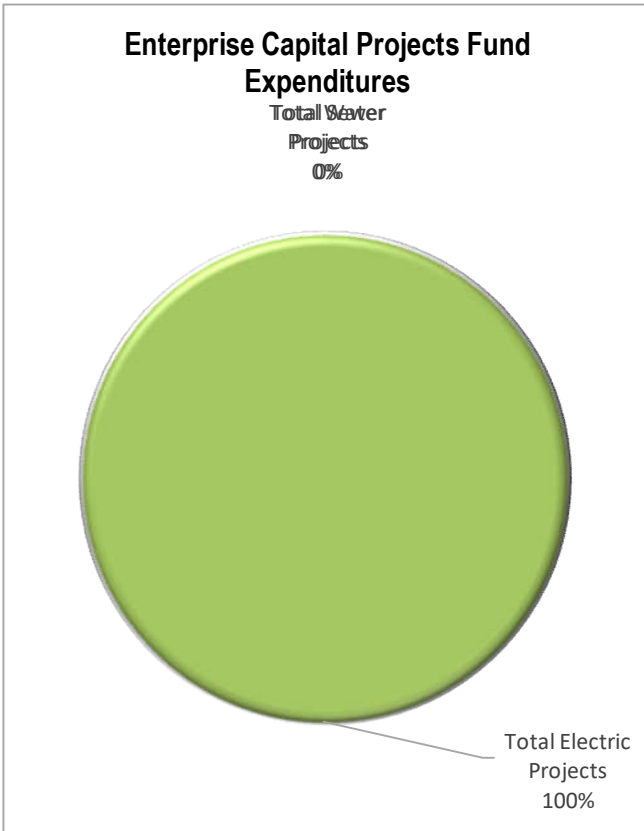
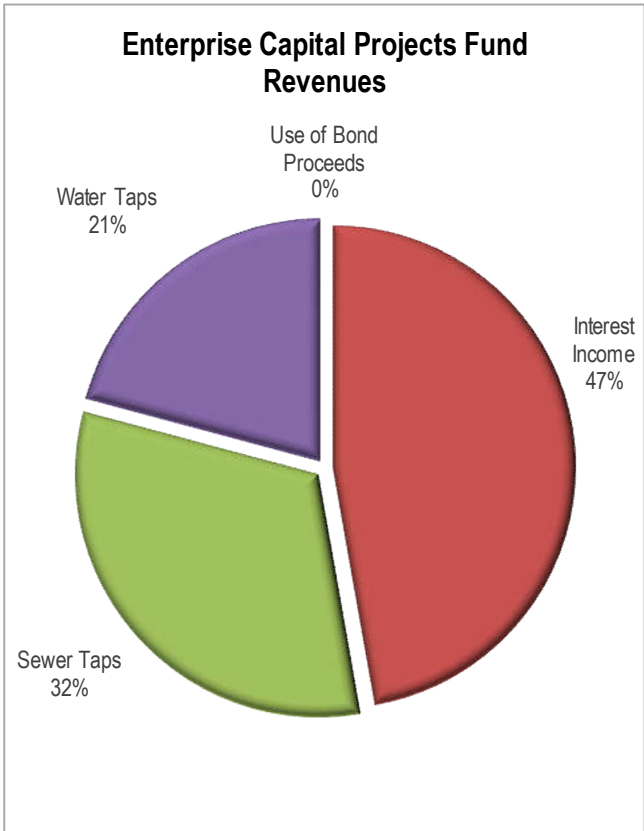
	Annual Budget	Year to Date	Encumbered	% of Budget	Budget Balance
Revenues					
Interest	\$ 50,000	\$ 28,316		56.6%	21,684
Transfers	167,510	69,796		41.7%	97,714
Use of Bond Funds	3,000,000	-		0.0%	3,000,000
Total Revenues	3,217,510	98,112		3.0%	3,119,398
Operating Expenditures					
2023-24 Street Rehab	362,401	-	-	0.0%	362,401
Street/Utility Maintenance Program	425,000	96,857	(96,857)	0.0%	425,000
Marion Road - Arterial	750,000	-	-	0.0%	750,000
I-35 Aesthetics	2,500,000	42,500	(10,500)	1.3%	2,468,000
<i>Total Streets Projects</i>	<i>4,037,401</i>	<i>139,357</i>	<i>(107,357)</i>	<i>0.8%</i>	<i>4,005,401</i>
Porter Park Phase II	300,000	-	-	0.0%	300,000
Senior Center Improvements	500,000	-	-	0.0%	500,000
<i>Total Parks Projects</i>	<i>800,000</i>	<i>-</i>	<i>-</i>	<i>0.0%</i>	<i>800,000</i>
Riley Property Purchase	-	7,676	-	0.0%	(7,676)
Building Improvements	-	94,569	(94,569)	0.0%	-
Joint Public Safety Facility	800,000	-	-	0.0%	800,000
<i>Total Nondepartmental Projects</i>	<i>800,000</i>	<i>102,245</i>	<i>(94,569)</i>	<i>1.0%</i>	<i>792,324</i>
Total Expenditures	5,637,401	241,602	(201,926)	0.7%	5,597,725
Revenues Over (Under) Expenditures	\$ (2,419,891)	\$ (143,490)	\$ 201,926		\$ (2,478,327)
Fund Balance - October 1, 2023	4,511,638	4,511,638			
February 28, 2024	\$ 2,091,747	\$ 4,368,148			



ENTERPRISE CAPITAL PROJECTS FUND

CITY OF SANGER, TEXAS
Enterprise Capital Projects Fund
Revenue & Expense Report (Unaudited)
February 28, 2024

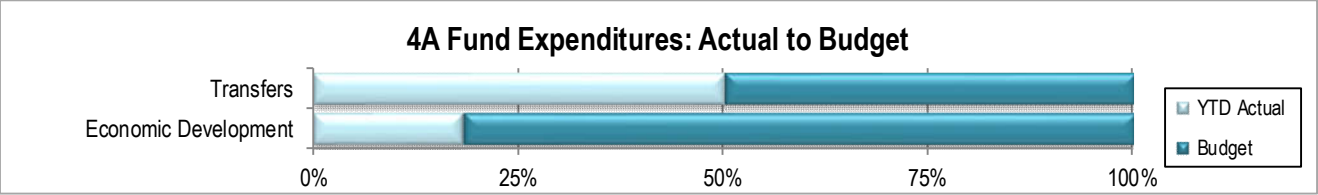
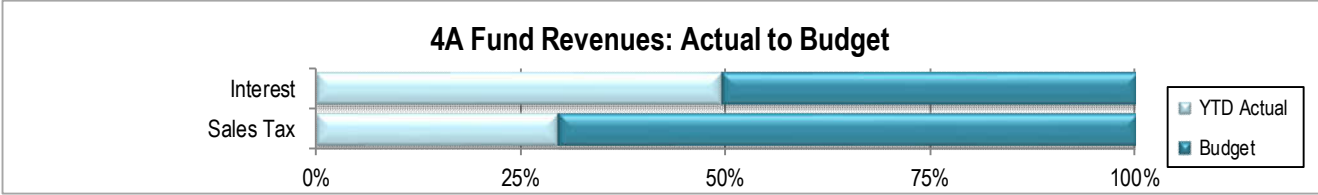
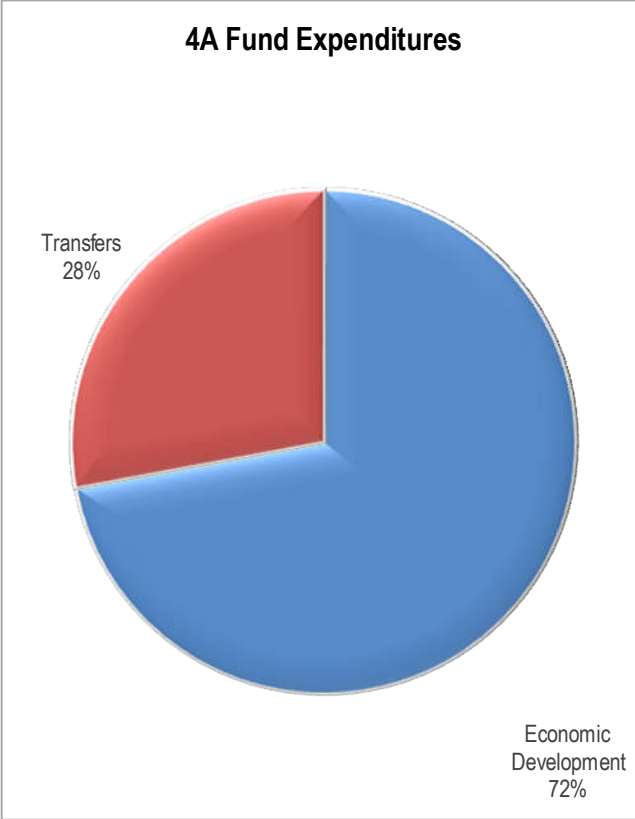
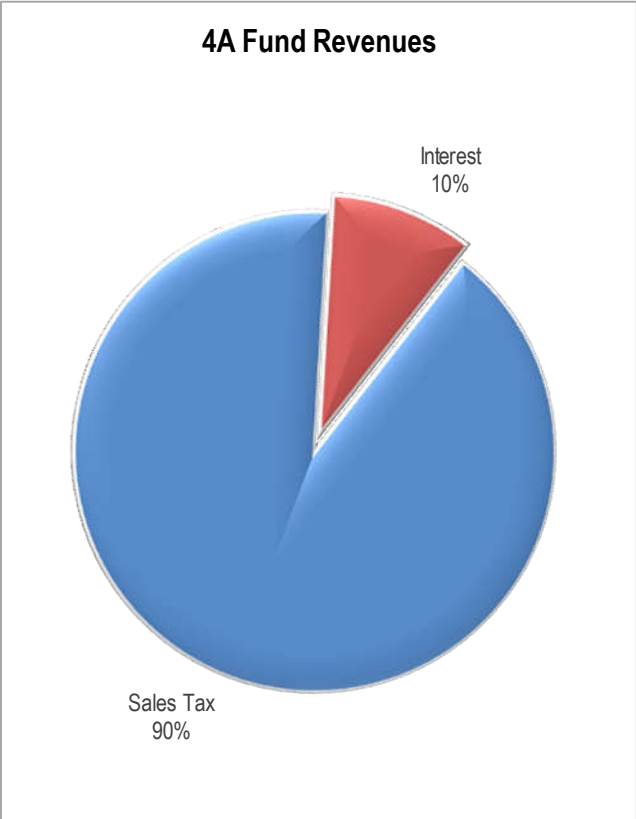
	Annual Budget	Year to Date	Encumbered	% of Budget	Budget Balance
Revenues					
Water Taps	\$ 350,000	\$ 45,050		12.9%	\$ 304,950
Sewer Taps	400,000	69,050		17.3%	330,950
Interest	150,000	102,098		68.1%	47,902
State Reimbursements	3,500,000	-		0.0%	3,500,000
Use of Bond Proceeds	8,270,903	-		0.0%	8,270,903
Total Revenues	\$ 12,670,903	\$ 216,198		0.5%	\$ 12,454,705
Operating Expenditures					
Water: System Improvements	1,200,000	50,661	(50,661)	0.0%	1,200,000
Water: FM 455 Relocation	-	5,966	(5,966)	0.0%	-
Water: I-35 Relocation	3,597,732	20,001	(20,001)	0.0%	3,597,732
Automated Metering System	3,200,000	1,652,610	(1,645,015)	0.2%	3,192,405
<i>Total Water Projects</i>	<i>7,997,732</i>	<i>1,729,238</i>	<i>(1,721,643)</i>	<i>0.1%</i>	<i>7,990,137</i>
Sewer: System Improvements	335,000	-	-	0.0%	335,000
Sewer: FM 455 Relocation	-	5,966	(5,966)	0.0%	-
Sewer: I-35 Relocation	2,825,178	20,001	(20,001)	0.0%	2,825,178
Sewer: Keaton Road Sewer	320,000	-	-	0.0%	320,000
Sewer: MUD12 Feasibility Study	-	22,884	(22,884)	0.0%	-
Sewer: Fifth Street Rehab	350,000	-	-	0.0%	350,000
<i>Total Sewer Projects</i>	<i>3,830,178</i>	<i>48,851</i>	<i>(48,851)</i>	<i>0.0%</i>	<i>3,830,178</i>
Electric: System Improvements	350,000	-	-	0.0%	350,000
Electric: FM 455 Relocation	-	120,095	(120,095)	0.0%	-
Electric: I-35 Relocation	3,500,000	368,276	4,543,737	140.3%	(1,412,013)
<i>Total Electric Projects</i>	<i>3,850,000</i>	<i>488,371</i>	<i>4,423,642</i>	<i>127.6%</i>	<i>(1,062,013)</i>
Total Expenditures	15,677,910	2,266,460	2,653,148	31.4%	10,758,302
Revenues Over (Under) Expenditures	\$ (3,007,007)	\$ (2,050,262)	\$ (2,653,148)		\$ 1,696,403
Fund Balance - October 1, 2023	1,291,409	1,291,409			
Fund Balance - February 28, 2024	\$ (1,715,598)	\$ (758,853)			



4A FUND

**CITY OF SANGER, TEXAS
4A Fund
Revenue & Expense Report (Unaudited)
February 28, 2024**

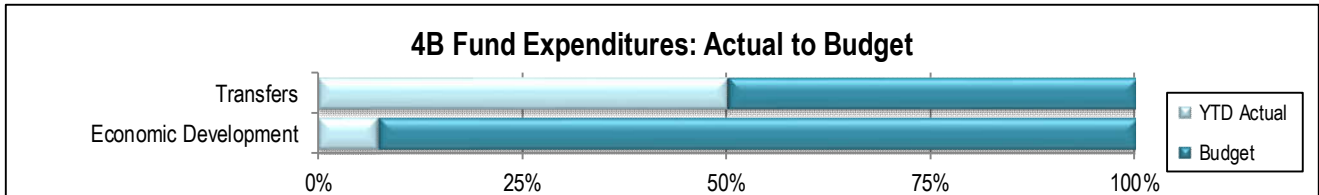
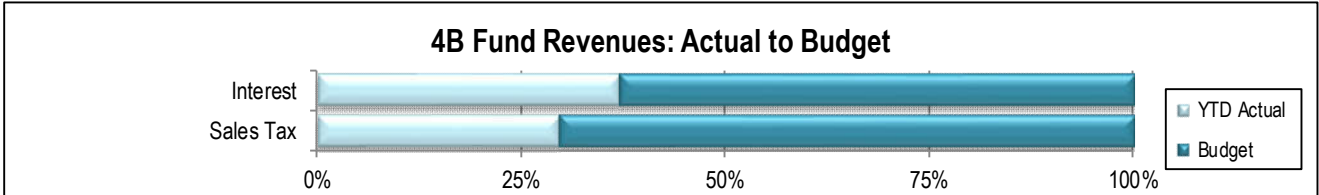
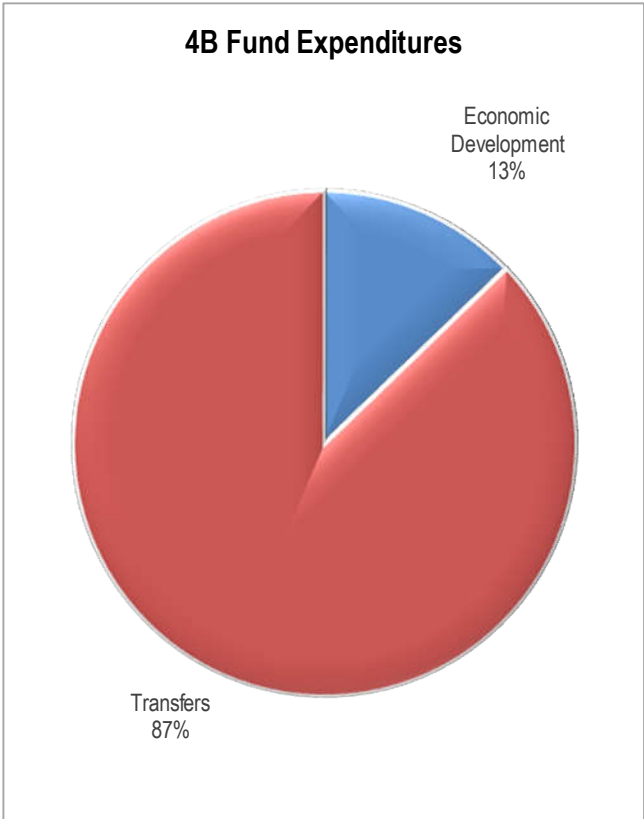
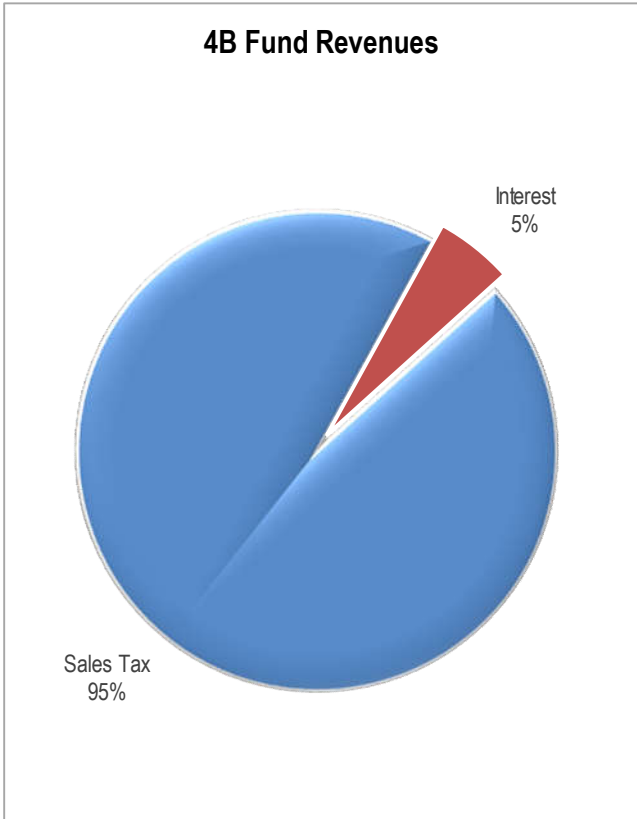
	Annual Budget	Year to Date	Encumbered	% of Budget	Budget Balance
Revenues					
Sales Tax	\$ 875,000	\$ 366,266		41.9%	\$ 508,734
Interest	40,000	39,053		97.6%	947
Total Revenues	\$ 915,000	\$ 405,319		44.3%	\$ 509,681
Operating Expenditures					
Economic Development	\$ 174,625	\$ 37,117	\$ 1,625	22.2%	\$ 135,883
Transfers	15,000	15,000	-	100.0%	-
Total Expenditures	189,625	52,117	1,625	28.3%	135,883
Revenues Over (Under) Expenditures	\$ 725,375	\$ 353,202	\$ (1,625)		\$ 373,798
Fund Balance - October 1, 2023	4,479,156	4,479,156			
Fund Balance - February 28, 2024	\$ 5,204,531	\$ 4,832,358			



4B FUND

CITY OF SANGER, TEXAS
4B Fund
Revenue & Expense Report (Unaudited)
February 28, 2024

	Annual Budget	Year to Date	Encumbered	% of Budget	Budget Balance
Revenues					
Sales Tax	\$ 875,000	\$ 366,266		41.9%	\$ 508,734
Interest	35,000	20,469		58.5%	14,531
Total Revenues	\$ 910,000	\$ 386,735		42.5%	\$ 523,265
Operating Expenditures					
Economic Development	\$ 362,625	\$ 71,297	\$ (42,581)	7.9%	\$ 333,909
Transfers	195,000	195,000	-	100.0%	-
Total Expenditures	557,625	266,297	(42,581)	40.1%	333,909
Revenues Over (Under) Expenditures	\$ 352,375	\$ 120,438	\$ 42,581		\$ 189,356
Fund Balance - October 1, 2023	2,817,046	2,817,046			
Fund Balance - February 28, 2024	\$ 3,169,421	\$ 2,937,484			



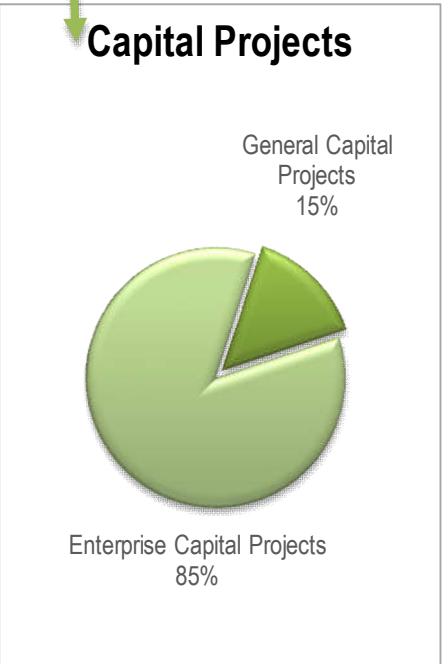
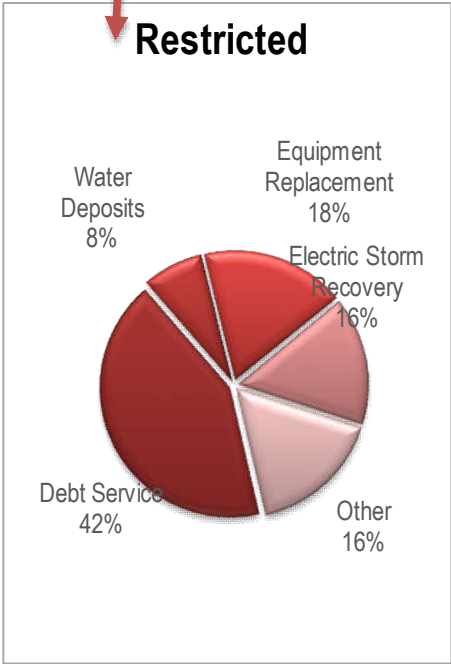
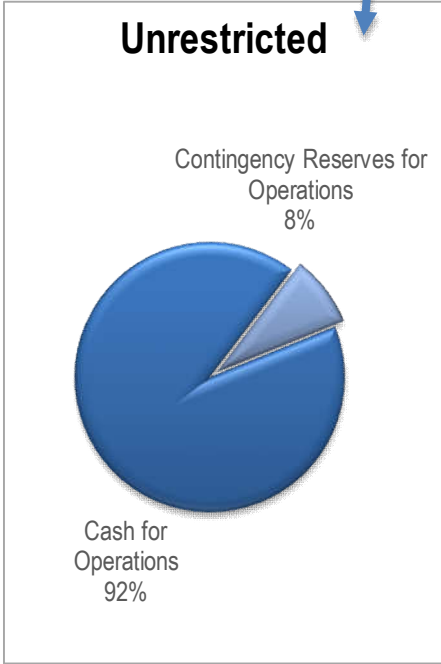
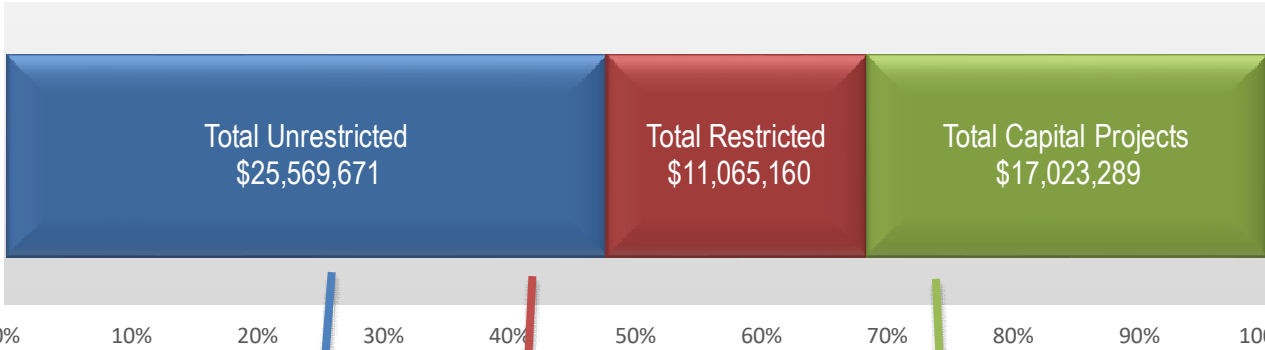
CASH AND INVESTMENTS REPORT

CITY OF SANGER, TEXAS
TOTAL CASH AND INVESTMENTS
February 28, 2024

Name	General	Enterprise	Debt Service	Capital Projects	Total
UNRESTRICTED					
Cash for Operations	\$ 20,235,180	\$ 3,163,823	\$ -	\$ -	\$ 23,399,003
Contingency Reserves for Operations	1,089,216	1,081,452	-	-	2,170,668
TOTAL UNRESTRICTED	\$ 21,324,396	\$ 4,245,275	\$ -	\$ -	\$ 25,569,671
RESTRICTED					
Debt Service	\$ -	\$ 340,186	\$ 3,025,233	\$ -	\$ 3,365,419
Water Deposits	-	598,288	-	-	598,288
Equipment Replacement	1,272,936	149,920	-	-	1,422,856
Electric Storm Recovery	-	1,263,146	-	-	1,263,146
A R P Funds Cash	2,177,059	-	-	-	2,177,059
Hotel Occupancy Tax	240,308	-	-	-	240,308
Grant Funds	124,288	-	-	-	124,288
Keep Sanger Beautiful (KSB)	5,595	-	-	-	5,595
Library	99,899	-	-	-	99,899
Parkland Dedication	105,739	-	-	-	105,739
Roadway Impact	1,479,810	-	-	-	1,479,810
Court Security	17,819	-	-	-	17,819
Court Technology	406	-	-	-	406
Child Safety Fee	85,467	-	-	-	85,467
Forfeited Property	1,766	-	-	-	1,766
Donations	77,295	-	-	-	77,295
TOTAL RESTRICTED	\$ 5,688,387	\$ 2,351,540	\$ 3,025,233	\$ -	\$ 11,065,160
CAPITAL PROJECTS					
General Capital Projects	\$ -	\$ -	\$ -	\$ 2,530,861	\$ 2,530,861
Enterprise Capital Projects	-	-	-	14,492,428	14,492,428
TOTAL CAPITAL PROJECTS	\$ -	\$ -	\$ -	\$ 17,023,289	\$ 17,023,289
TOTAL CASH AND INVESTMENTS	\$ 27,012,783	\$ 6,596,815	\$ 3,025,233	\$ 17,023,289	\$ 53,658,120

These totals do not include the 4A Corporation and 4B Corporation, which are presented on page 29.

TOTAL CASH & INVESTMENTS



**GENERAL FUND
CASH AND INVESTMENTS
February 28, 2024**

Name	Acct. #	Maturity	Yield	Prior Period	Current Balance
Pooled Cash	001-00-1000		0.05%	\$ 19,205,476	\$ 19,827,339
Employee Benefits Cash	110-00-1000		0.20%	1,253	1,253
Employee Benefits MM	110-00-1010		0.20%	138,056	144,329
Internal Service Fund	180-00-1000		0.05%	252,288	262,259
OPERATING ACCOUNTS				\$ 19,597,073	\$ 20,235,180
GF Contingency Reserve MM 2487969	001-00-1031		0.20%	\$ 646,082	\$ 646,082
GF Contingency Reserve CD Prosperity	001-00-1039	4/26/2024	0.55%	223,211	223,211
GF Contingency Reserve CD 674907	001-00-1043	7/13/2024	0.45%	219,193	219,923
CONTINGENCY RESERVE				\$ 1,088,486	\$ 1,089,216
* GF Equipment Replacement MM 2376237	001-00-1032		0.20%	\$ 194,218	\$ 194,643
* GF Equipment Replacement CD 719706	001-00-1033	7/6/2024	0.45%	\$ 65,871	\$ 66,090
* General Storm Recovery Pooled Cash	201-00-1000		0.05%	1,010,804	1,012,203
EQUIPMENT REPLACEMENT RESERVES				\$ 1,270,893	\$ 1,272,936
* A R P Funds Cash	001-00-1034			\$ 2,177,059	\$ 2,177,059
* Hotel Occupancy Tax	050-00-1000			239,976	240,308
* Police Grant Fund	320-00-1000			4,834	4,840
* Fire Grant Fund	324-00-1000			119,269	119,434
* Library Grant Fund	342-00-1000			14	14
* Beautification Board - KSB	432-00-1000			5,587	5,595
* Library Restricted for Building Expansion	442-00-1000			46,719	46,783
* Library Building Expansion CD 702994	442-00-1035	1/22/2025	0.45%	52,940	53,116
* Parkland Dedication Fund	450-00-1000			105,593	105,739
* Roadway Impact Fee Fund	451-00-1000			1,477,765	1,479,810
* Court Security Restricted Fund	470-00-1000			17,401	17,819
* Court Technology Restricted Fund	471-00-1000			290	406
* Child Safety Fee Fund	475-00-1000			85,348	85,467
* Forfeited Property Fund	480-00-1000			5,009	1,766
* Police Donations	620-00-1000			28,002	28,002
* Fire Donations	624-00-1000			17,977	28,002
* Banner Account for Parks	632-00-1000			13,965	13,984
* Library Donations	642-00-1000			7,297	7,307
OTHER				\$ 4,405,045	\$ 4,415,451
TOTAL CASH AND INVESTMENTS				\$ 26,361,497	\$ 27,012,783
TOTAL UNRESTRICTED				\$ 20,685,559	\$ 21,324,396

*Restricted Funds

**ENTERPRISE FUND
CASH AND INVESTMENTS
February 28, 2024**

Name	Acct. #	Maturity	Yield	Prior Period	Current Balance
Pooled Cash	008-00-1010		0.05%	\$ 2,953,595	\$ 3,163,823
OPERATING ACCOUNTS				\$ 2,953,595	\$ 3,163,823
* Pooled Cash	008-00-1010		0.05%	\$ 200,348	\$ 298,288
* Water Deposit CD 2375850	008-00-1041	1/3/2025	0.45%	300,000	300,000
WATER DEPOSIT REFUND ACCOUNTS				\$ 500,348	\$ 598,288
* Combined EF Debt Service MM 2376113	008-00-1039		0.20%	340,186	340,186
BOND FUNDS				\$ 340,186	\$ 340,186
EF Contingency Reserve MM 2809753	008-00-1012		0.20%	\$ 644,485	\$ 644,485
EF Contingency Reserve CD 787860	008-00-1014	2/14/2024	0.45%	326,291	326,867
EF Reserve CD 642541	008-00-1040	9/25/2024	0.45%	109,869	110,100
CONTINGENCY RESERVES				\$ 1,080,645	\$ 1,081,452
* EF Storm Recovery MM	208-00-1033		0.20%	\$ 1,263,146	\$ 1,263,146
* EF Equipment Replacement MM 2376202	008-00-1034		0.20%	149,563	149,920
OTHER				\$ 1,412,709	\$ 1,413,066
TOTAL CASH AND INVESTMENTS				\$ 6,287,483	\$ 6,596,815
TOTAL UNRESTRICTED				\$ 4,034,240	\$ 4,245,275

*Restricted Funds

**DEBT SERVICE & CAPITAL PROJECTS
CASH AND INVESTMENTS
February 28, 2024**

DEBT SERVICE FUND

Name	Acct. #	Maturity	Yield	Prior Period	Current Balance
* Pooled Cash	003-00-1000		0.05%	\$ 671,803	\$ 1,022,306
* DSF Money Market 2376105	003-00-1010		0.20%	62,016	62,016
TOTAL RESTRICTED				\$ 733,819	\$ 1,084,322

ENTERPRISE DEBT SERVICE FUND

Name	Acct. #	Maturity	Yield	Prior Period	Current
* Pooled Cash	009-00-1000		0.05%	\$ 1,745,695	\$ 1,940,911
TOTAL RESTRICTED				\$ 1,745,695	\$ 1,940,911

GENERAL CAPITAL PROJECTS FUND

Name	Acct. #	Maturity	Yield	Prior Period	Current
* Pooled Cash	004-00-1000		0.05%	\$ 2,398,555	\$ 2,410,259
* 2023C Tax Bond Proceeds	004-00-1014		0.05%	\$ 120,602	\$ 120,602
TOTAL RESTRICTED				\$ 2,519,157	\$ 2,530,861

ENTERPRISE CAPITAL PROJECTS FUND

Name	Acct. #	Maturity	Yield	Prior Period	Current Balance
* Sewer Capital Improvements MM-10% Rev	840-00-1020		0.20%	\$ 1,663,389	\$ 1,663,389
* Sewer Capital Reserve MM 2380226 Tap Fees	840-00-1038		0.20%	3,082,744	3,088,744
* Water Capital Reserve MM 2376156 Tap Fees	840-00-1037		0.20%	\$ 2,460,605	\$ 2,461,105
* 2021 CO MM	840-00-1039		0.20%	\$ 7,413,544	\$ 6,793,449
* Pooled Cash	840-00-1000		0.05%	111,325	485,741
TOTAL RESTRICTED				\$ 14,731,607	\$ 14,492,428

*Restricted Funds

**4A & 4B FUNDS
CASH AND INVESTMENTS
February 28, 2024**

General

Name	Acct. #	Maturity	Yield	Prior Period	Current Balance
* Pooled Cash	41-00-1000		0.05%	\$ 2,767,837	\$ 2,817,798
* Cash NOW 900020693 Prosperity	41-00-1010		0.05%	332,737	332,737
* 4A MM 902551273 Prosperity	41-00-1012		0.20%	2,029,457	2,029,457
* Sanger TX Ind Corp CD 486639	41-00-1013	11/2/2024	0.25%	97,721	97,970
TOTAL CASH AND INVESTMENTS				\$ 5,227,752	\$ 5,277,962

4B FUND

Name	Acct. #	Maturity	Yield	Prior Period	Current Balance
* Pooled Cash	42-00-1000		0.05%	\$ 2,168,872	\$ 2,038,003
* Cash MM 2379694	42-00-1010		0.05%	205,599	205,738
* 4B CD 653500	42-00-1013	4/3/2024	0.45%	22,599	22,647
* 4B CD 659924	42-00-1014	11/12/2024	0.45%	22,400	22,459
* 4B CD 664243	42-00-1015	6/5/2024	0.45%	22,442	22,501
* 4B CD 673277	42-00-1016	7/9/2024	0.45%	22,432	22,507
* 4B CD 686115	42-00-1017	8/4/2024	0.45%	22,436	22,510
* 4B CD 689521	42-00-1018	9/11/2024	0.45%	22,417	22,491
* 4B CD 694371	42-00-1019	11/14/2024	0.45%	22,434	22,509
* 4B CD 697230	42-00-1020	11/17/2024	0.45%	22,491	22,565
* 4B CD 699934	42-00-1021	12/18/2024	0.45%	22,343	22,417
* 4B CD 702285	42-00-1022	1/31/2024	0.45%	22,080	22,154
* 4B CD 706078	42-00-1023	2/19/2024	0.45%	22,192	22,231
* 4B CD 720097	42-00-1024	2/9/2024	0.45%	22,039	22,112
* 4B CD 720119	42-00-1025	11/9/2024	0.45%	21,999	22,072
TOTAL CASH AND INVESTMENTS				\$ 2,664,775	\$ 2,534,916

*Restricted Funds

**CITY OF SANGER, TEXAS
CASH AND INVESTMENTS
February 28, 2024**

The Monthly Investment Report is in full compliance with the objectives, restrictions, and strategies as set forth in the City of Sanger's Investment Policy and Texas Government Code 2256.023, the Public Funds Investment Act (PFIA).

The City only invests in Money Market accounts and Certificates of Deposit. Interest is paid monthly on all accounts. Therefore, book value and market value are the same and the City does not have accrued interest on its investments.

Ethics Disclosure and Conflicts of Interest

In accordance with the PFIA, investment officers are required to file a disclosure statement with the Texas Ethics Commission and the governing body if:

- a. the officer has a business relationship with a business organization offering to engage in an investment transaction with the City (as defined in 2256.005 (i) (1-3); or
- b. the officer is related within the second degree by affinity or consanguinity, as determined under Chapter 573 of the Texas Government Code, to an individual seeking to transact investment business with the entity. PFIA 2256.005 (i).



Clayton Gray
Finance Director



John Noblitt
City Manager

Item 12.

VENDOR I.D.	NAME	STATUS	CHECK DATE	INVOICE AMOUNT	DISCOUNT	CHECK NO	CHECK STATUS	CHECK AMOUNT
	C-CHECK		VOID CHECK				V	2/29/2024 085078

* * T O T A L S * *	NO	INVOICE AMOUNT	DISCOUNTS	CHECK AMOUNT
REGULAR CHECKS:	0	0.00	0.00	0.00
HAND CHECKS:	0	0.00	0.00	0.00
DRAFTS:	0	0.00	0.00	0.00
EFT:	0	0.00	0.00	0.00
NON CHECKS:	0	0.00	0.00	0.00
VOID CHECKS:	1	VOID DEBITS 0.00		
		VOID CREDITS 0.00	0.00	0.00

TOTAL ERRORS: 0

VENDOR SET: 99 BANK: * TOTALS:	NO	INVOICE AMOUNT	DISCOUNTS	CHECK AMOUNT
	1	0.00	0.00	0.00
BANK: * TOTALS:	1	0.00	0.00	0.00

Item 12.

VENDOR I.D.	NAME	STATUS	CHECK DATE	INVOICE AMOUNT	DISCOUNT	CHECK NO	CHECK STATUS	CHECK AMOUNT
13080	BLUE CROSS BLUE SHIELD OF TEXA							
I-COBRA 02.2024	COBRA-FEB 2024	R	2/07/2024	679.02		000791		
I-FEBRUARY 2024	FEB 24 HEALTH/DENTAL PREMIUM	R	2/07/2024	66,814.17		000791		67,493.19
10610	LEADERSLIFE INS. COMPANY							
I-145848	LIFE INSURANCE FEB 2024	R	2/22/2024	73.66		000792		73.66

* * T O T A L S * *	NO	INVOICE AMOUNT	DISCOUNTS	CHECK AMOUNT
REGULAR CHECKS:	2	67,566.85	0.00	67,566.85
HAND CHECKS:	0	0.00	0.00	0.00
DRAFTS:	0	0.00	0.00	0.00
EFT:	0	0.00	0.00	0.00
NON CHECKS:	0	0.00	0.00	0.00
VOID CHECKS:	0	VOID DEBITS 0.00		
		VOID CREDITS 0.00	0.00	0.00

TOTAL ERRORS: 0

VENDOR SET: 99 BANK: EMP B	TOTALS:	NO	INVOICE AMOUNT	DISCOUNTS	CHECK AMOUNT
		2	67,566.85	0.00	67,566.85
		2	67,566.85	0.00	67,566.85

Item 12.

VENDOR I.D.	NAME	STATUS	CHECK DATE	INVOICE AMOUNT	DISCOUNT	CHECK NO	CHECK STATUS	CHECK AMOUNT
14210	OFFICE OF THE ATTORNEY GENERAL							
I-CBW202402060059	CHILD SUPPORT	D	2/09/2024	92.31		000674		
I-CRW202402060059	CHILD SUPPORT AG#0013904686	D	2/09/2024	192.46		000674		
I-CSR202402060059	CHILD SUPPORT #0013806050	D	2/09/2024	276.92		000674		
I-CWM202402060059	CHILD SUPPORT # 0014024793CV19	D	2/09/2024	357.69		000674		919.38
22640	INTERNAL REVENUE SERVICE							
I-T1 202402060059	FEDERAL W/H	D	2/09/2024	20,941.48		000675		
I-T3 202402060059	FICA PAYABLE	D	2/09/2024	30,751.34		000675		
I-T4 202402060059	FICA PAYABLE	D	2/09/2024	7,191.90		000675		58,884.72
00600	CITY OF SANGER							
I-FEB 24	COS UB 12/18/23 - 01/18/23	D	2/15/2024	36,317.42		000676		36,317.42
11690	PITNEY BOWES - RESERVE ACCOUNT							
I-02.07.2024	REFILL POSTAGE METER	D	2/07/2024	300.00		000680		300.00
30600	TASC							
C-D. STANFORD-JAN	TASC-D.STANFORD-JAN	D	2/09/2024	222.22CR		000681		
C-TASC-J.HERNANDEZ	TASC-J.HERNANDEZ	D	2/09/2024	25.00CR		000681		
D-TASC-S.VEGA 2.9.23	TASC-S.VEGA	D	2/09/2024	127.08		000681		
I-FSC202402060059	FLEX	D	2/09/2024	6.25		000681		
I-FSM202402060059	FLEX	D	2/09/2024	1,633.49		000681		1,519.60
00100	TMRS							
I-RETPY 01.26.24	TMRS	D	2/13/2024	52,907.25		000682		
I-RETPY 1.12.24	TMRS	D	2/13/2024	54,110.97		000682		107,018.22
14210	OFFICE OF THE ATTORNEY GENERAL							
I-CBWPY 02.23.24	CHILD SUPPORT	D	2/23/2024	92.31		000683		
I-CRWPY 02.23.24	CHILD SUPPORT AG#0013904686	D	2/23/2024	192.46		000683		
I-CSRPY 02.23.24	CHILD SUPPORT #0013806050	D	2/23/2024	276.92		000683		
I-CWMPY 02.23.24	CHILD SUPPORT # 0014024793CV19	D	2/23/2024	300.00		000683		861.69
22640	INTERNAL REVENUE SERVICE							
I-T1 PY 02.23.24	FEDERAL W/H	D	2/23/2024	21,784.79		000684		
I-T3 PY 02.23.24	FICA PAYABLE	D	2/23/2024	31,127.52		000684		
I-T4 PY 02.23.24	FICA PAYABLE	D	2/23/2024	7,279.80		000684		60,192.11
30600	TASC							
I-FSCPY 02.23.24	FLEX	D	2/23/2024	6.25		000685		
I-FSMPY 02.23.24	FLEX	D	2/23/2024	1,386.27		000685		1,392.52

Item 12.

VENDOR I.D.	NAME	STATUS	CHECK DATE	INVOICE AMOUNT	DISCOUNT	CHECK NO	CHECK STATUS	CHECK AMOUNT
08120	ICMA-RC							
I-457202402060059	ICMA CITY OF SANGER 457 PLAN	E	2/09/2024	1,762.07		000706		1,762.07
37820	VEOLIA WATER TECHNOLOGIES							
I-902506975	REPLACEMNT UV SYSTEM PART	E	2/07/2024	3,729.24		000707		3,729.24
38390	AMAZON CAPITAL SERVICES, INC.							
I-113D-FWC6-99MN	CHAIRS/TABLE/USB DRIVE	E	2/07/2024	173.67		000708		
I-16CL-NYNQ-YGPW	BINDERS/PENS/POST-ITS/TABS	E	2/07/2024	209.95		000708		
I-19H3-GCVC-PV7H	CONFERENCE ROOM SUPPLIES	E	2/07/2024	185.24		000708		
I-1FGQ-KGK7-V6HX	BLIND & DESK STAND	E	2/07/2024	56.76		000708		
I-1MM6-RRQ6-G6TQ	SCENT/MONITOR STND/PAPER/CHRGR	E	2/07/2024	195.38		000708		
I-1PGM-LMTP-Y4CJ	2 DELL LAPTOP BATTERIES	E	2/07/2024	93.66		000708		914.66
40050	WSC ENERGY II							
I-EW381757319129	JAN 24 ELECTRIC PURCHASE	E	2/07/2024	326,806.05		000709		326,806.05
24050	AEP ENERGY PARTNERS, INC							
I-175-21477270	JAN 24 ELECTRIC PURCHASE	E	2/13/2024	265.16		000710		265.16
38390	AMAZON CAPITAL SERVICES, INC.							
C-1MV1-QKD1-XFX4	RETURN DELL CARRYING CASE	E	2/13/2024	24.99CR		000711		
I-13LL-DK6L-M6RL	NEW RELEASE DVD'S	E	2/13/2024	42.98		000711		
I-17YJ-HVH9-1FLC	RED PANDAS BOOK	E	2/13/2024	23.99		000711		
I-19DT-CK73-XFUJX	DELL CARRYING CASE	E	2/13/2024	27.95		000711		
I-1G1N-FJ74-FD4F	AF/ANF/CHLD BOOKS	E	2/13/2024	56.55		000711		
I-1JMT-GHW6-C9XW	BALLOT BOX/TOTE/EASEL/DISPLAY	E	2/13/2024	228.43		000711		
I-1M3T-1DV6-1HDH	ADULT FICTION BOOKS	E	2/13/2024	27.98		000711		
I-1MVJ-YFD9-CLWF	KLEENEX	E	2/13/2024	24.74		000711		
I-1QP4-7DHL-XHJN	DAWN/CASCADE/TONER/CLEANER	E	2/13/2024	509.66		000711		
I-1V9Q-M169-P1LW	FAKE SNOW/DR. KIT FOR TDLR PRG	E	2/13/2024	38.89		000711		956.18
38690	VORTEX INSURANCE AGENCY, LLC							
I-100474	INSURANCE FREEDOM FEST 24	E	2/13/2024	6,674.00		000712		6,674.00
08120	ICMA-RC							
I-457PY 02.23.24	ICMA CITY OF SANGER 457 PLAN	E	2/23/2024	1,762.07		000713		1,762.07
02910	UPPER TRINITY							
I-W272402	JAN 2024 WATER PURCHASE	E	2/22/2024	32,338.12		000714		32,338.12
17900	LOWER COLORADO RIVER AUTHORITY							
I-T4C-0002195	MATERIALS AGGREGATION	E	2/22/2024	210.00		000715		210.00

Item 12.

VENDOR I.D.	NAME	STATUS	CHECK DATE	INVOICE AMOUNT	DISCOUNT	CHECK NO	CHECK STATUS	CHECK AMOUNT
23760	I-INVLU-34851							
	KEEPIITSAFE, LLC. - LIVEVAULT SERVER BACKUP SRVC CITY HALL	E	2/22/2024	1,505.58		000716		1,505.58
25590	I-000000070925							
	SCHNEIDER ENGINEERING, LLC REGULATORY SUPPORT JAN 24	E	2/22/2024	750.00		000717		
	I-000000070926							
	ERCOT TRANS OP JAN 24	E	2/22/2024	735.00		000717		1,485.00
32030	I-58013							
	GILLIAM INVESTMENTS: DBA: VANG 23-24 CLEANING CONTRACT	E	2/22/2024	3,778.00		000718		3,778.00
35990	I-PS16470							
	JUSTFOIA, INC. JF PLATFORM UPGRADE RENEWAL	E	2/22/2024	3,400.31		000719		3,400.31
36460	I-061322302-0124							
	KIMLEY-HORN & ASSOCIATES TXDOT SOUND WALL ENHANCE	E	2/22/2024	5,575.00		000720		5,575.00
38390	C-13GL-1J7V-G6VJ							
	AMAZON CAPITAL SERVICES, INC. RTN STREAMLIGHT HOLDERS	E	2/22/2024	190.48CR		000721		
	I-114K-MRYG-DVMH							
	DIVIDERS/BINDERS	E	2/22/2024	65.56		000721		
	I-13KV-DCXW-MFDG							
	FLASHLIGHT/GLOVES	E	2/22/2024	792.58		000721		
	I-146P-Q6KM-F7G9							
	BOOTS/FLASHLIGHT/INK/EARPIECE	E	2/22/2024	706.67		000721		
	I-17T7-WNMN-J9D4							
	COMBAT BOOT	E	2/22/2024	96.38		000721		
	I-17XM-3X3R-46L6							
	UNIFORM SHIRTS JNIXON JHERNAND	E	2/22/2024	264.26		000721		
	I-19WM-G716-N1K3							
	HOLSTER	E	2/22/2024	171.60		000721		
	I-1D1M-YCC1-99LP							
	GUN HOLSTER/RELSE KIT BLK	E	2/22/2024	70.80		000721		
	I-1GQF-J71R-TQKN							
	DVD/BLU-RAY	E	2/22/2024	42.78		000721		
	I-1J4R-P1YD-LY1X							
	SCISSORS/BAGS/DUSTERS	E	2/22/2024	44.91		000721		
	I-1J6D-PWHM-1MWY							
	STAPLE REMOVER/FOLDERS/CASE	E	2/22/2024	35.23		000721		
	I-1JGR-3MM1-PDVT							
	BELT/BELT KEEPER/CUFF/RED DOT	E	2/22/2024	494.60		000721		
	I-1L79-YHCT-DRDF							
	EMPLOYEE APP DAY DECOR	E	2/22/2024	109.54		000721		
	I-1MHK-KCNM-FMLL							
	SUGAR	E	2/22/2024	19.98		000721		
	I-1N1L-KH3K-L63J							
	KEEPER/BELT/HOLSTER	E	2/22/2024	234.95		000721		
	I-1PHH-3T1P-F1X1							
	ORIGAMI BOOK	E	2/22/2024	16.79		000721		
	I-1PHH-3T1P-N6MX							
	HERB SEED POD KIT	E	2/22/2024	13.72		000721		
	I-1VDY-VQCM-RV4M							
	PENCIL POUCH	E	2/22/2024	9.98		000721		
	I-1X3W-Q39M-Q4WD							
	SAFETY VEST	E	2/22/2024	34.78		000721		3,034.63
38930	I-FE201722-0025							
	COLUMN SOFTWARE, PBC PUBLICATION NOTICES	E	2/22/2024	176.32		000722		176.32
00440	I-50757-RI-001							
	BRAZOS ELECTRIC JANUARY 2024	E	2/29/2024	13,105.44		000723		13,105.44

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36460	KIMLEY-HORN & ASSOCIATES							
I-061322300-0124	I-35 UTILITY REOCATIONS	E	2/29/2024	12,465.71		000724		12,465.71
37670	CITIBANK, N.A.							
C-ESCH 01.08.24	CORRECTED CHARGE	E	2/29/2024	119.63CR		000725		
C-GES 01.09.24	GES CREDIT	E	2/29/2024	28.07CR		000725		
C-HD 01.24.24	RETURN M12 JACKET JGREEN	E	2/29/2024	149.00CR		000725		
I-ACEPARK 01.31.24	PARKING ICSC SBRADSHAW	E	2/29/2024	20.00		000725		
I-ACEPARK 01/31/24	PARKING ICSC DGREEN	E	2/29/2024	20.00		000725		
I-ACEPARK 02.01.24	PARKING ICSC SBRADSHAW	E	2/29/2024	20.00		000725		
I-ACEPARK 02/01/24	PARKING ICSC DGREEN	E	2/29/2024	20.00		000725		
I-APPLE 01.23.24	LANDGLIDE APP JNOBLITT	E	2/29/2024	108.24		000725		
I-ASFPM 01.04.24	TXFLOODPLAIN MGMT EXAM/CERT	E	2/29/2024	85.00		000725		
I-BUZZSPRT 01.25.24	BUZZSPROUT JAN 24 - FEB 24	E	2/29/2024	22.00		000725		
I-CARDINAL 01.30.24	BADGE RMS SERVICES	E	2/29/2024	485.85		000725		
I-CE 01.16.24	TEA FOR COUNCIL	E	2/29/2024	10.16		000725		
I-CE 02.01.24	TEA FOR COUNCIL	E	2/29/2024	10.16		000725		
I-DANDY 01.19.24	DONUTS FOR MEETING	E	2/29/2024	17.12		000725		
I-DCC 02.01.24	DENTON COUNY CLERK PLATS	E	2/29/2024	83.50		000725		
I-DCTXMV 01.18.24	STATE REGISTRATION PD	E	2/29/2024	8.25		000725		
I-DCTXMV 01.31.24	REGISTER UNIT 2301 2401	E	2/29/2024	33.50		000725		
I-DCTXMV 01/18/24	REGISTRATION SRVC FEE PD	E	2/29/2024	2.00		000725		
I-DCTXMV 01/31/24	REGISTRATION SRVC FEE	E	2/29/2024	2.00		000725		
I-DG 01.22.24	OREOS FOR TEEN PROGRAM	E	2/29/2024	9.50		000725		
I-DOMINOS 01.16.24	PIZZA FOR COUNCIL	E	2/29/2024	65.49		000725		
I-EFILING 01.26.24	ACA REPORTING	E	2/29/2024	508.80		000725		
I-ESCH 01.08.24	PIN/DOWEL	E	2/29/2024	98.40		000725		
I-ESRI 01.12.24	ESRI LABOR FORCE REPORT	E	2/29/2024	50.00		000725		
I-ESRI 01/12/24	ESRI BUSINESS REPORT	E	2/29/2024	50.00		000725		
I-EXPEDIA 01.22.24	TRAPS CONFERENCE LODGING	E	2/29/2024	236.90		000725		
I-FARONICS 01.05.24	MAINTENANCE RENEWAL 3YR	E	2/29/2024	375.44		000725		
I-FB 01.03.24	FACEBOOK ADS	E	2/29/2024	171.47		000725		
I-FUZZY'S 01.12.24	STAFF DEVELOPMENT LUNCH	E	2/29/2024	60.63		000725		
I-GES 01.06.24	GES RED RIVER	E	2/29/2024	368.27		000725		
I-GFOA 01.19.24	ACCOUNTANT JOB AD	E	2/29/2024	150.00		000725		
I-GTOT 01.09.24	WINTER SEMINAR 2024 CGRAY	E	2/29/2024	350.00		000725		
I-HD 01.02.24	PAINT SUPPLIES	E	2/29/2024	37.11		000725		
I-HD 01.08.24	M12 JACKET JGREEN	E	2/29/2024	149.00		000725		
I-HD 01.12.24	CLAMPS/FLASHING/FILLER	E	2/29/2024	56.00		000725		
I-HD 01/12/24	JACKET JGREEN	E	2/29/2024	129.00		000725		
I-ICF 01.16.24	FLOWERS FOR BWILSON	E	2/29/2024	75.00		000725		
I-ITP 01.19.24	PRESSURE VALVE	E	2/29/2024	32.84		000725		
I-JJK 01.26.24	LABOR LAW POSTERS	E	2/29/2024	549.67		000725		
I-LFD 01.15.24	ALL SAWS 2024 TRAINING	E	2/29/2024	175.00		000725		
I-LFD 01/15/24	ALL SAWS 2024 TRAINING	E	2/29/2024	350.00		000725		
I-LINCOLN 01.30.24	LINCOLN HOIST	E	2/29/2024	161.65		000725		
I-LOWES 01.30.24	SPACE HEATERS FOR THE CHURCH	E	2/29/2024	274.52		000725		
I-LRC 01.09.24	LAWRENCE RAGAN AWARD	E	2/29/2024	475.00		000725		

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I-MARQEE 01.03.24	MISTERS FOR FREEDOM FEST	E	2/29/2024	841.99		000725		
I-MARRIOTT 01.26.24	HOTEL STAY KHARLAN	E	2/29/2024	492.20		000725		
I-MIGS 01.25.24	FOOD FOR INTERVIEWS	E	2/29/2024	145.97		000725		
I-NTXSHRM 01.03.24	NTXSHRM RENEWAL JSTATON	E	2/29/2024	120.00		000725		
I-NTXSHRM 01.17.24	EMP LAW UPDATE TRAINING	E	2/29/2024	60.00		000725		
I-NTXSHRM 01.24.24	NTXSHRM MEMBERSHIP SVEGA	E	2/29/2024	120.00		000725		
I-O'REILLY 01.31.24	JB WELD	E	2/29/2024	10.49		000725		
I-OMNI 02.01.24	OMNI PARKING	E	2/29/2024	23.08		000725		
I-PLANT 01.25.24	PLANT MEMBERSHIP 2024	E	2/29/2024	50.00		000725		
I-RIDGEVIEW 01.05.24	FLOWERS FOR TREVINO	E	2/29/2024	75.78		000725		
I-SENDINBLU 01.05.24	SENDINBLUE JAN 24 - FEB 24	E	2/29/2024	25.00		000725		
I-SHRM 01.04.24	SHRM MEMBERSHIP SVEGA	E	2/29/2024	244.00		000725		
I-STALKER 01.12.24	TUNING FORKS	E	2/29/2024	71.95		000725		
I-STK 01.23.24	SHUTTERSTOCK SUBSCRIPTION	E	2/29/2024	599.00		000725		
I-SURVEYMNK 01.10.24	SURVEY MONKEY 2024 SUBSCRIPTN	E	2/29/2024	192.00		000725		
I-T&T 01.23.24	FLOWERS FOR RGRACE	E	2/29/2024	111.50		000725		
I-TAMU 01.10.24	HERB/PEST LICENSE TRAINING	E	2/29/2024	340.00		000725		
I-TCFP 01-07-24	CERTIFICATION FOR WMERRETT	E	2/29/2024	87.17		000725		
I-TCFP 01.07.24	IFSAC SEAL WMERRETT	E	2/29/2024	30.93		000725		
I-TCFP 01.29.24	1 CERTIFICATION BY BSMITH	E	2/29/2024	87.17		000725		
I-TCFP 01/07/24	IFSAC SEAL WMERRETT	E	2/29/2024	30.93		000725		
I-TCS 01.20.24	SHELF PINS/SHELF CONNECTORS	E	2/29/2024	14.00		000725		
I-TEDC 01.23.24	TEDC DGREEN	E	2/29/2024	550.00		000725		
I-TEDC 01/23/24	TEDC ECO EXCELLENCE	E	2/29/2024	100.00		000725		
I-TEEX 01.10.24	CHLORINE MAINTENANCE JNIXON	E	2/29/2024	485.00		000725		
I-TFMA 01.03.24	TXFLOODPLAIN MGMT TRAINING	E	2/29/2024	395.00		000725		
I-TFR 01.15.24	TROPICAL FOLIAGE RENTALS	E	2/29/2024	93.50		000725		
I-TIDRC 01.16.24	TEXAS ILLEGAL DUMPING	E	2/29/2024	75.00		000725		
I-TLA 01.31.24	TLA CONFERENCE REGISTRATION	E	2/29/2024	368.00		000725		
I-TMCEC 01.17.24	TMCEC CLERKS SEMINAR VEAKMAN	E	2/29/2024	150.00		000725		
I-TML 01.09.24	CGFO STUDY GUIDE DSTANFORD	E	2/29/2024	200.00		000725		
I-TML 01.24.24	TCMA MEMBERSHIP ACIOCAN	E	2/29/2024	400.63		000725		
I-TMOBILE 01.08.24	LIBRARY HOTSPOTS DEC 23	E	2/29/2024	239.15		000725		
I-TR 01.24.24	WESTLAW PROFLEX DEC 23	E	2/29/2024	240.45		000725		
I-TRAPS 01.22.24	TRAPS CONFERENCE BJUNKER	E	2/29/2024	345.00		000725		
I-TRELLO 01.23.24	ANNUAL FEE FOR 1 USER	E	2/29/2024	127.91		000725		
I-TRELLO 01.24.24	PRORATED FEE FOR 1 ADDTL USER	E	2/29/2024	127.55		000725		
I-TX.GOV 01.04.24	TX.GOV SRVC FEE	E	2/29/2024	4.00		000725		
I-TX.GOV 01.09.24	TX GOV SRVC FEE	E	2/29/2024	4.00		000725		
I-TX.GOV 01.10.24	TX.GOV SRVC FEE	E	2/29/2024	2.00		000725		
I-TX.GOV 01.16.24	TX.GOV SRVC FEE	E	2/29/2024	2.00		000725		
I-TXCPA 01.19.24	ACCOUNTANT JOB AD	E	2/29/2024	499.00		000725		
I-TXDAG 01.10.24	HERB/PEST LICENSE RNLTLING	E	2/29/2024	76.94		000725		
I-TXDMV 01.04.24	STATE REGISTRATION LP1371599	E	2/29/2024	16.50		000725		
I-TXDMV 01.09.24	2 STATE REGISTRATIONS	E	2/29/2024	44.00		000725		
I-TXDMV 01.10.24	STATE REGISTRATION LP1373105	E	2/29/2024	7.50		000725		
I-TXDMV 01.16.24	STATE REGISTRATION LP1262663	E	2/29/2024	8.25		000725		
I-TYLER 01.08.24	GL ACADEMY DSTANFORD	E	2/29/2024	725.00		000725		

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I-UBER 02.02.24	UBER TRIP ICSC DGREEN	E	2/29/2024	27.27		000725		
I-WM 01.20.24	OREOS FOR TEEN PROGRAM	E	2/29/2024	10.23		000725		
I-ZERO9 01.17.24	CASES/MAG POUCH	E	2/29/2024	595.86		000725		
I-ZOOM 01.24.24	ZOOM SUBSCRIPTION	E	2/29/2024	115.99		000725		
I-ZOOM 01/24/24	ZOOM SUBSCRIPTION	E	2/29/2024	130.90		000725		15,550.56
14470	UNITED WAY							
I-UN 202402060059	DONATIONS	R	2/09/2024	5.00		084899		5.00
15830	SANGER EDUCATION FOUNDATION IN							
I-SGF202402060059	FOUNDATION-ISD	R	2/09/2024	2.50		084900		2.50
33300	HSA BANK							
I-HSA202402060059	HSA	R	2/09/2024	1,415.13		084901		1,415.13
40120	ACE HEATING & AIR CONDITIONING							
I-38043	SRVC CALL 201 BOLIVAR ST	R	2/07/2024	200.00		084902		200.00
28710	AFFORD IT TIRES SANGER LLC							
I-0001755	TIRE PATCH #212-30	R	2/07/2024	20.00		084903		20.00
ALTEC	ALTEC INDUSTRIES, INC							
I-51260818	WINCH REPAIRS - BACKYARD MCHN	R	2/07/2024	2,546.77		084904		2,546.77
33900	APSCO, INC							
I-S1425765.001	216X METER BOX LIDS	R	2/07/2024	2,748.80		084905		2,748.80
36140	AUGUST INDUSTRIES INC							
I-058509	WORK DONE ON CASCADE SYSTEM	R	2/07/2024	348.00		084906		348.00
11090	BETA TECHNOLOGY							
I-664469	BETA PEN/GARDEN FRESH	R	2/07/2024	812.16		084907		812.16
00390	BILL UTTER FORD, INC.							
I-487219	BATTERIES FOR 18 FORD F550	R	2/07/2024	367.81		084908		367.81
23790	TERRY WEST							
I-4273	REMOVE/RETURN BLINDS/INSTALL	R	2/07/2024	600.00		084909		600.00
37860	BUTTRAM, BRANDON L							
I-PER DIEM 01.12.24	PER DIEM 01/08-12/24	R	2/07/2024	125.00		084910		125.00
00590	CITY OF DENTON							
I-01/15/2024	WATER BACTERIOLOGICAL TESTING	R	2/07/2024	200.00		084911		200.00

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33370	CJA ENTERPRISES LLP							
I-16868	CUSHION SAND	R	2/07/2024	300.52		084912		300.52
28810	CLIFFORD POWER SYSTEM, INC							
I-JC1006375	GENERATORS	R	2/07/2024	26,326.00		084913		26,326.00
00050	CONLEY SAND & GRAVEL							
I-181690	SCREENED CUSHION SAND	R	2/07/2024	525.00		084914		525.00
08880	COOPER'S COPIES							
I-37466	PRINTING FOR ICSC	R	2/07/2024	292.54		084915		292.54
00800	COSERV ELECTRIC							
I-JAN 23	JAN 23 ELECTRIC	R	2/07/2024	3,192.85		084916		3,192.85
00710	DATA BUSINESS FORMS, INC.							
I-126819	BOARD MEMBER NAME PLATES	R	2/07/2024	50.85		084917		50.85
25730	DATAPROSE, LLC							
I-DP2400274	JAN 24 LATE/STMNT/OTHER	R	2/07/2024	3,259.48		084918		3,259.48
35470	DURAN PHOTOGRAPHY							
I-2072	266 EXPRESS PODCAST	R	2/07/2024	400.00		084919		
I-2073	CM & MAYOR VIDEOS 23-24	R	2/07/2024	550.00		084919		950.00
18790	FUELMAN							
I-NP65893977	FUEL 01/29/24 - 02/04/24	R	2/07/2024	3,054.62		084920		3,054.62
01070	GALLS INC.							
I-026673238	BELT/BOOTS KHARLAN	R	2/07/2024	151.28		084921		
I-026673239	S/S SHIRT/PATCHES KHARLAN	R	2/07/2024	56.99		084921		
I-026734620	S/S SHIRT/PATCHES/PANT WALLENG	R	2/07/2024	150.48		084921		
I-026735296	UNDERVEST/PANTS ACARTWRIGHT	R	2/07/2024	335.07		084921		
I-026761701	UNDERVEST/TROUSER/BELT ACARTWR	R	2/07/2024	222.34		084921		
I-026804187	BATES GX X2 780 REFLOGAL	R	2/07/2024	166.45		084921		
I-026813856	DUTY JACKET 779 SCOTT	R	2/07/2024	152.99		084921		
I-026813857	DUTY JACKET 785 ZAVALA	R	2/07/2024	186.36		084921		1,421.96
28820	GLENN POLK AUTOPLEX INC							
I-C4CS870859	RUNNING BOARDS/INSPECTION	R	2/07/2024	75.60		084922		
I-C4CS870914	BODY EXT/ALIGNMNT/MULTPT INSP	R	2/07/2024	214.92		084922		290.52
34650	HARLAN, KATIE							
I-PER DIEM 01.26.24	PER DIEM 01/22-26/24	R	2/07/2024	200.00		084923		200.00

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33410	HOOTEN, JACK							
I-REIMBURSE 01.27.24	INSPECTOR TRAINING REIMBURSE	R	2/07/2024	85.00		084924		85.00
39920	IMPACT PROMOTIONAL SERVICES, L							
I-S057605	FLEECE JACKET/BASE SHIRT/PATCH	R	2/07/2024	522.96		084925		522.96
40090	JOHN E. REID AND ASSOCIATES, I							
I-E2F6E90F-0001	REID TECHNIQUE 09/10/24 ZAVALA	R	2/07/2024	580.00		084926		580.00
37180	KIRK, COLE W							
I-PER DIEM 01.15.2	PER DIEM 12/31/23-1/15/24	R	2/07/2024	750.00		084927		750.00
01570	LOWE'S COMPANIES, INC.							
I-74218	SHEARS/LMPHLDR/KNIFE	R	2/07/2024	55.00		084928		
I-78061	LOCK CAP/ELBOW/VALVE/SCH 40	R	2/07/2024	99.94		084928		154.94
29030	MCCREARY, VESELKA, BRAGG & ALL							
I-281285	UB COLLECTION FEES	R	2/07/2024	23.92		084929		23.92
08690	O'REILLY AUTO PARTS							
I-1959-130611	H11ST CAPSULE 56-58	R	2/07/2024	41.64		084930		41.64
35740	PATTERSON PROFESSIONAL SERVICE							
I-9345	SEWER TAP ON CHERRY ST	R	2/07/2024	3,000.00		084931		3,000.00
36520	POWER ENGINEERS, INC.							
I-ARIV1093769	GNRL ENGINEERING/SUPPORT	R	2/07/2024	1,506.10		084932		1,506.10
25020	SANGER HARDWARE							
I-2740	SCREWS/BATTERIES/HANG ROD	R	2/07/2024	46.56		084933		
I-2768	BUNGEE/LAMP/CORD/REDHEAT	R	2/07/2024	164.95		084933		
I-2839	FASTENERS	R	2/07/2024	11.20		084933		
I-2865	SHARKBITE/UNION/CONNECTOR	R	2/07/2024	59.97		084933		
I-2866	KEYS/CUTTER/PLIERS	R	2/07/2024	95.90		084933		
I-2869	SRTMASTR JR ORGNZR 14.8"	R	2/07/2024	18.99		084933		
I-2871	LED FLM E12 DL 60W 2PK	R	2/07/2024	23.98		084933		421.55
38150	SIMMONS BANK							
I-02152024	PRINCIPAL/INTEREST STREET EQUIP	R	2/07/2024	50,528.19		084934		50,528.19
38800	SOUTHERN TIRE MART LLC							
I-4130061548	CASE LOADER TIRE CHANGE	R	2/07/2024	295.00		084935		295.00

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40100	STANFORD, DANIELLE							
I-USPS 01.30.24	POSTAGE FORM 1099 TO IRS	R	2/07/2024	10.40		084936		10.40
18620	STERICYCLE							
I-8005947148	FEB 2024 MEDICAL WASTE	R	2/07/2024	265.15		084937		265.15
29390	SYMBOL ARTS, LLC							
I-0482778	BADGE LT WALLET/UNIFORM	R	2/07/2024	260.00		084938		260.00
05350	TEXAS EXCAVATION SAFETY SYST							
I-OCB24-01141	OCBTX CLASS A FEE	R	2/07/2024	50.00		084939		50.00
34220	UNIFIRST CORPORATION							
I-2900073193	UNIFORMS	R	2/07/2024	29.08		084940		
I-2900073194	UNIFORMS	R	2/07/2024	32.51		084940		
I-2900073195	UNIFORMS	R	2/07/2024	17.04		084940		
I-2900073196	MATS - PW	R	2/07/2024	10.53		084940		89.16
03680	WHITMIRE LINE CLEARANCE, INC							
I-243-1000	TREE TRIMMING 2023-2024	R	2/07/2024	4,600.00		084941		4,600.00
32440	WILSON, BILLY D							
I-PER DIEM 01.25.24	PER DIEM 01/08-12/24	R	2/07/2024	125.00		084942		125.00
1	BANDA, CAROLINA							
I-000202402050055	US REFUND	R	2/07/2024	30.60		084943		30.60
1	BATTU, VENKATA							
I-000202402050048	US REFUND	R	2/07/2024	273.27		084944		273.27
1	IMPRESSION HOMES							
I-000202402050056	US REFUND	R	2/07/2024	27.00		084945		27.00
1	IMPRESSION HOMES							
I-000202402050057	US REFUND	R	2/07/2024	589.16		084946		589.16
1	LEGEAR, ROBERT E							
I-000202402050054	US REFUND	R	2/07/2024	17.13		084947		17.13
1	LIENESCH, GEORGE W							
I-000202402050047	US REFUND	R	2/07/2024	75.00		084948		75.00
1	PURCELL, KENNETH R							
I-000202402050053	US REFUND	R	2/07/2024	126.05		084949		126.05

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1	I-000202402050050	REHM, MARTY US REFUND	R	2/07/2024		191.19	084950	191.19
1	I-000202402050052	RULAND, KENNY & SHEL US REFUND	R	2/07/2024		85.12	084951	85.12
1	I-000202402050045	SPRINGER FAMILY RENT US REFUND	R	2/07/2024		51.89	084952	51.89
1	I-000202402050051	TRANHAM, WILLIAM US REFUND	R	2/07/2024		4.64	084953	4.64
1	I-000202402050058	US ULTRA HOMES, LLC US REFUND	R	2/07/2024		573.93	084954	573.93
1	I-000202402050046	WILFORD, VAKAYLA N US REFUND	R	2/07/2024		122.78	084955	122.78
1	I-000202402050049	WUNDERLICH, DALTON US REFUND	R	2/07/2024		3.69	084956	3.69
40130	I-000430	TRIBE & TRUST LEADERSHIP RISING LEADERS DEVELOPMNT	R	2/08/2024		10,000.00	084957	10,000.00
40150	I-46109	AC PRINTING LLC 200X BROCHURES	R	2/13/2024		2,100.00	084958	2,100.00
28710	I-0001769	AFFORD IT TIRES SANGER LLC S/T 235-80-16	R	2/13/2024		145.00	084959	145.00
36140	I-058559	AUGUST INDUSTRIES INC INSTALLED BAUER COMPRESSOR	R	2/13/2024		2,785.11	084960	2,785.11
25610	I-201343	AUSTIN LANE TECHNOLOGIES, INC NETWORK MAINTENANCE FEB 24	R	2/13/2024		11,145.00	084961	11,145.00
23490	I-215072	BOUND TO STAY BOUND BOOKS INC 2 PICTURE BOOKS	R	2/13/2024		45.16	084962	45.16
00420	I-85226403	BOUND TREE MEDICAL, LLC LABETALOL/CURAPLEX/CAPNOLINE	R	2/13/2024		472.45	084963	472.45
39710	I-006	CLARKADAMSON, LLC ANNUAL CONSULTING FEE	R	2/13/2024		2,375.00	084964	2,375.00

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03730	COLLIN COLLEGE							
I-S0324979	PLANS EXAMINER I	R	2/13/2024	180.00		084965		180.00
08880	COOPER'S COPIES							
I-37484	BUSINESS CARDS	R	2/13/2024	120.00		084966		
I-37485	BUSINESS CARDS	R	2/13/2024	120.00		084966		240.00
23620	COTE'S MECHANICAL							
I-29014	ICE MACHINE RENTAL FEB 2024	R	2/13/2024	626.00		084967		626.00
25730	DATAPROSE, LLC							
I-DP2304804	NOV 23 LATE/STMT/OTHER	R	2/13/2024	3,378.14		084968		3,378.14
21660	DUNBAR							
I-I1228799	DEPOSIT SLIPS	R	2/13/2024	32.07		084969		32.07
35470	DURAN PHOTOGRAPHY							
I-2074	CM & MAYOR VIDEOS 23-24	R	2/13/2024	475.00		084970		475.00
35790	EDWARDS, KELLY							
I-MILEAGE 01.25.24	MILEAGE TO DENTON CO ELECTIONS	R	2/13/2024	21.57		084971		21.57
34360	ENVIRONMENTAL MONITORING LABOR							
I-24010095	AMMONIA CBOD TSS ENVIRO IMPACT	R	2/13/2024	1,080.00		084972		1,080.00
23820	FERGUSON ENTERPRISES, LLC							
I-1457417	AMR LIDS FOR 18 RING	R	2/13/2024	2,519.40		084973		
I-1457422	MTR BXS & AMR LIDS	R	2/13/2024	1,950.00		084973		4,469.40
31340	FIRST CHECK APPLICANT SCREENIN							
I-23782	2X BACKGROUND CHECKS	R	2/13/2024	56.00		084974		56.00
34670	FREEDOM COMMERCIAL SERVICES, L							
I-2024-3084	MOW/TRIM 901 N STEMMONS	R	2/13/2024	90.00		084975		90.00
18790	FUELMAN							
I-NP65932021	FUEL 02/05/24 - 02/11/24	R	2/13/2024	3,177.76		084976		3,177.76
07350	GENTLE'S OIL AND TIRE							
I-12924	ROTATE & BALANCE UNIT 2	R	2/13/2024	40.00		084977		
I-13024	8QT OIL & FILTER UNIT 11	R	2/13/2024	77.00		084977		
I-2624	8QT OIL & FILTER UNIT 09	R	2/13/2024	77.00		084977		194.00

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28820	GLENN POLK AUTOPLEX INC							
I-C4CS870947	DASH REPAIR/FUSE CHANGE	R	2/13/2024	168.63		084978		
I-C4CS870983	INSPECTION/CENTER CAP/HEADLIGH	R	2/13/2024	172.10		084978		340.73
40160	GREEN, DONNA J							
I-REIMBURSE 02.05.24	CLEANERS - TABLE CLOTHS	R	2/13/2024	281.98		084979		281.98
38010	JUNKER, BLAKE							
I-MILEAGE 02.27.24	MILEAGE/PER DIEM 02/26-29/24	R	2/13/2024	589.52		084980		589.52
37790	LEWIS, JUSTIN P							
I-REIMBURSE 01.23.24	HOTEL/PER DIEM/MILEAGE	R	2/13/2024	1,136.88		084981		1,136.88
20790	LIBRARICA LLC							
I-203707-112R	CASSIE/SPOT 1YR PRINT SUBS	R	2/13/2024	693.50		084982		693.50
34550	LOU'S GLOVES INC							
I-055244	10X LATEX GLOVES	R	2/13/2024	132.00		084983		132.00
36990	NORTEX COMMUNICATIONS COMPANY							
I-10855752	INTERNET & PHONE FEB 24	R	2/13/2024	6,525.81		084984		6,525.81
38510	NORTH TEXAS FIVE STAR EVENTS,							
I-229381318	TENTS FREEDOM FEST 24	R	2/13/2024	552.39		084985		552.39
08690	O'REILLY AUTO PARTS							
I-1959-129524	SPRM SHINE WP	R	2/13/2024	8.99		084986		8.99
02970	OFFICE DEPOT							
I-345860725001	LETTERING TAPE	R	2/13/2024	28.40		084987		
I-349494691001	PLATES/COFFEE/PAPER/TISSUE	R	2/13/2024	62.57		084987		
I-350838789001	COPY PAPER	R	2/13/2024	44.16		084987		
I-351069814001	NAPKIN/WATER/COFFEE/CUTLERY	R	2/13/2024	46.78		084987		
I-351696680001	PENS	R	2/13/2024	4.75		084987		
I-351949890001	KLEENEX/PRINTER DRUM	R	2/13/2024	107.46		084987		
I-352849411001	PENS/FORKS/PLATES/BOWLS/CUPS	R	2/13/2024	23.77		084987		317.89
19200	PATHMARK TRAFFIC PRODUCTS OF T							
I-18903	8X SUPERIOR PUBLIC WATER SIGNS	R	2/13/2024	250.20		084988		250.20
33820	POWER-D UTILITY SERVICES, LLC							
I-2402	SUBSTATION MEETING - BRAZOS	R	2/13/2024	1,000.00		084989		1,000.00

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31880	RANDY'S TOWING AND RECOVERY SE							
I-24-08662	TOW MEDIC 672	R	2/13/2024	140.00		084990		
I-24-08668	TOW MEDIC 672	R	2/13/2024	255.00		084990		395.00
36840	REPUBLIC SERVICES, INC.							
I-0615-001921026	BRUSH COLLECTION SRVCS	R	2/13/2024	643.75		084991		643.75
12820	RICOH USA, INC							
I-107970053	EQPMNY LSE 02/12/24 - 03/11/24	R	2/13/2024	914.00		084992		914.00
15830	SANGER EDUCATION FOUNDATION IN							
I-274	TABLE SPONSORSHIP/TICKETS	R	2/13/2024	1,000.00		084993		
I-281	PLATINUM LEVEL SPONSORSHIP	R	2/13/2024	2,500.00		084993		3,500.00
25020	SANGER HARDWARE							
I-2849	BATTERY ALKLN	R	2/13/2024	9.99		084994		
I-2851	PUTTY KNIFE	R	2/13/2024	7.59		084994		
I-2867	PLASTC SHTOFF HOSE	R	2/13/2024	11.98		084994		
I-2878	FASTENERS	R	2/13/2024	1.48		084994		
I-2881	FASTENERS	R	2/13/2024	1.80		084994		
I-2893	FASTENERS	R	2/13/2024	1.34		084994		
I-2896	STIHL PRODUCT	R	2/13/2024	35.00		084994		
I-2898	THRD TAPE/8" WRNCH/10" WRNCH	R	2/13/2024	39.76		084994		108.94
38800	SOUTHERN TIRE MART LLC							
I-4130062263	SKID STEER TIRES	R	2/13/2024	638.80		084995		638.80
11900	TARRANT COUNTY COLLEGE							
I-NW126480-A	DRIVER OP/AERIAL CLASS	R	2/13/2024	750.00		084996		750.00
02690	TECHLINE, INC.							
I-1572647-00	BOLT/WASHER/LOCKNUT/DEADEND	R	2/13/2024	524.50		084997		
I-1572647-01	12X DEADEND WEDGE SHOE	R	2/13/2024	479.76		084997		1,004.26
20480	TMHRA							
I-01.23.2024	2023-2024 MEMBERSHIP RENEWAL	R	2/13/2024	100.00		084998		100.00
02920	U.S. POSTAL SERVICE							
I-02.29.2024	ANNUAL RENEWAL PO BOX 1729	R	2/13/2024	478.00		084999		478.00
34220	UNIFIRST CORPORATION							
I-2900073191	MATS - CITY HALL	R	2/13/2024	15.82		085000		
I-2900074216	MATS CH	R	2/13/2024	15.82		085000		
I-2900074218	UNIFORMS	R	2/13/2024	29.08		085000		
I-2900074219	UNIFORMS	R	2/13/2024	31.14		085000		
I-2900074220	UNIFORMS	R	2/13/2024	17.04		085000		
I-2900074221	MATS PW	R	2/13/2024	10.53		085000		119.43

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09550	I-138456							
	WATER TECH, INC. CHLORINE CYLINDERS	R	2/13/2024	2,460.00		085001		2,460.00
14470	I-UN PY 02.23.24							
	UNITED WAY DONATIONS	R	2/23/2024	5.00		085002		5.00
15830	I-SGFPY 02.23.24							
	SANGER EDUCATION FOUNDATION IN FOUNDATION-ISD	R	2/23/2024	2.50		085003		2.50
33300	I-HSAPY 02.23.24							
	HSA BANK HSA	R	2/23/2024	1,415.13		085004		1,415.13
25070	I-5428							
	ALL AMERICAN DOGS INC ANIMAL CONTROL FEB 2024	R	2/22/2024	7,160.00		085005		7,160.00
34090	I-O-50349111							
	AMERICAN CARNIVAL MART TOY/CANDY/CANDY 3YRS & UNDR	R	2/22/2024	2,027.20		085006		2,027.20
01550	I-02/12/24							
	ATMOS ENERGY GAS 01/03/24 - 02/01/24	R	2/22/2024	1,843.32		085007		1,843.32
1	I-REFUND 02.13.24							
	BILLY WALTON RETURN SEIZED FND	R	2/22/2024	3,250.00		085008		3,250.00
40110	I-57769							
	BOUNCE N MORE, LLC RIDES FREEDOM FEST 2024	R	2/22/2024	9,925.05		085009		9,925.05
27670	I-SANG.02.13.24							
	BROOKSWATSON & COMPANY, PLLC AUDIT: YEAR END 9/30/2023	R	2/22/2024	11,149.24		085010		11,149.24
23880	I-RI 24003362							
	BUREAU VERITAS NORTH AMERICA, SFR NEW REVIEW 102 SIMS ST	R	2/22/2024	150.00		085011		
	I-RI 24003364							
	FIRE REVIEW 201 N STEMMONS	R	2/22/2024	250.00		085011		
	I-RI 24003365							
	PLAN REVIEW 201 N STEMMONS	R	2/22/2024	716.09		085011		
	I-RI 24003367							
	FIRE REVIEW 1604 W CHAPMAN	R	2/22/2024	725.00		085011		
	I-RI 24003368							
	PLAN REVIEW 4705 AVION DR	R	2/22/2024	150.00		085011		1,991.09
37860	I-PER DIEM 02.09.24							
	BUTTRAM, BRANDON L PER DIEM 02/05-09/24	R	2/22/2024	125.00		085012		125.00
26350	I-43039							
	C & G ELECTRIC, INC HAND AUTO SWTCH UTILITY RD	R	2/22/2024	941.13		085013		
	I-43262							
	J-BOX DUCK CREEK LIFT STATION	R	2/22/2024	1,692.66		085013		2,633.79

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00520	CASCO INDUSTRIES, INC.							
I-258496	COATS/PANTS/BOOTS/FREIGHT	R	2/22/2024	8,472.74		085014		8,472.74
40190	CHEEK, TYSON L							
I-PER DIEM 03.01.24	PER DIEM 02/25/24-03/01/24	R	2/22/2024	150.00		085015		150.00
35470	DURAN PHOTOGRAPHY							
I-2068	CM & MAYOR VIDEOS 23-24	R	2/22/2024	475.00		085016		475.00
38550	EXTREME SOUND PRODUCTION							
I-6/30/2024	STAGE/LIGHT/SOUND FF 2024	R	2/22/2024	2,500.00		085017		2,500.00
36340	FAMILY FIRST AUTO CARE							
I-5697	STATE INSPECTION LP1158689	R	2/22/2024	25.50		085018		25.50
23820	FERGUSON ENTERPRISES, LLC							
I-1457419	40 AMR LIDS FOR 18 RING	R	2/22/2024	2,079.60		085019		2,079.60
18790	FUELMAN							
I-NP65954984	FUEL 02/12/24 - 02/18/24	R	2/22/2024	2,673.71		085020		2,673.71
01070	GALLS INC.							
I-026948810	RAIN JKT/HEAT TRANSFER/SHIPPIN	R	2/22/2024	174.96		085021		174.96
07350	GENTLE'S OIL AND TIRE							
I-21324	OIL CHANGE 2014 F-150 14-58	R	2/22/2024	53.00		085022		
I-2624-1	OIL CHANGE UNIT 16	R	2/22/2024	77.00		085022		130.00
28820	GLENN POLK AUTOPLEX INC							
I-C4CS870864	UNIT 12 SHIFTER/ELECTRICAL	R	2/22/2024	528.08		085023		
I-C4CS871109	MOTOR MNT/FUSE/RUNNING BOARD	R	2/22/2024	1,000.00		085023		1,528.08
40200	HIESLER, CHRIS E							
I-REIMBURSE 02.08.24	TXDPS LICENSE REIMBURSEMENT	R	2/22/2024	97.00		085024		97.00
24580	HOLIDAY CHEVROLET							
I-32497	2023 CHEVROLET TAHOE	R	2/22/2024	60,483.76		085025		60,483.76
37260	KLEMENT FORD OF MUENSTER							
I-F0CS181991	SHOCKS/ROTATE/KEY CMND TRK	R	2/22/2024	2,036.58		085026		2,036.58
08210	KWIK KAR							
I-8101-0035350	STATE INSPECTION LP1334506	R	2/22/2024	25.50		085027		
I-8101-0035429	OIL CHANGE UNIT 15	R	2/22/2024	129.95		085027		155.45

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25060	LEMONS PUBLICATIONS INC							
I-11674	FULL PAGE AD 4 WKS JAN 2024	R	2/22/2024	750.00		085028		750.00
20970	LEXIS NEXIS							
I-1457774-20240131	ACCURINT VIRTUAL CRIME CENTER	R	2/22/2024	440.52		085029		440.52
32640	LLOYD GOSSELINK ROCHELLE & TOW							
I-97547594	REGULATORY COMPLIANCE - DEC 23	R	2/22/2024	1,845.76		085030		
I-97547666	CCNS & DISTRICTS - DEC 2023	R	2/22/2024	128.00		085030		1,973.76
34480	MAGUIRE IRON, INC							
I-4831	CLEAN OUT OR ROV INSPECT	R	2/22/2024	3,953.75		085031		
I-4832	CLEAN OUT OR ROV INSPECT	R	2/22/2024	3,501.50		085031		
I-4833	CLEAN OUT OR ROV INSPECT	R	2/22/2024	2,906.25		085031		10,361.50
1	MEGAN LAURENCE							
I-REFUND 02.07.24	REFUND OVERPAY	R	2/22/2024	100.00		085032		100.00
04170	MIDWEST RADAR & EQUIPMENT							
I-174921	13 VEHICLE RADAR CALIBRATIONS	R	2/22/2024	520.00		085033		520.00
25580	NORTH TEXAS GROUNDWATER CONSER							
I-INV-18529	4TH QTR 2023 CONSUMPTION	R	2/22/2024	5,857.54		085034		5,857.54
02970	OFFICE DEPOT							
C-353735358001	CREDIT FOR WATER DELIVERY	R	2/22/2024	26.25CR		085035		
I-351950189001	BULBS/CLEANER	R	2/22/2024	23.18		085035		
I-351950191001	TONER	R	2/22/2024	130.49		085035		
I-354228691001	COPY PAPER	R	2/22/2024	38.99		085035		166.41
35740	PATTERSON PROFESSIONAL SERVICE							
I-9580	REPLACE FIRE HYDRANT	R	2/22/2024	8,500.00		085036		
I-9581	REPLACE FIRE HYDRANT	R	2/22/2024	8,500.00		085036		
I-9582	REPLACE FIRE HYDRANT	R	2/22/2024	8,500.00		085036		25,500.00
33470	PEPPER BELLY BBQ							
I-CATERING 02.29.24	EMP APPRECIATION DAY CATERING	R	2/22/2024	990.00		085037		990.00
40140	POWER STANDARD, LLC							
I-64829	IH-35 ELE UTILITY RELOCAT	R	2/22/2024	193,875.81		085038		193,875.81
32870	SAM'S CLUB/SYNCHRONY BANK							
I-02.08.24	SNACKS/PLASTIC WARE/PLATES	R	2/22/2024	109.32		085039		
I-02/08/24	PLASTIC WARE/PLATES/TEA/WATER	R	2/22/2024	41.72		085039		151.04

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16240	SCHAD & PULTE							
I-151524	SMALL ACETYLENE/CYLINDERS	R	2/22/2024	32.00		085040		
I-151526	MEDICAL OXYGEN	R	2/22/2024	8.00		085040		
I-216917	OXYGEN	R	2/22/2024	19.00		085040		59.00
40180	SMITH, BRENDAN S							
I-REIMBURSE 02.09.24	RENEWAL EMS PERSONNEL	R	2/22/2024	96.00		085041		96.00
29190	STITCHIN' AND MORE CUSTOM GRAP							
I-2667	5X WINDBREAKERS	R	2/22/2024	215.00		085042		215.00
31970	STONEKING, DAVID							
I-83	GIS MAPPING/ZONING MAPS	R	2/22/2024	340.00		085043		340.00
30600	TASC							
I-IN 2933233	ADMIN FEE 01/01/24 - 03/31/24	R	2/22/2024	211.27		085044		211.27
05350	TEXAS EXCAVATION SAFETY SYST							
I-24-00368	MSG FEES FOR JAN 2024	R	2/22/2024	211.60		085045		211.60
19260	TYLER TECHNOLOGIES							
I-025-452593	UB ONLINE FEB 2024	R	2/22/2024	110.00		085046		
I-025-452594	COURT ONLINE FEB 2024	R	2/22/2024	125.00		085046		235.00
34220	UNIFIRST CORPORATION							
I-2900075428	MATS - CITY HALL	R	2/22/2024	15.82		085047		
I-2900075430	UNIFORMS	R	2/22/2024	26.82		085047		
I-2900075431	UNIFORMS	R	2/22/2024	32.51		085047		
I-2900075432	UNIFORMS	R	2/22/2024	17.04		085047		
I-2900075433	MATS - PUBLIC WORKS	R	2/22/2024	10.53		085047		102.72
03440	VERMEER TEXAS-LOUISIANA							
I-P0150718	BRASS BULLET ROTO NOZZLE	R	2/22/2024	289.84		085048		289.84
24750	WELBORN, RYAN							
I-REIMBURSE 02.01.24	CDL RENEWAL	R	2/22/2024	97.00		085049		97.00
03680	WHITMIRE LINE CLEARANCE, INC							
I-243-1001	TREE TRIMMING 2023-2024	R	2/22/2024	3,732.50		085050		3,732.50
1	DENTON COUNTY PROPER							
I-000202402210063	US REFUND	R	2/22/2024	80.66		085051		80.66

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VENDOR I.D.	NAME	STATUS	CHECK DATE	INVOICE AMOUNT	DISCOUNT	CHECK NO	CHECK STATUS	CHECK AMOUNT
1	I-000202402210064		DRYDEN, REED B US REFUND	R	2/22/2024	50.28	085052	50.28
1	I-000202402210068		FLORES, AMBER US REFUND	R	2/22/2024	123.85	085053	123.85
1	I-000202402210065		FRANKLIN, MICHAEL G US REFUND	R	2/22/2024	64.84	085054	64.84
1	I-000202402210062		GONG, QIULIAN US REFUND	R	2/22/2024	189.24	085055	189.24
1	I-000202402210069		HARD ROCK EXCAVATION US REFUND	R	2/22/2024	909.34	085056	909.34
1	I-000202402210071		IMPRESSION HOMES US REFUND	R	2/22/2024	589.62	085057	589.62
1	I-000202402210072		IMPRESSION HOMES US REFUND	R	2/22/2024	576.30	085058	576.30
1	I-000202402210061		KITCHENS, BRANDIE US REFUND	R	2/22/2024	35.10	085059	35.10
1	I-000202402210070		MATEC NORTH AMERICA US REFUND	R	2/22/2024	904.29	085060	904.29
1	I-000202402210066		MILESTONE PREMIER PR US REFUND	R	2/22/2024	42.19	085061	42.19
1	I-000202402210067		SIMMONS, CHRISTOPHER US REFUND	R	2/22/2024	61.32	085062	61.32
40220	I-22413		ABOVE AND BEYOND WINDOW WASHIN REMOVE XMAS PAINT FROM WINDOWS	R	2/29/2024	60.00	085063	60.00
28710	I-0001787		AFFORD IT TIRES SANGER LLC TIRE PATCH	R	2/29/2024	20.00	085064	20.00
09600	C-965310		AFLAC AFLAC ROUNDING	R	2/29/2024	0.03CR	085065	
	I-AFK202402060059		INSURANCE	R	2/29/2024	220.33	085065	
	I-AFKPY 02.23.24		INSURANCE	R	2/29/2024	220.33	085065	
	I-AFL202402060059		INSURANCE	R	2/29/2024	652.31	085065	
	I-AFLPY 02.23.24		INSURANCE	R	2/29/2024	597.71	085065	1,690.65

Item 12.

VENDOR I.D.	NAME	STATUS	CHECK DATE	INVOICE AMOUNT	DISCOUNT	CHECK NO	CHECK STATUS	CHECK AMOUNT
02460	AT&T MOBILITY							
I-02152024	CELL PHONE 01/08/24 - 02/07/24	R	2/29/2024	1,974.36		085066		1,974.36
00420	BOUND TREE MEDICAL, LLC							
I-85237326	IV SOLUTION/ELECTRODES/NALOXON	R	2/29/2024	1,158.43		085067		1,158.43
26350	C & G ELECTRIC, INC							
I-43283	CHANGE OUT FUSE UTILITY RD	R	2/29/2024	571.28		085068		571.28
00590	CITY OF DENTON							
I-01/12/24-02/14/24	WATER BACTERIOLOGICAL TESTING	R	2/29/2024	300.00		085069		300.00
21460	DANNENBAUM ENGINEERING CO.							
I-514301/40/X	FM 455 UTILITY RELOCATION	R	2/29/2024	6,845.10		085070		6,845.10
39900	DONE RIGHT AUTO GLASS							
I-51674	STRIP/RETINT 98 SQFT 201 BOLIV	R	2/29/2024	2,400.00		085071		2,400.00
07350	GENTLE'S OIL AND TIRE							
I-22124	MOUNT/BALANCE TIRE	R	2/29/2024	19.00		085072		
I-2924	8QT OIL/FILTER/TRANS FLUID/LBR	R	2/29/2024	83.00		085072		102.00
28820	GLENN POLK AUTOPLEX INC							
I-C4CS871202	BACK GLASS REPLACEMENT UNIT 8	R	2/29/2024	428.87		085073		
I-C4CS871274	COOLANT TANK REPLACEMENT	R	2/29/2024	530.14		085073		959.01
39850	LAKE COUNTRY CHEVROLET, INC.							
I-F45552	2024 CHEVY SILVERADO 2500	R	2/29/2024	49,593.55		085074		49,593.55
32430	MODERN LEASING INC. OF IOWA							
I-59117291	EMS VENDING MACHINE MAR 24	R	2/29/2024	348.42		085075		348.42
31690	NEWGEN STRATEGIES & SOLUTIONS							
I-18059	WW SRVC MUD NO 12 STUDY	R	2/29/2024	2,487.50		085076		
I-18199	WW SRVC MUD NO 12 STUDY	R	2/29/2024	5,200.75		085076		7,688.25
02970	OFFICE DEPOT							
C-351695334001	RETURN PURPLE PENS	R	2/29/2024	4.75CR		085077		
I-350537660001	JAN 24 WTR RENT PW	R	2/29/2024	16.50		085077		
I-350537680001	JAN 24 WTR RENT WWTP	R	2/29/2024	6.00		085077		
I-351083035001	PENS	R	2/29/2024	4.75		085077		
I-351543502001	COPY PAPER/PLATES	R	2/29/2024	259.66		085077		
I-351585335001	1099MISC/1099NEC/ENVELOPES	R	2/29/2024	87.49		085077		
I-351811634001	DIVIDER	R	2/29/2024	46.70		085077		
I-352281191001	JAN 24 WTR RENT WWTP	R	2/29/2024	6.50		085077		
I-352316422001	JAN 24 WTR RENT CITY HALL	R	2/29/2024	33.25		085077		
I-352316423001	JAN 24 WTR RENT COURT	R	2/29/2024	22.75		085077		
I-352316427001	JAN 24 WTR RENT PD	R	2/29/2024	12.25		085077		

Item 12.

VENDOR I.D.	NAME	STATUS	CHECK DATE	INVOICE AMOUNT	DISCOUNT	CHECK NO	CHECK STATUS	CHECK AMOUNT
I-352316429001	JAN 24 WTR RENT STREETS	R	2/29/2024	7.00		085077		
I-352553888001	JAN 24 WTR RENT FD	R	2/29/2024	38.50		085077		
I-352674904001	1096 FORMS	R	2/29/2024	13.90		085077		
I-353560570001	DIVIDER	R	2/29/2024	37.36		085077		
I-354228419001	FOOTREST	R	2/29/2024	25.66		085077		613.52
31000	STATON, JERIANA							
I-PER DIEM 03.01.24	PER DIEM 03/01/24	R	2/29/2024	163.96		085079		163.96
11900	TARRANT COUNTY COLLEGE							
I-NW126480-B	PERFORMANCE MARKSMANSHIP	R	2/29/2024	70.00		085080		
I-NW126483	FIREARMS TRAINING HZAVALA	R	2/29/2024	35.00		085080		105.00
34110	TELEFLEX LLC							
I-9507669373	EZ-IO 45/25 MM NEEDLES	R	2/29/2024	1,663.82		085081		
I-9507669375	2X EZ-IO PWR DRVR	R	2/29/2024	201.68		085081		1,865.50
31750	UNDERWOOD'S HEATING & AIR							
I-38305445	RECTIFIER/LABOR 209 N 5TH ST	R	2/29/2024	285.00		085082		
I-38471610	WARRANTY COMPRESSOR 209 N 5TH	R	2/29/2024	980.00		085082		1,265.00
36690	VEGA, SYLVIA							
I-PER DIEM 03.01.24	PER DIEM 03/01/24	R	2/29/2024	25.00		085083		25.00

* * T O T A L S * *	NO	INVOICE AMOUNT	DISCOUNTS	CHECK AMOUNT
REGULAR CHECKS:	184	630,927.97	0.00	630,927.97
HAND CHECKS:	0	0.00	0.00	0.00
DRAFTS:	9	267,405.66	0.00	267,405.66
EFT:	20	435,494.10	0.00	435,494.10
NON CHECKS:	0	0.00	0.00	0.00
VOID CHECKS:	0	VOID DEBITS 0.00		
		VOID CREDITS 0.00	0.00	

TOTAL ERRORS: 0

VENDOR SET: 99	BANK: POOL	TOTALS:	NO	INVOICE AMOUNT	DISCOUNTS	CHECK AMOUNT
			213	1,333,827.73	0.00	1,333,827.73
BANK: POOL	TOTALS:		213	1,333,827.73	0.00	1,333,827.73
REPORT TOTALS:			215	1,401,394.58	0.00	1,401,394.58

SELECTION CRITERIA

Item 12.

VENDOR SET: 99-AP VENDOR SET
VENDOR: ALL
BANK CODES: All
FUNDS: All

CHECK SELECTION

CHECK RANGE: 000000 THRU 999999
DATE RANGE: 2/01/2024 THRU 2/29/2024
CHECK AMOUNT RANGE: 0.00 THRU 999,999,999.99
INCLUDE ALL VOIDS: YES

PRINT OPTIONS

SEQUENCE: CHECK NUMBER

PRINT TRANSACTIONS: YES
PRINT G/L: NO
UNPOSTED ONLY: NO
EXCLUDE UNPOSTED: NO
MANUAL ONLY: NO
STUB COMMENTS: NO
REPORT FOOTER: NO
CHECK STATUS: NO
PRINT STATUS: * - All