

INTERAGENCY BANK MERGER ACT APPLICATION

Check all that apply:

Type of Filing	Form of Transaction	Filed Pursuant To
<input type="checkbox"/> Affiliate/Corporate Reorganization	<input type="checkbox"/> Merger	<input checked="" type="checkbox"/> 12 U.S.C. §1828(c)
<input type="checkbox"/> Combination with Interim Depository Institution	<input type="checkbox"/> Consolidation	<input type="checkbox"/> 12 U.S.C. §§ 215, 215a-c
<input type="checkbox"/> Non-affiliate Combination	<input type="checkbox"/> Purchase and Assumption	<input type="checkbox"/> 12 U.S.C. § 1815(a)
<input checked="" type="checkbox"/> Other <u>Transfer to a Non-FDIC Insured Institution</u>	<input checked="" type="checkbox"/> Branch Purchase and Assumption	<input type="checkbox"/> Other
	<input type="checkbox"/> Other _____	

Applicant Depository Institution

Bank OZK 110
 Name Charter/ Certificate Number

18000 Cantrell Road
 Street

Little Rock Arkansas 72223
 City State Zip Code

Target Institution

Bank OZK 110
 Name Charter/ Certificate Number

18000 Cantrell Road
 Street

Little Rock Arkansas 72223
 City State Zip Code

Resultant Institution (if different than the applicant)

Sharonview Federal Credit Union 22458
 Name Charter/ Certificate Number

1955 Sharonview Way
 Street

Indian Land South Carolina 29707
 City State Zip Code

Contact Person:

Mr. Kyle Shadid, Senior Consultant
DD&F Consulting Group
521 South Rock Street
Little Rock, AR 72202
Phone: 501-374-2600
Fax: 501-374-3639
Email: kshadid@ddfconsulting.com

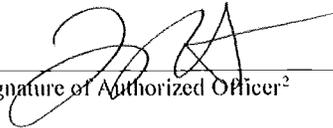
CERTIFICATION

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the responsible regulatory agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 U.S.C. §§ 1001 and 1007.

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

Signed this 20th day of July, 2020.

Bank OZK By
Applicant


Signature of Authorized Officer²

Tim Hicks
Print or Type Name

Chief Administrative Officer
Title

Sharonview Federal Credit Union By
Acquiring Institution

Signature of Authorized Officer²

Typed Name

Title

²In multiple-step combinations, applicants should ensure that authorized officers of the combining institutions sign.

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Signed this 20th day of July, 2020.

Bank OZK By
Applicant

Signature of Authorized Officer²

Print or Type Name

Title

Sharonview Federal Credit Union By
Acquiring Institution

William W. Partin Jr.
Signature of Authorized Officer²

WILLIAM W. PARTIN JR.
Typed Name

PRESIDENT & CEO
Title

²In multiple-step combinations, applicants should ensure that authorized officers of the combining institutions sign.

INTERAGENCY BANK MERGER ACT APPLICATION

- 1. Describe the transaction’s purpose, structure, significant terms, conditions, and termination dates of related contracts or agreements, and financing arrangements, including any plan to raise additional equity or incur debt.**

The primary parties to the proposed transaction are listed below, along with short descriptions:

- **Bank OZK (“OZK” or the “Bank”)**, Little Rock, Arkansas, is an Arkansas state chartered, non-member bank operating from more than 250 offices across ten states including Arkansas, Georgia, Florida, North Carolina, Texas, Alabama, South Carolina, New York, California and Mississippi.
- **Sharonview Federal Credit Union (“Sharonview”)**, Indian Land, South Carolina, is a South Carolina credit union with 16 offices throughout South Carolina and North Carolina.

Purpose:

OZK has filed this Application to request the Federal Deposit Insurance Corporation’s (“FDIC”) approval of the branch purchase and assumption transaction pursuant to the Branch Purchase and Assumption Agreement entered into on July 14, 2020 by and between OZK and Sharonview (the “Branch P&A Agreement”) in which OZK proposes to sell its two South Carolina branch offices to Sharonview (the “Proposed Transaction”). A copy of the Branch P&A Agreement is provided as Attachment 1 of Confidential Exhibit 1 (separately bound). The OZK offices are located at 3 Clark Summit Drive, Bluffton, Beaufort County, South Carolina 29910 and 1036 William Hilton Parkway, Hilton Head Island, Beaufort County, South Carolina 29928 (hereinafter collectively referred to as the “Two OZK South Carolina Branches”).

OZK made the strategic decision to sell the Two OZK South Carolina Branches as the Bank found it difficult to operate efficiently within South Carolina with just two branches. After the transaction closes, the Bank will have no branch offices in the state of South Carolina.

Structure:

The structure of the Proposed Transaction is substantially similar to that of a standard branch purchase and assumption agreement, with Sharonview proposing to acquire certain assets and assume certain liabilities of the Two OZK South Carolina Branches.

Significant Terms & Conditions:

The terms and conditions of the Proposed Transaction are substantially similar to those of a standard branch purchase and assumption agreement. The parties make what would be characterized as “industry standard” representations and warranties regarding authority, financial standing and business operations. Additionally, among other covenants made by each party, OZK agrees to operate the Two OZK South Carolina Branches in the ordinary course and not take certain actions without Sharonview’s prior approval between the date of the Branch P&A Agreement and closing of the Proposed Transaction. Consummation of the Proposed Transaction is subject to receipt of all regulatory approvals.

Termination Dates:

Pursuant to Section 8.06 of the Branch P&A Agreement, the Agreement may be terminated by either OZK or Sharonview upon written notice to the other party if the Closing Date does not occur on or prior to March 31, 2021.

Financing Arrangements:

The Proposed Transaction does not require any financing by Sharonview.

Legal Notice:

Pursuant to the FDIC rules and regulations, publication of the required legal notice is being made in the *Arkansas Democrat-Gazette*, a newspaper of general circulation in Little Rock, Arkansas and in *The Lancaster News*, a newspaper of general circulation in Indian Land, South Carolina on July 29, 2020, August 12, 2020 and August 23, 2020. A copy of the notice is provided as **Attachment 1**. The original newspaper affidavits will be provided to your office as soon as they are available.

Customer Notice:

OZK is aware that a notice must be mailed to the customers of the Two OZK South Carolina Branches in advance of the consummation of the Proposed Transaction (the "Customer Notice"). A joint Customer Notice is currently being prepared by OZK and Sharonview. As soon as a draft Customer Notice is ready for review by the FDIC, a copy will be provided to the FDIC for review and feedback.

2. Indicate any other filings related to this transaction with other state and federal regulators.

Sharonview will be seeking approval of the Proposed Transaction from the National Credit Union Administration ("NCUA").

3. Discuss whether and how the resultant institution's business strategy and operations will remain the same or change from that of the applicant. Identify new business lines. Provide a copy of the business plan, if available. Discuss the plan for integrating any new businesses into the resultant institution.

OZK does not anticipate any changes to its current business strategy and operations as a result of the Proposed Transaction.

4. Provide a copy of (a) the executed merger or transaction agreement, including any amendments; (b) any board of directors' resolutions related to the transaction, and, (c) interim charter, names of organizers, and any other related documents.

- a. An executed copy of the Branch P&A Agreement is provided in Attachment 1 of **Confidential Exhibit 1** (separately bound).
- b. Resolutions of the board of directors for OZK and Sharonview are included in **Attachment 2** and **Attachment 3**, respectively.

- c. There will be no interim charter as part of the Proposed Transaction.
5. **Describe any issues regarding permissibility of the proposal with regard to applicable state or federal laws or regulations (for example, nonbank activities, branching, or qualified thrift lender test).**

To the knowledge of OZK, there are no issues of permissibility of the Proposed Transaction under applicable state or federal laws or regulations. The Proposed Transaction does not require approval by the Arkansas State Bank Department. Additionally, Sharonview must separately obtain approval of the Proposed Transaction from the NCUA.

6. **Describe any nonconforming or impermissible assets or activities that the applicant or resultant institution may not be permitted to retain under relevant law or regulation, including the method of and anticipated time period for divestiture or disposal.**

OZK will not acquire any new assets or assume liabilities in connection with the Proposed Transaction. Sharonview is not subject to FDIC jurisdiction with respect to permissible assets and activities. Sharonview has informed OZK that there is no legal impediment to Sharonview acquiring the assets, deposits and other liabilities of the Two OZK South Carolina Branches.

7. **Provide the following financial information.**

Given the structure of the Proposed Transaction, after a discussion with the FDIC, it was determined that not all of the below requested financial information was necessary and therefore is not being provided with this Application. OZK financials as of June 30, 2020 showing the before and after impact of the Proposed Transaction are provided as Attachment 2 of **Confidential Exhibit 1** (separately bound).

- a. **Pro Forma Balance Sheet, as of the end of the most recent quarter. Indicate separately for the applicant and target institution each principal group of assets, liabilities, and capital accounts; debit and credit adjustments (explained by footnotes) reflecting the proposed acquisition; and the resulting pro forma combined balance sheet.**
- b. **Projected balance sheets and corresponding income statements as of the end of the first three years of operation following consummation. Describe the assumptions used to prepare the projected statements.**
- c. **Provide a discussion on the valuation of the target entity and any anticipated goodwill and other intangible assets.**
- d. **Pro Forma and Projected Regulatory Capital Schedule, as of the end of the most recent quarter and each of the first three years of operation, indicating:**
- **Each component item for common equity tier 1 capital, additional tier 1 capital and tier 2 capital pursuant to the current applicable capital requirements.**
 - **Total risk-weighted assets.**
 - **Common equity tier 1 capital, tier 1 capital, total capital, and leverage ratios**

pursuant to the capital regulations. If applicable, also provide the applicant's existing and pro forma supplementary leverage ratio pursuant to the current capital adequacy regulations.

8. **List the directors and senior executive officers of the resultant institution and provide the name, address, position with and shares held in resultant institution or holding company, and principal occupation (if a director). Indicate any changes to the applicant's current directors and senior executive officers that would occur at the resultant institution. Applicants should consult with the responsible regulatory agency regarding whether any biographical or financial information should be submitted with respect to any new principal shareholders, directors, and senior executive officers.**

No changes are contemplated in the directorate or senior executive officers of OZK as a result of the Proposed Transaction. The directors and management of Sharonview will remain the same after consummation of the Proposed Transaction. As the FDIC does not have jurisdiction over Sharonview's directors and officers, OZK requests a waiver for providing any background information on such directors and officers.

9. **Describe any litigation or investigation by local, state, or federal authorities involving the applicant or any of its subsidiaries or the target or any of its subsidiaries that is currently pending or was resolved within the last two years.**

There is not currently pending, nor has there been within the last two years, any investigation by local, state or federal authorities involving OZK. Additionally, there is not currently pending, nor has there been within the last two years, any litigation or investigation by local, state or federal authorities involving the Two OZK South Carolina Branches. All material litigation is identified in OZK's public filings.

10. **Describe how the proposal will assist in meeting the convenience and needs of the community to be served, including, but not limited to, the following**

- a. **Summarize efforts undertaken or contemplated by the applicant to ascertain and address the needs of the community(ies) to be served, including community outreach activities, as a result of the proposal.**

Following consummation of the Proposed Transaction, the South Carolina communities served by the Two OZK South Carolina Branches will continue to be served by Sharonview. As a credit union, the FDIC does not have jurisdiction over the products and services offered by Sharonview, which is why responses in this Question 10 are limited in detail.

- b. **For the combining institutions, list any significant anticipated changes in services or products that will result from the consummation of the transaction.**

Following consummation of the Proposed Transaction, OZK will no longer serve the communities currently served by the Two OZK South Carolina Branches. However, OZK anticipates that Sharonview will offer substantially similar products and services, as those previously offered by OZK, in the South Carolina markets served by OZK.

- c. To the extent that any products or services would be offered in replacement of any products or services to be discontinued, indicate what these are and how they would assist in meeting the convenience and needs of the communities affected by the transaction.**

Sharonview currently meets the needs of its customers through the products and services it offers. Upon consummation of the Proposed Transaction, OZK anticipates that Sharonview will offer the same or substantially similar products to the current customers of the Two OZK South Carolina Branches.

- d. Discuss any enhancements in products or services expected to result from the transaction.**

Sharonview will begin offering the products and services it offers to its current customers to the current customers of the Two OZK South Carolina Branches.

- 11. Describe how the applicant and resultant institution will assist in meeting the existing or anticipated needs of its community(ies) under the applicable criteria of the Community Reinvestment Act (CRA) and its implementing regulations, including the needs of low- and moderate-income geographies and individuals. This discussion should include, but not necessarily be limited to, a description of the following:**

- a. The significant current and anticipated programs, products, and activities, including lending, investments, and services, as appropriate, of the applicant and the resultant institution.**

As a credit union, Sharonview is not subject to the CRA. OZK currently provides various programs, products and activities targeted at meeting the needs of the communities that it services.

- b. The anticipated CRA assessment area(s) of the resultant institution. If the resultant institution's CRA assessment area(s) would not include any portion of the current assessment area of the target of the applicant, describe the excluded area(s).**

As a credit union, Sharonview is not subject to the CRA.

- c. The plans for administering the CRA program for the resultant institution following the transaction.**

As a credit union, Sharonview is not subject to the CRA.

- d. For an applicant or target institution that has received a CRA composite rating of "needs to improve" or "substantial noncompliance" institution-wide or, where applicable, in a state or a multistate Metropolitan Statistical Area (MSA), or has received an evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state in which the applicant is expanding as a result of the transaction, describe the specific actions, if any, that have been taken to address**

the deficiencies in the institution's CRA performance record since the rating.

As a credit union, Sharonview is not subject to the CRA.

OZK received an overall CRA rating of "Satisfactory" at its February 1, 2020 examination by the FDIC. While OZK received an overall "Satisfactory" rating, the examination, and OZK's own internal evaluation, identified an opportunity to improve performance in South Carolina, as its sole South Carolina assessment area was rated as "Needs to Improve" (with the primary driver of the state rating being OZK's performance in the lending test). With only two offices in the state, the Bank's performance has been impacted by limited market presence and brand awareness. As of June 30, 2020, less than 1% of OZK's deposits were attributable to its South Carolina offices and less than 1% of OZK's real estate loans were secured by property or other collateral located in South Carolina. Over the last several years, the Bank has taken various actions in order to address these challenges, including, among others, (i) adding new talent and/or relocating existing talent to lead a concentrated focus and effort to increase HMDA and/or CRA reportable lending in this assessment area, including a CRA mortgage loan officer to cover the Beaufort County market; (ii) launched a targeted marketing and outreach campaign in the Beaufort County, South Carolina region; and (iii) hired a Community Development Manager to help the Bank identify and develop partnerships and assist the local team with outreach.

Financial Stability

- 12. The Dodd-Frank Wall Street Reform and Consumer Protection Act requires regulators to consider the risk to the stability of the United States banking and financial systems when reviewing a merger transaction between financial institutions. Discuss any effect(s) that the proposed transaction may have on the stability of the United States banking and financial systems.**

The Proposed Transaction will have no effect on the stability of the United States banking and financial systems.

- 13. The Reigle-Neal Interstate Banking and Branching Efficiency Act of 1994 imposes additional considerations for certain interstate mergers between insured banks. Savings associations are not subject to 12 USC 1831u. If subject to those provisions, discuss authority; compliance with state age limits and host state(s) filing requirements; and applicability of nationwide and statewide concentration limits. In addition, discuss any other restrictions that the states seek to apply, including state antitrust restrictions.**

Not applicable. The Proposed Transaction does not involve an interstate merger between insured banking institutions.

- a. Identify any host states involved with this transaction that require the target to be in operation for a minimum number of years and discuss compliance with the R-N age requirement (12 U.S.C. § 1831u(a)(5)).
- b. Indicate that (1) the applicant has complied or will comply with the applicable

filing requirements of any host state(s) that will result from the transaction and (2) the applicant has sent a copy of the merger application to the state bank supervisor of the resultant host state(s).

- c. **Indicate applicability of R-N nationwide and statewide deposit concentration limits to the transaction. If applicable, discuss compliance.**
 - d. **Indicate applicability of state-imposed deposit caps, if any. If applicable, discuss compliance.**
 - e. **Address whether:**
 - 1. **Each bank involved in the transaction is adequately capitalized on the date of filing**
 - 2. **The resultant institution will be well capitalized and well managed upon consummation of the transaction.**
 - f. **Discuss compliance with the CRA requirement of R-N.**
 - g. **Discuss permissibility of retention of the target's main office and branches.**
 - h. **Discuss any other restrictions that the host state(s) seek to apply (including state antitrust restrictions).**
14. **List all offices of the applicant or target that: (a) will be established or retained as branches, including the main office, of the target institution, (b) are approved, but unopened branch(es) of the target institution, including the date the current federal and state agencies granted approval(s), and (c) are existing branches that will be closed or consolidated as a result of the proposal (to the extent the information is available), and indicate the effect on the branch customers served. For each branch, list the popular name, street address, city, county, state, and zip code specifying any that are in low- and moderate-income geographies¹.**

- a. **The following offices of OZK will become branch offices of Sharonview:**

OZK Bluffton Branch

3 Clark Summit Drive
Bluffton, Beaufort County, South Carolina 29910
Upper-Income

OZK Hilton Head Island Branch

1036 William Hilton Parkway
Hilton Head Island, Beaufort County, South Carolina 29928
Middle-Income

¹Please designate any branch consolidations as that term is used in the Joint Policy Statement on Branch Closings, 64 FR 34844 (June 29, 1999).

- b. Not applicable.
 - c. Not applicable.
- 15. As a result of this transaction, if the applicant will be or will become affiliated with a company engaged in insurance activities that is subject to supervision by a state insurance regulator, provide:**

OZK will not be or become affiliated with a company engaged in insurance activities as a result of the Proposed Transaction.

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

If this is a non-affiliate transaction, the applicant must reply to items 16 through 18.

- 16. Discuss the effects of the proposed transaction on existing competition in the relevant geographic market(s) where the applicant and the target institution operate. The applicant should contact the responsible regulatory agency for specific instructions to complete the competitive analysis.**

As discussed throughout this Application, OZK operates two branches in South Carolina, the Two OZK South Carolina Branches, each in the Fed's Hilton Head Island, SC Banking Market, providing full services at each location. A map of the Fed's Hilton Head Island, SC Banking Market is provided as **Attachment 4**.

While Sharonview operates seven branches in South Carolina, none are in the Fed's Hilton Head Island, SC Banking Market. Sharonview's closest branches to the Two OZK South Carolina Branches are located at 1921 W Palmetto St., Florence, South Carolina and 710 Fairview Rd., Simpsonville, South Carolina, which are approximately 160 miles and 230 miles north of the Two OZK South Carolina Branches, respectively. A map depicting OZK's and Sharonview's South Carolina branches is provided as **Attachment 5**.

Based on the FDIC's Summary of Deposits as of June 30, 2019, there are, including OZK, 19 FDIC-insured institutions in the Fed's Hilton Head Island, SC Banking Market, with 65 offices and approximately \$4.8 billion in deposits. The Fed's Hilton Head Island, SC Banking Market has a weighted Herfindahl-Hirschman Index ("HHI") value of 1,026, which is below the 1,800-point threshold used to indicate that banking is concentrated in a given geographic area and is indicative of low market concentration and a competitive marketplace. As of June 30, 2019, OZK had two offices in the Fed's Hilton Head Island, SC Banking Market, with approximately \$80 million in deposits or approximately 1.64% of the market share of deposits. As of June 30, 2019, OZK was ranked 13th in market share with a deposit HHI of 2.68. Given that Sharonview does not currently operate any offices in the Fed's Hilton Head Island, SC Banking Market, OZK does not anticipate that the Proposed Transaction would have any impact on banking competition. The

Proposed Transaction will result in an increase of 1.64% in market share or 2.68 points of deposit HHI for Sharonview and as such will not have a significant impact on the Fed's Hilton Head Island, SC Banking Market concentration. The HHI analysis is provided as **Attachment 6**.

- 17. If the proposed transaction involves a branch sale or any other divestiture of all or any portion of the bank, savings association, or nonbank company (in the case of a merger transaction under 12 U.S.C. § 1828(c)(1)) to mitigate competitive effects, discuss the timing, purchaser, and other specific information.**

As discussed throughout this Application, while the Proposed Transaction does involve the sale of two OZK branches, OZK's purpose for the sale of the branches to Sharonview is strategic in nature and not to mitigate competitive effects.

- 18. Describe any management interlocking relationships (12 U.S.C. §§ 3201-3208) that currently exist or would exist following consummation. Include a discussion of the permissibility of the interlock with regard to relevant laws and regulations.**

No management interlocking relationships currently exist or would exist following consummation of the Proposed Transaction.

FEDERAL DEPOSIT INSURANCE CORPORATION

SUPPLEMENT TO INTERAGENCY BANK MERGER ACT APPLICATION

All FDIC Applicants should provide the following supplemental information with their application:

22. This section supplements question 16 of the Interagency Bank Merger Act Application for transactions between nonaffiliated parties. Additional guidance relating to the FDIC's consideration of the competitive factors in a proposed merger transaction is contained in the FDIC's Rules and Regulations (12 C.F.R. § 303 Subpart D) and Statement of Policy on Bank Merger Transactions, which may be found at www.fdic.gov/regulations/laws/rules/index.html.

Please see the response to Question 16. It is unlikely that the Proposed Transaction would have any material impact on competition in the markets currently served by the Two OZK South Carolina Branches. As such, the parties request a waiver from having to submit any additional competition information requested by this Question 22.

I. Delineation of the relevant geographic market(s).

The relevant geographic market includes the areas in which the offices to be acquired are located and from which those offices derive the predominant portion of their loans, deposits, or other business. The relevant geographic market also includes the areas where existing and potential customers impacted by the proposed merger may practically turn for alternative sources of banking services.

- a. Prepare schedules for the applicant institution and target institution showing the total number of accounts and total dollar volume of deposits² for each municipality or census tract, where applicable, according to the recorded address of the depositor (do not submit supporting data). Small amounts may be aggregated and identified as "other." *If the applicant institution is a multi-office institution, applicant institution deposit information should be provided only for those offices within or proximate to the area(s) described below under paragraph (b).*
- b. Identify those areas where existing and potential customers of the offices to be acquired may practically turn for alternative sources of banking services. If consideration of the availability of such alternative banking services results in a market area considerably different from that indicated by the sources of deposits, discuss and provide necessary supporting information.
- c. Using the information collected in paragraphs (a) and (b), provide a narrative description of the delineated relevant geographic market(s).
- d. Provide any additional information necessary to support the delineated relevant geographic market(s). Supporting information may include relevant demographic

²In most cases, total deposits will serve as an adequate proxy for the overall share of banking business in the relevant geographic market area; however, other analytical proxies may be appropriate in certain cases (for example, a merger transaction involving trust companies).

information, locations of major employers, retail trade statistics, and/or information on traffic patterns. *Applicants should consult with the applicable FDIC Regional Office in determining whether additional information is necessary.*

II. Competition in the relevant geographic market(s).

- a. Prepare a schedule of participating and competing banking institutions' offices, divided into three sections:
 - i. Applicant institution offices within or proximate to the relevant geographic market(s);
 - ii. Target institution offices within or proximate to the relevant geographic market(s); and
 - iii. Competitor banking offices located or competing within the delineated relevant geographic market(s).
 - iv. To the extent known, also include banking offices approved but not yet open. The following presentation format is suggested:

		Distance and Direction From Nearest Office	
Name and Location of Banking Office	Total Deposits	Applicant Institution	Target Institution

- b. For each office listed in paragraph (a), provide the street address; total deposits as reported in the most recent FDIC Summary of Deposits Data Book (www2.fdic.gov/sod/index.asp); and distance and general direction from the nearest office of applicant and target institution. *In cases where the delineated relevant geographic market includes a significant portion of a larger metropolitan area, provide only a listing of financial institutions and the aggregate total deposits of all offices operated by each within the delineated relevant geographic market(s).*
- c. Discuss the extent and intensity of competition in the delineated relevant geographic market(s) provided by nonbank institutions, such as other depository institutions (for example, credit unions) and nondepository institutions (for example, finance companies, or government agencies). For those institutions regarded as competing in the delineated relevant geographic market(s), provide name, address, and services supplied.

LEGAL NOTICE

Notice is hereby given that Bank OZK, 18000 Cantrell Road, Little Rock, Pulaski County, Arkansas 72223 has filed an Interagency Bank Merger Act Application with the Federal Deposit Insurance Corporation for permission to transfer the assets and liabilities of two branch locations to Sharonview Federal Credit Union, 1955 Sharonview Way, Indian Land, Lancaster County, South Carolina 29707. The Bank OZK branches to be acquired are located at 3 Clark Summit Drive, Bluffton, Beaufort County, South Carolina 29910 and 1036 William Hilton Parkway, Hilton Head Island, Beaufort County, South Carolina 29928. It is contemplated that all offices of the above-named institutions will continue to be operated following the transaction.

Any person wishing to comment on this application may file his or her comments in writing with the Regional Director of the Federal Deposit Insurance Corporation at the appropriate FDIC office at 1601 Bryan Street, Suite 1410, Dallas, Texas 75201, not later than August 28, 2020. The nonconfidential portions of the application are on file at 1601 Bryan Street, Suite 1410, Dallas, Texas 75201 and are available for public inspection during regular business hours. Photocopies of the nonconfidential portion of the application file will be made available upon request.

BANK OZK

Secretary's Certificate

I, Helen W. Brown, am the General Counsel and Corporate Secretary of Bank OZK, an Arkansas state bank (the "**Bank**"), and as such, I am authorized to execute and deliver this Secretary's Certificate on behalf of the Bank. I hereby certify, in my capacity as Secretary, that:

1. At a meeting duly called and held on May 4, 2020, the Board of Directors (the "**Board**") of the Bank, among other things, authorized the Bank to sell its branch banking offices located at (i) 3 Clark Summit Dr., Bluffton, SC, 29910 ("**Bluffton Branch**") and (ii) 1036 William Hilton Pkwy, Hilton Head Island, SC, 29928 ("**Hilton Head Branch**") and collectively with the Bluffton Branch, the "**SC Branches**") and to enter into a Branch Purchase and Assumption Agreement with respect to the sale of the SC Branches (the "**SC Branch Transaction**"); and
2. Attached hereto as Exhibit A are true, correct and complete copies of the resolutions approving the SC Branch Transaction (the "**Bank Resolutions**") that were approved by the Board on May 4, 2020, and such Bank Resolutions are in full force and effect on the date hereof, and have not been modified, rescinded or amended since that time.

IN WITNESS WHEREOF, I have executed this Secretary's Certificate on behalf of the Bank this 17th day of July, 2020.



A handwritten signature in cursive script that reads "Helen W. Brown". The signature is written in black ink and is positioned above a horizontal line.

Helen W. Brown
General Counsel and Corporate Secretary

Exhibit A
RESOLUTIONS OF THE BOARD OF DIRECTORS ("BOARD") OF
BANK OZK ("BANK")

(Adopted by the Board of Directors on May 4, 2020)

Sale of South Carolina Branches

WHEREAS, management has proposed entering into one or more definitive agreements to sell the Bank's branch banking offices located at (i) 3 Clark Summit Dr., Bluffton, SC, 29910 ("**Bluffton Branch**") and (ii) 1036 William Hilton Pkwy, Hilton Head Island, SC, 29928 ("**Hilton Head Branch**" and collectively with the Bluffton Branch, the "**Branches**") and certain assets related to and maintained at the Branches, including certain deposit accounts maintained at or for the Branches and certain other liabilities pertaining to the continuing operations thereof (the "**Transactions**");

WHEREAS, the Board has considered the presentations and representations of management and such other factors as the Board has deemed relevant in connection with the Transactions; and

WHEREAS, the Board has found and determined that it is advisable and in the best interests of the Bank to consummate the Transactions with one or more purchasers.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves the Transactions and such other related transactions as may be contemplated by the definitive agreements related to the Transactions, in each case, on the terms and provisions negotiated by the Authorized Officers (as defined below) of the Bank;

FURTHER RESOLVED, that the Chairman and Chief Executive Officer, the Chief Financial Officer, the Chief Administrative Officer, and the General Counsel and Secretary, or any other officer or officers of the Bank appointed in writing by any officer designated above (collectively, the "**Authorized Officers**") are, and each of them hereby is, authorized and directed to execute and deliver definitive agreements related to the Transactions, including any exhibits or schedules attached thereto, in the name and on behalf of the Bank, and to take any and all actions, to prepare or cause to be prepared and to execute and deliver, or cause to be executed or delivered, and to file or cause to be filed with the appropriate regulatory authority, including any bank regulator or otherwise, any and all certificates, exhibits, schedules, instruments or other documents, and such other requests, undertakings, supplements, amendments, further assurances or other documents, instruments or communications, in the name and on behalf of the Bank or otherwise, as may be required by federal or state law, or as they, or any of them, may deem to be necessary or appropriate, and to pay all such fees and expenses as they, or any of them, may deem to be necessary or appropriate, in order to carry into effect the Transactions and the intent of the foregoing resolutions; and

FURTHER RESOLVED, that any and all actions described in these resolutions heretofore undertaken by the Bank or by the Authorized Officers, or any of them, in connection with the foregoing are hereby approved, ratified and confirmed as the acts of the Bank without the necessity of any further action by the Board.

SHARONVIEW FEDERAL CREDIT UNION
BOARD OF DIRECTORS RESOLUTION

At a meeting of the Board of Directors of SHARONVIEW FEDERAL CREDIT UNION, a federally chartered credit union having its home office in Indian Land, South Carolina (“SHARONVIEW”), held on the 14th day of July, 2020, pursuant to proper notice or waiver thereof, as the case may be, and with a quorum being present for the entirety of the meeting, the following official action took place:

WHEREAS, it has been proposed that SHARONVIEW enter into a certain Purchase and Assumption Agreement (the “**Purchase Agreement**”) with Bank OZK, an Arkansas state-chartered bank, having its home office in Little Rock, Arkansas (the “**Bank**”), whereby SHARONVIEW will, among other things, purchase certain assets and assume certain liabilities of Bank OZK, namely branches located at 3 Clark Summit Drive, Bluffton, South Carolina 29910, and 1036 William Hilton Parkway, Hilton Head, South Carolina 29928 (each, a “Branch” and collectively, the “Branches”).

WHEREAS, in connection with the Purchase Agreement, SHARONVIEW will be required to execute and deliver certain other documents, instruments, consents, and agreements in order to effectuate the terms of, and the transactions contemplated by, the Purchase Agreement (collectively, the “**Ancillary Documents**”).

WHEREAS, the Board of Directors has, after a careful review of the Purchase Agreement and certain of the Ancillary Documents, determined that the transactions contemplated by the Purchase Agreement are advisable and in the best interest of SHARONVIEW.

WHEREAS, the Board of Directors by signing the certification supports the proposed combination transaction and believes the proposed combination transaction is in the best interests of the current and potential members of the credit union.

WHEREAS, Credit Union Management has adequately explained the transaction’s expected effect on the credit union’s net worth and balance sheet, as well as how the purchase price was determined.

WHEREAS, the Board of Directors have had the opportunity to review all relevant facts about the transaction before voting on it.

WHEREAS, the Board of Directors, as well as any corporation, partnership or association (other than the credit union) in which the director has a direct or indirect interest, does not have a pecuniary or personal interest in the transaction.

NOW, THEREFORE, BE IT RESOLVED, that any and all actions taken by the Authorized Officer (as defined below) or his designees on SHARONVIEW’s behalf in connection with the Purchase Agreement and the Ancillary Documents are hereby ratified and confirmed in all respects.

RESOLVED FURTHER, that SHARONVIEW is hereby authorized, empowered, and directed to enter into the Purchase Agreement, and to negotiate, prepare, modify, change, amend, execute, enter into and deliver the Ancillary Documents, and to do and perform any and all acts and deeds, which are or become necessary, desirable or convenient for SHARONVIEW to enter into, and effectuate the transactions contemplated by, the Purchase Agreement.

RESOLVED FURTHER, that Bill Partin, the President & CEO of SHARONVIEW (the “**Authorized Officer**”), is hereby authorized, empowered, and directed, in the name and on behalf of SHARONVIEW, to negotiate, prepare, modify, execute, and deliver to the Bank, the Purchase Agreement and the Ancillary Documents, with such changes, modifications, or amendments as the Authorized Officer in his sole discretion may approve, the execution and delivery thereof to be conclusive evidence of such approval.

[CERTIFICATION PAGE FOLLOWS]

CERTIFIED BY:

The undersigned hereby certifies that he is the duly appointed Chairman of the Board of Directors of SHARONVIEW. The undersigned further certifies that the foregoing is a true and correct copy of the resolution of SHARONVIEW's Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 14 day of July,
2020.


Name: _____

[CERTIFICATION PAGE TO SHARONVIEW BOARD RESOLUTIONS]

US Federal Reserve Markets

Map View

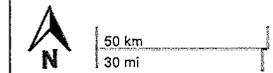
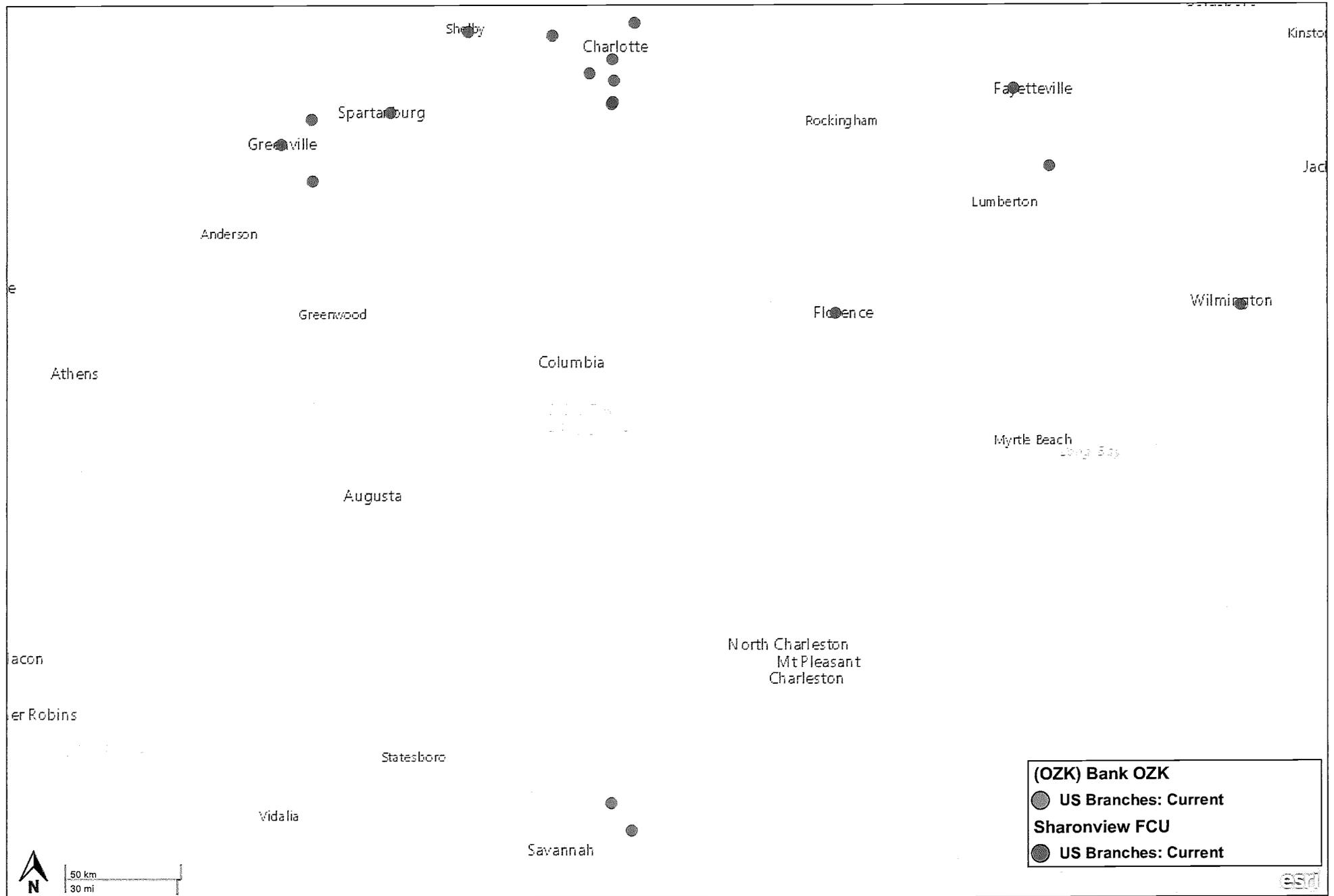


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INFORMATION

Name	Hilton Head Island, SC
Bank	Federal Reserve Bank of Richmond
Description	Beaufort, Hampton and Jasper Counties, SC

Map of OZK & Sharonview FCU SC Branches



(OZK) Bank OZK
● US Branches: Current
Sharonview FCU
● US Branches: Current

Bank OZK HHI Report

Deposit Data as of: June 30, 2019

All dollars in thousands (\$000)

	Before: Number of Branches	Before: Total Deposits	Before: Market Share	Before: Individual HHI	After: Number of Branches	After: Total Deposits	After: Market Share	After: Individual HHI
Hilton Head Island, SC Banking Market								
Buyer:								
Sharonview Federal Credit Union	0	\$0	0.00%	0.00	2	\$79,760	1.64%	2.68
Target Institution								
Bank OZK	2	\$79,760	1.64%	2.68	0	0	0	0
Other Institutions								
Ameris Bancorp	1	\$119,683	2.46%	6.03	1	\$119,683	2.46%	6.03
Bank of America Corporation	4	\$621,658	12.76%	162.77	4	\$621,658	12.76%	162.77
CoastalSouth Bancshares, Inc.	4	\$451,065	9.26%	85.69	4	\$451,065	9.26%	85.69
Communitycorp	1	\$43,475	0.89%	0.80	1	\$43,475	0.89%	0.80
First Citizens BancShares, Inc.	3	\$154,576	3.17%	10.06	3	\$154,576	3.17%	10.06
First Federal Bancorp, MHC	2	\$87,832	1.80%	3.25	2	\$87,832	1.80%	3.25
Palmetto State Bankshares, Inc.	5	\$346,654	7.11%	50.61	5	\$346,654	7.11%	50.61
Pinnacle Financial Partners, Inc.	1	\$61,166	1.26%	1.58	1	\$61,166	1.26%	1.58
PNC Financial Services Group, Inc.	1	\$23,157	0.48%	0.23	1	\$23,157	0.48%	0.23
Regions Financial Corporation	6	\$209,668	4.30%	18.52	6	\$209,668	4.30%	18.52
South Atlantic Bancshares, Inc.	2	\$79,337	1.63%	2.65	2	\$79,337	1.63%	2.65
South State Corporation	9	\$672,319	13.80%	190.38	9	\$672,319	13.80%	190.38
Synovus Financial Corp.	2	\$80,028	1.64%	2.70	2	\$80,028	1.64%	2.70
Toronto-Dominion Bank	5	\$394,638	8.10%	65.59	5	\$394,638	8.10%	65.59
Truist Financial Corporation	9	\$670,396	13.76%	189.29	9	\$670,396	13.76%	189.29
United Community Banks, Inc.	1	\$32,538	0.67%	0.45	1	\$32,538	0.67%	0.45
Wells Fargo & Company	6	\$743,678	15.26%	232.93	6	\$743,678	15.26%	232.93
Woodforest Financial Group, Inc.	1	\$1,055	0.02%	0.00	1	\$1,055	0.02%	0.00
Totals for Hilton Head Island, SC Banking Market	65	4,872,683	100.00%	1,026.20	65	4,872,683	100.00%	1,026.20
Herfindahl-Hirschmann Index				1,026.20				1,026.20
HHI Change								0.00

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(901) 685-1603

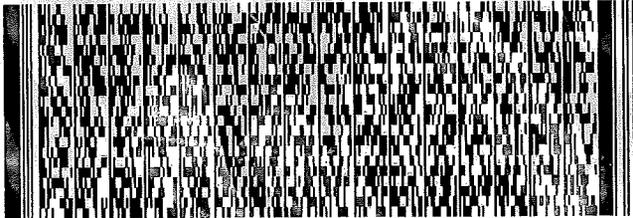
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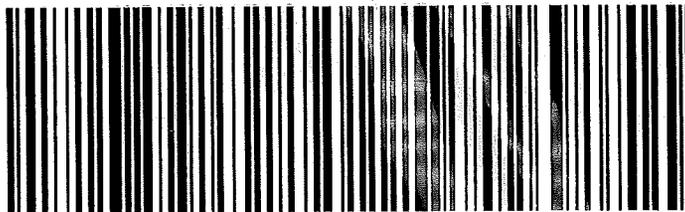
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7/29/2020