

WASHINGTON, D.C.

CHEYENNE, WYOMING

FDIC-25-0048b

The Bank, by and through its duly elected and acting Board of Directors (Board), has executed a Stipulation to the Issuance of a Consent Order (Stipulation), dated April 25, 2025, 2025, that is accepted by the FDIC and the WDB. With the Stipulation, the Bank has consented, without admitting or denying any charges of unsafe or unsound banking practices relating to Board and senior management oversight, internal audit, asset quality, interest rate exposure, earnings performance, or violations of law relating to the Bank Secrecy Act, 31 U.S.C. § 5311 *et seq.*, 12 U.S.C. § 1829b, and 12 U.S.C. §§ 1951-60; 31 C.F.R. Chapter X; and 12 U.S.C. § 1818(s), and the FDIC's implementing regulations, 12 C.F.R. § 326.8 and 12 C.F.R. Part 353 (collectively, the BSA) with respect to the Bank's Anti-Money Laundering/Countering the

Financing of Terrorism Program (AML/CFT Program), to the issuance of this Consent Order (Order) by the FDIC and the WDB pursuant to Section 8(b)(1) of the FDI Act, and Title 13, Chapter 10, Article 2, Section 13-10-203 of the Wyoming Statutes.

Having determined that the requirements for issuance of an order under Section 8(b) of the FDI Act, 12 U.S.C. § 1818(b), and Title 13, Chapter 10, Article 2, Section 13-10-203 of the Wyoming Statutes have been satisfied, the FDIC and the WDB hereby order that:

MATERIAL TRANSACTIONS

1. Effective immediately, the Bank shall not enter into any material transaction or engage in any new activity or product that would have a significant financial impact on the Bank, including any lending, funding commitments, change to terms of existing loan terms, investment, expansion, acquisition, sale of assets, third-party contract, business plan change, or other similar transaction, without the prior written approval of the Regional Director of the FDIC's San Francisco Regional Office (Regional Director) and the Commissioner of the WDB (Commissioner).

MANAGEMENT

2. The Bank shall have and retain qualified management.
- (a) Each member of management shall have qualifications and experience commensurate with his or her duties and responsibilities at the Bank. Management shall include the following:
- (i) a chief executive officer with proven ability in managing a bank of comparable size and risk profile;
 - (ii) a chief financial officer with proven ability in all aspects of financial management; and
 - (iii) a senior lending officer with significant lending, collection, and loan supervision experience and experience in upgrading a low-quality loan portfolio. Each

member of management shall be provided appropriate written authority from the Board to implement the provisions of this Order.

(b) The qualifications of management shall be assessed on its ability to:

- (i) comply with the requirements of this Order;
- (ii) operate the Bank in a safe and sound manner;
- (iii) comply with applicable laws and regulations; and
- (iv) restore all aspects of the Bank to a safe and sound condition,

including asset quality, capital adequacy, earnings, management effectiveness, liquidity, and sensitivity to market risk.

(c) During the life of this Order, the Bank shall notify the Regional Director and the Commissioner, in writing, of the resignation or termination of any of the Bank's directors or senior executive officers. Prior to the addition of any individual to the Board or the employment of any individual as a senior executive officer, the Bank shall comply with the requirements of section 32 of the Act, 12 U.S.C. § 1831i, and Subpart F of Part 303 of the FDIC Rules and Regulations, 12 C.F.R. §§ 303.100–303.104 and any requirement of the State of Wyoming for prior notification and approval.

RESTORE BOOKS AND RECORDS

3. Effective immediately, the Bank shall take all necessary actions to ensure that its books and records are complete and accurate in order to enable FDIC and WDB examiners to determine, through the normal supervisory process, the financial condition of the Bank or the details or purpose of any transaction or transactions that may have a material effect on the financial condition of the Bank.

AGREED UPON ACCOUNTAING PROCEDURES

4. (a) Within 30 days from the effective date of this Order, the Bank shall engage an independent public accounting firm that has experience with financial institution

accounting and auditing, or similar expertise. The firm must be knowledgeable about relevant laws and regulations, be in compliance with accounting, auditing, and other professional standards, and be acceptable to the Regional Director and Commissioner to perform certain agreed upon procedures of the Bank's financial statements, internal controls, and operating procedures, as set forth in subparagraph 3(b) below (Agreed Upon Procedures). The Bank shall require, as part of its agreement with the accepted firm, that the firm complete the Agreed Upon Procedures within 75 days from the effective date of this Order. This deadline may be extended with the written approval of the Regional Director and Commissioner. The accounting firm's initial written report, whether in draft or final form, shall be submitted concurrently to the Regional Director, Commissioner, and the Bank's Board. Further, the engagement letter with the accounting firm shall be submitted to the Regional Director and Commissioner before it is executed and shall include, at a minimum:

- (i) a description of the work to be performed, the fees for each significant element of the engagement, and the aggregate fee;
- (ii) the responsibilities of the accounting firm;
- (iii) an identification of the professional standards covering the work to be performed;
- (iv) identification of the specific procedures to be used when carrying out the work to be performed;
- (v) the qualifications of the employee(s) who are to perform the work;
- (vi) the timeframe for the completion of the work;
- (vii) any restrictions on the use of the reported findings; and
- (viii) a provision for unrestricted FDIC and WDB examiner access to work papers.

(d) In addition to other procedures to be conducted, the Agreed Upon Procedures shall include or determine:

- (i) reconciliation of the financial statements of the Bank as of December 31, 2024; and general ledger accounts as of the most recent month-end date available;
- (ii) whether the Bank has reconciled all accounts and the date of the most recent reconciliation of each account;
- (iii) whether reconciliations are done properly based on the risk and volume of activity in each account, including timeliness, appropriate segregation of duties between personnel; reasonable written procedures;
- (iv) whether reconciliations adequately report the dollar amount and the description of any outstanding unreconciled transactions;
- (v) the collectability of an unreconciled debits outstanding in excess of 90 days as of the most recent month-end date available;
- (vi) the adequacy of the Bank's accounting practices, including general ledger accounting, reconciliation and auditing, and controls over its core operating system;
- (vii) accuracy and completeness of the Bank's books and records; and
- (viii) whether the data provided in management reports, call reports, and Board reports is accurate and consistent and, if not, the root cause of the data integrity issue.

(e) During the life of this Order, the Bank shall forward copies of all external audit reports, along with the engagement letter, management letter regarding internal control deficiencies, and any Bank responses, to the Regional Director and Commissioner within 15 days from the Bank's receipt of such documents.

(f) Within 30 days from the Bank's receipt of the Agreed Upon Procedures report, the Bank shall carry out all recommendations made therein, including any and all

financial adjustments to the Bank's books and records, as well as the refile of any Reports of Condition and Income affected by such financial adjustments.

TIER 1 CAPITAL

5. (a) During the life of this Order, the Bank shall maintain its Tier 1 capital in such an amount to ensure that the Bank's leverage ratio equals or exceeds 10 percent.

(b) During the life of this Order, the Bank shall maintain its total capital ratio in such an amount as to equal or exceed 12 percent.

(c) Within 60 days from the effective date of this Order, the Bank shall develop and adopt a plan to meet and maintain the capital requirements of this Order and to comply with Part 324 of the FDIC's Rules and Regulations, 12 C.F.R. Part 324. Such plan and its implementation shall be in a form and manner acceptable to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

(d) The level of capital to be maintained during the life of this Order shall be in addition to a fully funded allowance for credit losses (ACL) the adequacy of which shall be satisfactory to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations. Any increase in Tier 1 capital necessary to meet the requirements of this paragraph may not be accomplished through a deduction from the Bank's ACL.

(e) In complying with the provisions of this paragraph, the Bank shall provide to any subscriber and/or purchaser of the Bank's securities, a written notice of any planned or existing development or other changes which are materially different from the information reflected in any offering materials used in connection with the sale of Bank securities. The written notice required by this paragraph shall be furnished within 10 days from the date such material development or change was planned or occurred, whichever is earlier, and shall be

furnished to every subscriber and/or purchaser of the Bank's securities who received or was tendered the information contained in the Bank's original offering materials.

(f) For the purposes of this Order, all terms relating to capital shall have the meanings and be calculated in accordance with the applicable FDIC's Rules and Regulations concerning Capital Adequacy/Capital Maintenance (currently at 12 C.F.R. Part 324), and the Bank shall comply with all applicable regulatory guidance on capital, including the FDIC's Statement of Policy on Risk-Based Capital found in Appendix A to Part 324 of the FDIC's Rules and Regulations, 12 C.F.R. Part 324, App. A.

CAPITAL CONTINGENCY PLAN

6. Within 45 days from the effective date of this Order, the Bank shall revise the Capital Contingency Plan (CCP) to establish risk tolerances for capital ratios that address the capital conservation buffer. The CCP should also formalize a dividend methodology that ensures the Bank maintains adequate capital levels prior to the declaration or payment of dividends. The CCP shall be in a form and manner acceptable to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

DIVIDENDS

7. The Bank shall not pay cash dividends or make any other payments to its shareholders without the prior written consent of the Regional Director and the Commissioner.

REDUCTION OF ADVERSELY CLASSIFIED ASSETS

8. (a) Within 30 days from the effective date of this Order, the Bank shall eliminate from its books, by charge-off or collection, all assets classified "Loss" in the August 5, 2024, Report of Examination (ROE) that have not been previously collected or charged off. Elimination of these assets through proceeds of other loans made by the Bank is not considered collection for the purpose of this paragraph.

(b) Within 60 days from the effective date of this Order, the Board shall formulate a written plan to reduce the Bank's exposure in each asset adversely classified "Substandard" or "Doubtful" in the ROE, including all outstanding loan commitments to a level of acceptable asset quality. For purposes of this provision, "reduce" means to collect, charge-off, or improve the quality of an asset so as to warrant its removal from adverse classification. The plan and its implementation shall be satisfactory to the Regional Director and Commissioner as determined at subsequent examinations and/or visitations.

ACL POLICY & METHODOLOGY

9. (a) Within 60 days of the effective date of this Order, the Board and senior management shall implement an appropriate model for calculating the ACL that adheres to Accounting Standards Codification (ASC) 326.

(b) Within 30 days from the effective date of this Order, the Board shall develop or revise, adopt and implement a comprehensive policy for determining the adequacy of the ACL. For the purpose of this determination, the adequacy of the reserve shall be determined after the charge-off of all loans or other items classified "Loss". The policy shall provide for a review of the allowance at least once each calendar quarter. Said review shall be completed in order that the findings of the Board with respect to the ACL are properly reported in the quarterly Reports of Condition and Income. The review shall focus on the results of the Bank's internal loan review, loan loss experience, trends of delinquent and non-accrual loans, an estimate of potential loss exposure of significant credits, concentrations of credit, and present and prospective economic conditions. A deficiency in the allowance shall be remedied in the calendar quarter it is discovered, prior to submitting the Report of Condition and Income, by a charge to current operating earnings. The minutes of the Board meeting at which such review is undertaken shall indicate the results of the review. Upon completion of the review, the Bank shall increase and maintain its ACL consistent with the ACL policy established. Such policy and

its implementation shall be satisfactory to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

ADDITIONAL CREDIT

10. (a) Beginning with the effective date of this Order, the Bank shall not extend, directly or indirectly, any additional credit to, or for the benefit of, any borrower who has a loan or other extension of credit from the Bank that has been charged off or classified, in whole or in part, "Loss" and is uncollected. This paragraph shall not prohibit the Bank from renewing or extending the maturity of any credit in accordance with ASC 470-60.

(b) Beginning with the effective date of this Order, the Bank shall not extend, directly or indirectly, any additional credit to, or for the benefit of, any borrower who has a loan or other extension of credit from the Bank that has been classified, in whole or part, "Doubtful" or Substandard" without the prior approval of a majority of the Board or loan committee of the Bank. The Board and loan committee shall not approve any extension of credit or additional credit to such borrowers without first collecting in cash all past due interest and fully documenting the reasoning for providing additional credit.

CREDIT POLICY

11. Within 60 days from the effective date of this Order, the Bank shall improve the Credit Policy Manual by including appropriate loan underwriting standards for construction lending, concentration monitoring, internal lending limits, loan modification procedures for troubled borrowers, problem loan reporting, annual credit reviews, and lending authorities/limits. Such policy and its implementation shall be satisfactory to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

AML/CFT PROGRAM

12. The Board shall immediately increase its oversight of the Bank's AML/CFT Program. Within 90 days of the effective date of this Order, the Board shall ensure the Bank addresses the

deficiencies in the Bank's system of internal controls as set forth in the ROE, including account risk-rating, customer due diligence and high-risk customer review practices, suspicious activity monitoring, automated account monitoring software alert monitoring, automated account monitoring system validation, high-risk customer reporting, and AML/CFT policies and procedures. The actions taken to improve the AML/CFT Program shall be satisfactory to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

MANAGEMENT INFORMATION SYSTEMS

13. Within 90 days from the effective date of this Order, the Board shall improve the Bank's management information systems associated with the lending function to ensure timely and accurate Board reporting, as more fully set forth in the ROE. The actions taken to improve management information systems shall be satisfactory to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

INTERNAL AUDIT PROGRAM

14. Within 120 days from the effective date of this Order, the Board shall develop and implement a plan to improve the Bank's internal audit program. The plan shall require the completion of a comprehensive audit risk assessment that addresses all auditable areas of the Bank and the creation of a risk-based audit plan. The plan shall also detail actions that will be taken to address the internal audit-related findings contained in the ROE. The plan and its implementation shall be satisfactory to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

AUDIT COMMITTEE

15. Beginning with the effective date of this Order, the Board shall ensure that a majority of the members of the Audit Committee are external directors. The Audit Committee must be

sufficiently independent of operating management and all audit reports should be issued directly to the Audit Committee from the auditors.

TRACKING REPORT

16. Within 30 days from the effective date of this Order, the Board shall establish a report that tracks all audit and examination findings. The report shall be reviewed by the Board at each meeting with the review documented in meeting minutes. The report shall be satisfactory to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

INTEREST RATE RISK

17. Within 90 days from the effective date of this Order, the Board shall improve the Bank's interest rate risk (IRR) management practices, as more fully set forth in the ROE. The actions taken to improve IRR management practices shall be satisfactory to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

LIQUIDITY FUNDS MANAGEMENT

18. Within 90 days from the effective date of this Order, the Board shall improve the Bank's liquidity funds management practices, as more fully set forth in the ROE. The actions taken to improve liquidity funds management practices shall be satisfactory to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

INVESTMENT POLICY

19. Within 60 days from the effective date of this Order, the Board shall improve the Bank's Investment Policy, as more fully set forth in the ROE. The actions taken to improve the Investment Policy shall be satisfactory to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

STRATEGIC PLAN

20. Within 30 days of the effective date of this Order, the Board and senior management will develop and approve a thorough strategic plan that aligns with the Board's risk tolerance. The strategic plan should address both short- and long-term timeframes, and contain reasonable, attainable, and measurable goals and objectives. The plan shall be in a form and manner acceptable to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

SUCCESSION PLAN

21. Within 30 days of the effective date of this Order, the Board and senior management shall complete a thorough management succession plan that addresses all key management positions in all areas of the bank including the AML/CFT and Information Technology programs. The plan should outline ongoing training initiatives for personnel identified as successors. The plan shall be in a form and manner acceptable to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

POLICIES AND PROCEDURES

22. Within 90 days from the effective date of this Order, the Board and senior management shall perform a review of all bank policies and procedures to ensure that the written governance is current with all applicable regulatory laws and regulations and accurately reflects the Board's appetite. Policies and procedures should be modified or added as needed. Senior management is required to adhere to approved policies and limits. Exceptions to policy should be limited, approved by the Board, must demonstrate adequate mitigation, and be thoroughly documented in meeting minutes.

VIOLATIONS OF LAW

23. Within 120 days from the effective date of this Order, the Bank shall eliminate and/or correct all violations of law, as more fully set forth in the ROE. In addition, the Bank shall take all necessary steps to ensure future compliance with all applicable laws and regulations.

CONFORMANCE WITH INTERAGENCY GUIDELINES

24. Within 120 days from the effective date of this Order, the Bank shall conform with the Interagency Guidelines Establishing Standards for Safety and Soundness, Appendix A to Part 364 of the FDIC Rules and Regulations, and the Interagency Guidelines for Real Estate Lending Policies, Appendix A to Part 365 of the FDIC Rules and Regulations, as more fully set forth in the ROE. In addition, the Bank shall take all necessary steps to ensure future conformance with all applicable interagency guidelines.

PROGRESS REPORTS

25. Within 30 days of the end of the first quarter, following the effective date of this Order, and within 30 days of the end of each quarter thereafter, the Bank shall furnish written progress reports to the Regional Director and the Commissioner detailing the form and manner of any actions taken to secure compliance with this Order and the results thereof. Such reports shall include a copy of the Bank's Report of Condition and Income. Such reports may be discontinued when the corrections required by this Order have been accomplished and the Regional Director and the Commissioner have released the Bank in writing from making further reports.

DISCLOSURE TO SHAREHOLDERS

26. Following the effective date of this Order, the Bank shall provide a copy of the Order or otherwise furnish a description of the Order to its shareholders in conjunction with the Bank's next shareholder communication; and the notice or proxy statement preceding the Bank's next shareholder meeting. The description shall fully describe the Order in all material respects.

BINDING EFFECT

The provisions of this Order shall not bar, estop, or otherwise prevent the FDIC, the WDB, or any other federal or state agency or department from taking any other action against the Bank or any of the Bank's current or former institution-affiliated parties, as that term is defined in Section 3(u) of the FDI Act, 12 U.S.C. § 1813(u).

This Order will become effective upon its issuance by the FDIC and the WDB.

The provisions of this Order shall be binding upon the Bank, its institution-affiliated parties, and any successors and assigns thereof.

The provisions of this Order shall remain effective and enforceable except to the extent that and until such time as any provision has been modified, terminated, suspended, or set aside by the FDIC and the WDB.

Issued pursuant to delegated authority.

Dated this 29th day of April, 2025.

/s/

Michelle Ogren
Deputy Regional Director
Division of Risk Management Supervision
San Francisco Region
Federal Deposit Insurance Corporation

/s/

Jeremiah Bishop
Commissioner, Division of Banking
Wyoming Division of Banking