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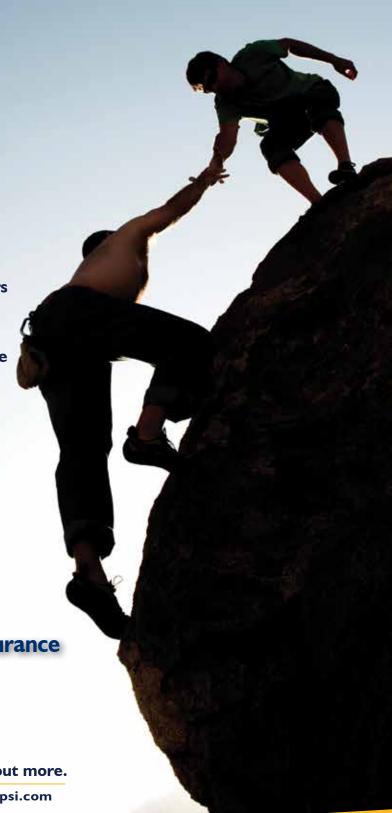


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The Tennessee Bankers Association and Young Bankers Division

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UT vs. Florida
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Game time TBD

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The tailgate begins three hours before kickoff, and is located on Circle Park Drive,
Tent Orange 22.



Titans vs. Patriots Sunday, November 11
Nissan Stadium
Noon Kickoff

Sponsored by Baker Donelson

The tailgate begins at 10 a.m., and is located in Parking Lot B (next to the "B" sign behind the Exxon Tiger Mart). Look for the Baker Donelson red flag.

For more information, contact Stacey Langford at slangford@TNBankers.org.



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ON THE COVER

Gavnell Lawson and James England were inducted as the newest members of TBA's Leaders in Banking Excellence.

COVER PHOTO: Donn Jones, Donn Jones Photography

The Tennessee Banker (ISSN 0040-3199) is published bi-monthly by the Tennessee Bankers Association, 211 Athens Way, Ste 100, Nashville, TN 37228-1381; telephone 615-244-4871. Advertising rates available upon request. Subscriptions: \$40.00 per year for TBA members; \$55.00 for nonmembers; single copies, \$6. Tennessee residents add 9.25% sales tax. Periodicals postage paid at Nashville, TN. POSTMASTER: send address changes to The Tennessee Banker, 211 Athens Way, Ste 100, Nashville, TN 37228-1381.

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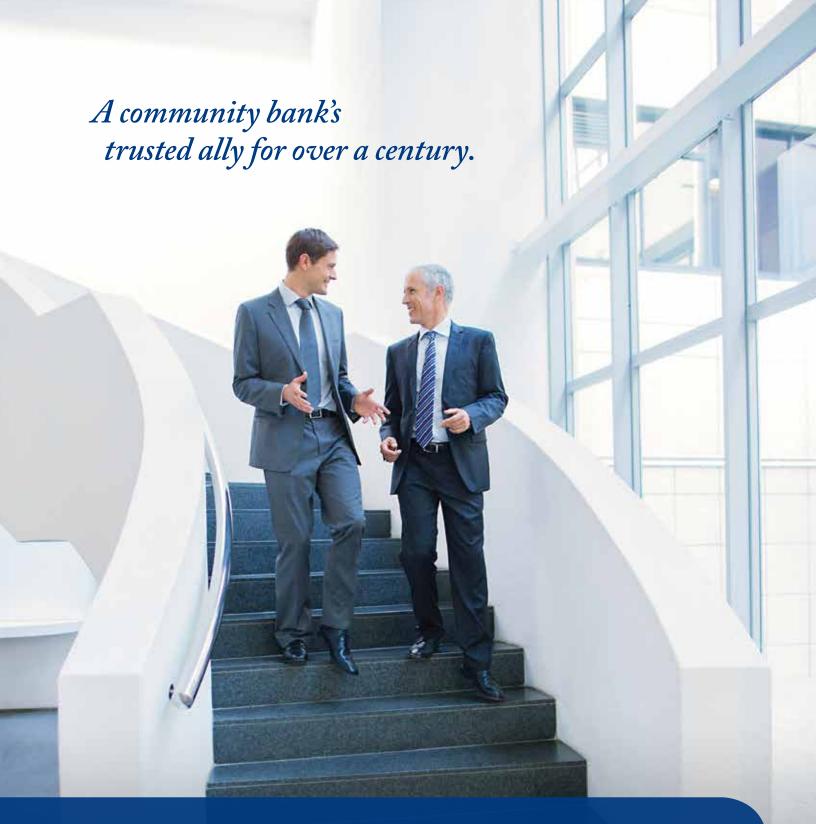
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Evolution of education



COLIN BARRETT President/CEO, Tennessee Bankers Association

THREE THINGS TO DO

1.
Deliver a BankPac
contribution to a
state legislator who
is supportive of the
banking industry. For
more information,
contact Amy Heaslet at
aheasleta TNBankers.org.

2.

Make plans to join us, either in person or via webcast, for the **Government Relations** meeting that will be held on November 28 at 10 a.m. at the TBA offices. With significant changes in our state and federal delegation, it will be a great opportunity to prepare for the upcoming sessions. To register, contact Penny Powlas at ppowlas@TNBankers.org.

Head to a local school to teach a class on Get Smart About Credit Day October 18. For more information, contact T'Lanie Luu at tluuaTNBankers.org.

Remember when large banks had robust training programs, 27 AIB groups held classes in the evening throughout the state, and TBA conducted regional education programs from Memphis to Kingsport? While it wasn't that long ago, the changes in banker education have been significant. What hasn't changed is the value that Tennessee bankers put on employee education, and you can see that in the strong participation in TBA education programs.

At the TBA, our objective is to make sure that we are delivering the education programs you and your staff need. Yet in addition to the content, how we deliver education programs is just as important. If you go back 10 years ago, TBA education consisted largely of our schools, conferences and regional classes. While conferences are still strong and in many cases growing, as with the very successful Women in Banking Conference, our regional programs make up a fairly small portion of our education programs. Many of these classes are now delivered to our membership online. In 2017, bankers participated in more than 1,000 webinars and are on track to surpass that in 2018. Another area of growth has been with our forums. National education trends show people preferring "peer learning" over the "sage from the stage" educational style. And we see it at the TBA as our forums for CEOs, CFOs, Senior Lenders, IT/Ops, Compliance and Human Resources continue to add new participants.

THE SOUTHEASTERN SCHOOLS OF BANKING

Although banker education continues to evolve, the cornerstone of banker training are *The Southeastern Schools of Banking*. And keeping these schools on the cutting edge of a changing industry is of the utmost importance. In an effort to make sure that our schools are meeting the needs and expectations of Tennessee bankers, TBA recently contracted with Ronnie Boling to serve as our Director of Schools. Ronnie is a graduate of The Southeastern Schools, a banker, and one of our top rated instructors for both *The Southeastern School of Consumer Credit* as well as The *Southeastern School of Banking*.

Ronnie will work closely with the Boards of Trustees for each of our schools. The school trustees, made up of bankers from around Tennessee and throughout the Southeast, review the curriculum, recruit students, and provide the overall direction of our schools. On August 2, we held for the first-time a joint meeting with trustees for The Southeastern School of Banking, The Southeastern School of Consumer Credit, and The Southeastern School of Commercial and Advanced Commercial Lending to solicit their input. Among the items up for discussion was a review of the curriculum to make sure all our schools are covering pertinent information, a look at the schedule to make sure we are maximizing student time and minimizing time out of the office, and a discussion about the inevitable turnover of instructors as many are nearing retirement age.

Just a few of the recommendations from the meeting include:

- Combining the Boards of Trustees for The Southeastern Schools of Consumer Credit and Commercial Lending/Advance Commercial Lending;
- Going paperless and electronically sending the notebook to students ahead of time for them to review; and
- Holding the *The Southeastern Schools of Commercial Lending* and *Advanced Commercial Lending* the same weeks, as is done for *The Southeastern School of Banking*.

The TBA education team, Monique Jenkins and Sheena Frech, under the direction of EVP Stacey Langford, look forward to implementing these changes over the coming months. Yet building on the success of the schools continues to be a work in progress, and I would enjoy getting your feedback on ways we can best train members of your team. If you have suggestions, please contact me at cbarrett@TNBankers.org.





TBA's Trustees of the four Southeastern Schools of Banking convened August 2 to discuss the future of the Southeastern Schools, including an updated curriculum. PHOTO: TYLER NELSON

In response to the mounting pressures placed on the banking community, Bank Director created a board education membership program. This affordable membership program combines Bank Director's conferences. quarterly publication and an extensive library of online training videos and materials.

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n tennessee-bankers-association





/tnbankers, June 29

Just wrapped up the summer Chairman's Board meeting! Appreciate the leadership of these bankers and the support of their banks in shaping the future of the industry and TBA. Chairman Josh Lane, The First National Bank of Oneida did a great job hosting the group around Knoxville and thanks to Mark Bryan for the SouthEast Bank board room. — in Farragut, Tenn.



VISIT TNBANKERS.ORG

TBA's blog covers Tennessee's most important and interesting bankers, emerging trends in the industry, and more. Check it out at TNBankers.org/news/blog.





TBA WEBINARS

Register for these webinars and more at TNBankers.org/calendar

Managing the Employment Termination Process: Before, During & After September 25

Is it time to fire an employee? Has the disciplinary process run its course? Do you have proper grounds and sufficient documentation? Have you consulted with HR – or in-house counsel? Terminations are rife with potential issues. This webinar will contain real-life examples of terminations—done right and wrong. Learn what to do once a troubled employee is identified; what to document before, during, and after termination; and how to dismiss the employee in a compliant and humane manner. Participants will receive a sample termination checklist and sample questions to consider before going to HR.

Commercial Real Estate Basics: Multi-Family, Commercial Rentals, Hotels October 12

Commercial real estate (CRE) lending is a significant component of many community banks' lending strategy. CRE lending has the potential for profitable long-term lending relationships, but also presents unique risks. This webinar will provide an overview of how to effectively originate new CRE loans and monitor existing ones. The program will focus on the subset of CRE loans defined as nonowner-occupied—loans where rental income from unrelated parties comprises most of the cash flow used by the borrower to repay the loan.





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November election ballot comes into focus



AMY HEASLET Executive Vice President/ General Counsel, Tennessee Bankers Association

With the highly anticipated and debated August primary elections behind us and the November general elections less than two months away, it is confirmed that Tennessee will see the most turnover in the legislature since Reconstruction.

Tennesseans in November will elect a new governor, U.S. senator, and three members of Congress. As Bill Lee and Karl Dean vie for the state's top seat, much attention will be on the close and heavily funded race between Marsha Blackburn and Phil Bredesen to become Tennessee's next U.S. senator. Each of the three open seats for Congress are considered safely Republican districts, so the biggest hurdle—winning the primary—is behind them for GOP nominees Tim Burchett (Dist. 2), John Rose (Dist. 6), and Mark Green (Dist. 7).

For the state senate, if you include the members who were appointed to fill previous vacancies in the past year and members who may resign if their current nominations are approved or runs for higher office succeed, nearly one-third of members-nine out of the 33—will be freshmen. The Senate will elect a new Republican caucus chairman and minority leader and, if federal judgeship confirmation occurs for Majority Leader Mark Norris, we will see a new leader in that post. With those changes in leadership, there will certainly be a shuffling of other key Senate positions and chairmanships of committees.

The same is true on the House side with at least 27 out of 99 members coming in as freshmen. New leadership will be ushered in as well. House Majority Leader Glen Casada has entered the race to be the next speaker, leaving his current post vacant, meaning there will be

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KARL DEAN

BILL LEE

SENATE CANDIDATES





MARSHA BLACKBURN

PHIL BREDESEN

a new majority leader to carry the next governor's legislative agenda under a new speaker governing the body. We'll have a new minority leader to champion the Democrats' top issues as well as new chairmen of the ever-powerful finance committee and subcommittee.

The moral of this story is not only will the Senate and House freshmen classes have a dominating presence by the numbers but the 2019 session will also kick off a new era of leadership in Tennessee politics.

As representatives of the banking industry,

TBA's government relations team has been working to ensure that our issues and priorities are not lost in this transition to new leadership and that our new legislators appreciate our industry and will continue to focus on advancing and protecting the positive business environment that we now enjoy.

Although our priorities are advocating for the banking industry and supporting those who are supportive of our issues with BankPac funds, our success is dependent upon banker engagement. As community leaders, bankers have direct knowledge of the candidates in your communities and are in the best position to know who is most aligned with the industry's issues and priorities. Bankers' feedback and recommendations on whom TBA should support is critical to our success in helping elect those who will best serve our industry in Nashville.

Colin, Stacey, and I have been prioritizing time on the road to visit with legislators and will continue to travel the state to meet with new candidates and discuss banking issues up until the start of session next January. Establishing relationships with legislators early in their tenure is critical in our lobbying efforts. With so many new members joining the ranks soon, our goal is to meet with each new member prior to the start of session in January. Ideally, we will do this in their district alongside a banker who knows them or would like to get to know them better.

I encourage you to provide feedback on candidates and competitive races as soon as possible. TBA's BankPac dollars are your dollars and the BankPac Committee works hard to distribute the funds collected to support candidates based on banker recommendations. It may seem like the elections are still far away, but they'll be here before you know it.

I look forward to hearing from you!



Eleven TBA members named to 'Best Banks to Work For' list

American Banker magazine published its sixth annual list of the 85 best banks to work for, with 11 Tennessee Banker Association member banks making the distinguished list: First Citizens National Bank, Pinnacle Financial Partners, Paragon Bank, Community Bank, TIB The Independent BankersBank, **United Community Bank, First** Horizon National Corp., First National Bank of Middle Tennessee, Athens Federal Community Bank, Bank of Tennessee, and Synovus.

These and other banks were celebrated for being employee-centric, offering programs and amenities like catered weekly lunches, wellness programs, anniversary celebrations and a "pay it forward" charitable giving program.

Since 2013, American Banker Magazine has ranked the nation's most employee-friendly banks. The list was published in its Aug. 27 issue.

The publication's analysis was conducted with the Best Companies Group, which collects employee surveys and reports on policies and benefits. Determining the Best Banks to Work For consists of evaluating each participating bank's workplace policies, practices, and demographics and reviewing employee surveys aimed at assessing the experiences and attitudes of the bank's employees. Companies must opt in to be considered, and to be eligible, applicants have to be commercial or retail banks. There also is a 50-employee minimum.

For information on applying to next year's ranking of American Banker's Best Banks to Work For, visit www. bestbankstoworkfor.com.

RANKING THE BANKS

Here's where the eleven TBA member institutions ranked on the best banks to work for list:

NO. 9: FIRST CITIZENS NATIONAL BANK, DYERSBURG

Notable: Children of employees receive first preference for a bank-funded college scholarship program.

NO. 16: PINNACLE FINANCIAL PARTNERS, NASHVILLE

Notable: Pinnacle hosts companywide book clubs to encourage interaction between different parts of the bank. More than half of its employees participate.

NO. 33: PARAGON BANK, MEMPHIS

Notable: Employee appreciation week includes massages, an ice cream social, daily prize drawings, food trucks and making no-sew blankets for patients at Le Bonheur Children's Hospital in Memphis.

NO. 34: COMMUNITY BANK, BRANDON, MISS.

Notable: Community Bank offers employees four hours of paid leave for their annual checkup.

NO. 39: TIB THE INDEPENDENT BANKERSBANK, FARMERS BRANCH, TEXAS

Notable: TIB tries to keep employee meetings lighthearted and fun. At a Disney-themed meeting, employees wore mouse ears, learned about customer service and there was a drawing for a Disney World trip.

NO. 45: UNITED COMMUNITY BANK, BLAIRSVILLE, GA.

Notable: Employees compete in a Christmas decorating contest with a team of executives serving as judges. Seasonal decor has ranged from winter-wonderland tunnels to Christmas trees flipped upside down.

NO. 58: FIRST HORIZON NATIONAL CORP., MEMPHIS

Notable: Employees can earn up to \$500 in Amazon gift cards every year by working out in the bank's fitness center and completing challenges such as walking 10,000 steps within the first 22 days of the quarter.

NO. 61: FIRST NATIONAL BANK OF MIDDLE TENNESSEE, MCMINNVILLE

Notable: Earlier this year the bank launched an 18-month mentoring program that pairs newer employees (those who have been with the company for six months to two years) with officers. The pairs check in weekly and meet for breakfast or lunch monthly.

NO. 66: ATHENS FEDERAL COMMUNITY BANK, ATHENS

Notable: Athens Federal holds quarterly themed celebrations off-site. Past events have included an employee field day at a local school and a companywide information and brainstorming session.

NO. 63: BANK OF TENNESSEE, KINGSPORT

Notable: This year the bank launched a 16-week employee health challenge. Each team had a goal to earn 200 points a week by reducing their body mass index, exercising, drinking water, logging their daily nutritional intake and cutting out tobacco and sugary beverages.

NO. 81: SYNOVUS, COLUMBUS, GA.

Notable: Through the Here Matters community outreach program, hundreds of Synovus employees served lunch to 300 local law enforcement, fire and emergency medical personnel across the company's five-state footprint last fall.



DOUBLETREE BY HILTON HOTEL NASHVILLE DOWNTOWN OCTOBER 24 & 25



Independent **Bankers Division** CONCENTION NASHVILLE DOWNTOWN OCTOBER 25 & 26

DOUBLETREE BY HILTON HOTEL

Join the Tennessee Bankers Association for two premier back-to-back events, the Bank Directors Retreat and the Independent Bankers Division Convention, taking place at the DoubleTree by Hilton Hotel Nashville Downtown.

The Bank Directors Retreat, designed in conjunction with the TDFI, addresses the most up-to-date information on directors' responsibilities and the risk, involved in serving and continuing to grow your bank.

The Independent Bankers Division Convention is excited to welcome ICBA's Rebeca Romero Rainey and economist Elliot Eisenberg as they and other expert speakers cover current issues of interest to community banks.

REGISTER NOW AT TNBANKERS.ORG.

Q&A with Ken Jones



Chairman, Independent Bankers Division, Tennessee Bankers Association EVP/COO/Regional President First State Bank of the Southeast, New Tazewell

Ken Jones is the 2017-2018 chairman of the TBA's Independent Bankers Division. Ken serves as the EVP/Chief Operating Officer/Regional President of First State Bank of the Southeast, Inc., while serving on the bank's board of directors. FSB is headquartered in Middlesboro, Kv., with \$340 million in assets and Kentucky offices in Middlesboro, Pineville, Lexington, and Williamsburg, along with an office in New Tazewell, Tenn.

The Independent Bankers Division Board of Directors is responsible for designing the programs for the TBA's Bank Directors Conference and Independent Convention, held October 24-25 and 25-26, 2018 respectively at the DoubleTree Hilton Downtown Nashville. The Independent Board additionally serves as the trustees for The Southeastern School of Banking, the premier two-year general banking school for bankers in Tennessee and the Midsouth.



Ken Jones pictured with his son, Matt.

PHOTO: SUBMITTED

What advice have you received in your career that has served you well over the

The advice I received early in my career that has benefitted me most was that as a manager—the more you involve and engage the people you work with, the better able they are to help you succeed. By encouraging, elevating, and acting on the ideas of the people you work with, you are demonstrating how much you value them. Our number one responsibility is to create an environment that allows the people we manage to reach their highest potential.

What would you say to a college student, at University of Tennessee Knoxville for example, about the benefits of choosing a career in banking?

A banking career is special because you have the opportunity to help consumers and business people with their financial challenges and dreams and ultimately reach their financial goals. Banking is all about creating and growing relationships that are mutually beneficial to the bank and customer. As a community banker, you have an opportunity to leverage those banking relationships and invest in the community you live.

You've been a part of the Cumberland Gap banking market for more than 40 years. How have you seen the area evolve during your career?

The Cumberland Gap Region continues to be economically depressed. The region is not located close enough to benefit directly from any metropolitan area, and household growth has been stagnant. The region is fortunate to be served by community banks that have an inherent interest in providing financial services to the region.

One of the topics on this year's Independent Convention program is a session presented by Don Musso, FinPro, on change in the industry and how banks must evolve in order to succeed. What do you see as the next big adaptation that banks will eventually have to make but haven't yet fully embraced or implemented in a widespread fashion?

Community banks have been slow to re-engineer the traditional teller role that is becoming obsolete. There are fewer and fewer lobby transactions, and the number of tellers is declining but the role of the teller and the actual teller line remains. Community banks must transition their lobbies to focus on relationship building and let the teller role evolve into the universal banker concept.

As a director of your bank, and in planning and preparing for the Bank Directors Conference this fall, what do you think is the most important tool or resource available to help directors become highly effective?

By far the best resource to help directors be highly effective is bank management. All types of director education and regulator outreach is available, and management is typically made aware of these opportunities



first. Directors should insist that bank management communicate opportunities that would enhance their effectiveness.

The Independent Division Board was recently assigned the role of serving as the Board of Trustees for The Southeastern School of Banking (TSSB). Why do you think TSSB is an important professional development component for bankers who wish to grow in their careers?

The Southeastern School of Banking provides a great opportunity for students to see the overall operation of a bank and balance sheet management. In addition, the school provides an excellent occasion for students to network with other bankers who can prove beneficial throughout their career.

Over the past few years, the TBA Independent Bankers Division has encouraged bankers to bring outside members of their board of directors to the Washington Conference (May 13-15, 2019). What do you think the benefits are for an outside director to participate in that conference?

Bringing an outside director to the Washington Conference is a great way for them to see that all banks share similar regulatory challenges. In many cases, the outside directors have existing relationships and influence with congressmen that enhance the bankers' lobbying efforts. Directors also benefit from the networking opportunities with other bankers and directors.

As Independent Bankers Division chairman, Ken Jones congratulated former chairman Bill Yoder for his service.

PHOTO: TYLER NELSON

Five qualities it takes to be an effective director



JACK MILLIGAN Editor-in-chief. Bank Director

MORE FROM MILLIGAN

Jack Milligan will be a guest speaker at TBA's Bank Directors Retreat where he will discuss "How to Be an Effective Director." The event is October 24-25, at the DoubleTree by Hilton Hotel Nashville Downtown. Visit TNBankers.org/calendar to register.

I've always thought that corporate governance looks deceptively easy. While some are more hands-on than others, a bank's board of directors does not (and should not) play a direct operating role. It is there to advise and oversee the company's senior management team, but not run the company. I also believe that governance is critically important, and the board and its individual directors can have a material impact—either positively or negatively—on the fortunes of their companies. The attributes of an effective director are an interesting combination of knowledge, personality and social skills. Not everyone is good at it. Intelligence and experience are the minimum characteristics for any director, but they alone won't guarantee success. While this is not an all-inclusive list, here are five attributes that I think define what it means to be an effective director.

1. Be independently minded.

There are legal definitions that the major stock exchanges and regulators use when they refer to independence, mostly centering around conflicts of interest, but I'm referring to something different. Is a director willing to exercise their own judgment, with the courage to follow through on their convictions, even if that brings them into conflict with other board members? It can be uncomfortable to be the only director who objects to a particular course of action, or who raises a sensitive issue others are afraid to address. Effective directors are willing to engage in a level of constructive conflict when they believe there is an important principle at stake.

2. Actively engage in the business of the board.

How thoroughly does a director prepare for every board or committee meeting? Do they ask questions? Do they participate in meetings or simply observe? Is their head in the game? Most of the really good directors I know find banking to be intellectually stimulating and believe banks are important. And they enjoy the opportunity to work with a group of smart and successful people who all want the same thing, which is to build a great bank.

3. Understand banks and banking.

The mechanics of corporate governance are pretty straightforward, and a smart person can pick them up quickly enough. But banking is a complex business, in part because it is so heavily regulated, but also because the economics are different than most other industries. Most outside directors do not come from the banking industry, but to be effective and fulfill their fiduciary duties, a director must know enough about the business of banking to have a meaningful dialogue with management. This requires a commitment to learning and continuing education that lasts for as long as a director serves on the board. It's also important that a director have an intimate understanding of their own bank, its strategies, its major risks and the things that drive its economic value.

4. Pay attention to the world around you.

The business of banking is changing, and banks need to adapt. Much of this change is driven by the growth of a digital economy

and evolving preferences in how consumers want to transact with their merchants and service providers, including their banks. Customer demographics is a factor in this shift. Most bank directors today are baby boomers, while the fastest growing customer segment is the millennial generation, and they want to bank differently. The digital economy isn't the only external development that directors need to pay attention to. For example, the recent tariffs imposed by President Donald Trump's administration on imported steel could have a negative impact on small and medium-sized manufacturers that rely on cheap steel from Mexico. How changes in the larger economy affect a bank's corporate and business customers should always be a top concern for the board.

5. Know when it's time to leave the board.

Everyone has a freshness date that reflects their own unique combination of physical and mental capabilities, and life circumstances. While some boards have a mandatory retirement age policy, the argument against them is they can force a highly competent director to leave simply because they age out. Unfortunately, some directors remain on the board too long, just as some professional athletes play beyond their prime. If the board doesn't have a mandatory retirement age, every director should have enough respect for the importance of corporate governance to acknowledge and step out gracefully if they feel they can no longer meet the demands of board service. Those who do will gain the lasting respect of their colleagues, because that's a message no one else on the board wants to deliver—that it's time to go.

This article was originally published on BankDirector.com.

TBA PARTNERS WITH BANK DIRECTOR

The demand for banks to have highly functioning and informed boards of directors, and the scrutiny placed upon them, has never been greater. To better serve our member banks, the Tennessee Bankers Association is partnering with Brentwood, Tenn.-based DirectorCorps, Inc., the holding company of Bank Director, to promote the Bank Director suite of board services and training opportunities.

Bank Director provides informational resources to the financial community with a focus on the strategic issues most fundamental to bank CEOs, senior leadership teams, chairmen and independent directors. Bank Director's Bank Services Membership Program was designed to help board members and senior executives develop strategies to help their bank grow, while demonstrating excellence in corporate governance that shareholders and customers deserve and are required by today's regulators.

"Partnering with Bank Director is a natural extension of the TBA's overall mission to support the needs of Tennessee banks and provide resources that help to facilitate a strong, diverse and robust banking industry in our state. Not only is Bank Director a corporate neighbor of TBA, but they have built their stellar reputation upon similar values," explains Colin Barrett, president and CEO of the Tennessee Bankers Association.

"At Bank Director we are dedicated to educating bank boards and their leadership teams, and we are excited about the opportunity to partner with the TBA to expand our board training services to their members. We look forward to working alongside the TBA as we continue our efforts to strengthen bank boards throughout Tennessee," says Mika Moser, president of Bank Director.

Please visit www.TNBankers.org/bankdirector to learn more about Bank Director and the program available through the TBA partnership.



Q&A with Rebeca Romero Rainey



President/CEO, Independent Community Bankers of America, Washington, D.C.

MORE FROM RAINEY

Rebeca Romero Rainey will be a guest speaker at TBA's Independent **Bankers Division** Convention where she will discuss "The State of Community Banking." The event is October 25-26, at the DoubleTree by Hilton Hotel Nashville Downtown. Visit TNBankers.org/calendar to register.

Earlier this year, Rebeca Romero Rainey took on the top leadership role of the Independent Community Bankers of America as president and CEO.

A lifelong banker, Romero Rainey is the third generation of her family to serve in community banking. Before joining ICBA, she was chairman and CEO of Centinel Bank of Taos, New Mexico. During her tenure with the bank, she served the larger banking community as president of the Independent Community Bankers of New Mexico in 2007-08.

On a national scale, Romero Rainey became engaged with ICBA through committee service. She was the first chairman of ICBA's Minority Bank Council, and she also served on IC-BA's Executive Committee and as ICBA chairman in 2016-17. She has also been active with the Federal Deposit Insurance Corp., serving on the Advisory Committee on Community Banking, and on the Kansas City Federal Reserve Community Depository Institution Advisory Council.

What are your responsibilities as president and CEO of the Independent Community Bankers of America?

As president and CEO of ICBA, my mission is ICBA's mission—to create and promote an environment where community banks flourish. As a third-generation community banker, I'm honored and passionate about leading community banks as we continue to build on our solid reputation and legacy of consumer trust.

In my eyes, this is a very exciting time to be a community banker, as we look towards a future of innovation, blended with the steadfast relationship business model that's unique to our industry. It's a time unlike any other, and we need to leverage all of the opportunity that is out there to help us advance our industry and our individual banks.

My role as ICBA president and CEO will be to lead ICBA and community banks into this exciting future, as we write the next chapter of our community banking story. And yes, you know I'm all about community bankers telling their story. It was my platform message as ICBA chairman, and it will continue to be my call to action as ICBA president and

There are a few key themes that will help us tell this story. First, advocacy. ICBA has and always will advocate for the unique needs of community banks—and only community banks. ICBA exclusively promotes the community bank agenda before Congress, the administration and regulators, ensuring the needs of community bankers are heard. My priorities will be to ensure a tiered and

proportionate regulatory environment for community banks, along with a level playing field for those who want to be part of the banking system.

The second key theme is innovation. ICBA has invested significant resources in this space, as we will continue to promote innovation opportunities and solutions that will help community banks grow and thrive.

I'm also very passionate about our third theme—education. ICBA will continue to promote the community bank profession and is fully committed to helping community bankers and their staffs grow in all stages of their community banking careers.

With advocacy, innovation and education being key priorities, I know that ICBA will be doing everything possible to create and promote an environment for community banks to flourish.

The community banking industry recently enjoyed a major legislative victory with the passage of S. 2155. What insights can you offer about how this and other legislative progress will affect community banking?

The Economic Growth, Regulatory Relief, and Consumer Protection Act, S. 2155, is a community banker victory, and we want to thank all of the community bankers who stood up, told their story and advocated for our industry. Suffice it to say, our years of advocacy included hundreds of meetings with policymakers on Capitol Hill and at the White House, tens of thousands of community banker messages to lawmakers, congressional testimony, joint state association letters, petitions, articles, op-eds and more.

But it was all worth it. By working together and pressing tirelessly for needed change, we will be able to better serve our customers and communities.

There are beneficial regulatory relief measures in this law for community banks of all sizes. It will unravel many of the suffocating regulatory burdens our nation's community banks face and puts community banks in a much better position to unleash their full economic potential.

But as you know, ICBA's quest for commonsense regulation is not over. While this new law will make a positive difference for community banks, there is plenty more work ahead of us. We will continue looking for ways to create and promote an environment where community banks flourish, and we won't take no for an answer.

Where is future progress needed?

As I said, I'm very focused on innovation and education. We need to continue to innovate as an industry, and ICBA is here to help shepherd and serve community banks in this space. In fact, we've dedicated significant resources to it. ICBA brought on Kevin Tweddle, ICBA's chief innovation officer, a year ago. His role is to help community banks partner with financial technology solutions that work for them.

We also released a Fintech Strategy Roadmap in March, written in collaboration with Hunton & Williams LLP, to help community banks navigate all of the options that are available to them. I encourage all community bankers to look at the roadmap, if they haven't already. It's the first community bank resource that takes a deep dive into the legal and compliance elements associated with fintech partnerships.

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Rebeca Romero Rainey became ICBA president and CEO earlier this year, and is a featured speaker at TBA's Independent Bankers Division Convention in October. PHOTO: ICRA

I also believe that the core processor relationship is a critical component of financial technology and the future of our industry. ICBA recently released a Core Processor Resource Guide and Best Practices for working with cores and managing the partnership. Again, I encourage all community bankers to take advantage of these ICBA resources.

Tell your story. One of the reasons why ICBA and community bankers were able to get generational community bank regulatory relief and tax reform through Congress was by making our voices heard through our individual stories.

> In terms of advocacy, there is still more work to be done. We need to get the rules written as quickly as possible for S. 2155, so community bankers can leverage the benefits of the new law and help promote economic vitality in their communities. ICBA has already sent letters to the regulators and the Consumer Financial Protection Bureau advocating for its expeditious implementation.

We will also continue to urge Congress to end the credit union industry's unwarranted federal tax subsidy and oppose expanded powers for the industry, as long as it remains exempt from taxation and the Community Reinvestment Act. And we'll continue raising concerns with the Office of the Comptroller of the Currency's proposed special-purpose national bank charter for fintech companies, and ensuring that the OCC does not proceed without explicit statutory authority from

A strong farm bill is also needed. We'll continue to call on Congress to pass a farm bill that provides stability to the volatile farm sector and to prevent the Farm Credit System from abusing its tax-advantaged status.

Clearly the list is long, and there is plenty more that needs to be accomplished, but with the help of our members and the ICBA staff, we will achieve more community bank victories in the coming years.

How can bankers engage effectively in grassroots advocacy?

Three words—"tell your story." One of the reasons why ICBA and community bankers were able to get generational community bank regulatory relief and tax reform through Congress was by making our voices heard through our individual stories.

Each community bank is unique, and your narrative demonstrates that. ICBA makes it easy by providing community banks with resources to advocate, promote their banks, and stay in the know. Our Be Heard Grassroots Action Center makes it easy to send a letter to a member of Congress with the click of a button, and our Marketing and Communications Toolkit makes it easy for community banks to promote their brand throughout the year.

What influences guided your career development?

When you grow up in a family of community bankers, working in a community bank from an early age and seeing the positive impact that the bank has on the community, you can't help but be influenced by it. Over the years, I've seen small businesses thrive and be turned over to the next generation of leadership. All of this was instrumental in helping me grow into the community banking professional and advocate I am today.

I also can't say enough positive things about getting involved with your local state association to engage with other community bankers and advocate for our industry. I learned so much by getting involved with the Independent Community Bankers of New Mexico and serving as their president back in 2007.

Serving on ICBA's Executive Committee was also instrumental in my career development, because it was a great learning experience and provided me with opportunities to travel the country and connect with my fellow community bankers.

Something that I'm really drawing on now is my past experience in engaging with the regulators. Thanks to my time on the Federal Deposit Insurance Corp. Advisory Committee on Community Banking and the Kansas City Federal Reserve Community Depository Institution Advisory Council, I was able to learn how to work with regulators to make change happen. 🛂

This article originally appeared in Indiana Bankers Association's 2018 July/August issue of the Hoosier Banker magazine.



TBA INDUCTS TWO LEADERS IN BANKING EXCELLENCE INTO THE 2018 CLASS



Two Tennessee bankers were honored by the TBA at the Leaders in Banking Excellence ceremony on August 14, 2018.

Commemorative plaques highlighting the careers of each of the honorees were unveiled at the TBA's headquarters building in Nashville. The 2018 inductees are among a distinguished group representing Tennessee bankers past and present who have excelled in the areas of banking, community service, and civic involvement.

The ceremony featured remarks by TBA Chairman John Muse, chairman, president and CEO, Farmers State Bank, Mountain City; TDFI Commissioner Greg Gonzales; and the two honorees James A. England, Decatur County Bank, Decaturville; and Gaynell Lawson, CBBC Bank, Maryville.

TBA member banks can submit nominations for the honor. The TBA board of directors reviews and approves the applications.

"One of the main missions of the Tennessee Bankers Association is to recognize our members for being involved in making our industry better and in making their communities better places to work and live," said Colin Barrett, TBA president and CEO. "The Leaders in Banking Excellence recognizes those who have made a difference, and we hope it will be an inspiration to other bankers across the state."

For more information about Leaders in Banking Excellence, please visit TNBankers.org.



JAMES "JIM" A. ENGLAND Decatur County Bank Decaturville

Decaturville-native Jim England is one of Tennessee's banking stalwarts, and has been with Decatur County Bank for more than 45 years, eventu**ally serving as chairman of the board.** England took an active role in advocating for his industry. His roles included serving as chairman of the Tennessee Bankers Association (2004), president of TBA's Young Bankers Division (1987), American Bankers Association's state representative, and vice chairman of the FHLB of Cincinnati. He is a graduate of The Southeastern School of Banking and the Graduate School of Banking at Louisiana State University. England's civic duties included serving as Decaturville's vice mayor. He is a member of Decaturville First United Methodist Church and serves as a lay speaker.



Gaynell Lawson CBBC Bank Maryville

Gaynell Lawson is synonymous with Blount **County's CBBC Bank.** Lawson has been a part of the community bank since the day it opened, September 24, 1973. Lawson served the institution in a variety of capacities, from bookkeeper to chief financial officer, president, and as a director of CBBC and its holding company, TCFS, Inc., before being promoted to CEO in 2013. She retired December 31, 2017, after 44 loyal years of service and dedication and was elected chairman of the board in 2018. A pillar of the community, Lawson served in numerous leadership roles including the Blount County United Way Campaign Chair, the Athena Leadership Award, and the Board of Great Smoky Mountains Association. She and her husband, Dan, are active at Pecks Memorial United Methodist Church.





















Call of Duty at **STUDIO**

Aaron Dorn molds life experiences to create a purpose-driven bank, Nashville's first de novo in 10 years

> STORY BY ROGER SHIRLEY PHOTOS BY KEITH MILES AND COURTESY OF AARON DORN

When Studio **Bank launched** its soft opening in mid-summer, it was

the culmination of a long process for Chairman, President and CEO Aaron Dorn-but it was one that began well before he began exploring the idea of starting a new bank in Nashville in early 2016.

Much of his preparation for leading the startup of Nashville's first true de novo bank since CapStar in 2008, which is set for an early fall grand opening, can be found in his life experiences:

As a young boy riding around Charleston, S.C., with his grandfather, an appliance repairman, in his red utility truck and getting lessons on truth and honesty and generosity.

As a teenager accompanying his physician father on several mission trips to Honduras in the wake of the catastrophic Hurricane Mitch in 1998—one of the deadliest storms on record—and hiking with a backpack filled with medical supplies after their Jeep got caught in a swollen river.

As a U.S. Marine—enlisting in 2008 after he had been on the ground-floor planning team for the founding of Avenue Bank—to answer a call of duty to serve and lead during the troop surge in Afghanistan and Iraq.

And then perhaps there are the skills of negotiating through delicate situations that the Florida State graduate developed when he married a Florida Gator.

Dorn's life view encompasses his religious beliefs, his deep interest in philosophy and classical studies, a driving entrepreneurial spirit, and a sense of adventure, and they have all come together to shape his vision for what Studio Bank should be.

Continued on next page



'(Banks) play a vital role in a very sacred calling of human beings to go create something from nothing. That is purpose. And there are all kinds of great things that come from that."

"Our team is very much a purpose-driven team," Dorn said from his office in Nashville's Gulch district, which has emerged as the epicenter of the city's economic boom. "We want to make an impact on the world, specifically in the Nashville area. And that purpose starts with really one of the things that makes human beings uniquely human, and that is the ability to create something from nothing. In religious terms, that would be called the *imago dei*, the image of God in a human being. Nothing else in creation is like this, where we can conceive of something that does not exist in all its complexity and go create it.

"And so whether that's somebody starting a company, or building a building, or writing a song, or a family who wants to buy a house to create a better quality of life, all of that is fundamentally creation from nothing, creatio ex nihilo."

"But you have to have resources to go do that; and so (banks) play a vital role in a very sacred calling of human beings to go create something from nothing. That is purpose. And there are all kinds of great things that come from that."

Early Influences

Dorn grew up in the Charleston, S.C, area, one of four children, and his grandfather was one of his earliest role models—"a fantastic man of character and an enormous father

"He grew up in Knoxville to a tenant farmer," Dorn said. "His father broke his back and so my grandfather had to drop out of school and be the breadwinner. He joined the Navy during the Korean War, as he says it, so he could get three meals a day, and wound up at the Charleston Navy Base and settled in Charleston. He went to school at night to get his high school diploma. He went on to get a degree in the appliance repair business, and he became the quintessential American entrepreneur by starting his own small business.

"As an appliance repairman, he would often serve some of the poorest in Charleston and was always very generous in terms of the payment he would get. I remember riding in his truck and him giving me lessons on truth and honesty, hard work and generosity. So in terms of the values being instilled in me, he was the earliest influence."

In the eighth grade, Dorn's family moved to Inverness, a small town in central Florida "with lots of lakes and cows," where his mother worked as the office manager for his dad's family medical practice.

"He was a physician, and after Hurricane Mitch in Honduras he took me on several mission trips for relief work. That's where I really developed a passion for travel—but travel for the sense of purpose—and a sense of adventure.

"I remember flying on 1980s Russian planes from mainland Honduras to a small island and landing on a dirt runway. And then the Jeep we were in got caught in a river that had swollen and I hiked three miles with 80 pounds of medical supplies on my back. Maybe that influenced me to join the Marines, actually.

"His sense of service to the world and his expertise and gifting and willingness to have some adventure, and to have the courage to go into a place like that after such a disaster, was also a big influence on me."



Path is Set

Dorn's embrace of adventure was apparent early on; like countless other kids, he had an inclination of wanting to be an astronaut when he grew up. "Then I had the tragic experience of watching the Challenger (explosion) live. That sort of changed my viewpoint on the dangers."

"At a certain point my mom told me that I'm so good at arguing and debating that I ought to be a lawyer. So I entertained that idea, and I was interested in government and law, which as it turns out is not too much different than being in banking. When I went to Florida State University, I interned on the Hill in Tallahassee, working in the attorney general's office and for a state senator.

"But I got really interested in finance while in college, and the idea of being able to forecast the future in terms of numbers was of interest to me. That's a common thread across all businesses. So I got enamored with the idea of learning about a lot of different industries by being involved in finance, and commercial banking certainly provides that opportunity if you can get in on the credit underwriting side of things."

Dorn ended up doing an internship with Bank of America in Nashville in 2002, which was his first exposure to the city, and cut his banking teeth in its large commercial real estate practice.

The BofA recruiter had given Dorn the choice of three cities—Charlotte, New Orleans or Nashville—and he chose Music City for a variety of reasons. One was his deep appreciation for songwriting. "New Orleans certainly has its musical heritage, but Nashville was hard to say no to."

After graduating from Florida State the next year, Dorn was recruited to join his former internship manager, who had moved from BofA to start a new institutional commercial real estate group at Union Planters Bank in Nashville, as his right-hand man on the team.

"And that's how I was introduced to Ron Samuels and several of the other bankers who would go on to form Avenue Bank," Dorn said. "We stayed through the Union Planters/ Regions Bank merger. I had worked my way up to being a portfolio manager at Regions and had client relationships of my own, but I was also doing underwriting. So when Ron and Kent Cleaver made the decision to go for it and start a bank, I was invited to be a part of the founding team."

Dorn joined several others from the outset of the business plan stage, sitting in a conference room in the lawyer's office drafting the plan, creating financial projections, and writing the regulatory applications. It was a several-months process, and Dorn began raising his hand and inserting himself into a couple of meetings with executives, showing an interest and knack for strategy and marketing.

"Strategy involves really connecting the dots among a lot of different aspects of the company, from marketing to products to systems to culture," he said. "So I ended up getting my hands in all of that during the start-up phase, principally on the branding side."

At 25, Dorn was too young to be an accredited investor, so he got in through a partnership with his dad as co-owner of

It was an invaluable experience for Dorn, who 10 years later would take the lead in piecing together his own new bank. Although Avenue was a de facto de novo bank, having acquired the charter of one of the state's smallest banks, Planters Bank in West Tennessee, and moving it to Nashville, his experience there gave him a deep, first-hand understanding of the startup process.

After Avenue's launch, Dorn served as commercial banking credit underwriter for about a year. Among his other accomplishments was underwriting a successful, \$10 million credit facility for a national mortgage company using highly complex risk strategies at the onset of the 2007 housing crisis.

And then duty called.

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Dorn and his wife pose at the Marine Corps Ball.



The Dorn family enjoys an outing to a Nashville Soccer Club game.



Dorn snaps a selfie of the Studio Bank team out for popsicles.

Tip of the Spear

President Bush's 2008 announcement of the need for a troop surge in Iraq and Afghanistan began weighing on Dorn's conscience. After praying about it and talking with his wife, he applied for the Marine's Officer Candidate School. He made it, and he took a military leave of absence from Avenue Bank.

Dorn chose the Marine Corps because, as he put it, he wanted to join in the esprit de corps of the Marines, the branch that considers itself the "tip of the spear." The Marines were also very focused on Afghanistan—a cause Dorn felt strongly about for a number of reasons—particularly, for the father of two young daughters, the fight to change the rights of women there.

His four-years of service as a U.S. Marine intelligence officer allowed him to hone his leadership skills—from graduating first in his class of 27 officers in the Signals Intelligence Officer Course, to being the assistant officer-in-charge of a USMC intelligence platoon deployed in Afghanistan, to his promotion to captain as the executive officer of Company C, 2nd Radio Battalion, and leading the administration and training of five platoons totaling as many as 144 personnel.

"The Marines are a world-class leadership training organization, and there are so many parallels between the military and business leadership," he said. "It's a different context, but the parallel is absolutely there. The leadership lessons are universal in that sense."

As his four-year commitment was ending, President Obama announced the draw-down timetable. Around that same time, Avenue Bank had an executive resign, and they reached out to Dorn to gauge his interest in returning to fill that position. "I had two young daughters and spent two of the past four years away from them. So the stars just kind of aligned for me to come back," he said.

Dorn returned as director of retail banking and then as chief strategy and marketing officer reporting directly to Avenue President and CEO Ron Samuels.

"After I came back to Avenue and was leading some significant initiatives and teams, I realized at a certain point that I wanted to run my own company, whether that was starting a company or working with some private equity firm to acquire one.

"And I knew I was not going to be able to accomplish that moonlighting and certainly not without my employers finding out," Dorn said. "So I knew I needed a transition."

From Idea to Launch

That transition came in the form of an MBA in entrepreneurship, finance and strategy from Vanderbilt University's Owen Graduate School of Management.

Dorn had the opportunity to be a teaching assistant for Michael Burcham, founder of the Nashville Entrepreneur Center and other enterprises, who was teaching a "phenomenal course" on business model design and incubation.

"One of the things he stressed that's well-known in the entrepreneurship circles is the idea of customer discovery, where you don't just presume you have the perfect idea. You go out and consider the idea as a hypothesis. Then you go out and test it by talking to people who would actually be your customers and not just give them the answer, but ask them about their problems. Then you ask, 'Does my hypothesis for a solution match that actual problem or do I need to change my hypothesis?"

Dorn's hypothesis was that not only was there room for a new local bank, but that there was a need for one. In talking to bankers he knew and trusted as part of his due diligence, he found positive support for the idea and also interest in joining in if he started one.

He began exploring the idea earnestly in 2016, pulling call reports over a 20-year period, looking at macro-trends, micro-trends, and studying the details of the last six de novo banks that came out of the ground in Nashville and

how they grew. And talking to lots of people.

"I would say, 'Here's what I'm thinking. What do you think? Where am I wrong? And I kept getting yeses. I was also getting people saying they wanted to invest if I did it. So I began circling back with these people. I asked them for a number, and by January I realized we had \$3 million committed without even truly pitching the idea fully."

Dorn raised \$4.27 million in seed capital, and then after submitting the regulatory application began the main capital raise, which netted \$46.13 million. "We were very intentional in aiming for a majority of capital to be raised locally, and we achieved that."

So what kind of bank does Dorn want Studio Bank to be? The answer is in the bank's name itself.

"We want to be the bank for Nashville's creators. And I'm not saying 'creatives' because that could be exclusive. It's creators... people who are creating a better healthcare system, people conceiving of something and trying to go out and make it happen, and they need capital to do that. And when a creator creates something that is successful and of value to the world, they are often compensated monetarily for that. And they need a place to safeguard the fruit of their creativity in a way that is well-managed and safely held. That's what a bank does.

"We can describe that, but we can also express that through a name, a logo, through imagery on our website, through the look and feel of our offices, because we want to express that level of purpose and passion for our role in the world. And so we fundamentally view our purpose as empowering creators.

"So here you have the name "Studio." A studio is a place where creators are doing their thing. It could be architecture, or dance, or music, or a number of things. But a studio connotes a collaborative environment for creating something."

And then there's the logo, Frenchie, the French bulldog. "Nashville has a lot of French roots—think Timothy Demonbreun, who the street was named after. And the French bulldog has the stature and stability of a bulldog, but it is bred to be a companion dog. And we view our role to be companions to creators.

"Frenchies are sophisticated little dogs, but they are not pompous about it. And we are a sophisticated boutique bank."



Taking the plunge

When Studio Bank was chartered earlier this year, it became the first start-up de novo in Nashville since CapStar Bank 10 years earlier.

De novo activity across the nation, of course, has been slow to gain traction after it virtually ground to a halt following the Great Recession. In fact, between 2013 and 2017, only five new banks opened their doors across the entire country.

Aaron Dorn, chairman, president and CEO of Studio Bank, says that while he doesn't expect a floodgate to open for de novo banking activity in Tennessee, "It's starting to bubble up, starting to simmer."

Dorn shared some of his experiences and observations in leading his team through the de novo process:

What is your view on the dynamic in the market with mergers and acquisitions as it relates to smaller banks and de novo activity in general?

Going back to the 1990s and early 2000s, M&A activity was very robust, but so was de novo activity. And so large mergers happened, local banks went away, and other local banks started to fill the void. That's because there is a strong component of every market where clients prefer to deal with a local bank, for a number of reasons. So from a macro standpoint, in the past you had de novos back-filling for the M&A activity.

What changed was for 10 years there was virtually no de novo activity. During that time, we've had a 10-year run of economic expansion, and Nashville is one of the leaders of that. And so that consolidation continued to happen for 10 years, but we didn't back fill it with local banks for a number of reasons. So yes, certainly M&A is an important component of the market dynamics.

Even without M&A activity, when you have a dynamically growing market like Nashville, that in and of itself creates not only opportunity, but it creates need for additional capital sources. And it creates need for more banking services. So that's a component of it too.

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Obviously the 2008-2009 recession was the catalyst, but what were the main factors that contributed to the virtual shut down of de novo activity?

It's a combination of factors. One, bank multiples were softer than in the past and so there was a diminished investor appetite because there's a certain model that financially allows a de novo as an investment opportunity to be successful, and certain financial conditions have to be right. So part of it was reduced investor interest.

Part of it was certainly the regulatory process. It became more expensive for smaller banks to comply with the regulatory requirements. That's well publicized. So there's an earnings component.

Third, the regulatory approval process for de novos changed significantly. After the financial crisis, instead of a three-year de novo period in which you're examined every year and you are held to your business plan very closely, the regulatory agencies expanded that to seven years. Anyone who can accurately forecast seven years in advance is probably up on Warren Buffet's level right now, and so it effectively shut off de novo applications because of the burdens of having to be a de novo bank during that window of time.

Talk about how that has changed.

They reduced the seven years back to three years again. They've rolled out the series of resources to help create greater transparency about the de novo process. Some of the regulatory agencies have encouraged de novo activity again, and that certainly was part of my due diligence process for this bank, too—reading about the professed willingness among the regulatory agencies to consider de novo applications again. And then I had meetings with regulators to affirm that interest.

Looking back on the process from when you first started to where Studio is today, what were some of the unexpected things?

What I'll start by saying is that there are so many thousands, literally, thousands of factors that come into play to form a bank from so many different aspects. There's the amount of capital you need to raise. The regulatory process itself. The importance of the board of directors, the team that you have to approve, the location that you have to find, the systems that you have to not only sign up for but implement from scratch. So many thousands of factors. It's an exhaustingly complex company to start. And so, because of that, you absolutely have to do an enormous level of due diligence before embarking on that journey.

But that is just to get you prepared to deal with the uncertainty that still remains that you just can't do due diligence on. Human factors come into play. When we did some of our pre-application meetings with the regulators, we did it with a certain group of people who had worked on de novo applications in the past. Well, between that time and the time that we filed our application, some of those people retired.

And so then, when those regulatory agencies don't fill those positions, they push it to the regional levels, including some folks who may not have worked on a de novo application before. You certainly cannot predict that, you cannot plan for that and the dynamics that creates.

You've got partners that you plan to do business with, whether that's an investment banker or legal counsel, or whatever the case may be, that might initially indicate an interest in working with you. And then some political factors come into play and they say, "Ah, we would love to, we absolutely want to, but we just can't right now." Then you have to find another partner.

So just to deal with that uncertainty, you have to have an enormous level of due diligence done just to be prepared to deal with the things that do change.

Otherwise, the thousands of items that all will change just overwhelm you and you can't get them done fast enough, or don't have enough seed capital to get them done. So there's such an element of time and preparedness that's required.

What about raising the capital?

Dealing with a capital raise of that size, you have to get in front of so many people, hundreds of people, in a short period of time. People have different personalities. Some people will commit at the beginning and then not come through in the end. Some people will not commit in the beginning, and at the very last minute, they'll come through in a very big way. And everything in between.

And you're dealing with hundreds of human factors. Some people want to invest but the timing's not right, and so they want to invest later. And some people will literally write a check on the spot to invest. So you go into that not knowing people's personalities and not knowing their life situation. And you have to get in front of hundreds of people, so that enough of the right people at the right time in their lives with the right ability to act consolidate at one time for \$46 million.

How did those human factors come into play in the recruitment process?

The human factors are the same in recruiting. Some people love the idea of being involved in a startup, and then when they experience the reality of that and the uncertainty of that, they just may not be able to live with that, as much as they want to. And then again, others will commit on the spot, and they're all the way through, and excited about getting their fingernails dirty and rolling their sleeves up and starting a company.

There are so many human factors that ... You think one aspect of the process is going to be the easiest, and it turns out to be the hardest. The part you think is going to be hardest turns out to be the easiest, literally.



Dorn and Studio Bank employees celebrate the completion and submission of the bank's regulatory applications to the Tennessee Department of Financial Institutions and Federal Deposit Insurance Corporation.

Other than those human factors, what was the biggest surprise?

One of the most unexpected things was, when we started Avenue (Bank), a common refrain that we kept getting from the very beginning was, "Do we really need another bank in Nashville?" And I fully expected that this time around. But 19 times out of 20, the response that I got was, "Absolutely, we do need this." And so that was probably, from the very beginning, the biggest surprise.

Also, there's no hiding the fact that I'm a younger bank CEO. I'm 37. At the time I started working on this, I was 35. So I fully expected a lot of pushback about that. It turned out to be an important, attractive component to this, because I'm going to think about banking differently. I'm going to be tech-savvy, and the energy level that I have, and the fire that I have to do something that has a dramatic impact on our city. The purpose-driven component

Both of those components, to my delight, turned out to be quite the opposite than I expected.

Talk about the process of getting to the "go-no go" moment. Was it like a roller coaster that slowly goes up the first climb and then drops down, or was it just a slow, continual buildup?

It evolved. It was one long, evolving process. Due diligence turned into momentum. I think the defining moment for me was in January when I totaled up the seed capital. I had the founding team fully committed, the capital raise team ready to go, the regulatory and legal advisors ready to go. All the components were in place for us to fund the seed capital, for us to have people quitting their jobs. One of our investors gave us free office space to work through. We had all the necessary components. We had our pre-application meeting with the regulators, which was very positive. It went very well.

In January or February of 2017, we all said—really this was it—we said, "There is no more due diligence that we can do short of diving in and just making it happen. All of the major factors we have accounted for, explored, tested. There's nothing left to do except take the plunge and then figure out all the stuff that might surprise us along the way." 🛂

Now is the time to charter a new bank



GREYSON E. TUCK Attorney. Gerrish Smith Tuck, PC

The banking industry is in need of new community banks. At the beginning of 2010, there were 8,021 active banking charters across the United States. Halfway through 2018, there were approximately 5,550 active banking charters. That is a reduction of nearly 2,500 banking charters through acquisition, failure, or charter consolidation within a common parent organization in less than nine years. Historically, periods of consolidation have been followed by periods of de novo applications and resulting de novo banks. Unfortunately, this has not been the case post-recession. Since the beginning of 2010, there have been only 11 new banks opened, which is approximately one-tenth of the average number of new banks formed per year in the five years leading up to the recession. Industry needs new community banks, and our firm believes now is the time.

Recent activity and the FDIC's efforts

Although there has been a severe lack of de novo banks of late, our firm expects this number will increase. There have been 15 applications for new banks filed in the past approximately 12 months, two that have been approved but not yet opened. This is more applications than the previous seven years' applications combined. We believe this activity will continue in the coming yearslargely because of the vacuum that has been created by industry consolidation, but also spurred along by the FDIC's efforts in the past couple of years, most notably the *Handbook for* Organizers of De Novo Institutions. With this document, which was released to the public for comment in December 2016 (and which followed the agency's April 2016 decision to

reduce the de novo "enhanced" supervisory monitoring period to three years instead of seven years), the FDIC made clear what the process is for organization. That process is more detailed and cumbersome than it was 10 years ago, but at least now everyone knows the rules of the game and what is required in order to charter a new organization.

How to capitalize on the times

In our firm's opinion, the current environment is the perfect time to form a new bank. First, FDIC staff has had some time to familiarize itself with the process and guidance. Second, capital has become much more available for bank startups than was the case eight years ago. Third, the industry as a whole is healthier than it was. Fourth, the general industry expectation is that smaller community banks will continue to benefit from regulatory relief in the form of new legislation and revised regulations.

How, then, should individuals and groups interested in forming a new bank proceed? For starters, the FDIC's Handbook for Organizers of De Novo Institutions and staff guidance are required reading. Beyond that, our firm believes there are a few key issues to keep in mind as you begin the process.

1. Have the right people involved.

The FDIC Handbook focuses a significant amount on assembling the right leadership team for the new bank and indicates that the FDIC will consider the background and experience of the team members. One of the soft spoken issues in this regard is that if your team has an individual who was previously a part of a failed bank or had some serious

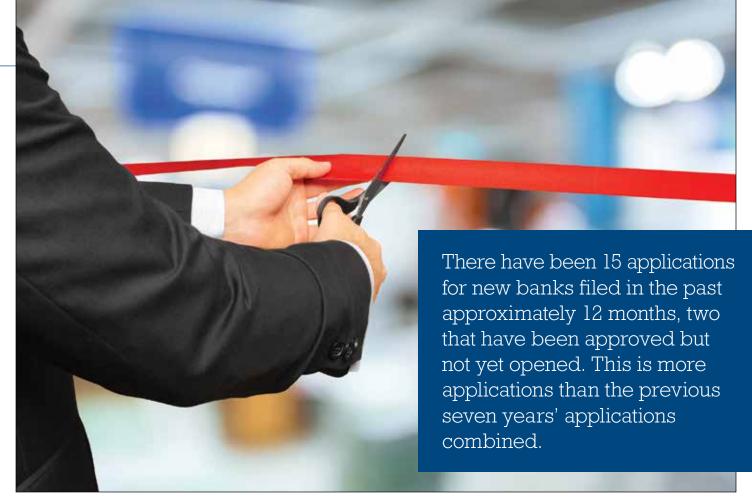


PHOTO: SHUTTERSTOCK

financial issues (such as bankruptcy), you could have problems from the start. The FDIC, and each regulator for that matter, is very hesitant to let such individuals become affiliated with a new bank, and we have seen many transactions hit a wall because such an individual was involved. Considering the large number of individuals who have experienced financial troubles as a result of the recession, this is an issue that you need to be aware from the start. If there is a specific individual with a negative banking history proposed to be involved in the bank, the organizing group needs to have mitigating factors and likely a wealth of supporting information to justify the individual's role in the new bank.

2. Have an appropriate business plan.

The core of any good de novo bank application requires the development of an appropriate business plan. Because of the heightened review from regulators, business plans that promise pie in the sky results, dramatic returns, immediate profitability, and the like are likely to be viewed with a healthy dose of skepticism. A successful business plan will not necessarily be one that demonstrates rapid growth, tons of new customers, unique products and services, or other nontraditional factors. More often than not, a "reasonable" business plan with moderate growth levels, appropriate consideration for loan losses, and honest evaluation of the market and associated competitive factors will be much better received as being "realistic"—i.e., more likely to result in heightened levels of capital—than will a business plan that promises the world.

3. Be patient.

Even with the FDIC's Handbook and processes in place, organizing a new institution is still going to take time. The Handbook states that applications will generally be acted on within four to six months after "acceptance," but it could take one to two months or more after the initial filing to submit all of the supporting documentation the FDIC deems relevant in its review and have the filing formally "accepted." This means that the approval process—excluding time spent preparing the application and related documents—would normally take at least six to nine months, assuming no hiccups or unforeseen issues.

4. Get help.

Although the FDIC indicates that there is no need to have professional help associated with the application, our experience has revealed that the de novo process is not one to tackle on your own. There is too much capital involved and too many moving pieces to waste time figuring it out as you go. In light of the current environment, we believe now is the perfect time to charter a new community bank. If our firm can assist on a start-to-finish turnkey basis or help with any of the myriad of individual tasks and projects, please let us know.

New banks as bellwethers



NAOMI CAMPER Chief Policy Officer, American Bankers Association

When I joined ABA as chief policy officer in June, a task force of bankers with experience launching and running new banks were mid-way through their analysis of why "de novo" activity had stalled in recent years.

Their mission—as established by Ken Burgess, ABA's chair and die-hard de novo advocate—was to identify both challenges and solutions, in hopes of restarting bank start-ups. As new as I was to ABA, I had no doubt why this was a critically important endeavor.

Just as banks are central to the economic vitality of the communities they serve, new bank charters signify the economic vitality of the both the industry as well as our economy as a whole. New banks signal optimism, opportunity and growth potential.

The opposite—no new entrants—means less competition and fewer choices, which ultimately translates to less economic activity and growth, on which all banks depend for success. It may seem counter-intuitive, but existing banks are actually better off when we see a healthy pipeline of banks in formationjust as homeowners benefit when others are eager to buy into their neighborhood.

I first came to appreciate the importance of a dynamic banking industry—populated with banks old and new, large and small—when I worked for former Sen. Tim Johnson (D-S.D.) as staff director of the Senate Banking Subcommittee on Financial Institutions. The South Dakota bankers who visited the office made sure I knew it, and my later experience working for JPMorgan Chase only confirmed it.

That was in the early 2000s, when more than 100 new banks were chartered every year. Post-crisis, that number plummeted to fewer than two per year—and was yet another indicator that our economy and our industry had not yet fully recovered. The pace has started to pick up recently, along with the economy, but it's still anemic. And that's why Burgess convened the ABA De Novo

Task Force, a banker-led effort to identify the essentials for de novo success and major impediments to increased de novo activity. Many banks on the task force were started just before the financial crisis. Their resilience and success through the crisis and its aftermath reminds us that new banks can succeed in any environment.

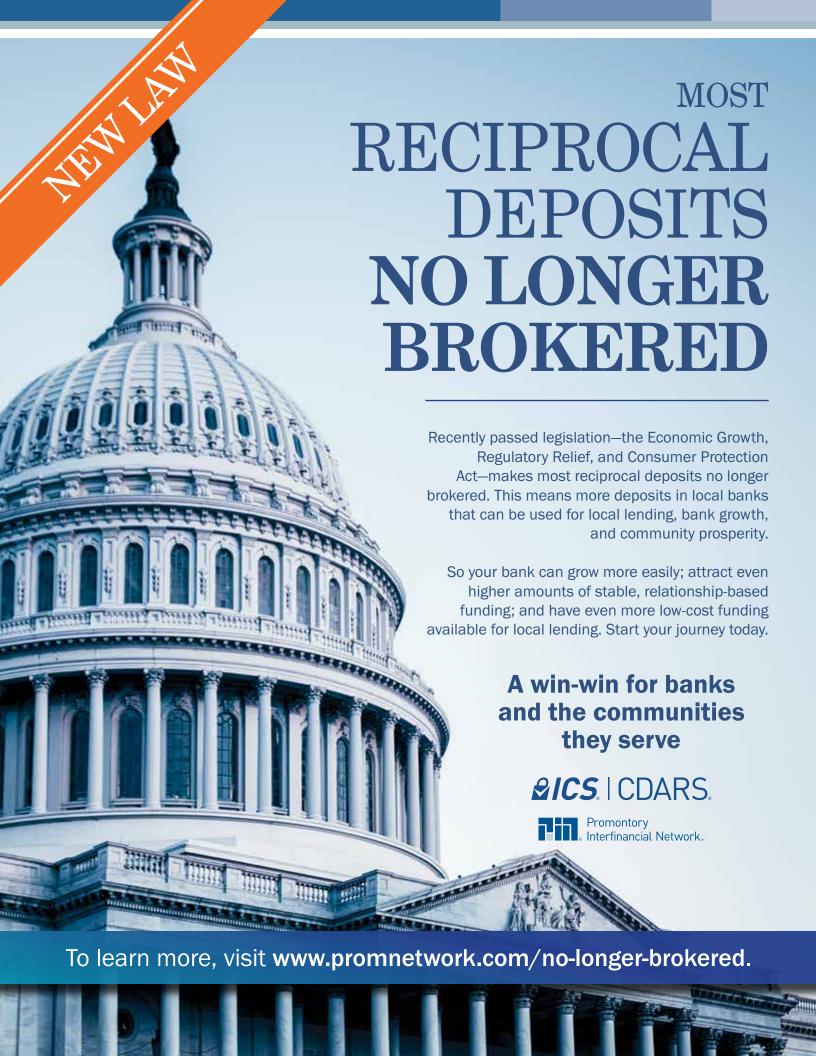
"If we can help change the course of de novo activity and facilitate new growth in the industry, we'll be shaping a vibrant future for banking."

The task force agreed that successful de novo formation starts with selecting an experienced board and bank management team. De novos are poised for success when they combine their experience with a strong business plan and the capital necessary to support that plan. Unfortunately, the current requirements for new bank formation prove to be more complicated.

We recently presented our findings and proposed solutions to the FDIC, and the timing couldn't be better.

Not only is there new leadership at the agency willing to look into what may be impeding de novo activity, but the economy's robust growth presents the opportunity to ensure bank entrepreneurs—and the customers and communities they wish to serve—benefit from the rising tide.

If we can help change the course of de novo activity and facilitate new growth in the industry, we'll be shaping a vibrant future for banking.



Membership Meetings made seven stops across the state

THANK YOU SPONSORS





This August, TBA Chairman John Muse, Farmers State Bank, Mountain City, joined by his wife, Kaye, and the Tennessee Bankers Association team, traveled across the state for seven Membership **Meetings.** More than 500 TBA members and associate members learned about Association initiatives in the areas of government relations, talent development, easing of regulatory burden, and more.

Participation was strong across the state seeing increased attendance in each location, marking a great kick-off to the Chairman's year and the TBA fall calendar.

Being in the midst of a headline-grabbing mid-term and gubernatorial election cycle, Amy Heaslet, EVP and General Counsel, discussed the changing political landscape in Washington and Nashville, including the results of the recent primary election and the high turnover Tennessee will experience in the State Senate and House and our Congressional delegation.

TBA President and CEO Colin Barrett presented a state of the industry, recapping legislative wins in Nashville and Washington from the prior 12 months, including passage of S. 2155 and the new tax law and issuance of the Tennessee Attorney General opinion last fall prohibiting credit unions from accepting public deposits.

Barrett also stressed the critical role that Commissioner Greg Gonzales has in shaping the future of the industry and direction of federal regulation through his role on the FFIEC sitting shoulder-to-shoulder with the heads of the federal regulatory agencies. A role that will only continue with his reappointment as Commissioner at TDFI by Tennessee's next governor.

In reviewing the state of the Association, Barrett urged members to consult with and engage Financial Products and Services, Inc on their insurance needs—not only because they are a subsidiary of the TBA, but more importantly because they work with more banks in Tennessee than any other provider which translates into better rates and coverages for banks.

The TBA is operating at a high efficiency and will take on several new initiatives in the coming year, including working with universities across the state to develop a system that connects students to banks for internship and employment opportunities; revitalizing our financial literacy efforts to more aptly promote our members' efforts and effectively distribute resources to aide in delivering financial education; and engaging in an in-depth review of the five Southeastern Schools which serve as the cornerstone of TBA's rich education platform.

Thank you for joining us in our travels across the state and for your tremendous support of the Association.





LEFT: Rodney Rushing and Clare Vansant of sponsor ServisFirst Bank pose with TBA's Stacey Langford in Nashville.

BOTTOM LEFT: Former TBA chairman Lee Moss, current TBA chairman John Muse, Citizens Bank's Joe Carter, and sponsor Financial PSI's Ted Frizen in Nashville.

BELOW: Congressman Scott DesJarlais spoke at the Manchester Membership Meeting.

PHOTOS BY TYLER NELSON and STACEY LANGFORD

















ABOVE: State Senator and GOP nominee for Congessional District 7, Mark Green, spoke at the Nashville meeting.













ABOVE : Congressman David Kustoff joined themeetings in Jackson and Memphis, pictured here with Phillip Renfroe, Monte Jones, and Colin Barrett.

















BELOW: Tim Burchett, GOP nominee for Congressional District 2, spoke with members at the Knoxville meeting.















The importance of change management



DARLIA FOGARTY Director of Compliance and COO. Compliance Alliance

ABOUT THE **AUTHOR**

Darlia Fogarty is a retired commissioned national bank examiner with the OCC. She contributed as a member of the Retail Credit Team, with a Compliance Designation. Darlia also holds 10 years of experience as a compliance officer/ auditor and four years as a consultant.

Financial institutions must have an effective change management process in place to analyze and respond to compliance implications of regulations and/ **or product changes.** The board of directors and senior management of the bank are at the top of the food chain when it comes to change management. It is imperative that the board and senior management group are actively setting the expectations for the institution. In order for this to happen, they must be involved any time there are changes being made to regulation or products that will result in changes inside the institution. The tone will always be set at the top and thus requires a strong board and senior management group.

The regulatory burden, just in terms of size, scope, and sheer volume of regulatory change, represents significant challenges. Changes may come from external sources, such as new regulations, or internally sources in the form of product and services changes. Banks must determine whether the current processes in place will continue to meet the expending burden caused by changes to and implementation of new regulations and/or products.

When change occurs regularly, it is important for a financial institution to determine, in a timely manner, how a new regulation could affect the daily processes of the institution, including its products and services. Similarly, the institution should also determine the impact of changing products and/or services, and how the regulation will apply. Once the impact of the change has been determined, the financial institution can begin forming action items.

Banks with strong change management processes utilize models to assist with tracking the progress of implementing changes and internal action items. Models, to be effective, should be designed with the risk appetite of the institution being considered, have the ability to include action items, and

track the progress over time. A strong change management process and the use of models can significantly reduce the risk of violations when changes are being made. Models that are designed properly aid the institution in ensuring data flows throughout the organization; making the process smooth and

When utilizing models, it is imperative that they are designed and executed properly. This can only be achieved by completing model validation to ensure the model is truly operating properly. In conjunction with a validated model, banks must set clear expectations. One way to ensure expectations are clear is to assign definitions and responsibilities. When this is done, it takes much of the guess work out of the process. The responsible party or parties are absolutely certain which area they are to concentrate on. This allows for the board and senior management to hold the party or parties accountable throughout the process. Along with assigning specific areas to the responsible parties, the institution must ensure the entire process is being monitored. This is an imperative part of the change management process, and the responsible party should be given the authority to manage the process.

Monitoring of the process will ensure strong oversight from the Board and senior management group. Oversight is important to confirm all the identified changes are made, to verify all action items have been addressed, and each responsible party has fully addressed all risk areas of the required change. Without the tracking and reporting of these activities to the board and senior management group, there would be no guarantee each area was completed, that all potential changes were made based on the action items, and that each responsible party has fully addressed all risk areas. Regular reports to the board and senior management show strong management oversight of the process.



While it is imperative that the bank identify all required changes needed, determine action items required, hold responsible parties accountable, track and report the progress; the institution can't stop there. The institution must also validate that all areas are addressed and completed, and are done in a manner that achieved the desired results.

The validation of the activities must confirm that all action items addressed are resulting in compliance. Validation demonstrates the action items assigned were done so in a well-thought-out and complete manner. A properly completed validation of the process will alert the board and senior management to any additional items needing completion to guarantee the desired results. Each institution, depending on the risk profile, will be different in their individual approaches; however, one thing will remain consistent, and that is the results. The results must be compliant and achieve the desired goal or the process will need to be refined.

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Congress makes way for reciprocal deposits



DAVID STILL Regional Director, Promontory Interfinancial Network, LLC

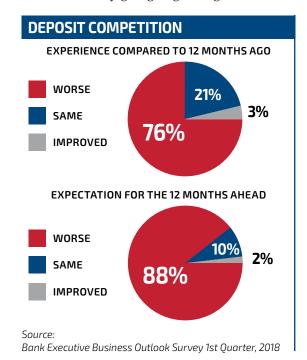
MORE FROM PROMONTORY INTERFINANCIAL **NETWORK, LLC**

Read more about the new law and about the nation's largest, most well-known reciprocal deposit services by visiting promnetwork.com. For more information, contact David Still at dstill@promnetwork.com.

A lesser-known provision of a new law just changed the market for deposits, and it could not have come at a better time for banks, especially community banks.

The provision, which is part of the regulatory relief package recently signed by President Trump, provides that most reciprocal deposits are no longer treated as brokered. As a result, well-capitalized banks can now attract more large-dollar, local relationships and, in turn, have more cost-effective funding on hand to finance lending in their communities.

In recent months, U.S. banks have been bracing for increased competition for customer deposits. According to the Bank Executive Business Outlook Survey (2018, Q1) a record number of bank respondents (76 percent) reported facing more competition for deposits over the past year and almost 90 percent believe it is only going to get tougher.1



In fact, the combination of rate hikes (more are expected later this year) and the Federal Reserve's \$1.5 trillion reduction of its balance sheet should continue to push deposit costs upward. With the Fed not re-investing the principal proceeds from maturing securities, liquidity will be pulled from the markets and banking system, reversing the impact of the first and second Quantitative Easing. And banks are bracing themselves for more competition from the nation's largest banks as well as from nontraditional players that include the likes of fintech companies, Goldman Sachs's Marcus, and the potential entry of Amazon.

Reciprocal Deposits

Fortunately, the enactment of the Economic Growth, Regulatory Relief, and Consumer Protection Act should offer banks some relief. This important new law provides that most reciprocal deposits are no longer considered brokered deposits.

Reciprocal deposits are deposits that a bank receives through a deposit placement network in return for placing a matching amount of deposits at other network banks. Although there are a number of providers, the leading reciprocal deposit placement network in the United States is operated by Promontory Interfinancial Network, LLC, which invented reciprocal deposits and offers two of the nation's largest reciprocal deposit placement services: Insured Cash Sweep[®], or ICS[®], and CDARS[®].

The Economic Growth, Regulatory Relief, and Consumer Protection Act

This new law recognizes something that many in the banking sector have long understood—reciprocal deposits behave as core deposits in that they are "sticky" (CDARS deposits reinvest at a rate of approximately 80 percent, for example) and that the institution accepting the deposit maintains the relationship with the depositor.²

Specifically, the law amends section 29 of the Federal Deposit Insurance Act so that subject to the definitions, terms, and conditions of the Act as amended:

If a bank is well capitalized and has a composite condition of outstanding or good (CAMELS 1 or 2), its reciprocal deposits up to the lesser of \$5 billion or 20 percent of the bank's total liabilities are no longer considered brokered. Reciprocal deposits over these amounts are allowed, but the incremental amount (overage) is treated as brokered.

If a bank drops below well capitalized, the bank no longer requires a waiver from the FDIC to continue accepting reciprocal deposits, so long as the bank does not receive an amount of reciprocal deposits that causes its total reciprocal deposits to exceed a specified previous average. As before, interest rate restrictions apply while the bank is less than well capitalized.

Banks now have a much larger, approved source of stable deposits that can be tapped. This means banks can help even more customers including businesses (large and small), nonprofits, municipal governments, financial advisers, and even individuals—to safeguard their funds, potentially at even higher levels. All at the same time attracting locally priced, large-dollar deposits, which can be used to reinvest in the bank's community.

Furthermore, banks can use reciprocal deposits to replace more expensive deposits, like routinely collateralized deposits that come with tracking burdens and those from listing services (generally associated with wholesale pricing and no loyal or local customer relationship).

Now is the time to act by taking advantage of this important change in banking law.

- ¹ *The Bank Executive Business Outlook Survey* is a publication of Promontory Interfinancial Network, LLC.
- ² Promontory Interfinancial Network calculates the re-investment rate as the percentage of the aggregate balance of CDARS deposits that are reinvested through CDARS within 28 days of maturity.

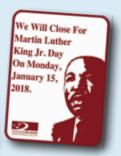
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Advantageous laws, flexibility, make Tennessee top state for trusts

The Tennessee Bankers Association is committed to providing our Trust Company membership with access to first-in-class legislative advocacy and professional development tools and resources. The TBA's trust company members are invited and encouraged to participate in our flagship trust event, The Trust & Wealth Management Conference, taking place October 18-19 in Nashville. In addition, we encourage our trust members to actively engage in our government relations efforts, including the Bank Lawyers Committee, Government Relations Committee, and the Washington Conference. To learn more about engaging with TBA, contact Amy Heaslet, EVP/General Counsel, aheaslet@TNBankers. org.

Due in large part to continual enhancement of our trust laws to remain competitive with the other leading states, Tennessee is consistently ranked as one of the top states to locate a trust. For this edition of the Banker to Banker column, we asked why, in your opinion and in addition to the favorable legal environment, is Tennessee the best state for trust business?



GREG GONZALES Commissioner, Tennessee Department of Financial Institutions, Nashville

On why trust companies are an important component of the TDFI and the administration's economic development goals for the state:

Governor Haslam and the TDFI have long recognized the importance of financial institutions to the economic welfare of Tennessee and when you look at the statutory infrastructure that the TBA and the industry have championed over a number of years, it is clear that Tennessee has been placed in a unique position to be a world class trust jurisdiction. Due to this unique opportunity and in keeping with the Governor's philosophy along with the TDFI mission of balanced regulation, the Department established a regulatory program that partnered with trust institutions and private families to allow the industry to create effective business models that met individual company needs within the bounds of prudent fiduciary practices. When you add geographic location, tax status, and the stability of the Tennessee economy and state government, it is easy to see why Tennessee has become a world class trust jurisdiction.



JOHN L. BILLINGS Vice President— Client Administration, TCV Trust & Wealth Management, Knoxville

On the key decision factors in recently transitioning their trust charter to Tennessee:

The trust business is strong in Tennessee due to the many advantages available to residents and nonresidents, which emphasizes overall investment in the state and maximizes the benefits over other states. Many advantages begin with taxes due to no income tax being levied on residents and nonresidents, no state inheritance tax, and the Hall tax on dividends and interest being stepped down and becoming fully repealed in 2021. Further, Tennessee allows trusts to be modified without going to court to correct many drafting issues since its creation. Again, this "do over" attribute is applicable to residents and nonresidents as long as the original trust is administrated in Tennessee. Lastly, with Tennessee's spendthrift trust statutes not recognizing the many exceptions for certain creditors like in other states to access a beneficiary's interest, Tennessee capitalizes on creditor protection, preserves longevity of asset investment gains, and allows Tennessee financial institutions to flourish due to the demand for their fiduciary services.



JAMIE SMITH NICHOLSON JD, CTFA Team Lead and Senior Vice President, Synovus Family Asset Management, Nashville

On the key factors for clients when considering Tennessee as a state to locate their trust:

For a number of years now, Tennessee has been on the forefront of passing laws favorable to trust and estate business (we owe a big thank you to those who got us here). This has resulted in Tennessee ranking very high in a number of categories pertaining to the taxation and administration of trusts. As one is considering where to situs a trust, some of the factors that make Tennessee an appealing choice include: Creditor protection: ability to create a self-settled asset protection trust; tax advantages: nonresident beneficiaries are not subject to state income tax on dividends and interest (the tax for resident beneficiaries is scheduled to phase out); ease of administration without court costs: nonjudicial settlement agreements and decanting; and ability to create multi-generational dynasty trusts: rule against perpetuities is 360 years. These are just a few of the many techniques available that make Tennessee a very trust-friendly state.



AMY HEASLET EVP and General Counsel, Tennessee Bankers Association

On the TBA membership benefits available for trust companies:

The TBA serves as a valuable educational and legislative resource for trust company members. Our annual conference in the fall and classes throughout the year provide in-depth, up-to-date information on the top issues affecting trust institutions as well as valuable networking opportunities with peers from across the state. Our members have also been an instrumental part in helping develop our legislation that, over the years, has led to Tennessee being one of the top jurisdictions for trust business.

Personal Economics Program Awards luncheon

Banks and bankers honored for consumer education efforts



Ceremony Sponsor



Awards Presented by





The Tennessee Bankers Association (TBA) Young Bankers Division honored outstanding banks and bankers for excellence in educating the public about personal finance, banking, and economics through the Personal Economics Program (PEP).

Increasing financial literacy and fiscal responsibility is a mission that bankers take seriously. The Young Bankers Division has been involved in these efforts in Tennessee since 1962 when they first launched a campaign to assist teachers in broadening the public understanding of banking.

From June 1, 2017, the beginning of the "PEP year," through May 31, 2018, bankers in Tennessee reached more than 164,503 people through more than 5,422 presentations to students from kindergarten through college, civic, and business organizations, seniors groups, and other consumers to help them understand personal money management, the wise use of credit, identity theft, predatory lending, and other such issues.

More than 50 awards and certificates were announced during a special ceremony at the TBA's Leadership Convention held in Memphis, Tenn., on April 16, 2018. The PEP awards, sponsored by the First National Banker's Bank, are one way of bringing public recognition and awareness of the contributions these bankers make to their communities.

2017-2018 PEP Bank of the Year

Bank of Lincoln County, Fayetteville, received the 2017-2018 PEP Bank of the Year. This award encompasses activity and programs banks participated in during the current PEP

year. In selecting an award winner in this category, the PEP Committee of the Young Bankers Division considered the following components: original presentations/programs, leadership, creativity, public relations, and results.

2017-2018 EverFi Banker of the Year

Tennessee's 2017-2018 EverFi Banker of the Year was presented to Robin Kurtz, Tennessee State Bank. This award honors one banker who has used the EverFi online platform to have an outstanding impact on improving financial literacy within their community and schools. In selecting the award winner in this category, EverFi considers the following components: abilities in generating positive relationships within the schools, active participation in the success of the program throughout the year with general and hands-on engagement, leadership, positive press, and results of the pro-

Top PEP Banker/Grand Division Awards

The Grand Division Awards are presented to the banker in each division of the state who makes the most financial literacy presentations concerning during the PEP year. The 2017-2018 Grand Division Awards went to:

- Top PEP Banker for East Tennessee—Diane Riggs, Community National Bank, Dayton
- Top PEP Banker for Middle Tennessee—Stacey Brewer, Wayne County Bank, Waynesboro
- Top PEP Banker for West Tennessee—Kathleen Turner, Commercial Bank & Trust Co., **Paris**







1. Bank of Lincoln County, Fayetteville, won the 2017-2018 PEP Bank of the Year. Stephanie Coble, Michaela Fulkerson, and Gay Dempsey were on hand to receive the award from FNBB's David Patterson and Charles Kown. 2. TBA president/CEO Colin Barrett with Robin Kurtz, Tennessee State Bank, and winner of 2017-2018 EverFi Banker of the Year. 3. PEP Banker/Grand Division Award winners were Stacey Brewer, Wayne County Bank, Waynesboro for Middle Tennessee, and Kathleen Turner, Commercial Bank & Trust Co., Paris for West Tennessee. Not pictured is East Tennessee winner Diane Riggs, Community National Bank, Dayton. 4. This year's Teach Children to Save Award went to The Farmers Bank, Portland. Justin Nipper was the representative to receive the award.

PHOTOS BY TYLER NELSON









1. Golden PEP Banker award winners included Michaela Fulkerson, Wonda Turnbo, Stacey Brewer, and Holly Reeves. 2. Certificates of Bank Dedication were given in person to Bank of Lincoln County, Wilson Bank & Trust, Wayne County Bank, and Commercial Bank & Trust Co. 3. Certificates of Banker Dedication were givien to Stephanie Coble and Kathleen Turner.

Teach Children to Save Award

Teach Children to Save is a nationwide consumer education initiatives established by the American Bankers Association. Save Day, held in April, focuses primarily on younger students and instills in them the need and desire to save by helping them differentiate between "wants" and "needs." The Teach Children to Save Award recognize the banks that made the most presentations in conjunction with each of these national financial literacy initiatives.

This year's Teach Children to Save Award went to The Farmers Bank, Portland.

Golden PEP Banker Award

The TBA presented the Golden PEP Banker Award to individual bankers who completed 75 or more presentations between June 1, 2017, and May 31, 2018. This year, 13 bankers earned this distinction:

- Wonda Turnbo, Wayne County Bank, Waynesboro—322 presentations, 7,438 contacts
- Diane Riggs, Community National Bank, Dayton—267 presentations, 3,214 contacts
- Stacey Brewer, Wayne County Bank, Waynesboro—209 presentations, 4,585 contacts
- Dorothy Howell, Wayne County Bank, Waynesboro—176 presentations, 6,124 contacts
- Elizabeth Teeftaller, Wayne County Bank, Waynesboro—174 presentations, 6,113 contacts
- Holly Reeves, Wayne County Bank, Waynesboro—165 presentations, 5,932 contacts
- Patsy Hill, Wayne County Bank, Collinwood—141 presentations, 1,588 contacts
- Dianne Butler, Wayne County Bank, Collinwood—120 presentations, 1,377 contacts
- Michaela Fulkerson, Bank of Lincoln County, Fayetteville—118 presentations, 2,500 contacts
- Linda Turner, Wayne County Bank, Collinwood—117 presentations, 1,354 contacts
- Kay Martin, Wayne County Bank, Collinwood—114 presentations, 1,340 contacts
- Mary Jane Fowler, Sumner Bank & Trust, Gallatin—109 presentations, 2,695 contacts
- Sheila Grewing, Wilson Bank & Trust, Lebanon—85 presentations, 3,153 contacts

Other awards presented at the TBA Leadership Convention were the Certificate of Bank Dedication and Certificate of Banker Dedication. The Certificate of Bank Dedication was presented to each bank with staff members who completed a combined total of 15 or more individual PEP presentations. The Banker Dedication was presented to bankers who completed 15 to 74 PEP presentations.

The Personal Economics Program, established by the American Bankers Association in 1977, is a volunteer effort of bankers working with educators and other community groups to teach consumers of all ages about personal money management skills, banks, and banking services. The Tennessee Bankers Association's Young Bankers Division began administering PEP in Tennessee in 1980. For more information about TBA's financial literacy efforts, contact T'Lanie Luu at tluu@TNBankers.org.

CERTIFICATE OF BANK DEDICATION

Awarded to each bank with staff members who complete and report a combined total of 15 or more individual (not duplicate) financial literacy presentations. One certificate is awarded to each bank's main office, not individual branches.

BANK, MAIN OFFICE CITY	BANKERS	PRESENTATIONS	
BANCORPSOUTH BANK, Jackson		100	FIRST CITIZENS NATIONAL BANK, Dyersburg 18 57
BANK OF LINCOLN COUNTY, Fayetteville	18	282	FIRST VOLUNTEER BANK, Chattanooga20
CENTENNIAL BANK, Trezevant	11	47	SEVIER COUNTY BANK, Sevierville6
CITIZENS BANK OF LAFAYETTE, Lafayette	2	15	TENNESSEE STATE BANK, Pigeon Forge
COMMERCIAL BANK & TRUST CO, Memphis	13	110	WAYNE COUNTY BANK, Waynesboro8
THE FARMERS BANK, Portland	32	86	WILSON BANK & TRUST , Lebanon

CERTIFICATE OF BANKER DEDICATION

Awarded to bankers who complete and report 15-74 financial literacy presentations

Awarded to bankers who complete and repor	rt 15–74 financial	literacy presentations		
DANIZED DANIZ CITY DECCA	TATIONS CONTACTS			
BANKER, BANK, CITY PRESEN HANNAH AGOSTINO, Wilson Bank & Trust, Smyrna 2		AMIC LICON Wilson Bank & Trust Labanan	10 73	דכ
LORI ALTMAN, Wilson Bank & Trust, Mount Juliet		AMIE LIGON, Wilson Bank & Trust, Lebanon		
		GABBY MANNING, Wilson Bank & Trust, Lebanon		
DAVID BAKER, Wayne County Bank, Waynesboro 5		·		
DEBORAH BANE, Wilson Bank & Trust, Carthage		CLARA MARLING, Wilson Bank & Trust, Lebanon		
STACEY BARNHILL, Wilson Bank & Trust, Carthage 2		JUDY MCALPIN, BancorpSouth Bank, Dresden SHANNON MCFARLIN, Wilson Bank & Trust,	. 01	03
ALLY BLANSETT, Wilson Bank & Trust, Murfreesboro1 SARAH BRAGG, Wilson Bank & Trust, Mount Juliet1		Murfreesboro	70 10	Ω1
	5	DANICA MCLAUGHLIN, Wilson Bank & Trust,	. 20 19	ופ
KATHERINE BRISON, Wayne County Bank, Collinwood	ום אר	Murfreesboro	2/1 56	6.7
COLLEEN BROTHERS, Wilson Bank & Trust,	02 207	SUMMER MEARS, Wilson Bank & Trust, Gallatin		
Gladeville	E E00	SONJA MONIZ, Wilson Bank & Trust, Gallatin		
DANA BROWN, Bank of Lincoln County, Fayetteville 2		DEBBIE MOTLOW, Bank of Lincoln County,	. 33 00	פס
STEPHANIE COBLE, Bank of Lincoln County,	داد ۱۰۰۰۰۰۰۰۰۰۰۰۰۰۰	Fayetteville	67 17	7/1
Fayetteville	11 6/17	KAREN MUCHEWICZ. The Farmers Bank. Portland	,	
SARAH COMPTON, Wilson Bank & Trust, Murfreesboro 1		KAREN OSMENT, Wilson Bank & Trust, Hermitage		
TAMMY CONNER, Wilson Bank & Trust, Gordonsville 1		SARAH PAGAL, Wilson Bank & Trust, Mount Juliet		
LORRI COOKE, Wayne County Bank, Clifton		VERONICA PAGE, Wilson Bank & Trust, Mount Juliet		
LISA CULBREATH, Wilson Bank & Trust, Carthage 1		CHRISTIE PATTERSON, Wilson Bank & Trust,	. 20 1,4.	174
KIM DILLEHAY, Wilson Bank & Trust, Gordonsville 1		Lebanon	71 17 [.]	21∩
LINDSEY DUVALL, Wilson Bank & Trust, Nashville		WHITNEY PATTON, Wilson Bank & Trust, Smyrna		
JESSIE FITTIN, Wilson Bank & Trust, Lebanon		CHRISTAL PISTOLE, Wilson Bank & Trust, Smithville		
SHAEE FLATT, Wilson Bank & Trust, Mount Juliet 1		JESSICA REEDER, Wilson Bank & Trust, Lebanon		
RACHEL FRESHWATER, Wilson Bank & Trust,	0	RENEE RODMAN, Wilson Bank & Trust, Mount Juliet		
Mount Juliet	9 976	DIANNE SCROGGINS, Community First Bank & Trust,	. 13 12	۷.
BETTY GIBBS, Wilson Bank & Trust, Carthage		Columbia	17 30	an
DALE GLEGHORN, Bank of Lincoln County, Fayetteville . 2		ROBNETTA SHERRILL, Wayne County Bank,		90
KATIE GOOCH , Wilson Bank & Trust, Hendersonville 3		Collinwood	/13 36	60
TARA GRISHAM, Wilson Bank & Trust, Carthage 1		HOLLY R. SISK , Bank of Lincoln County, Fayetteville		
LESLIE HAMLIN, Bank of Lincoln County, Fayetteville 4		ALLISON SMITH, Wilson Bank & Trust, Lebanon		
ASHLEE HAMMRICH , Wilson Bank & Trust, Lebanon 1		VIKKI SMITH, Bank of Lincoln County, Fayetteville		
MELISSA HARRIS, Wilson Bank & Trust, Hermitage 2		JILL STOREY, Bank of Lincoln County, Fayetteville		
CHRIS HAYWOOD, Reliant Bank, Columbia		KRISTEN SWAYZE, Wilson Bank & Trust, Mount Juliet		
CLAIRE HILL*, Heritage Bank & Trust, Columbia		KATIE K. TEMPLETON, Bank of Lincoln County,	. 13	00
RACHEL HOLMAN, Wilson Bank & Trust, Watertown1		Fayetteville	78 84	49
ANGIE HOLT, Wayne County Bank, Collinwood		DAWN THREADGILL, Wilson Bank & Trust, Gallatin		
TAMMY HORN, Wilson Bank & Trust, Murfreesboro 2		KATHLEEN TURNER, Commercial Bank & Trust Co,	. 23 22	_,
LAGAY HORTON, Bank of Lincoln County,	٠٠٠	Paris	58 23	345
Fayetteville5	66 731	JUNE WALKER, Bank of Lincoln County, Fayetteville		
MIRANDA JACKSON, Wilson Bank & Trust,	,0	KELSEY WEATHERFORD, Wilson Bank & Trust,		_0
Mount Juliet	5489	Gallatin	16	38
STANLEY W. JEAN, Bank of Lincoln County,	311111111111111111111111111111111111111	JENNIFER WHITENER, Wilson Bank & Trust,		
Fayetteville	² 6355	Lebanon	. 77 3.4	417
FAITH KEEL, Wilson Bank & Trust, Smyrna		JANET WILKERSON, Bank of Lincoln County,		,
MELISSA KELLEY, Wilson Bank & Trust,	.5	Fayetteville	72 14	147
Murfreesboro	71	LISA WILLIAMS, BancorpSouth Bank, Dresden		
JOYCE KELLY, Wilson Bank & Trust, Alexandria		KARLIE WILSON, Wilson Bank & Trust,		
KRISTINA KEMP, Wilson Bank & Trust, Mount Juliet 2		Murfreesboro	. 15 17	72
SAMANTHA KIRBY, Wilson Bank & Trust, Carthage 2		KAREN WITHERS. Wilson Bank & Trust.	17.	-
MADISON LANCASTER. Wilson Bank & Trust.		Mount Juliet	. 18 17	74
Hartsville	201.428			
2311112				

The Southeastern School of Banking

Thirty graduates from intensive school dedicated to developing the analytical skills and management techniques

The Southeastern School of Banking (TSSB), held for the fifth year at Belmont University, conducted another strong session in July.

The first- and second-year sessions met concurrently July 15-20, with 49 students enrolled in the first-year class and 30 graduating as the class of 2018 at the end of their second year.

TSSB is an intensive, intermediate-level banking school dedicated to developing the analytical skills and management techniques of higher-ranking staff or junior- to mid-management bankers.

"The banking industry continues to change at a rapid rate, both from technology and ever-changing regulations that banks must navigate," said Colin Barrett, president of the Tennessee Bankers Association. "Our Southeastern School of Banking provides the kind of high-level training that our graduates can take back to their banks, helping not only themselves but also others who they manage or work with."

Bankers attending the school received 80 hours of classroom instruction in two sessions over two years. In addition to traditional banking classes, students participate in The Stanford Bank Management Game, a computer bank-simulation model that reflects current banking trends, including capital adequacy, cost of funds, valuation of equity, fee income and increased lending risk. The bank-simulation program provides students a real-world bank management experience.

Honors and Scholarship Recipients

Each year, the school recognizes graduates ranking in the top 10 percent of their class. Honors this year went to:

- John Markham, CapStar Bank, Nashville
- Mark Herren, Tennessee Department of Financial Institutions, Cookeville
- Daniel Watson, First Community Bank of Tennessee, Shelbyville

Class rankings are based on student performance in several areas—final exams for years I and II, an exam on the Stanford Bank Management Game, four home study problems, bank projects, SIM performance, and faculty evaluations.

In addition to TSSB's honors recognition, each year one outstanding student is selected based on multiple criteria as the recipient of a scholarship covering first-year tuition at the Graduate School of Banking at LSU. This year's scholarship recipient is **Dustin Boroughs**, Decatur County Bank, Decaturville. The recipient is selected based on school performance, instructor evaluations, and committee interviews.

2019 TSSB Enrollment

Invest in the future of your bank and enroll qualified candidates in The Southeastern School of Banking.

The 2019 concurrent year I and year II sessions are scheduled for July 7-12. If you would like more information on TSSB or any of TBA's three Southeastern Schools of lending, please visit TNBankers.org or contact Monique Jenkins, via email at *mjenkins@TNBankers.org*, or by phone at 615-244-4871.

2018 TSSB YEAR TWO GRADUATES

TAMMY ASBERRY, People's Bank and Trust Company of Pickett County, Byrdstown

APRIL ASHE, The Hardin County Bank, Savannah ANDY BAKER, BB&T, Cleveland

HALEY BALLEW, Commercial Bank, Harrogate JILL BOOKER, Wilson Bank & Trust, Lebanon

**DUSTIN BOROUGHS, Decatur County Bank, Decaturville

ANDREW BROCK, The First National Bank of Middle Tennessee, Mc Minnville

DAVID BURNS, Traders Bank, Tullahoma

REATHEL CAMPBELL, Newport Federal Bank, Newport

LAUREN CANNON, InsBank, Nashville

ZACH CARTER, Citizens Bank of Lafavette, Lafavette

ERICH CHADWICK. Reliant Bank. Nashville

ROSS GARRISON. The First National Bank of Middle Tennessee, McMinnville

ASHLEY HANNE. Reliant Bank. Nashville

*MARK HERREN, Tennessee Department of Financial Institutions, Cookeville

DREW JORDAN, Tennessee Department of Financial Institutions, Nashville

MARY KEENE, The Citizens Bank, Hickman, KY

CHEENA KELTNER, Tennessee Department of Financial Institutions, Nashville

*JOHN MARKHAM, CapStar Bank, Nashville

KELLY MARTIN, Traders Bank, Tullahoma

DAVID MOWELL, Citizens Bank, Elizabethton

ADAM REYNOLDS, Volunteer Federal Savings Bank, Madisonville

BRYAN SCHIMMING, Newport Federal Bank, Newport MARY SMITH, Decatur County Bank, Decaturville RICHARD SMOTHERMAN, Bank of Dickson, Dickson JASON STANSBURY, Citizens National Bank, Sevierville ZAC VALENTINE, Newport Federal Bank, Newport BETH WARBRITTON, Decatur County Bank, Decaturville *DANIEL WATSON, First Community Bank of Tennessee, Shelbyville

KRISTIN ZBOZIEN, TriStar Bank, Dickson

- * Denotes Honor Graduate
- ** Denotes Graduate School of Banking at LSU Scholarship Recipient

2018 TSSB YEAR TWO STUDENT PROFILE

EDUCATION (Highest Level Achieved) High School
YEARS OF BANK EXPERIENCE Less than 1 year. 4 1 to 5 Years. 10 6 to 10 Years. 8 11 to 20 Years. 5 20+ Years. 3

SIZE OF BANK'S ASSETS Under 50 million1 101 to 500 million 15

501 million to 1 billion 8

GENERAL PROFILE DATA

Female Students	.13
Male Students	.17
Tennessee Students	29
Kentucky Students	1



2018 TSSB year two graduates











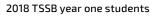
















Community banks and SBA 504 lending: Marketing and credit benefits



EDDIE FITZGERALD Executive Director, South Central Tennessee Business Development Corporation



THOMAS WALLACE President, IDS Corp.

The U.S. Small Business Administration's (SBA) 504 product provides a way for community banks to offer below market, long term, fixed rates to prospects while controlling their exposure and mitigating their credit risk. Best of all, the mundane task of navigating the application process and the burden of complying with program regulations rests with another party, which is licensed by the SBA, known as a Certified Development Corporation (CDC).

The SBA 504 loan is a two-step process. In step one a bank makes a bridge loan to acquire or construct a capital asset. In step two, that financing converts to a permanent loan structure upon completion and or clear title. The local bank retains a senior loan secured by the capital asset. The SBA/CDC makes a junior loan directly to the borrower that is subordinately secured by the same asset and reduces the bank's exposure. The SBA/CDC loan is funded through the sale of a federally guaranteed debenture into the secondary market, which enables the long term, fully amortizing, fixed rate structure. The result is a well secured conventional loan for the bank and a customer that is shielded from interest rate risk. The basic product structure is outlined in figure 1.

STEP1	STEP 2
Acquisition or Construction	Conversion to Permanent Financing
Bank funds 80-90 percent of project costs following issuance of Authorization. (1)	Bank converts 50 percent of project costs to permanent structure secured by a senior lien on capital asset. ⁽³⁾
Borrower injects 10 percent – 20 percent ⁽²⁾	SBA/CDC funds a loan to borrower for 30–40 percent of project costs secured by a junior lien on capital asset. (4)

- 1. Acquisition or construction loan is secured by project assets. Terms are generally three years or less with variable rate pricing. Any base or index may be used, but total rate generally may not exceed WSJP + 6% and must be within state legal requirements.
- 2. Borrower may inject cash or land previously acquired. Injection may be borrowed, subject to restrictions, and source of injection must be evidenced at the time of application. Land is contributed at cost unless owned more than two years, then appraised value will be applied.
- 3. Rate on permanent financing may be adjustable, but may not exceed WSJP + 6 percent. Term of permanent financing must be at least 10 years with 20 or 25-year debenture and at least seven years when a 10-year debenture is applicable.
- 4. SBA terms (10, 20 or 25 years) are determined by weighted average remaining economic useful life of assets financed. SBA loans from a CDC are secured by a junior lien on project assets. Pricing is determined at auction. Historical rates for 10 and 20-year debentures may be found at www.504Loan. org or accessed directly at http://sctdloans.org/wp-con tent/uploads/2018/07/20YR504DebentureHistory.pdf

FIG. 1



Benefits accrue to both the bank and the borrower:

- Minimize the regulatory and compliance issues associated with SBA loans
- Sound credit structure with low LTV and co-operative junior lienholder
- Low long term fixed rate and fully amortizing structure on the junior loan
- Lower equity injection requirement preserves working capital for borrower
- Manage CRE, industry, or geographic concentrations
- Bank loan is priced at locally prevailing market rates, blended rate offers marketing opportunity
- Manage liquidity as loans can be table funded by or sold into a secondary market

The secondary market for 504 first position loans is an opportunity to place a loan with an institutional lender. Sales are conducted on a nonrecourse basis to the originating lender and can earn premiums, which can be accounted for as current period income. This is a very effective way to manage risk exposures in commercial real estate or industry, while preserving depository relationships. 1

¹Thomas Wallace and Jordan Blanchard, Secondary-Market Opportunities in SBA 504 Lending, The RMA Journal (Philadelphia: May 2017), 16-20.

The SBA 504 lending product benefits both the bank and the borrower.

PHOTO BY SHUTTERSTOCK

Increasing fee income without raising fees



SEAN PAYANT Chief Consulting Officer, Haberfeld

ABOUT THE **AUTHOR**

Sean C. Payant, Ph.D., is chief consulting Officer at Haberfeld, a data-driven consulting firm specializing in core relationships and profitability growth for community-based financial institutions. Sean can be reached at 402.323-3614 or seanāhaberfeld.com.

Over the last 10 years the banking industry has seen a steady decline in fee income associated with checking accounts—community banks under \$10B have seen a 32 percent decline and banks over \$10B have seen a 45 percent decline in fee income when compared to a 2008 **baseline.** Many institutions are raising fees. Should you?

One option: start adding minimum balances in order to get additional income from your current customers. Following the lead of big institutions, some community banks have tried to make up fee income by instituting additional account fees with disappointing

In 2010 prior to the implementation of the Dodd-Frank changes related to retail debit cards and overdrafts services, an extremely profitable-midsize bank in the northwest decided to implement a \$9 per month service fee on checking accounts. Their fee income dropped dramatically and attrition went up substantially. In a public statement, the CEO ultimately stated the bank had made a mistake; however much of the damage was already done. If monthly service charges aren't the answer, then what is?

As community bankers, we need to look through the lens of the prospective customer. One of the primary reasons consumers switch banks is to eliminate monthly checking account service charges. The majority of consumers still do not want to pay for a checking account. Price matters.

Understand Capacity

Understanding capacity is one of the biggest challenges in the banking industry. Banks have very high fixed costs and very low marginal costs. Each branch is an expensive "factory" that is running at 15-40 percent capacity, 50 percent if you're lucky. The typical community institution averages 1,000-1,200 core relationships per branch. The big banks average 3,000-5,000 per branch. If you have factories running at 30 percent capacity, your primary objective should be to fill the excess capacity by serving more customers.

Client data shows marginal expenses (core processor, account servicing, etc.) for the next core customer are approximately \$30-\$50 per year, but each new core customer generates approximately \$300-\$500 in revenue each year. Excess capacity allows us to look at each new customer as a marginal investment who can spin off multiples in revenue.

While not all customers drive the same level of fee income, it is important to create and grow primary financial institute (PFI) relationships. After analyzing millions of core banking relationships, over many years—the data shows for 73 percent of customers the checking account is the foundation of the relationship, creating opportunities to provide additional products and services.



Understand Risk - Remove Ineffective Filters

Most financial institutions use some type of screening service during the account opening process. Banks need to understand these services only report negative information, which is rarely updated. Client data consistently shows these systems are not doing what banks think they are doing—reducing fraud. They are, in fact, reducing opportunities to grow fee income by turning away customers who value overdraft services.

What other filters are you using? Credit scoring? Stop it. There is no viable reason to evaluate a credit score prior to opening a checking account. How many forms of ID do you require to establish a relationship? One government issued, unexpired ID should be sufficient as long as consumers can provide their Social Security number (not their Social Security card), physical address (does not need to match the address on the ID) and date of birth. Are you in compliance or well beyond? Think through why your bank is saying no today and develop strategies to say yes more frequently.

Review OD/NSF Services Policies

Provide everyone with up to \$100 of overdraft credit at account opening. People who value this service will not wait 30- or 60-days to utilize it. Be there when your new customer needs you.

We analyzed the subsection of new customers who had an overdraft in the first 30 days. We found over a seven-month period banks were seeing a 51 percent closure of accounts where the bank required a 30-day waiting period. We then looked at banks that paid overdrafts early within the first 30 days. There was only a 36 percent attrition rate, meaning 64 percent of the new customers were still active and 79 percent of them continued to utilize overdraft services.

Banking is a business of high fixed costs with low marginal costs for the next customer and high additional revenues. Nearly every bank has tremendous capacity. In addition, client data continues to show more accounts equal more profitability and opportunity. The focus should be on growing core customers and making sound decisions in the process.

People on the Move

Have information from your bank about promotions or branch news? Send it to Lila Griffin at Igriffin aTNBankers.org.

The Bank of Waynesboro, Lawrenceburg, has named Chris Beckman as an officer/lender at the North Locust location of Community Bank of Lawrence County.



BECKMAN

CedarStone Bank, Lebanon, has added Cindy Harel to their mortgage team.



HAREL







HAMMERBACHER

TITTLE

Citizens Bank, Elizabethton, has promoted Scott Hammerbacher to senior vice president, senior compliance officer: Jonathan Hart to vice president/compliance and BSA officer; and Canada Sims to assistant vice president/Lenoir City branch manager. In addition, the bank has named **David Lane** as vice president, retail bank sales manager; and **Brooke** Tittle as vice president, and serving as commercial relationship manager throughout Bristol, Tenn., and Va.



MCBRIDE





OLIVER







Commercial Bank & Trust Co., Paris, has promoted Deven McBride to agricultural credit analyst; Tina Dillingham to assistant vice president; and Leann Oliver to assistant vice president. The bank has named Emily Walker as senior vice president; Rod L. James as business development officer; and Donnie Walton to the bank's Union City operations.

Community Trust Bank, La Follette, has named April Chitwood as a commercial loan officer.



Fifth Third Bank, Nashville, has promoted Clay Evans to retail regional manager, leading 12 financial centers in Nashville. The bank has welcomed Rebecca Hetzer as vice president, regional credit team leader in Tennessee and Kentucky; and Nicole Mathews as a mortgage loan officer.







GARRETT

FirstBank, Nashville, has named Keely Hall as the city president in Franklin, working at Five Points financial center; Scott Garrett was named city president of the Cookeville and Smithville locations; and Jason Jones was named as the financial center manager at its Farmers Bank of Lynchburg location.

First Commerce Bank, Lewisburg, has named **Eddie Wiles** as chief executive officer effective July 1,



MARSH AND WILES

replacing Bill Marsh, who will continue as chairman of the board and as an executive officer on a part-time basis.

First Community Bank of the **Heartland Inc** has promoted Kim Evans Wheat to branch manager of the Martin office.



EVANS WHEAT

First Farmers and Merchants Bank, Columbia, has named Shelda Oualls as business development coordinator for Hickman County.



QUALLS

Bank Notes

First Freedom Bank, Lebanon, has named **Clark Harrington** as a relationship specialist.



HARRINGTON

First Tennessee Bank, N.A. has promoted **Darin** Johnson to senior vice president and credit risk manager for government lending programs.



JOHNSON

Pinnacle Financial Partners, Nashville, has welcomed Holly Butler as senior vice president and financial advisor for the Franklin Carothers office.

Reliant Bank. Brentwood, has named Crystal Glenn as vice president, business development officer in Rutherford County.



Reliant Bank. Brentwood, has named Richard Stone as senior vice president, **Rutherford County** market president.



STONE

ServisFirst Bank, Nashville, has named Britney McCoy as a commercial client relationship associate.

Sevier County Bank, Sevierville, has named David Howard as the senior vice president of commercial lending.

SmartBank, Chattanooga, has welcomed Tony Kirkland, Jr. as vice president, regional credit officer in the Chattanooga area.



KIRKLAND

Wilson Bank & Trust, Lebanon, has promoted Stephen Jaquish to director of technology.



JAQUISH



American Bank & Trust of the Cumberlands, Livingston, has partnered with Tennessee Tech College of Business to form a Student Advisory Board for the bank. The 12 students selected by a competitive process for the board, along with AB&T executives, are: (front row, left-to-right) Joshua Hitchcock, Raymond Chan, Chase Womble, Nathan Olmstead, Brady Morgan (back row, left-to-right) Molly Williams, Marty Maynord, CEO, CFO of AB&T; Serena Campeau, Maverick Melton, Wendi Wheeler, Jonathan Terry, Victoria Chaplin, Ryan Smith, president of AB&T; and Jessica Miranda.



The Bank of Milan in Medina celebrated its 20 year anniversary by offering a hotdog and hamburger lunch, and customers registered for a chance to win a new grill.

Bank Notes, continued



Maryville's CBBC celebrated 45 years' anniversary on National Handshake Day and uploaded some vintage photos with customers from past years.



Robertson County Mayor Bradley presented a proclamation to Community Bank & Trust's Johnnie Marlin, who retired.



MARLIN

Decatur County Bank, Decaturville, has opened a new branch office, WestTN Bank (1270 Union University Drive, Unit D), Jackson.

FirstBank, Nashville, celebrated a remodel and expansion re-opening in Fairview and a renovated branch re-opening in Smithville in July.

FNS Bancshares Inc., Scottsboro, Ala., has agreed to acquire Fort Oglethorpe, Ga.,-based Catoosa Bancshares Inc., parent of Capital Bank, in an all-cash deal. FNS Bancshares, operates two Tenn. branches in Ardmore and Nolensville, acquired through the Aug., 2017 purchase of **Peoples State Bank of** Commerce.



First Tennessee Bank, Nashville, officials last week welcomed customers, co-workers and friends to celebrate the grand re-opening of their main office in the Nashville City Center tower and to meet the new branch manager, Olivia Ruiz-Branman.

Knoxville's SmartFinancial has acquired Maryville's Foothills Bancorp Inc. in a deal valued at \$36.2 million. Foothills Bank & Trust will merge into SmartBank, resulting in consolidated assets of more than \$2.2 billion after the deal closes, which is expected in the fourth quarter.



Knoxville's The Trust Company's Debra Ralls, formerly EVP, COO, CPA, retired after 30 years.

Community Corner

If your bank's Facebook page has highlights from community involvement, tag @TNBankers in the post to possibly get it published in The Tennessee Banker magazine.

Athens Bancshares Corp. and Athens Federal Community Bank's Athens Federal Foundation was recognized by Inside Philanthropy stating that local foundations and community banks such as Athens Federal Foundation "are the quiet backbone of our nation's small communities." Athens Federal Foundation was created from a 2009 stock conversion, serving six counties in East Tennessee, and supports and funds a wide variety of projects in the communities that it serves. In 2018, the foundation will award at least \$134,000 to area charitable organizations.



BancorpSouth Bank, Covington, made a donation to Dyersburg State Community College to provide program assistance and scholarships. Those attending the check presentation were Dr. Jamie Frakes, DSCC dean of the Jimmy Naifeh Center at Tipton County, Dr. Karen Bowyer, DSCC president; Ralph Cousar, BancorpSouth, Covington market president, and Don Myers, **DSCC** vice president.



The Bank of Fayette County, Piperton, has donated \$5,000 to Braden Fire Department Rescue Dive Team to complete the fundraising effort for a new boat motor.



The Bank of Lincoln County, Fayetteville, has made a \$1,000 contribution to support the restoration of The Fountain, a century-old statue, originally dedicated by the United Daughters of the Confederacy.



Citizens National Bank, Sevierville, provided lunch for the children and officers at Sevier County Sheriff's Department Kids Camp.



FHLB directors Jim England of Decatur County Bank and Sammy Stuard of F&M Bank joined Pinnacle Financial Partners to deliver a check to @HabitatNash for \$850,000 of Affordable Housing Program funds. Nashville Habitat will use this funding to help construct 40 single-family homes.



First Commerce Bank's Lincoln County President Jeff Whitmore and Senior Vice President Jai Eason were the grillmasters at the Fayetteville/ **Lincoln County** Senior Citizen Center fundraiser, where more than \$2,500 was raised for the agency.

Community Corner, continued

A group of East Tennessee banks (First Tennessee Bank, Home Federal Bank, Pinnacle Financial Partners, Regions, SunTrust, and U.S Bank), have come together with government and community organizations to form BankOn East Tennessee with a mission to connect those with little or no bank experience to safe, affordable banking options.





First Federal Bank, Dickson, hosted an appreciation picnic lunch for all law enforcement, fire, and emergency personel.

















The First Tennessee Foundation has made donations to these Middle Tennessee agencies: Davis House, Franklin; The Help Center, Nashville; St. Luke's Community House, Nashville; Hard Bargain Association, Franklin; Nashville Public Library Foundation; and Nashville's Urban Housing Solutions and Dismas House.



First Tennessee Bank, N.A. presented a First Tennessee Foundation grant to the Kingsport Chamber Foundation to support various community activities and programs in Kingsport as well as a donation to the Town of Jonesborough to support Heritage Alliance.



First Volunteer Bank, Knoxville, has partnered with The Alzheimer's Association to raise awareness in the Knoxville area. FVB's Melissa Bingham, AVP, market leader, is the 2018 event chair for the Walk to End Alzheimer's October 13 at Zoo Knoxville. The bank participated in a cookout with area colleges, Medic Blood Bus, and many customers.



Memphis's IBERIABANK team financed several home repair projects in partnership with Service-Over-Self, with a three-fold mission—to provide critical home repairs in Memphis neighborhoods, to host home repair camps for students, and to offer leadership development opportunities for urban youth.





In Cleveland, Pinnacle Financial Partners, Nashville, and the Nashville Soccer Club have joined forces, with PFP agreeing to be a corporate partner and the official broadcast presenting sponsor of the club.



Mount Pleasant has a new "welcome visitors" sign in its downtown district, thanks to Reliant Bank's branch manager Bedford Smith, who entered a contest and won the privilege to create the mural.

Simmons Bank associates in Goodlettsville annually collect blankets and stuffed bears for the Goodlettsville Police department, who keep the bears and blankets in their cars to give to children involved in emergencies.



SmartBank, Cleveland, participated in the 2018 Habitat Women Build Event.



Synovus Bank, Nashville, team sorted and boxed nearly 6,000 pounds of food at Second Harvest Food Bank of Middle Tenn., which will help deliver almost 5.000 meals for individuals.

U.S. Bank, N.A. teamed up with the CMA Foundation to spread their nationwide music education campaign and brought it to Nashville during #CMAFest.



Wells Fargo, N. A., Nashville, has presented a \$50,000 grant to Westminster Home Connection to make 68 homes structurally sound for seniors and people with disabilities. This LIFT the Block grant was awarded as part of Wells Fargo's Neighborhood LIFT program and launched in the fall of 2017 for Nashville homebuyers and to support much-needed renovation efforts, allowing residents to continue living in their homes. With down payment assistance grants, Wells Fargo will help create more than 200 homeowners in the Nashville area.

New Associate Members

The following companies have joined the Tennessee Bankers Association as associate members. TBA's associate members deliver valuable products and services that help Tennessee's financial institutions serve their customers. In addition, they provide considerable support to TBA efforts and programs. You will find a complete list of TBA associate members on the TBA website at TN-Bankers.org or in a special section of the 2018-2019 Bankers Directory. If you have questions about TBA's associate members, please contact Stacey Langford at slangfordaTNBankers.org.

BANK EQUIPMENT/SUPPLIES

107 Schuler Dr

Bardstown, KY 40004-3201 Phone: 502-350-1000 Toll-free: 877-843-4782 Fax: 502-350-1002 www.qsibanking.com

Contact: David E. Stiltner – david.stiltner@qsibanking.com

QSI sells service and install alarm and CCTV systems, ATM's, cash recycler's, ITM's, Vaults and cash safes, drive thru equipment, currency and coin counters. QSI is an authorized NCR sales and service provider.

INFORMATION TECHNOLOGY

5112 Bobby Hicks Hwy Gray, TN 37615-6217 Phone: 423-283-0543 Fax: 423-282-8887 www.bcti.com

Contact: Amanda Hall Hyatt - ahall@bcti.com

Tennessee-based IT Service Co. specializes in business continuity, security, high availability, Microsoft learning partner, network and system solutions.

SECURITY SERVICES

AmberBox Gunshot Detection

515 4th Ave S

Nashville. TN 37210-2017 Phone: 615-645-3949 www.amberbox.com

Contact: Blake Hankins – blake.hankins@amberbox.com

AmberBox Gunshot Detection is designed to protect lives in an indoor active shooter incident. Preparation and training are crucial, but in an active shooter situation, the most important factors are a quick and accurate response. AmberBox improves the three critical elements in an active shooter incident: Response time—5 minutes is the average time taken to call the police following a gunshot. AmberBox removes human error and delivers immediate and precise detection and notification in 3.6 seconds, while automating the 911 call. Operational intelligence - Automatically link all key security personnel into a conference call with local police, and provide real-time situation notifications through SMS, email and the response platform, providing operational intelligence on rapidly evolving events. Automate the response - Integration with any security system vendor (access control, VMS, mass notification etc.), facilitating an immediate response with pre-programmed security features anytime, anywhere. When precious minutes can make a significant difference to attack severity, AmberBox Gunshot Detection enables first responders to arrive on scene faster, equipped with the vital information needed to contain threats and mitigate casualties.

Featured Events

OCTOBER 17

WOMEN IN BANKING CONFERENCE

TBA Barrett Training Center, Nashville

Early Registration Deadline: October 3

TBA Member/Associate Member Registration: \$300 TBA Contact: Sheena Frech, shrechaTNBankers.org

Join us for the third annual Women In Banking Conference, devoted to the development of Tennessee women in bank leadership. Successful representatives from Tennessee's financial institutions and women from other affiliated professional groups will share their expertise, experience, and knowledge to help you become a future leader. You will have an opportunity to network with other professional women and discuss similar challenges and solutions. Make plans now to attend and discover inspiration and empowerment.

















EMPOWERING WOMEN

3000

OCTOBER 18 & 19

TRUST & WEALTH MANAGEMENT CONFERENCE

TBA Barrett Training Center, Nashville

Early Registration Deadline: October 4

Hotel Deadline: September 26

TBA Member/Associate Member Registration: \$345 TBA Contact: Penny Powlas, ppowlas@TNBankers.org

The Trust & Wealth Management Conference is the annual meeting for TBA members working in the trust area. Under the director of Trust Committee Chairman Jamie Nicholson, the program includes discussion on the key concepts of the Tax Cuts and Jobs Act; how to work with high net worth families; and more. The event also features a dinner followed by an intimate performance by some of Nashville's acclaimed songwriters.

Thank You Sponsors









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Employment Opportunities

POSITION WANTED

1801-3 (M) CHIEF FINANCIAL OFFICER

Experienced community bank executive with ten years' experience as a Chief Financial Officer. Certified Public Accountant with broad experience in bank accounting and financial reporting, capital and strategic planning, budgeting, forecasting, data analysis, risk management, asset/ liability management, and information security program and vendor management. Prior experience in risk management and internal audit with SEC companies (both bank and non-bank), including financial reporting and Sarbanes Oxley Compliance. Contact: tnbankcfo@gmail.com or 256-924-9487.

POSITIONS AVAILABLE

1808-3 (M) COMMERCIAL LOAN OFFICER

Tennessee State Bank has an immediate opening for a Commercial Loan Officer in Knoxville. TSB is a locally owned and operated community bank, founded in 1972 and headquartered in Pigeon Forge. It is committed to meeting the needs and requirements of the customers and communities it serves. The preferred candidate will have a 4-year degree in a business-related field and 10 years' experience in CRE/C&I lending. Additional qualifications include a successful business development background: excellent credit underwriting knowledge; above average communication skills; sales and computer skills; and a strong desire to be involved in community events and activities. The Commercial Loan Officer will be responsible for developing new business, underwriting, structuring and closing commercial loans; and maintaining and servicing an existing portfolio. TSB has an excellent benefits package; with 100% paid medical, dental and vision for the employee; 401(k) and more! Tennessee State Bank is an Equal Opportunity Employer; all qualified applicants will receive consideration for employment without regard to race, color, religion, sex, sexual orientation, gender identity, national origin or disability. Qualified candidates send resumes to cqoff@tnstatebank.com.

1807-22 (M) LOS HELP DESK MANAGER

Exciting opportunity in Banking services located in 4th nationally ranked 'Best Place to Live in 2017' Franklin, TN. INTEGRA Software Systems, a provider of loan origination software, is seeking a highly motivated individual to join our team as an Application Help Desk Manager. The Application Help Desk Manager oversees the planning, implementation and tracking of client reported issues regarding INTEGRA's loan origination software. DUTIES/RESPONSIBIL-ITIES: Manage and further develop help desk

processes and procedures for effectiveness and efficiency; Perform specific help desk functions (i.e. phone, email, and ticketing responses, as well as, working specific issues to their closure) all in support of INTEGRA's clients. EXPERIENCE: Experience with consumer, commercial and/or mortgage lending through a bank or credit union is required; experience using Windows based software is required; experience as a help desk manager is a plus. SKILLS: To perform this job successfully, ideal candidates should possess: intermediate to advanced knowledge of consumer, commercial and/or mortgage lending principles; excellent verbal and written communication skills; strong work ethic; desire and ability to learn software programs; professional demeanor; ability to work effectively with others in a team environment; ability to multi-task effectively and efficiently. Competitive salary with benefits offered (Health, Dental, Vision, 401K, PTO, etc.). INTEGRA Software Systems is an Equal Opportunity Employer. Qualified applicants should send their resumes to: resumesa integra-online.com

1807-14 REGIONAL DIRECTOR - TENNESSEE

Pathway Lending is a fast growing nonprofit and a national leader in Community Development Lending. Every day, we work with entrepreneurs to understand their professional opportunities and organizational challenges. Join us and see how our flexible loans and innovative educational services can support their goals, grow their business, and create meaningful impacts in communities across Tennessee and Alabama. Since 1999, we've helped hundreds of businesses grow, loaned \$150+ million, and provided 32,000+ hours of coaching. We've gained a prominent voice as a leader in mission-driven lending and as a strong partner with local, state, and federal agencies that we hope to leverage in the next phase of our growth. With total lending assets approaching \$100 million Pathway Lending has become one of the largest business focused CDFIs in the country. Pathway Lending is expanding its lending operations and is searching for an experienced lending professional with a track record of developing relationships with financial institutions, referral partners and public and private stakeholders. The successful candidate will have great passion for helping entrepreneurs access capital and achieve their business goals. Regional Director: While we believe Community Development Financial Institutions (CDFIs) like Pathway can be a game changer for economically underserved entrepreneurs and communities. It's still a new concept so many people don't realize how powerful we can be. It will be your job to introduce public and private stakeholders, as well as small businesses owners, to the lending and support resources we can provide. Reporting to

the Sr. Vice President, this new position will lead the small business lending division. The Regional Director in collaboration with the SVP will be responsible for developing and implementing a business strategy. Additionally, the Regional Director will be responsible for identifying business opportunities for Pathway Lending consistent with its mission, values and vision. As Regional Director you will be a primary representative of Pathway Lending. You will work with our public and private partners to market the availability of capital for underserved small businesses, as well as meeting with potential clients to determine credit worthiness and capacity. Additionally, you will be responsible for managing other lenders and developing collaborative relationships with banks, resource providers, and public and private stakeholders. You'll be a relentless idea generator, thinking of new, creative ways to expand our presence and get our brand out. Your impeccable storytelling skills will shape our message and tell our clients' stories to connect with the right audience at the right time, building on the foundation we've already lain. WHAT EXPERIENCE YOU BRING: Extensive relationships with the banking community. Proven ability to manage teams of business development professionals. Proven ability to develop and maintain relationships with lending partners and public and private stakeholders. Proven ability to assess creditworthiness and business opportunities. Strong oral and written communications skills and experience in public speaking. Strong organizational and time management skills and proven ability to assimilate data and report data to stakeholders in a concise manner. Prior experience in a public facing role and willingness to be the "face" of Pathway Lending. Strong understanding of community investment activities and community development including CRA knowledge. WHAT YOU'LL DO: Develop a business strategy for growing loans outstanding and increasing available loan capital. Develop a strategy to market Pathway Lending and our services to small business owners, bank partners and stakeholders. Meet with potential clients to assess creditworthiness and business opportunities. Oversee and mentor a team of business development professionals. A FEW THINGS TO CONSIDER: Pathway is focused on growing the number of small businesses we provide loans to and helping those businesses grow and create jobs. What strategies would you recommend to achieve this goal? Pathway would like broad geographic dispersion of our loans to include rural and urban areas. What suggestions would you have to grow lending not only in urban areas but, especially to businesses outside of the three MSA's of Tennessee? Pathway Lending provides business loans to a target market that includes African-American business owners and businesses located in low and moderate income communities. How would you ensure our message reaches these populations? AT-A-GLANCE "MUST HAVES": 10+ years of experience in lending and relationship development. Strong relationships in banking and public and private sectors that support economic development. Management and leadership experience. Extensive experience in credit evaluation and consultative sales of credit products. Focus on customer service. Strong written and oral communication skills. A curiosity to understand entrepreneurs' opportunities and challenges. A passion for helping people. THINK THIS IS THE RIGHT OPPORTUNITY FOR YOU? Please submit a resume and cover letter to Lisa.Guzda@ PathwayLending.org. Applications received by September 15, 2018 will get preference. If your background and experience align, you will be asked to complete a short-answer questionnaire and submit a sample of your work. Next, if you are chosen as a finalist, you will first be interviewed by The Gabriel Institute and then

by Pathway. The final step in the hiring process will be to arrange personal reference calls to confirm details of your work history and performance. Salary commensurate with experience. Please email Lisa. Guzda @PathwayLending.org.

1806-9 (M) RELATIONSHIP BANKING **SPECIALIST**

FULL TIME SHIFT: Monday-Thursday; 8:00 a.m.-5:00 p.m. Friday's 8:00-6:00pm- Saturday 9am-2pm. SALARY RANGE: \$21,831.00-\$34,590.00. LOCATION: Jefferson St. SUMMARY: The position of Relationship Banking Specialist is responsible for performing routine and intermediate branch and customer services duties: accepts retail and commercial checking and savings deposits; processes loan payments; cashes checks and savings withdrawals; assists with night depository duties; processing all new account transactions; assisting customers in their selection of various accounts and financial services; cross-selling the Bank's products and services; opening, maintaining and closing of

all account types; performing branch clerical duties; promotes business for the Bank by maintaining good customer relations and referring customers to appropriate staff for new services. Assures compliance with all Bank policies and procedures as well as all applicable state and federal banking regulations. Visit TNBankers.org for the full job description. Qualified applicants can send resumes to Patricia Mays at pmaysa bankcbn.com or fax them to 615-320-0627.



Tennessee banks and associate members may list positions free-of-charge as a benefit of their membership in the Tennessee Bankers Association. Those interested in placing an ad or replying to position openings (refer to position number) should direct their inquiries to Penny Powlas at ppowlas@TNBankers.org, or 800-964-5525 or 615-244-4871. View more positions at TNBankers.org/jobbank.

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SNL Financial + S&P Capital IQ is now S&P Global Market Intelligence.

Complex markets and evolving regulatory demands mean that the definition of success is always changing. Stay one step ahead of the competition with banking insight from SNL Financial and credit risk and surveillance tools from S&P Capital IQ.

Now operating jointly as S&P Global Market Intelligence, we offer the industry's deepest data, sector-focused news, and powerful analytics.

spglobal.com/marketintelligence

S&P Global Market Intelligence

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A little savings goes a long way



Knowing that building good personal finance habits start an early age, the Bank of Commerce in Woodbury did something about it. The bank installed a low teller's window for their young customers who wished to make deposits at the "Little Savers" counter.

Originally featured in *The Tennessee Banker* in January 1955.

Professional Development Calendar

September 18 & 19, 20 & 21, 26 & 27

Compliance with Federal Lending Regulations

Knoxville, Nashville, Jackson

September 19, 20, 21

2018-2019 Senior Lender Forums, Session 1 of 3

TBA Gilliam Board Room, Nashville

EVENING September 24, 25, 26, 27

New Accounts in Tennessee

Kingsport, Knoxville, Jackson, Nashville

September 25, 26, 27

CEO Forums, Session 3 of 3

TBA Gilliam Board Room, Nashville

September 30-October 2, 2018

Executive Management Conference

The Ritz-Carlton, Rancho Mirage, CA

October TBD

Young Bankers Division Leadership Luncheons

Jackson, Memphis, Nashville, Chattanooga, Cookeville, Tri-Cities, Knoxville

October 1 & 2, 3 & 4

Basic and Advanced IRA Seminar

Knoxville, Nashville

October 10 & 11

Internal Bank Audit and Risk Assessment School

TBA Barrett Training Center, Nashville

October 16

Information Security Officer

TBA Barrett Training Center, Nashville

October 17

Women in Banking Conference

TBA Barrett Training Center, Nashville

October 18 & 19

Trust & Wealth Management Conference

TBA Barrett Training Center, Nashville

October 24, 25, 26

CFO/Controller Forums, Session 3 of 3

TBA Gilliam Board Room, Nashville

October 24 & 25

Bank Directors Retreat

DoubleTree by Hilton Hotel Nashville Downtown, Nashville

October 25 & 26

Independent Bankers Division Convention DoubleTree by Hilton Hotel Nashville

Downtown, Nashville

November 13

The Southeastern School of Banking Branch Management, Session 4 of 4

TBA Barrett Training Center, Nashville

NOTE: All programs and dates listed are subject to change. Occasionally other timely programs are added to the calendar throughout the year. We encourage you to visit www.TNBankers.org/calendar for the most current information about TBA events.

Proudly serving Tennessee's financial institutions for 60 years







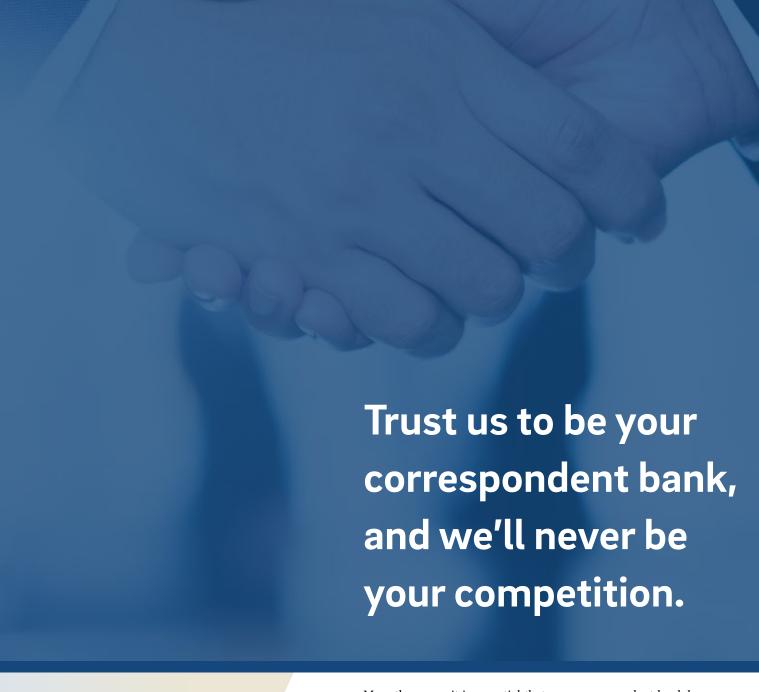


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