



**Conditional Approval #1295
September 2022**

August 10, 2022

David G. Sewell, Partner
Perkins Coie
1155 Avenue of the Americas, 22nd Floor
New York, NY 10036-2711

Re: De Novo Charter Application
Western Alliance Trust Company, N.A. (Proposed), Phoenix, Arizona
OCC Control Number: 2022-WE-Charter-326607
Charter Number: 25281

Dear Mr. Sewell:

The Office of the Comptroller of the Currency (OCC) has reviewed your application to establish a new national trust bank, which will engage solely in fiduciary activities, with the title of Western Alliance Trust Company, N.A. (Bank). The OCC hereby grants preliminary conditional approval of your charter application upon determining that your proposal meets certain regulatory and policy requirements.

This preliminary conditional approval is granted based on a thorough evaluation of all information available to the OCC, including the representations and commitments made in the application and by the Bank's representatives. We also made our decision to grant preliminary conditional approval with the understanding that the proposed Bank will apply for Federal Reserve membership.

The OCC has granted preliminary conditional approval only. Final approval and authorization for the Bank to open will not be granted until all preopening requirements are met. Until final approval is granted, the OCC has the right to modify, suspend or rescind this preliminary conditional approval should the OCC deem any interim development to warrant such action.

The application seeking to charter the Bank, pursuant to 12 USC 21-27, was received by the OCC on April 12, 2022. The application included a request to exercise fiduciary powers under 12 CFR 5.26. The Bank's main office will be in Phoenix, Arizona. The Bank will operate as a subsidiary of Western Alliance Bancorporation, which will hold 100 percent of the shares of the Bank. The Bank's primary business focus will be corporate trust and agency services for institutional customers.

This preliminary conditional approval is subject to the following conditions:

1. The Bank shall: (i) give the OCC's National Trust Banks Field Office at least sixty (60) days prior written notice of its intent to significantly deviate or change from its business plan or operations,¹ and (ii) obtain the OCC's written determination of no objection before the Bank engages in any significant deviation or change from its business plan or operations. The OCC may impose additional conditions it deems appropriate in a written determination of no objection to a bank's notice. This condition shall remain in effect during the Bank's first three years of operation.
2. After the Bank commences business, prior to the appointment of any individual to the position of "senior executive officer", as defined in 12 CFR 5.51(c)(4), or the appointment of any individual to the board, the Bank shall submit to the OCC for a written determination of no supervisory objection the information described in the "Changes in Directors and Senior Executive Officers" booklet of the Comptroller's Licensing Manual (June 2019) or any subsequent updates. The requirement to submit this information is based on the authority of 12 USC 1818(b) and 12 CFR 5.13(a)(1) and does not require the OCC to review or act on any such information within 90 days. This condition shall remain in effect during the Bank's first two years of operations.
3. The Bank shall limit its business to the operations of a trust company and activities related or incidental thereto. The Bank shall not engage in activities that would cause it to be a "bank" as defined in section 2(c) of the Bank Holding Company Act.

The conditions of this approval are conditions "imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request" within the meaning of 12 USC 1818. As such, the conditions are enforceable under 12 USC 1818.

The Bank's initial paid-in capital, net of all organizational and preopening expenses, shall be no less than \$7.5 million. The manner in which capital is raised must not deviate from that described in the application without prior written OCC notification. If the capital for the Bank is not raised within 12 months or if the Bank is not opened for business within 18 months from the preliminary conditional approval date, this approval expires. The OCC is opposed to granting extensions, except under the most extenuating circumstances and when the OCC determines that the delay is beyond the applicant's control. The organizers are expected to proceed diligently, consistent with their application, for the Bank to open for business as soon as possible.

¹ If such deviation is the subject of an application filed with the OCC, no separate notice to the supervisory office is required.

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The OCC poses no objection to the following persons serving as executive officers, directors, and organizers as proposed in the application:

<u>NAME</u>	<u>ROLE</u>
Alex Tsarnas	Organizer, Executive Officer, and Director
Emily Nachlas	Organizer and Director
Timothy Boothe	Organizer and Director
Randall Theisen	Organizer and Director
Dale Gibbons	Organizer and Director

Prior to the Bank’s opening, the Bank must obtain the OCC’s prior written determination of no objection for any additional organizers or executive officers, or directors appointed or elected before the person assumes the position.

The “Charters” booklet in the *Comptroller’s Licensing Manual* provides guidance for organizing your bank. The booklet is located at the OCC’s web site: <https://www.occ.gov/publications/publications-by-type/licensing-manuals/charters.pdf>. The booklet contains all of the steps you must take to receive final approval.

As detailed in the booklet, you may establish the corporate existence of and begin organizing the Bank as soon as you adopt and forward Articles of Association and the Organization Certificate to Senior Licensing Analyst John J. Hansen in this office for our review and acceptance. As a “body corporate” or legal entity, you may begin taking those steps necessary for obtaining final approval. The Bank may not engage in fiduciary activities until it fulfills all requirements for a bank in organization and the OCC grants final approval.

In addition to the standard requirements for all new national banks, the following special requirements must be satisfied prior to the Bank’s request for a preopening examination and before the OCC will grant final charter approval:

1. Management and the Board must ensure policies and procedures, when complete, address all OCC regulations including 12 CFR 9, and all safety and soundness aspects, where appropriate.
2. The Board and management must develop an action plan that is approved by the OCC that provides training to the Board and management specific to fiduciary operations, asset management, 12 CFR 9, and operating a nationally chartered trust bank. The action plan must establish deadlines and monitor progress towards completion, with periodic updates provided to the OCC. This action plan must be ready for OCC review prior to the OCC’s preopening visit, with all Board training completed by the Bank’s planned opening date.
3. The Board composition must include the addition of at least two independent “outside” directors. See the OCC’s *Director’s Book: Role of Directors for National Banks and*

Federal Savings Associations for guidance regarding Board composition and “outside” directors.

4. The Bank must submit to the National Trust Bank supervisory office for review, and prior written determination of no supervisory objection, a complete description of the Bank’s final information systems and operations architecture as well as the information systems risk assessment and management plan. This should include a schematic drawing and discussion of the following items:

Vendor due diligence and contracts; electronic banking security mechanisms and policies; information systems personnel; internal controls; audit plans; and operating policies and procedures, including, but not limited to, vendor management, weblinking, customer authentication and verification, and business resumption contingency plans.

5. Perform an independent security review and test of its electronic banking platform. This review must be performed regardless of whether the platform is operated in-house or by one or more third-party service providers. If the Bank outsources the technology platform, it can rely on testing performed for the service provider to the extent that it satisfies the scope and requirements listed herein. The review must be conducted by an objective, qualified independent source (Reviewer). By written report, the Reviewer must confirm that the security measures, including the firewall, have been satisfactorily implemented and tested. For additional guidance, refer to the “[Information Security Booklet](#)” of the FFIEC IT Examination Handbook. The scope should cover:
 - All access points, including the Internet, Intranet, or remote access.
 - The adequacy of physical and logical protection against unauthorized access including individual penetration attempts, computer viruses, denial of service, and other forms of electronic access.
6. The Bank must have a security program in place that complies with the “Interagency Guidelines Establishing Standards for Safeguarding Customer Information” specified at 12 CFR 30, Appendix B.

This preliminary conditional approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. Our preliminary conditional approval is based on the Bank’s representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend, or rescind this preliminary conditional approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which

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this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

Please include the OCC control number on any correspondence related to this filing. If you have any questions, contact John J. Hansen at 202-316-9761 or john.hansen@occ.treas.gov.

Sincerely,

/s

Stephen A. Lybarger
Deputy Comptroller Licensing