

ARTICLE 8 - INTERSTATE BRANCHING AND BANK MERGERS

13-2-801. Repealed By Laws 2013, Ch. 24, 2.

13-2-802. Definitions.

(a) As used in this article:

(i) "Affiliate" has the meaning set forth in the Bank Holding Company Act, 12 U.S.C. section 1841(k);

(ii) "Bank" has the meaning set forth in 12 U.S.C. section 1813(h), provided that the term "bank" shall include a foreign bank only if organized under the laws of a territory of the United States, Puerto Rico, Guam, American Samoa or the Virgin Islands and the deposits of which are insured by the federal deposit insurance corporation;

(iii) "Bank supervisory agency" means any of the following:

(A) Any agency of another state with primary responsibility for chartering and supervising banks; and

(B) The office of the comptroller of the currency, the federal deposit insurance corporation, the board of governors of the federal reserve system and any successor to these agencies.

(iv) "Branch" means any manned branch bank, branch office, branch agency, additional office, separate office or any branch or separate place of business operated by a bank in this state which offers any or all of the banking services conducted at a parent bank, but excludes a remote electronic terminal as defined in W.S. 13-1-501(a)(v);

(v) "Control" shall be construed consistently with the provisions of 12 U.S.C. section 1841(a)(2);

(vi) "Home state" means:

(A) With respect to a state bank, the state by which the bank is chartered;

(B) With respect to a national bank, the state in which the main office of the bank is located;

(C) With respect to a foreign bank, the state determined to be the home state of the foreign bank under 12 U.S.C. section 3103(c).

(vii) "Home state supervisor" means, with respect to an out-of-state state bank, the bank supervisory agency of the state in which the bank is chartered;

(viii) "Host state" means a state, other than the home state of a bank, in which the bank maintains or seeks to establish and maintain a branch;

(ix) "Insured depository institution" means any institution included for any purpose within the definitions of "insured depository institution" as set forth in 12 U.S.C. section 1813(c)(2) and (3);

(x) "Interstate merger transaction" means:

(A) The merger or consolidation of banks with different home states, and the conversion of branches of any bank involved in the merger or consolidation into branches of the resulting bank; or

(B) The purchase of all or substantially all of the assets, including all of the branches, of a bank whose home state is different from the home state of the acquiring bank.

(xi) "Out-of-state bank" means a bank whose home state is a state other than Wyoming;

(xii) "Out-of-state state bank" means a bank chartered under the laws of any state other than Wyoming;

(xiii) "Resulting bank" means a bank that has resulted from an interstate merger transaction under this article;

(xiv) "State" means any state, territory or other possession of the United States, including the District of Columbia;

(xv) "Wyoming bank" means a bank whose home state is the state of Wyoming;

(xvi) "Wyoming state bank" means a bank chartered under the laws of the state of Wyoming.

13-2-803. Authority of state banks to establish interstate branches.

With the prior approval of the commissioner, a Wyoming state bank may establish, maintain and operate one (1) or more branches in a state other than Wyoming. Not later than the date on which the required application for the establishment of a branch is filed with the responsible federal bank supervisory agency, the applicant Wyoming state bank shall file an application on a form prescribed by the commissioner and pay the fee prescribed by W.S. 13-2-702(b). The applicant shall also comply with the applicable provisions of W.S. 13-4-101 through 13-4-114.

13-2-804. Interstate merger transactions and branching permitted.

(a) One (1) or more Wyoming banks may enter into an interstate merger transaction with one (1) or more out-of-state banks under this article, and an out-of-state bank resulting from the transaction may maintain and operate the branches in Wyoming of a Wyoming bank that participated in the transaction, provided that the conditions and filing requirements of this article are met.

(b) An interstate merger transaction shall not be permitted under this article, if, upon consummation of the transaction, the resulting bank, including all insured depository institutions that would be affiliates, would control thirty percent (30%) or more of the total amount of deposits held by all insured depository institutions in this state. Nothing in this subsection prohibits an out-of-state bank from merging with a Wyoming bank which, prior to the merger, controls thirty percent (30%) or more of the total amount of deposits held by all insured depository institutions in this state, if the out-of-state bank has not maintained a branch bank in Wyoming prior to the merger.

(c) Repealed By Laws 2013, Ch. 24, 2.

13-2-805. Notice and filing requirements; license fee.

(a) Any out-of-state bank that will be the resulting bank pursuant to an interstate merger transaction involving a Wyoming bank shall notify the commissioner of the proposed merger not later than the date on which it files an application for an interstate merger transaction with the responsible federal bank supervisory agency, and shall submit a copy of that application to the commissioner together with a filing fee, if any, not exceeding four thousand five hundred dollars (\$4,500.00), as required by the commissioner. Except as prohibited by federal law, any Wyoming state bank which is a party to the interstate merger transaction shall comply with the applicable provisions of W.S. 13-4-101 through 13-4-114 and with other applicable state and federal laws. Any out-of-state bank which will be the resulting bank in an interstate merger transaction shall provide satisfactory evidence to the commissioner of compliance with applicable requirements of W.S. 17-16-1503, 17-16-1506 and 17-16-1507.

(b) Every branch bank in this state shall be licensed by the commissioner before operating, engaging in or conducting a banking business. The license shall be renewed annually, not more than sixty (60) nor less than thirty (30) days before the anniversary date upon which the initial license is issued.

(c) The commissioner shall fix the amount of the initial license fee and annual renewal fee by rule and regulation. Annual renewal fees may be assessed on a graduated or progressive scale based on deposits, assets, business volume, loans or a combination of these or other factors as determined by the commissioner.

13-2-806. Powers; additional branches.

(a) An out-of-state state bank which establishes and maintains one (1) or more branches in Wyoming under this article may conduct any activities at the branch or branches that are authorized under the laws of this state for branches of Wyoming state banks.

(b) A Wyoming state bank may conduct any activities at any branch outside Wyoming that are permissible for a bank chartered by the host state where the branch is located, except to the extent the activities are expressly prohibited by the laws of this state or by any regulation or order of the commissioner applicable to the Wyoming state bank; provided, however, the commissioner may waive the prohibition if he determines, by order or regulation, that the involvement of out-of-state branches of Wyoming state banks in particular activities would not threaten the safety or soundness of the banks.

(c) An out-of-state bank that has established or acquired a branch in Wyoming under this article may establish or acquire branches in Wyoming to the same extent that any Wyoming bank may establish or acquire a branch in Wyoming under applicable federal and state law.

13-2-807. Examinations; periodic reports; cooperative agreements; assessment of fees.

(a) To the extent consistent with subsection (c) of this section, the commissioner may make such examinations of any branch established and maintained in this state pursuant to this article by an out-of-state bank as the commissioner may deem necessary to determine whether the branch is being operated in compliance with the laws of this state and in accordance with safe and sound banking practices. All operations of the licensed branch in this state are subject to the same laws, rules, regulations, restrictions and requirements that apply to a branch of a bank chartered under the laws of this state. Licensed branches are subject to the same requirements for examinations, and shall be assessed the same examination and service fees, as provided for branches of a bank chartered in this state.

(b) Records of the activities and operations in this state of a branch operating pursuant to this article shall be made available upon request of the commissioner. The commissioner may prescribe requirements for periodic reports regarding any out-of-state bank that operates a branch in Wyoming pursuant to this article. The required reports shall be provided by such banks or by the bank supervisory agency having primary responsibility for the bank. Any reporting requirement prescribed by the commissioner under this subsection shall be:

(i) Consistent with the reporting requirement applicable to Wyoming state banks; and

(ii) Appropriate for the purpose of enabling the commissioner to carry out his responsibilities under this article.

(c) The commissioner may enter into cooperative, coordinating or information-sharing agreements with any other bank supervisory agency or any organization affiliated with or representing one (1) or more bank supervisory agencies with respect to the periodic examination or other supervision of any branch in Wyoming of an out-of-state state bank, or any branch of a

Wyoming state bank in any host state, and the commissioner may accept such parties' reports of examination and reports of investigation in lieu of conducting his own examinations or investigations.

(d) The commissioner may enter into contracts with any bank supervisory agency having concurrent jurisdiction over a Wyoming state bank or an out-of-state state bank operating a branch in this state pursuant to this article to engage the services of the agency's examiners at a reasonable rate of compensation, or to provide the services of the commissioner's examiners to the agency at a reasonable rate of compensation. Any such contract shall not be subject to the provisions of W.S. 9-2-1016(b).

(e) The commissioner may enter into joint examinations with any other bank supervisory agency having concurrent jurisdiction over any branch in Wyoming of an out-of-state bank or any branch of a Wyoming state bank in any host state.

(f) Each out-of-state state bank that maintains one (1) or more branches in this state may be assessed and, if assessed, shall pay supervisory and examination fees in accordance with the laws of this state and regulations of the commissioner. Notwithstanding any other provision of this title, the fees may be shared with other bank supervisory agencies or any organization affiliated with or representing one (1) or more bank supervisory agencies in accordance with agreements between the parties and the commissioner. All fees collected pursuant to this article shall be remitted to the state treasurer as collected and credited to the financial institutions administration account. Expenditures shall be made from the account by warrants drawn by the state auditor, upon vouchers issued and signed by the director or commissioner. Funds collected pursuant to this article shall be expended only to carry out the duties of the commissioner, the state banking board or as otherwise authorized under this article.

(g) By entering into an agreement pursuant to this section, the state of Wyoming does not waive its sovereign immunity.

13-2-808. Enforcement.

The commissioner may take joint enforcement actions with any other bank supervisory agency having concurrent jurisdiction over any branch in Wyoming of an out-of-state bank or any branch of a Wyoming state bank in any host state or may take such action independently if the commissioner deems the actions to be necessary or appropriate to carry out his responsibilities under this article or to ensure compliance with the laws of this state. In the case of an out-of-state state bank, the commissioner shall recognize the exclusive authority of the home state supervisor over corporate governance matters and the primary responsibility of the home state supervisor with respect to safety and soundness matters. If the commissioner determines that a branch maintained by an out-of-state state bank in this state, or a branch of a Wyoming bank operating in another state, is being operated in violation of any provision of the laws of this state, or that the branch is being operated in an unsafe and unsound manner, the commissioner shall have the authority to take all the enforcement actions as he would be empowered to take if the branch were a Wyoming state bank; provided, that the commissioner shall promptly give notice to the home state supervisor or host state supervisor, as applicable, of each enforcement action taken

against an out-of-state bank and, to the extent practicable, shall consult and cooperate with the home state supervisor in pursuing and resolving the enforcement action.

13-2-809. Repealed By Laws 1999, ch. 42, 3.

13-2-810. Notice of subsequent merger.

Each out-of-state state bank that has established and maintains a branch in this state pursuant to this article, or the home state supervisor of the bank, shall give at least thirty (30) days prior written notice (or, in the case of an emergency transaction, any shorter notice that is consistent with applicable state or federal law) to the commissioner of any merger, consolidation, or other transaction that would cause a change of control with respect to the bank or any bank holding company that controls the bank, with the result that an application would be required to be filed pursuant to the federal Change in Bank Control Act of 1978, as amended, 12 U.S.C. section 1817(j), or the federal Bank Holding Company Act of 1956, as amended, 12 U.S.C. section 1841 et seq., or any successor statutes thereto.