

December 15, 2021

**VIA E-APPS**

Mr. Ivan J. Hurwitz  
Vice President, Supervision, Bank Applications  
Federal Reserve Bank of New York  
33 Liberty Street  
New York, NY 10045

**Re: Application by Nave Bank for Membership in the Federal Reserve System**

Dear Mr. Hurwitz:

On behalf of the organizers (the “**Organizers**”) of Nave Bank (the “**Bank**”), a proposed *de novo* bank being organized under the laws of Puerto Rico, I hereby submit the enclosed application (the “**Application**”) to the Federal Reserve Bank of New York (the “**Reserve Bank**”) seeking approval of the Board of the Governors of the Federal Reserve System (the “**Board**”) under Sections 9 and 19(h) of the Federal Reserve Act for the Bank to become a member bank of the Federal Reserve System. The Application consists of the following submissions:

1. The Application for Membership in the Federal Reserve System on form FR 2083 and the accompanying responses to the requested information in Section I;
2. The Certificate of Organizers or of Directors on form FR 2083C;
3. A separately bound public portion of the Interagency Charter and Federal Deposit Insurance Application filed by the Organizers (the “**ICDIA**”); and
4. A separately bound confidential portion of the ICDIA, including the Bank’s Confidential Business Plan (the “**Confidential Exhibits**”).

The Organizers will submit the Application for Federal Reserve Bank Stock on form FR 2083A supplementally once the Bank is organized and board resolutions are adopted.

The Organizers request that the information contained in the Confidential Exhibits (“**Confidential Information**”) be accorded confidential treatment pursuant to Section 552(b)(4) and Section 552(b)(6) of the Freedom of Information Act (“**FOIA**”) and the regulations of the Board at 12 C.F.R. § 261.15(a)(4) and (a)(6). The Confidential Information consists of confidential commercial and financial information concerning the proposed business plan and financial condition of the Organizers and the Bank, disclosure of which would cause substantial competitive harm by revealing prospective business plans to competitors. The Confidential Information also includes information concerning proposed compensation to be offered to individuals who will serve as directors or senior executive officers and other information concerning individuals that constitutes medical, personnel or other similar records disclosure of which would result in a clearly unwarranted invasion of personal privacy. 12 C.F.R. § 261.15(a)(4) provides that commercial and financial information is exempt from disclosure under FOIA,



Mr. Ivan J. Hurwitz  
December 15, 2021  
Page 2

and the Board does not have a general practice of disclosing confidential commercial and financial information of this type to the public. Accordingly, the Organizers respectfully submit that the Confidential Information is being submitted to the Reserve Bank under an implied assurance of confidentiality and is therefore exempt from disclosure pursuant to *Food Marketing Institute vs. Argus Leader Media*, 139 S. Ct. 2356 (2019).

The Organizers request that the Confidential Information be indefinitely treated as confidential because the basis for confidential treatment will continue to exist even after the Reserve Bank and the Board complete the review of the Application. The Organizers request that if, notwithstanding the foregoing, the Reserve Bank or the Board should determine preliminarily to make any of the Confidential Information available to the public or other third parties, it will inform the Organizers prior to such release and permit a response to such determination.

\* \* \*

Please let us know as soon as possible if the Board requires any additional information to determine that the Application is complete. If you have any questions concerning the Application, please contact Samantha Kirby at 617-570-8794 or [skirby@goodwinlaw.com](mailto:skirby@goodwinlaw.com), or me at 212-813-8890 or [wstern@goodwinlaw.com](mailto:wstern@goodwinlaw.com). As always, we appreciate your assistance and look forward to hearing from you at your earliest convenience.

Sincerely,

William E. Stern

Enclosures

cc: Francisco Antonio Navarro  
Nave Holdings LLC

Tracie Kosakowski  
Nave Holdings LLC (w/out encl.)

Samantha M. Kirby  
Goodwin Procter LLP

Board of Governors of the Federal Reserve System



**Application to the Board of Governors of the  
Federal Reserve System for Membership in the  
Federal Reserve System—FR 2083**

An application is authorized by Sections 9 and 19 of the Federal Reserve Act, 12 U.S.C. §§ 321-328; and related provisions of law, and Section 208.3 of Regulation H.

NOTE: A bank located outside the United States in a dependency or insular possession, which desires to be admitted to the System under Section 19 of the Federal Reserve Act (12 U.S.C. § 466) should contact the Federal Reserve Bank of which it wishes to become a member or at which it wishes to maintain reserves.

Date of Application: 11/23/2021  
Month / Day / Year

Nave Bank  
Corporate Title of Applicant

Proposed Corporate Title of Applicant, if applicable

1608 Ponce de Leon  
Street Address of Head Office

San Juan                      PR                      00912                      San Juan  
City                                      State                                      Zip Code                                      County

*Does applicant request confidential treatment for any portion of this submission?*

Yes

- As required by the General Instructions, a letter justifying the request for confidential treatment is included.
- The information for which confidential treatment is being sought is separately bound and labeled "Confidential."

No

Name, title, address, telephone number, and e-mail address of person(s) to whom inquiries concerning this application may be directed:

William E. Stern  
Name  
Partner/Goodwin Procter LLP  
Title  
The New York Times Building, 620 Eighth Avenue  
Street Address  
New York                      NY                      10018  
City                                      State                                      Zip Code  
(212) 813-8890  
Area Code / Phone Number  
wstern@goodwinlaw.com  
E-mail Address

\_\_\_\_\_  
Name  
\_\_\_\_\_  
Title  
\_\_\_\_\_  
Street Address  
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City                                      State                                      Zip Code  
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Area Code / Phone Number  
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E-mail Address

Public reporting burden for this collection of information is estimated to average 4 hours per response, including the time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551; and to the Office of Management and Budget, Paperwork Reduction Project (7100-0046), Washington, DC 20503. The Federal Reserve may not conduct or sponsor and an organization (or person) is not required to respond to a collection of information unless it displays a currently valid OMB control number.

## SECTION I

### DE NOVO BANK

#### FINANCIAL AND MANAGERIAL INFORMATION

Provide the following:

1. **Provide a copy of the Interagency Charter and Federal Deposit Insurance Application (“ICDIA”) filed with the state and federal regulatory agencies in connection with this proposal.**

**NOTE: The Federal Reserve does not require (1) notice of publication of an application for membership; (2) a copy of the electronic version of the ICDIA information provided to other banking agencies; or (3) the Oath of Directors in connection with the ICDIA. In addition, the Federal Reserve does not require responses to 4(b), 5(g) and 5(i) of the ICDIA because factors under the Community Reinvestment Act, the National Environmental Policy Act, and National Historic Preservation Act are not within the factors considered by the Federal Reserve in granting membership. The Federal Reserve has different fingerprint requirements than those reflected in the ICDIA. Accordingly, an applicant must consult with the appropriate Reserve Bank to determine which individuals associated with a proposal should submit fingerprint cards.**

A copy of the Bank’s ICDIA is being provided in a separately bound volume. The confidential portion of the Bank’s ICDIA including the Bank’s Confidential Business Plan, is provided as a separately bound volume marked as confidential.

- a. **If projections contained in the ICDIA do not indicate profit-able operations by the end of the third year, comment as to the reasons why and provide an estimate of the period that will be required before operations become profitable.**

The Bank’s projected financials indicate that it will be profitable by the end of the third year. Please refer to Section V.I and Exhibit A of the Confidential Business Plan enclosed in the ICDIA for a more information on the Bank’s project financials.

- b. **With respect to the proposed bank’s capital accounts, de novo banks must comply with the Federal Reserve capital requirements for de novo banks.**

The Bank anticipates it will at all times qualify as a “well capitalized” institution under the capitalization requirements included in the FRB’s Prompt Corrective Action guidelines’ at 12 C.F.R. Part 208, Subpart D, and that it will maintain a Tier 1 capital to assets leverage ratio of not less than 8.0% for the first three years of operation consistent with the expectation of capital adequacy.

A description of the capitalization of the Bank is set forth in Sections II.B, V.I.4, and VII of the Confidential Business Plan enclosed in the ICDIA.

**c. Estimate the date on which the new bank expects to open for business.**

The Bank plans to open for business as soon as practicable after all requisite approvals are received; the current estimated date of opening is by September 30, 2022.

Board of Governors of the Federal Reserve System



Certificate of Organizers or of Directors<sup>1</sup>—FR 2083C

We, the undersigned directors (or organization committee) of the Nave Bank  
Corporate Title of Applying Bank

San Juan, Puerto Rico, certify, to the best of our knowledge and belief,  
City or Town State

that the required information submitted herewith contains a true and complete statement of the actual (or anticipated in the case of a new bank) condition of this bank on the date(s) specified; that such statement includes all of the assets and liabilities of the bank; that the capital stock and surplus, as defined in Regulation I, is unimpaired (this clause does not apply to mutual savings banks); and that the supplemental information submitted with and made a part of the application of this bank for membership in the Federal Reserve System is true to the best of our knowledge and belief.

Francisco Antonio Navarro

11/22/2021

Date (MM/DD/YYYY)

Tracie Kosakowski

Date (MM/DD/YYYY)

Damon Greenberg

Date (MM/DD/YYYY)

Carlos M. Garcia,

Date (MM/DD/YYYY)

Emilio Martino

Date (MM/DD/YYYY)

Mari Evelyn Rodriguez

Date (MM/DD/YYYY)

Fabio Garcia Passalacqua

Date (MM/DD/YYYY)

<sup>1</sup> Should be signed by all directors (except directors who have previously signed as organizers), and may be executed in counterparts. Type name under each signature. If a new bank is involved and officers and directors have not yet been elected, this form should be signed by the members of the organizaion committee. If the signers have any reservation as to any of the clauses in the certificate, an explanation similarly signed should be attached to this sheet.

**Board of Governors of the Federal Reserve System**

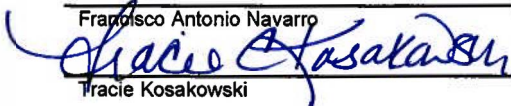


**Certificate of Organizers or of Directors<sup>1</sup>—FR 2083C**

We, the undersigned directors (or organization committee) of the   New Bank    
Corporate Title of Applying Bank

San Juan, Puerto Rico, certify, to the best of our knowledge and belief,  
City or Town State

that the required information submitted herewith contains a true and complete statement of the actual (or anticipated in the case of a new bank) condition of this bank on the date(s) specified; that such statement includes all of the assets and liabilities of the bank; that the capital stock and surplus, as defined in Regulation I, is unimpaired (this clause does not apply to mutual savings banks); and that the supplemental information submitted with and made a part of the application of this bank for membership in the Federal Reserve System is true to the best of our knowledge and belief.

<u>Francisco Antonio Navarro</u>  Tracie Kosakowski	Date (MM/DD/YYYY) <u>11/19/2021</u> Date (MM/DD/YYYY)
<u>Damon Greenberg</u>	Date (MM/DD/YYYY)
<u>Carlos M. Garcia,</u>	Date (MM/DD/YYYY)
<u>Emilio Martino</u>	Date (MM/DD/YYYY)
<u>Man Evelyn Rodriguez</u>	Date (MM/DD/YYYY)
<u>Fabio Garcia Passalacqua</u>	Date (MM/DD/YYYY)

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**Board of Governors of the Federal Reserve System**

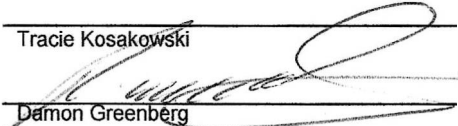


**Certificate of Organizers or of Directors<sup>1</sup>—FR 2083C**

We, the undersigned directors (or organization committee) of the N ave Bank  
Corporate Title of Applying Bank

San Juan, Puerto Rico, certify, to the best of our knowledge and belief,  
City or Town State

that the required information submitted herewith contains a true and complete statement of the actual (or anticipated in the case of a new bank) condition of this bank on the date(s) specified; that such statement includes all of the assets and liabilities of the bank; that the capital stock and surplus, as defined in Regulation I, is unimpaired (this clause does not apply to mutual savings banks); and that the supplemental information submitted with and made a part of the application of this bank for membership in the Federal Reserve System is true to the best of our knowledge and belief.

Francisco Antonio Navarro	Date (MM/DD/YYYY)
Tracie Kosakowski	Date (MM/DD/YYYY)
 Damon Greenberg	<u>11/14/2021</u> Date (MM/DD/YYYY)
Carlos M. Garcia,	Date (MM/DD/YYYY)
Emilio Martino	Date (MM/DD/YYYY)
Man Evelyn Rodnguez	Date (MM/DD/YYYY)
Fabio Garcia Passalacqua	Date (MM/DD/YYYY)

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## Filing Certification

I certify that the information contained in this application has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission to the best of my knowledge and belief. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 U.S.C. §§ 1001 and 1007.

I also certify, with respect to any information pertaining to an individual and submitted to the Board in (or in connection with) this application, that the Applicant has the authority, on behalf of the individual, to provide such information to the Board and to consent or to object to public release of such information. I certify that the Applicant and the involved individual consent to public release of any such information, except to the extent set forth in a written request by the Applicant or the individual, submitted in accordance with the Instructions to this form and the Board's Rules Regarding Availability of Information (12 C.F.R. Part 261), requesting confidential treatment for the information.

I request that examiners be assigned to make any investigations necessary.

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



\_\_\_\_\_  
Name: Francisco Antonio Navarro, CEO

11/22/2021

\_\_\_\_\_  
Date (MM/DD/YYYY)