

UNITED STATES OF AMERICA
BEFORE THE
BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
WASHINGTON, D.C.

In the Matter of

JOHN FREEZE,

A Former Institution-Affiliated Party of

BANK OF JACKSON HOLE,
Jackson, Wyoming

Docket No. 23-020-E-I

Order of Prohibition Issued Upon
Consent Pursuant to Section 8(e) of
the Federal Deposit Insurance Act,
as Amended

WHEREAS, the Board of Governors of the Federal Reserve System (the “Board of Governors”), pursuant to section 8(e) of the Federal Deposit Insurance Act, as amended (the “FDI Act”), 12 U.S.C. § 1818(e), issues this Order of Prohibition (this “Order”) upon the consent of Respondent John Freeze (“Freeze”), a former employee and institution-affiliated party, as defined in sections 3(u) and 8(b)(3) of the FDI Act, 12 U.S.C. §§ 1813(u) and 1818(b)(3), of Bank of Jackson Hole (the “Bank”), a state-member bank;

WHEREAS, between February 2013 and his termination on August 9, 2019, Freeze was employed by the Bank, and served as Chief Financial Officer beginning in September 2013;

WHEREAS, in the course of his employment at the Bank, Freeze signed a confidential information policy and was aware that Bank policy and federal regulations impose restrictions on the availability of confidential supervisory information (“CSI”), as such term is defined in 12 C.F.R. § 261.2(b);

WHEREAS, shortly after being terminated from his position, Freeze received over 280,000 electronic documents, including documents containing CSI belonging to the Board of

Governors, which were copied at Freeze's direction from a Bank-owned computer to a private cloud account;

WHEREAS, Freeze removed the Bank documents for his own benefit, so that he could use the information contained therein in the event of future litigation with the Bank;

WHEREAS, Freeze did not have the Bank's permission to copy any Bank documents, nor did he have authorization from the Board of Governors to obtain its CSI;

WHEREAS, Freeze's conduct constituted violations of law or regulation, unsafe or unsound banking practices, or breaches of fiduciary duty, and involved personal dishonesty or demonstrated a willful or continuing disregard for the safety and soundness of the Bank; and

WHEREAS, by affixing his signature hereunder, Freeze has consented to the issuance of this Order by the Board of Governors and has agreed to comply with each and every provision of this Order, and has waived any and all rights he might have pursuant to 12 U.S.C. § 1818, 12 C.F.R. Part 263, or otherwise: (a) to the issuance of a notice of intent to prohibit on any other matter implied or set forth in this Order; (b) to a hearing for the purpose of taking evidence with respect to any matter implied or set forth in this Order; (c) to obtain judicial review of this Order or any provision hereof; and (d) to challenge or contest in any manner the basis, issuance, terms, validity, effectiveness, or enforceability of this Order or any provision hereof.

NOW THEREFORE, before the filing of any notices, or the taking of any testimony or adjudication of or finding on any issue of fact or law herein, and without Freeze's admitting or denying any allegation made or implied by the Board of Governors in connection herewith, and solely for the purpose of settling this matter without a formal proceeding being filed and without the necessity for protracted litigation or extended hearings,

IT IS HEREBY ORDERED THAT:

1. Freeze, without the prior written approval of the Board of Governors and, where necessary pursuant to section 8(e)(7)(B) of the FDI Act, 12 U.S.C. § 1818(e)(7)(B), another Federal financial institutions regulatory agency, is hereby and henceforth prohibited from:

a) participating in any manner in the conduct of the affairs of any institution or agency specified in section 8(e)(7)(A) of the FDI Act, 12 U.S.C. § 1818(e)(7)(A), including, but not limited to, any insured depository institution or any holding company of an insured depository institution, or any subsidiary of such holding company, or any foreign bank or company to which subsection (a) of 12 U.S.C § 3106 applied and any subsidiary of such foreign bank or company;

b) soliciting, procuring, transferring, attempting to transfer, voting or attempting to vote any proxy, consent, or authorization with respect to any voting rights in any institution described in section 8(e)(7)(A) of the FDI Act, 12 U.S.C. § 1818(e)(7)(A);

c) violating any voting agreement previously approved by any Federal banking agency; or

d) voting for director, or serving or acting as an institution-affiliated party, as defined in sections 3(u) and 8(b)(3) of the FDI Act, 12 U.S.C. § 1813(u) and 1818(b)(3), such as an officer, director or employee, in any institution described in section 8(e)(7)(A) of the FDI Act, 12 U.S.C. § 1818(e)(7)(A).

2. All communications regarding this Order shall be addressed to:

(a) Richard M. Ashton, Esq.
Deputy General Counsel
David Williams, Esq.
Associate General Counsel
Board of Governors of the Federal Reserve System
20th& C Streets NW

Washington, DC 20551

(b) John Freeze

3. Any violation of this Order shall separately subject Freeze to appropriate civil or criminal penalties, or both, under sections 8(i) and (j) of the FDI Act, 12 U.S.C §§ 1818(i) and (j).

4. The provisions of this Order shall not bar, estop, or otherwise prevent the Board of Governors, or any other Federal or state agency or department, from taking any other action affecting Freeze; provided, however, that the Board of Governors shall not take any further action against Freeze on any matters concerning or arising from the matters addressed by this Order based upon facts presently known by the Board of Governors. This release and discharge shall not preclude or affect (i) any right of the Board of Governors to determine and ensure compliance with this Order, or (ii) any proceedings brought by the Board of Governors to enforce the terms of this Order.

5. Each provision of this Order shall remain fully effective and enforceable until expressly stayed, modified, terminated, or suspended in writing by the Board of Governors.

By order of the Board of Governors of the Federal Reserve System, effective this 8th day of January, 2024.

BOARD OF GOVERNORS OF THE
FEDERAL RESERVE SYSTEM

/s/ John Freeze
John Freeze

By: /s/ Ann Misback
Ann E. Misback
Secretary of the Board