

THE SHOW - ME Banker

FEBRUARY 2021

THE VOICE FOR MISSOURI'S INDEPENDENT BANKERS



Community Bankers Play
a Vital Role in America's
Pandemic Response

MIBA

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ASSOCIATION

PAGE 18



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P.O. Box 1765
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573.636.2751 | miba.net

Matthew S. Ruge
Executive Director

Hannah Ruge
Executive Assistant

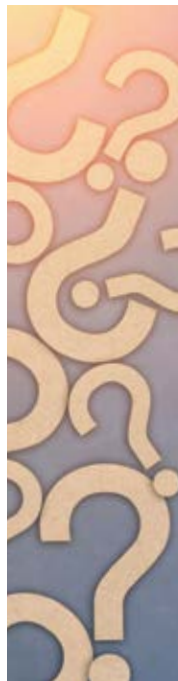
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INSIDE THIS ISSUE



06



22



29



32

- 02. From the President: Securities
- 03. From the Top: The Unequivocal and Undiluted Voice for Community Banks
- 04. Flourish: Welcome
- 06. Legal Eagle Spotlight
- 07. Annual MIBA Scholarship Awards
- 08. MIBA Lobbying Report
- 08. New Members
- 09. 2020 MIBA PAC Honor Roll
- 10. Meet Your Missouri Banker
- 12. News From You
- 14. In Memoriam John Waller, Jr.
- 15. Commercial Lending Academy
- 16. A Background on ... Keeping Balance and Perspective
- 18. Community Bankers Play a Vital Role in America's Pandemic Response
- 20. Developing a Digital Banking Strategy to Serve Customers and Mitigate Risk
- 22. Questions to Answers
- 24. Community Bankers for Compliance
- 26. Recent Changes to Exempt Securities Offerings
- 29. BOLI in a COVID-19 Environment
- 30. Trend Watch: The Future State of Lending in 2021
- 32. Preparing for the Worst Lets You Hope for the Best
- 35. Thank You
- 36. Dates and Events



Matthew Lauman

Farmers & Merchants Bank

“It will become more important than ever to effectively manage our investment portfolios and work hand in hand with our bond teams out there.”

FROM THE PRESIDENT SECURITIES

Well, another year has passed, and I am sure you will be glad in waving goodbye to 2020. Not sure what to say about 2020 other than if there is a checkmark box next to it, I would select the one that reads, “would not recommend.”

When I wrote the Securities article last time around, the two-year Treasury and 10-year Treasury sat at 1.609% and 1.832%. As I write this article today, the two and the 10 are at 0.127% and 0.956%. So now we have a much steeper curve but super-low short end (and really the whole curve). The 30 year is about an eighth lower than the 10 year from one year ago!

So now we have swung from curve inversions and imminent recession to widening spread but historically low rates. Add on to the fact that the Federal Reserve lowered the discount rate back to where we sat for over a decade, and it creates a perfect storm for margin compression. Last year at this time, I was musing about which direction the markets would go, with the trade issues with China as the most significant potential pendulum swinger. That was all before we had the worldwide COVID-19 pandemic rear its ugly head just a few weeks/months later. But interestingly, our markets have held up well under such stressed circumstances. That is most likely a testament to just how strong the U.S. economy really was and is even under our COVID-19 restrictions. Even in the face of soon to come increasing tax burdens across consumers and businesses. Even in the face of soon to come government spending and programs and re-tightening of regulations.

What does this mean for banks and community banks in general for 2021 and beyond? I have said for a long time, margins will compress without loan demand.

Well, now they are really compressing; as a recent report indicated nationally, the overall NIM for banks was around 2.6%???. I know this includes all banks across a broad spectrum, but it still points to a potential for several years of very low margins.

So how do securities play into this going into 2021? Do we see any uptick from vaccines globally lifting the world's economies? Does the U.S. get a bump next year? I really do not see securities portfolios, yields, etc., getting a large boost, but anywhere up from here must be a boost — 30,000 on the Dow as of writing versus 28,000 when I wrote this last year. We have held our ground, but not without great cost. We have had substantially lower yields across all investments and all loans. It will become more important than ever to effectively manage our investment portfolios and work hand in hand with our bond teams out there. FBBS and Vining Sparks/ICBA do a wonderful job of not just providing products, but really do provide more in-depth services through consulting and guidance in these especially lower rate environments. Quartile analysis against peers can demonstrate areas of improvement, concentrations, or just give us the ability to re-analyze our portfolio mix at the ALCO and/or policy level. Swaps right now are a good play to look at, and I recommend all our preferred providers out there for the services they offer.

2021 can only offer as much hope as we put into it, and I do hope that it is a better year for all versus 2020. I hope for a happy and healthy year for all our member and non-member Missouri banks out there. And hopefully, we can all successfully navigate whatever challenges come our way in 2021. Here's to hoping everyone had a merry Christmas and a happy New Year and to having a happy and blessed New Year. ■

FROM THE TOP

THE UNEQUIVOCAL AND UNDILUTED VOICE FOR COMMUNITY BANKS

The new year brings with it a fresh start. We continue to face no shortage of challenges in 2021, from a divided nation to an ongoing health crisis. Yet, as community bank leaders, we need to flip our perspectives and find the potential in the moment. I recognize that's easier said than done, and that's precisely why we must lead by example, inspiring our teams and communities to keep moving forward. It's our job to raise spirits so we can keep advancing in support of our communities.

While 2020 introduced new and difficult dynamics, community banks have always adapted to external events by evolving to better serve our customers. Last year, we just faced different variables and outside forces driving change — and we responded accordingly. From creating new electronic delivery channels to introducing more robust mobile offerings, new solutions emerged to meet customer needs. And as time marches forward, we can anticipate that same level of expectation around our continued support.

Why? Because no matter what's going on in the world around us, we are in the politics of community banking. Regardless of party preference, congressional majority, or any number of politicized topics, it's up to us to advocate on behalf of Main Street America and what's right for them from a financial services perspective.

That's why we're working on ICBA's Wake Up campaign to create a more level playing field with credit unions. It's why

we push for greater public awareness of the importance of community banks to local and national economies. It's why we continue to advocate for regulatory relief to help community banks do what we do best: serve our communities.

To succeed in this environment, we must focus on the things we can control and remain positive, and that's become my daily mantra. It's really a universal message: No matter the obstacles you face, you have to look for the good. This mentality pervades how you live your life, run your bank, take care of your community, treat your staff and more. As community bankers, we're here to positively affect our communities, and we need to concentrate on the places where we can have an impact.

Now more than ever, it's time for us to knuckle down for community banking. Let's get focused on strengthening our industry, communities and teams and put our shoulders to the wheel to move forward. Together, we can do our part to make the world a better place, one positive development at a time. ■

My Top Three

Fresh start ideas for 2021:

1. Inspire your team. Remind them what they do matters.
2. Live your beliefs. Emphasize your values-based plans in 2021.
3. Have some fun. Bring needed levity to the community.

Connect with Noah at Pres@NWWilcox



Noah Wilcox

Chairman of the ICBA

 @NWWilcox

“To succeed in this environment, we must focus on the things we can control and remain positive, and that's become my daily mantra.”

think positive



Rebeca Romero Rainey

IBCA President & CEO



@romerorainey

“We can find consistency in what we know to be true in this rapidly changing world: Community banks serve the needs of their communities.”

FLOURISH

WELCOME



As the calendar flipped to 2021, we didn't magically return to a simpler, pre-pandemic era, unfortunately. We are still grappling with a global health crisis and a hefty amount of ambiguity around what comes next. Amid such uncertainty, it's easy to focus on what we don't know. But, as community bankers, we have a North Star in our mission, and we can find consistency in what we know to be true in this rapidly changing world: Community banks serve the needs of their communities.

Our goal at ICBA is to pave the way for you to do just that by creating and promoting an environment where community banks can flourish. With a new administration in the White House and a new Congress, know that we'll continue to fight on your behalf in Washington in 2021. We'll work toward a level playing field, advocate for regulatory flexibility as we manage the impact of COVID-19 on communities and portfolios, and continue to promote and differentiate the business model of community banking and its importance to this country.

In today's landscape, our business model is more important than ever. Based on personal connections and relationships, it speaks to the needs of our society today. And, while relationships may look different in a virtual world, the links they create between people hold firm. No matter if you're serving your customers in a lobby, on the phone or via a webchat feature, you are working hard to exceed their expectations.

And ICBA walks beside you on that journey. For example, we know that innovation — both for your customer experience

and your internal processes — allows your bank to introduce new products and services. So, on Jan. 6, 2021, we launched the ICBA ThinkTECH Accelerator 3.0 to present you with community bank-centered fintech offerings.

Beyond innovation, ICBA strives to support you and your teams as you expand your knowledge and connection with one another. To that point, we will be offering a new virtual event called ICBA Connect this year. While we won't be able to come together in person, we've reimagined our annual convention to bring you new opportunities to learn, network and engage with colleagues. This program will allow for the same relationship building and knowledge sharing as ICBA LIVE, and we're excited to engage with you and your entire team in this new way.

So, while this early 2021 environment remains tumultuous, I encourage you to focus on the stability in your continuous attention to the needs of your communities. You have an unwavering dedication to those you serve, and that remains true no matter the circumstances.

What you need to know

This year's convention has a new name and format. The all-virtual ICBA Connect March 9 and 10 will offer a dynamic community experience. Visit icba.org/connect to register and to sign up to receive updates. ■

Connect with Rebeca at [rebeca@romerorainey](https://twitter.com/rebeca@romerorainey)

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LEGAL EAGLE SPOTLIGHT



Ryan C. Hardy

Spencer Fane LLP



MISSOURI BANKRUPTCY COURT HOLDS DEBTOR MUST BE CURRENTLY ENGAGED IN COMMERCIAL OR BUSINESS ACTIVITIES TO BE ELIGIBLE TO MAKE SUBCHAPTER V ELECTION

“The Court first observed that, by statute, a debtor may proceed under subchapter V unless and until the Court determines ineligibility.”

In *In re Thurmon*, the Bankruptcy Court for the Western District of Missouri held that debtors who had ceased operation of their business and sold its assets pre-petition were not “engaged in commercial or business activities,” and therefore could not proceed under new subchapter V of Chapter 11. Despite its order, the Court nonetheless signaled its willingness to confirm the debtors’ subchapter V plan with a modification, although the debtor had never sought approval of or distributed a disclosure statement as required for non-subchapter V Chapter 11 debtors.

The Court’s main holding — that a debtor must be currently engaged in business or commercial activities to be eligible to proceed under subchapter V — rested on a plain reading analysis. The Court noted that

the phrase “engaged in” is used in other parts of the Code and has been construed, at least implicitly, to mean “currently engaged in.” Additionally, a native English speaker typically would understand “engaged in” to mean “currently engaged in” rather than “currently or formerly engaged in.” In so holding, the Court acknowledged that its determination was opposite the holdings of each reported case considering the issue. Practitioners should reasonably expect that this dispute will play out in bankruptcy courts across the country, particularly since it was the Office of the United States Trustee that raised the issue here; we can reasonably expect the UST to do so elsewhere as well.

The UST argued that since the debtors were not eligible to proceed under

subchapter V, their plan could not be confirmed. The UST reasoned the plan was unconfirmable because there was no disclosure statement and it did not provide for payment of UST fees. The Court agreed that the plan would need to be modified to provide for payment of UST fees, because those fees would be owed going forward, but disagreed that it could not be confirmed without a disclosure statement.

The Court first observed that, by statute, a debtor may proceed under subchapter V unless and until the Court determines ineligibility. Here, the debtors had filed their plan and secured the votes of all impaired classes before the UST brought its eligibility challenge to a head. Further, although the UST had objected to eligibility, it had not previously demanded that the debtors file a disclosure statement. The Court thus found the UST had waived its argument about the disclosure statement.

Moreover, the Court found the plan substantially complied with section 1125 by supplying creditors with “adequate

The Court agreed that the plan would need to be modified to provide for payment of UST fees, because those fees would be owed going forward, but disagreed that it could not be confirmed without a disclosure statement.

information.” As evidence, the Court pointed to the fact that “all voting impaired creditors voted in favor of the plan and no party requested the court make § 1125 applicable” as would be necessary for section 1125 to apply in a subchapter V case. This, the Court reasoned, meant creditors concluded they had sufficient information.

Finally, the Court noted that when acceptances or rejections are not required and are not solicited, it may be the case that no

disclosure statement should be required. One might wonder whether this authority, if widely adopted, could eliminate the need for disclosure statements in certain prepackaged plans where non-consenting creditor classes are not impaired and thus not entitled to vote. ■

Ryan C. Hardy is a partner at Spencer Fane LLP in the firm's St. Louis office



ANNUAL MIBA SCHOLARSHIP AWARDS FOR MEMBER BANK EMPLOYEES OR THEIR DEPENDENTS

The MIBA's employee/dependent scholarship program provides greater penetration to and more benefit for our member banks and their employees. This year, the MIBA will award 16 \$500 scholarships again, with four awarded to member banks in each of the four membership regions. Each member bank CEO selects at their discretion a deserving employee or an employee's dependent who wishes to further their education in either a graduate or undergraduate curriculum. The award may be used for the furtherment of any type of educational goal by the selected “winner.” It will be up to you, the CEO, to select an individual who truly warrants this scholarship assistance. Some banks hold their own “drawing” to select the applicant. This scholarship program is designed to meet the financial needs of community bank employees more than to recognize scholastic achievement. The determination of such needs will be left to the sole discretion of our member CEO submitting the application. We feel this award opportunity will be a valuable

addition to our member banks' employees in furthering their education either in the field of banking or helping to make possible continuing education for their dependents. “Winners” will be drawn by lottery from each of the four MIBA member bank regions. Four \$500 scholarships will be awarded in each of these regions. A check will be forwarded after the selection process to the submitting bank CEO for presentation to their bank employee/dependent. Applications have been mailed, and we are asking that each member CEO submit only one application per charter and that all applications be returned by April 16 for the drawing to be held at our May 2021 Directors and Officers Seminar. Bank CEOs with winning employees/dependents will be notified shortly thereafter. We hope you will find this a valuable tool in enabling you to assist worthy employees in attaining their educational goals. We thank you for your membership and support.

MIBA LOBBYING REPORT



Andy Arnold

Arnold & Associates

The 2021 edition of the Missouri General Assembly is underway. Forty-nine new State Representative and 11 new State Senators were sworn in Wednesday, Jan. 6, 2021, at noon. There is new leadership in the House, a new Speaker of the House: Rob Vescovo, (R) from Jefferson County, and a new Majority Floor Leader, Dean Plocher, (R) from St. Louis County. Leadership in the Senate remained the same with Dave Schatz, (R) Sullivan, reelected as President Pro-Tem and Caleb Rowden, (R) Columbia, reelected as Majority Floor Leader.

The early focus of the session is on the budget. While revenues are expected to meet the needs of the current fiscal year (FY 2021), Revenues for

Fiscal Year 2022, which begins July 1, 2021, are projected to be \$418M short, meaning severe cuts that could include some sacred cow programs. Another round of federal COVID relief dollars that allows states more discretion on how they can spend the money could relieve the budget pressure, but nothing is a sure thing at this writing.

We are currently tracking several issues and will report on their progress in the coming editions. We thank you and the staff at MIBA for their continued confidence in our abilities to represent your organization before the Missouri Legislature. Stay safe out there! ■

NEW MEMBERS



La Macchia Group is a consultative design/build firm with expertise in strategic planning, space planning, real estate, branding and technology integration. Since 2002, the company has been wholly focused on the financial services industry, working as an end-to-end partner with clients across the country to deliver exceptional customer experiences and solid ROI.



I specialize in removing the stress and uncertainty people have in your financial life. I work with bankers who want to have a significant impact on the legacy of their family name and community. For example, I worked with bankers recently on how they can leave a legacy for their children, grandkids, great-grandkids, and future generations beyond that. I also work with banks on executive benefits and key person plans to keep their best employees and work with ownership on the role that bank-owned life insurance can play in their general account.



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2020 MIBA PAC HONOR ROLL

Contributors to the MIBA Political Action Committee are recognized for their generosity on the association's website and at the MIBA Annual Convention and Exhibition. Different levels of contribution have been set to recognize supporters of our Political Action Committee fund and to make the association's membership more aware of this important facet of our work on behalf of the political agenda of community banks across Missouri.

Note: personal or corporate campaign contributions to any PAC are not deductible in any amount for federal tax purposes.

PRESIDENT'S FAIR SHARE LEVEL

\$10 per Million in Deposits up to 250M Cap

- Adrian Bank
- Bank of Advance
- Bank of Iberia
- Bank of Louisiana
- Bank of Old Monroe
- Bank of St. Elizabeth
- Bank of Salem
- Blue Ridge Bank and Trust Co., Independence
- BTC Bank, Bethany
- Citizens Bank/New Haven
- Community Bank of Pleasant Hill
- Community Bank of Raymore
- Community State Bank of Missouri, Bowling Green
- Exchange Bank of Missouri, Fayette
- Exchange Bank of Northeast Missouri, Kahoka
- Farmers Bank of Green City
- Farmers Bank of Lincoln
- Farmers & Merchants Bank, St. Clair
- First Independent Bank, Aurora
- First Missouri Bank, Brookfield
- Jonesburg State Bank
- Meramec Valley Bank, Ellisville
- Metz Banking Company, Nevada
- Midwest Independent Bank, Jefferson City
- Midwest Regional Bank, Festus
- New Frontier Bank, St. Charles
- Northeast Missouri State Bank, Kirksville
- Peoples Bank & Trust Co., Troy
- Peoples Bank of Altenburg
- Peoples Bank of Rhineland
- Peoples Bank of Wyaconda
- Pony Express Bank, Liberty
- Preferred Bank, Rothville
- Regional Missouri Bank, Marceline
- Sherwood Community Bank, Creighton
- The Missouri Bank, Warrenton
- Tipton Latham Bank

PLATINUM LEVEL

\$750 and up

- Mid America Bank, Jefferson City
- Security Bank of the Ozarks, Eminence
- United State Bank, Lewistown

GOLD LEVEL

\$400-\$749

- Bank of Monticello
- HomeBank, Palmyra
- Legends Bank, Jefferson City

SILVER LEVEL

\$200-\$399

- 1st Advantage Bank
- Bank of Crocker
- Chillicothe State Bank
- Silex Banking Company, Silex
- State Bank of Missouri, Concordia

INDIVIDUAL

- Jack Allee, Latham
- John Allee, Tipton
- Calen Bestgen, Tipton
- H.E. Blankenship, California
- Carl Blochberger, Tipton
- David Johansen, Syracuse
- William Loesch, Jefferson City

MEET YOUR

MISSOURI BANKER

Name: Danielle Kincaid | **Title:** Electronic Banking Officer

Bank Name: The Bank of Versailles



1. Where are your main bank and branches located? What is the market like?

Our main bank is in Versailles, Missouri, just north of the Lake of the Ozarks. We have branches along the west side of the Lake, in Laurie, Sunrise Beach and Greenview. These locations allow us to serve a diverse group of people. Versailles is a small, rural town surrounded by family farms and small businesses, but the Lake area is populated with young families, people who live full-time in Kansas City and St. Louis and throughout the Midwest who have a second home in the Lake area, and retirees starting the next chapter of their lives.

2. What is something unique about your bank?

In the one 138-year history of The Bank of Versailles, we have never sold our loans on the secondary market and have no plans to in the future. It is important for us to offer personal service to our customers from their loan application through their last payment. Relationships are the core of our business, and our customers appreciate being able to visit with a familiar face when they have questions or need to make changes.

3. How did you get started in the banking business?

About three years after I moved to Missouri from New England, I started helping my husband with business plans and book-keeping, which led to meeting the president of The Bank of Versailles, Dave Baumgartner. When a position came open in our Lau-

rie location, he called me up and offered me the job as a teller. It was a great way to learn all the cogs and gears of the machine from the ground up, while still giving me the one-on-one interaction with customers that I enjoy. Through the years, my position and job duties have changed, but customer service is still my No. 1 priority and one of my favorite aspects of the industry.

4. What is the most important thing you've learned from this career so far?

This is a tough question, but if I must choose one, I will say the most important thing I have learned to date is: never underestimate the importance of asking questions. Whether learning how a piece of software works or helping a customer, I live by the phrase, "there are no stupid questions." The only way to get to the root of an issue or better educate yourself and others is to empower people to ask questions. This is also important, to me, to impress upon our customers. If they don't understand a charge or how our mobile banking app works, it's my job to help them feel comfortable asking. With education comes independence, and there are few things in life I value over independence.

5. Tell us about the bank's community investment efforts.

We have a lot of fun when it comes to giving back to and investing in our community. Our main bank staff has fundraisers throughout the year. There are chicken wing contests where you pay per vote,

craft fairs and an infamous Halloween Trick-Or-Treat auction where all the items are wrapped, and no one can peek. These have become traditions we look forward to, and at the end of every year, the bank matches what we raise, and the donations are spread throughout the community at Christmas time.

We also work with the Morgan County R-II School District to encourage financial literacy in our youth. Once a year, we meet with the fourth grade students to talk about earning money and hit the highlights of what goes into running a business. The children always have great questions, and the experience leaves a positive impression on me every time. On the other end of the spectrum, we visit the high school's personal finance class to discuss digital finances (everything from debit cards and mobile wallets to the importance of complicated passwords) and the effect credit report scans have in your life. We also sponsor financial literacy software from Banzai for the district and the neighboring Morgan County R-I district as well.

6. What is the bank's biggest challenge in the area of internet banking and mobile banking?

I believe our biggest challenge with internet and mobile banking is educating our customers about all the different products and features we have and the level of security we offer. Many assume that because we are a small community bank, we cannot or do not offer many of the products and features

Whether learning how a piece of software works or helping a customer, I live by the phrase, “there are no stupid questions.” The only way to get to the root of an issue or better educate yourself and others is to empower people to ask questions. This is also important, to me, to impress upon our customers. If they don’t understand a charge or how our mobile banking app works, it’s my job to help them feel comfortable asking.

the big banks offer or that using their smartphone, mobile device, or computer isn’t safe at all.

As with most community banks, we make customer service a top priority and can rely on the close relationships we have with our customers to educate them one-on-one so they feel comfortable utilizing the convenient tools we offer. Our staff knows the importance of balancing an increase in customer adoption to our internet and mobile banking platforms with the level of personalized service our customers expect and deserve.

7. What’s your favorite thing about your bank/banking in general?

My favorite thing about banking in general is there is always something to learn. Whether it is regulation changes, process adjustments or new technology, bankers are continually pivoting, learning and problem-solving. My favorite thing about my bank, specifically ties directly to these educational needs. My management team has supported me every time I have wanted to increase my understanding of a subject or tackle something completely new. With their encouragement, I have tripled my certifications in the last three years and will continue to be offered the freedom to find new opportunities to better myself as an employee and banker in the future.

8. If you didn’t have a career in banking, what other career would you choose?

If my time being a banker came to an end tomorrow, I would love to get back to working with horses. Growing up in New England, I rode and competed for over a decade in small, local shows. There are few loves that can compare to the love between a young girl and her horse. Much of my work ethic and determination was developed in a barn, and I wouldn’t have it any other way. For a brief time, before I left for college, I even had the opportunity to teach riding lessons, and I would love to do that again. Learning and working with a large variety of personalities (human and equine alike) is humbling and fulfilling. ■



NEWS

FROM YOU

Pony Express Bank Announces New Hires



Crissy McAfee

Pony Express Bank



Dave Hinck

Pony Express Bank



(Liberty, Missouri)

January 1, 2021 – Scott Page, President/CEO of Pony Express Bank, welcomes Dave Hinck as Senior Vice President of Lending. “We are pleased to have Dave in this role for our bank,” said Page. “With 3 local banks recently selling to large conglomerates, we felt it was the perfect time to have Dave join our team and let businesses in our community know that we are ready and willing to help them with their financial needs.”

Dave has nearly 30 years of banking experience in the Northland. He most recently served as Executive Vice President for KCB Bank (Academy Bank) in Kearney. Dave graduated from Central Missouri in 1990 with a B.S in Finance and also completed the Graduate School of Banking program in Madison, Wisconsin. Dave and his wife, Anita, have resided in Kearney

with their two children, Austin and Logan for 16 years.

Scott Page also announced the addition of Crissy McAfee to the position of Vice President of Operations. Crissy is a life-long resident of Orrick, having graduated from Orrick High School before beginning her 20+ year career in community banking here in the Northland. She lives with her husband of 20 years, Jeff, who works at Ford Motors and their 3 children, Brock, Blake and Keely.

Pony Express Bank is a locally owned and operated, 130-year-old community bank with one of the most extensive records of achievement in the area; with assets exceeding 220 million; and branches in both Liberty and Braymer. ■

Scott Page, President/CEO
816-781-9200 or
spage@ponyexpressbank.com

1st Advantage Bank Hires Jeff Gilbert and promotes Joe Armour



Jeff Gilbert

1st Advantage Bank



Joe Armour

1st Advantage Bank



Joe Armour has been promoted to executive vice president and chief credit officer of the bank after serving as senior vice president/senior lender for the last 10 years. During his tenure, Joe has helped grow and shape the bank’s lending portfolio and process. The new position will allow him to focus on more strategic issues going forward while maintaining the overall credit culture of the bank. His previous banking experience has been with Premier Bank, First State Bank and Enterprise Bank.

Jeff Gilbert was recently hired as senior vice president/senior lender.

Jeff will be a key member of the bank’s staff in developing new business and maintaining existing relationships while overseeing the lending/support staff and daily lending functions. Jeff will also be involved in future strategic planning for the bank and engaging with other senior level staff members. Jeff was previously with Royal Bank and Frontenac Bank.

1st Advantage Bank is a full service community bank located in St. Peters, Missouri. We are dedicated to maximizing positive customer experiences through personal interaction with our staff, enhanced by efficient technology. ■

In Memoriam

Charles E. Butler II, 1947 - 2020



Charles E. Butler

Charles Edward Butler II, known to most as Charlie, 73, chairman of the board for Farmers & Merchants Bank, passed away Dec. 8, 2020 after a two-week battle with COVID. Mr. Butler had been with FMB for 44 years, and served as president and CEO until his retirement, at

which time he took on the role as chairman of the board. He was also a member and past president of the Missouri Independent Bankers Association. Mr. Butler leaves behind his wife, Connie, three children, seven grandchildren, and one great-grandchild. ■



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HannahRuge at [hruge@mibi.net](mailto:hhuge@mibi.net)

In Memoriam

JOHN WALLER, JR.

APRIL 25, 1920-NOV. 21, 2020



John Waller, Jr. was born up in Leasburg, Missouri, where his father was one of 14 men who started the Bank of Leasburg. The family moved to Sullivan during the 1930s. He “had his eye on” Esther Matthews from first grade and began dating her during high school. He excelled in sports such as basketball, baseball and track; the school didn’t have a football team. He set an unbroken pole vaulting record that was only retired in 1976 when flexible poles became standard. John was named a charter member of the Sullivan Sports Hall of Fame for his athletic accomplishments. He was also president of his junior class and student body president his senior year.

John graduated in 1938. Although he was given a basketball scholarship at St. Louis University, he played football as a walk-on, became the starting halfback, earned a varsity letter and ended up paying for school with a football scholarship. He received a prelaw degree, six days after Pearl Harbor, in December 1941.

A recruiter suggested students ought to sign up instead of being drafted. John agreed and became a U.S. Navy aviator and was soon an instructor in instrument flying in Pensacola and then Atlanta, Georgia, where he trained British pilots. John learned how to golf from Bobby Jones, an amateur golfer who won the Golf Grand Slam in 1930, at the Atlanta Country Club. John went to Lakehurst, New Jersey, to be in an MGM movie as a Navy flyer during that time. (The movie, starring Wallace Berry, was named *Airship Squadron Four*.) Also, he played football for the Iowa Seahawks, a U.S. Navy NCAA football team. Associate Justice of the Supreme Court Byron White was a teammate; so was Forest Evashevski, who later became the head football coach at the University of Iowa. John and Esther married in Atlanta at Peachtree Presbyterian Church, and Esther taught school. They had three children together; Thomas, Carol and David.

In 1946, after the war, John and Esther went back to St. Louis for more school. He completed a three-year course in two years and received a magna cum laude J.D. degree in 1948. He was first in his class. (John considered himself to be an “average student” during high school and prelaw. “After the Navy,” he said, “I was always at the top of my class. I think the teaching and working with such sharp guys really made a difference.”)

John and Esther moved back to Sullivan, and he set up a private law practice. The town mayor, John Reburia, had run a grocery store when John was younger. John often delivered groceries from the store to his mother’s restaurant. Mayor Reburia asked John to be a city attorney. Ten years later, John became St. Clair’s city attorney as well. He was a city attorney for 25 years and was St.

Clair’s attorney for 15 years. He was soon elected as vice president of the Bank of Sullivan.

John and a group of local business owners started the Sullivan Country Club in 1954. In 1960, he bought a major share in the bank from T.R. Shaffer, a mentor and longtime friend who was president of the Bank of Sullivan before John. In 1965, John bought a majority share in St. Clair’s Farmers & Merchants Bank. He was a lawyer and banker for the rest of his career and was the Bank of Sullivan’s president for almost 25 years. He also served as chair of the board of directors.

John was an outdoorsman and farmer who was interested in horses, cattle and game hunting. (He bought a 1,050 farm called Brazil Creek 18 miles from his home.) John’s creed was: “To whom much has been given, much is to be expected. We can’t take it with us, so it is up to each of us to try to make life better for someone else.”

John described his wife Esther, who passed away Oct. 26, 2001, as “the finest partner a person could ever have had.” She loved being a music teacher, planting maple trees and encouraging John to donate land and money to the school district. “If there’s a heaven and she’s there,” he said, “I’m ready to go.”

He passed away peacefully in the company of his family when he was 100. ■



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A BACKGROUND ON ...

KEEPING BALANCE AND PERSPECTIVE

Andrew Lee has a favorite quote by John Lennon: "Life is what happens to you while you are busy making other plans." According to Andrew, it's been a mantra he lives by, "If things are not so great, something great comes along. If things are going really well for too long, I get checked with a



learning experience. Things balance. It makes the good and the bad make sense, and I think it helps me keep perspective in my life and the banking industry as well, for that matter."

In spring 2006, it was time for Andrew to do something new. He was working as the media and community relations manager for a professional indoor soccer team, the St. Louis Steamers, and he was also doing some work for a local television station. It became clear that the St. Louis Steamers weren't going to be around (The current St. Louis Steamers team is a women's soccer team with a program to train young players.)

Andrew wanted to change directions. He had some family in Columbia, Missouri, so Andrew decided to relocate there and start his second career.

That meant starting from the ground up. Andrew got a job primarily taking phone calls and writing emails in Boone County National Bank's customer service department. Boone County National Bank (renamed Central Bank of Boone County June 12, 2015) was part of a 13-bank holding company. He loved it. Andrew eventually moved back to St. Louis, and ended up in various managerial positions on the retail side at Central Bank of St. Louis.

Several people at Boone County, in Columbia and later in St. Louis, had a significant impact on Andrew's career. "They had more faith in me than I did," he said. "It was flattering and humbling at

the same time, and it made a big difference in my career."

Mary Beth Gillum and Karen Taylor "were two people that gave me a lot of confidence. They taught me the financial industry and also mentored me to manage people." Back in St. Louis, Tracy Thomas was another key person in Andrew's career. She gave him encouragement and feedback, and she helped him map out career moves. "She saw the potential in me," he said. "She has become a good friend."

Also in St. Louis, Andrew moved into correspondent banking thanks to veteran banker Matt Favazza, who according to Andrew, taught him to be a banker.

Dan Ward, another veteran banker, was also another great mentor. "We were competitors for a number of years," said Andrew. "Dan taught me that in the correspondent banking world, it's important to be mindful that our clients — community bankers — have the resources they need all day. We can't just sell products. We need to understand what bankers go through, find out what their goals are and help them achieve those goals. It's understanding before walking through the door and preparing for the experience. I am not a salesperson; I am a collaborator — a resource."

Dan approached Andrew on behalf of Midwest Independent BankersBank because he thought it would be a good fit. Andrew agreed. "I would be working in a banker's bank, primarily in correspondence banking," he said.

He has now been with Midwest Independent BankersBank for 14 months. "It was such a good decision," he says. "I was promised that I would love it here, and I am." He works from home in St. Louis and travels when necessary to make calls on banks in eastern Missouri. "The transition

“At times there’s a negative persona about being with the bank, but I think there are many opportunities that banks — more specifically, community banks — offer. Banks build dreams for families and businesses in their communities, and I get to be a small part of that.”

was smoother because I am working with people I already had relationships with. There are many great people in eastern Missouri that I have been calling on for many years. They are customers and colleagues. It’s the people that make this job rewarding.”

When asked about the most rewarding part of his career, Andrew said, “At times there’s a negative persona about being with the bank, but I think there are many opportunities that banks — more specifically, community banks — offer. Banks build dreams for families and businesses in their communities, and I get to be a small part of that.”

Andrew has learned at least three things that he passes on to anyone he mentors:

1. Banking is a business of relationships first and foremost. You can crunch it into numbers, but that is misleading. Banking doesn’t work without friendship.
2. While the industry itself is stable, the world of banking does change. You must adapt and learn to be flexible. If you don’t like change, then banking is not the right industry for you.
3. It’s a relatively small world, so be kind and respectful, and don’t burn bridges. After 14 years in the banking industry, Andrew is still working with many of the same people.

Andrew also sees benefits from MIBA membership. For one thing, the association is a network of peers. MIBA has been especially helpful during the current pandemic. It is instrumental in providing education and knowledgeable assistance, which in turn suggests a way forward. Although it’s common for some banks to compete, the competition is friendly. He said, “Banking has challenges, just like

any industry, and the best way to combat challenges is to be together as a united front.”

The pandemic is a perfect illustration of how a united front can help banks. Andrew said, “Banks overall were more prepared coming into the pandemic recession than we ever were before previous recessions even though we didn’t see it coming. We had strong assets, our capital levels were good, and our loan losses were acceptable. Although we may take a hit in 2021, it will be nothing like 2008-2012.” He added, “I know many people are in hard-hit industries. They are stressed and in a tight situation, and my heart goes out to them. I hope there will be some kind of program to help people get to the finish line together. But we’ve been down this road before. We’ve had practice. I am optimistic about the banking industry and our clients.”

When asked about what he does in his spare time, Andrew says he spends a lot of time with his family and enjoys sports. “I played a lot of sports growing up. I’m a Cardinals and Blues fan, and I’m also a big fan of the University of Missouri athletics. My wife Janna and I have a 6-year-old boy, and we are working on getting him into sports. Fatherhood is important to me.”

Andrew also enjoys reading. He said, “I am rereading Alexander Hamilton’s biography. War history has been a big interest for me, especially the era of the American revolution. Alexander Hamilton was the first secretary of the treasury, and he set up our banking system. That was a massive undertaking and something that, given my choice of careers, has taken on new meaning.”

Working in banking, which Andrew feels is the epitome of balance and perspective has been a great fit for him. ■

COMMUNITY BANKERS PLAY A VITAL ROLE IN AMERICA'S PANDEMIC RESPONSE

By Carl White, Senior Vice President, Supervision, Federal Reserve Bank of St. Louis

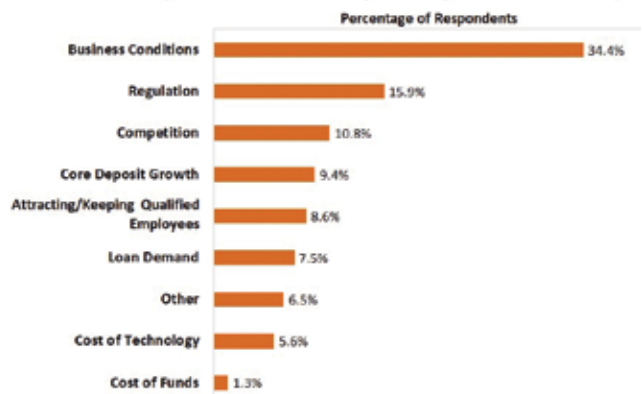


Proud. Overwhelmed. Frustrated.

These sentiments and others expressed by bankers come from the 2020 National Survey of Community Banks, conducted annually by the Conference of State Bank Supervisors (CSBS) and state banking regulators for the past seven years. The survey is released each year during the annual Community Banking in the 21st century research and policy conference; the event is sponsored by the Federal Reserve, the CSBS and the Federal Deposit Insurance Corporation. In this year's survey, the effects of COVID-19 dominated and colored typical industry concerns related to regulatory burden, small business lending, industry consolidation, competition and technological innovation.

In last year's survey, funding—its cost and availability—was cited as the greatest challenge by the bankers surveyed. This year, “business conditions” took the top spot. Community bankers faced a changed and daunting banking environment and had workplace issues of their own to manage, but they were also able to take advantage of their deep community connections to step up and help their local economies. Regulatory burden, competition and core deposit growth still remain important concerns, but the uncertainty created by the COVID-19 pandemic certainly impacted community bank views on the challenges they would be facing in the months ahead.

What Is the Single Greatest Challenge Facing Your Bank Today?



SOURCE: 2020 National Survey of Community Banks.
FEDERAL RESERVE BANK OF ST. LOUIS

Nearly three-quarters of community banks implemented a work-from-home policy in response to COVID-19, and almost 95% reported no layoffs. Some bankers noted that these transitions were easier than expected, partially because they had made prior investments in technologies that facilitated the changes.

A Changed Landscape

While banks of all sizes faced myriad challenges from the pandemic and its economic consequences, community banks played a large role in one of the major strategies to mitigate the damage: the Paycheck Protection Program (PPP). The PPP — established under the Coronavirus Aid, Relief and Economic Security Act — was administered by the Small Business Administration (SBA) and guaranteed the extension of potentially forgivable loans to allow participating employers to keep workers on their payrolls. PPP loans were made by qualified lenders to small businesses with fewer than 500 employees.

PPP loans made by community banks accounted for nearly 40% of the total extended under the program. But it wasn't easy. Bankers surveyed numerous detailed challenges, including changing rules and procedures for loan processing, glitches with the SBA website and issues related to the "first-come, first-served" approach to approving customer requests. Community banks incurred numerous costs from program participation, such as inefficiencies because of the small size of many loans and some reputational damage from disgruntled customers who held banks responsible for any glitches. Nevertheless, a number of surveyed bankers said the struggles were worth it. As one banker put it, "Despite a rollout that was disjointed and frustrating, we were able to support our small business customers."

Beyond the PPP

Community bankers took other steps to help their customers. More than a third of those surveyed reported they reduced or eliminated late-payment penalties on credit cards or loan payments. A similar percentage reduced or eliminated fees on deposit accounts. Many banks took less traditional steps to help out their customers and communities, such as boosting their Wi-Fi hot spots so students without adequate internet access could do homework from the bank parking lot.

While community banks helped businesses in their communities stay on their feet, they also needed to protect their own financial interests. Many community banks increased their loan loss reserves, with three-quarters of surveyed bankers citing economic conditions and credit repayment issues as primary motivators. Almost a quarter of surveyed bankers report at least a temporary closure of a branch. Nearly three-quarters of community banks implemented a work-from-home policy in response to COVID-19, and almost 95% reported no layoffs. Some bankers noted that these transitions were easier than expected, partially because they had made prior investments in technologies that facilitated the changes.

Looking Ahead

The near-term outlook for community banks is highly dependent on the speed of economic recovery, which is tied to suppression of the pandemic through public health measures and medical interventions like vaccines. While many institutions will no doubt suffer losses, some bankers are choosing to accentuate the positive, like the advantages that come with relationship-based banking. One surveyed banker summed it up like this: Loans during the pandemic "were never transactional matters. We were presented with several opportunities by bank customers who simply couldn't get a loan from their large corporate-style banks. Their loss is our gain." ■



Carl White, Senior Vice President

Carl White has 32 years of experience in the Supervision Division of the Federal Reserve Bank of St. Louis. He is currently senior vice president of the Supervision, Credit, Community Development and Learning Innovation Division. He has served in various other roles within Safety and Soundness, beginning his career as an examiner.

Mr. White has served as lead instructor and course developer on numerous Fed System training courses, including an international assignment in Brazil. In addition, he served as the central point of contact for the District's largest state member bank before and during the financial crisis. He and his team were nominated for the District's President's Award for Innovation as a result of efforts to implement and enhance off-site loan review and examination processes.

Mr. White holds a bachelor's degree with a major in finance from St. Louis University.





DEVELOPING A DIGITAL BANKING STRATEGY TO SERVE CUSTOMERS AND MITIGATE RISK

By Steve Kent, CSI

Over the last several years, our world has been leaning further into the digital realm, largely thanks to a younger, more tech-dependent generation. To stay competitive, community banks must digitize and develop strategies for digital-first customers.

Though many institutions re-directed customers to online, mobile and call center channels in response to COVID-19, that tactical pivot — though important — is not a digital banking strategy. Smaller institutions have various reasons for not fully digitizing, including fear of compliance or operational risk repercussions. Not long ago, those excuses seemed valid. Today, however, they embody community banks' greatest risk.

Customers Embrace Digital Banking

Online and mobile banking use has grown over the last few years, and the pandemic is accelerating its adoption even more. Consumers and businesses previously hesitant to rely on digital channels are now enjoying the convenience, speed and safety they afford.

With consumers fully on board and larger banks already operating in a digital-first mode, community banks have no choice but to adapt or risk being left behind. Here are the three big-picture essentials for a true digital banking strategy:

1. **Top-down digital mindset:** Digital transformation starts with the institution's leadership embracing the idea of enterprise-wide digitization and investing in the human

and technical resources needed to serve customers through digital means.

2. **CX focus:** Digital strategies must work to continuously improve the bank customer experience (CX). A bank's competitive advantage lies in a frictionless, personalized and secure experience no matter the transaction processed. This requires rethinking all internal processes with the customer perspective as the focal point.
3. **Self-service and consultation:** The final piece of the puzzle is transitioning digital channels from self-service-only transactions to more offerings featuring a consultative layer. Community banks need a digital strategy that provides contextualized consultation around savings, investment and insurance products and services.

Risk Management in Digital Banking

Even though customers demand digital transformation, making it a reality comes with inherent challenges and risks. The most pressing digital banking risk management issues break down into two categories and should be addressed so that your institution can move forward.

Organizational Challenges:

- **Outdated corporate culture:** Entrenched processes and perspectives can hold back your digital transformation. Promoting a



The most pressing digital banking risk management issues break down into two categories and should be addressed so that your institution can move forward.

more forward-thinking culture must be a top-down change.

- **Unwillingness to change:** KPMG notes that “Current executives and professionals will either become fast believers or they will hold back your progress.” The imperative is to identify the former category and empower them to lead your digital transformation.
- **Lack of innovative thought leadership:** It will take real out-of-the-box thinking to digitally compete with the big banks. If that kind of modern thinking doesn’t already exist within your institution, invite it in.
- **Misguided beliefs:** Squash any notions that a mobile banking app is the only component of a digital strategy, or that digital-first means that personalization is no longer needed. Back-end operations and internal processes must fully support a digital environment that effectively identifies and fulfills individual customer needs based on their actions and behaviors.

Regulatory Risks:

- **Digital compliance and cybersecurity:** Banks operating in a digital environment must still comply with all applicable laws and regulations. This includes paying particular attention to uniquely digital processes that are covered under specific rules, such as electronically signing documents per the E-Sign Act. However, institutions can mitigate overall risk by investing in technology designed to help banks comply with the regulatory framework and strengthen cybersecurity.
- **Third-party risk management:** Out of necessity, many banks outsource all or part of their digital strategy to third-party vendors. Since institutions are still ultimately responsible for all functions, a robust vendor management program is key to ensuring that no unqualified third-party provider is hired. A provider must understand the applicable regulatory requirements, be able to adhere to them and guarantee compliance.

- **Fraud and identity theft:** Community banks can meet the challenges of fraud and identify theft by reviewing and strengthening their Bank Secrecy Act/anti-money laundering (BSA/AML), Know Your Customer (KYC), customer due diligence and other relevant compliance programs. Fortunately, digitizing internal processes yields more data and the ability to use AI to help monitor customer behaviors and more quickly flag potential fraud.

There is no doubt that digitization can increase certain risks for the community banks that do transform, and the answer to this dilemma is enhanced digital banking risk management. ■



Steve Kent is senior director, Digital Strategy, at CSI.

QUESTIONS TO ANSWERS

Net Interest Margin in Jeopardy? Here are Some Solutions.

To start the year, I'd like to both properly memorialize the late, great Alex Trebek and provide some helpful suggestions for investment management for this challenging rate environment in which we find ourselves. And I'd like to do it in the space of this column, so let's pick up our signaling devices and see what answers we have in front of us.

Answer: This segment of the municipal bond market is being embraced by community banks after being shunned for the last three decades.

Question: What are general market munis?

General market munis are differentiated from bank qualified (BQ) munis in two ways. First, there is no limit on the size of the issue (BQs are limited to \$10 million per issuer, per year). Secondly, the uses of the proceeds in general market munis are virtually limitless; BQs must be for essential services.

As to why BQ issues have been favorites of community banks since 1986, they qualify for beneficial tax treatment related to an institution's cost of funds. This TEFRA application normally creates higher tax-equivalent yields for bank-qualified issues. However, this advantage begins to shrink when tax rates and/or cost of deposits decline, and both of these conditions have been in play since 2017. The result? Community banks have been buying roughly twice the volume of general market issues vis-à-vis BQs lately. We'll see if that trend continues if cost-of-funds levels — or marginal tax rates — ever rise again.

Answer: Community bank bond strategies have recently begun including these types of mortgage-backed securities (MBS).

Question: What are multifamily MBS?

All three of the major housing agencies, GNMA, FNMA and FHLMC, have stepped up their issuance of multifamily MBS in the past five years. The main reason for the growth is that more of us are living in 5+ family dwellings than ever before. Another is that they can offer some structural advantages over generic pass-throughs.

For example, many multifamily pools have short state final maturities of seven to 10 years. Another is that they almost all have some type of prepayment penalty baked into the structure. While penalties (or "yield maintenance" provisions) are common in commercial real estate lending, they're almost non-existent for single-family loans. The prepayment protection they afford is especially attractive in yield environments like we have at the present.

Answer: These three factors can each help limit prepayment risk on amortizing securities.

Question: What are borrowers' rate, loan size and geography?

At the end of the day, there are only a few criteria that can provide tangible protection against wholesale refinancing (read: prepayment risk) in generic MBS. The one with the most causal relationship is the borrowers' rate (in bond speak, the "gross WAC"). Obviously, the lower the current



By Jim Reber
ICBA Securities

**2021 webinar series
will commence soon**

ICBA Securities and its exclusive broker Vining Sparks will present a seven-part webinar series, Community Banking Matters. The first event is Feb. 16, 2021, at 10 a.m. Central Time. CPE credit of one hour is offered for each webinar. For more information, visit www.viningsparks.com.

The prepayment protection they afford is especially attractive in yield environments like we have at the present.

rate, the harder it is for a homeowner to economically benefit from refinancing. There is a high correlation between note rate and prepayment speeds.

Similarly, the more a borrower owes on his or her dwelling, the more likely the math works in favor of a refinancing. What isn't quite as universally known is that certain states (e.g., New York and Florida) have punitive taxes and fees that make the prospects of cutting the debt service costs much more difficult. As an investor, you can ask for "prepayment friction" pools containing some type of specific collateral that can significantly reduce prepayment risk.

Answer: This is by far the most popular month for municipal bond maturities and calls.

Question: What is January?

Given that we're embarking on a new calendar year, and, generally speaking, community banks have more cash and liquidity than they prefer, it's worthwhile to mention in the near term there will be a lot of money being turned over in muni land. It's possible that the "January effect" could play out in all its glory this year.

That is the outcome of a lot of money chasing a limited supply of bonds. Many

municipal borrowers, and this certainly includes BQ issuers, don't tap the market until later in the year. So, it's entirely plausible that the combination of the wave of redemptions coupled with scant early-year supply will put a serious lid on yields. Many community banks forward purchase in January and February once they identify which bonds in their portfolio will be maturing or will be called away.

Answer: This financial services sector punched above its weight in extending credit to small businesses at the height of the COVID-19 pandemic.

Question: What are community banks? ■

Jim Reber (jreber@icbasecurities.com) is president and CEO of ICBA Securities, ICBA's institutional, fixed-income broker-dealer for community banks.

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COMMUNITY BANKERS FOR COMPLIANCE

Construction Loan Compliance

Ever since the advent of the TILA-RESPA Integrated Disclosures (TRID) a few years ago, banks have struggled with disclosing a construction or construction/permanent loan. A major part of the problem has been the inability of the Consumer Financial Protection Bureau to clearly articulate the TRID requirements. This inability has created problems for bankers, loan software companies, auditors and consultants, regulators, and most importantly, consumers. And while we have a clearer picture now, there still are questions that remain unanswered.

This seminar will discuss the variety of legal ways to structure and disclose construction and construction/permanent loans, and the impact those decisions may have on your institution and consumers. After discussing the construction product and disclosure possibilities, we will then take those possibilities and apply them to the TRID disclosures themselves.

For the TRID portion of the seminar, we will be focusing on two elements. The first will be the timing of the Loan Estimate and Closing Disclosure in a construction or construction/permanent loan. This discussion will be relatively brief, as we discussed general TRID timing requirements during our 2020 CBC presentations.

The balance of the TRID presentation will focus on the TRID forms themselves, discussing the options available and the requirements to complete the Loan Estimate and Closing Disclosure. As with the timing discussion, we will limit our discussion to those areas which carry the most TRID risk for construction and construction/permanent loans. The teaching manual will only include the information that will be discussed in the seminar. A more complete set of TRID manuals, covering all TRID requirements, will be available to attendees via the web.

The seminar will conclude with a demonstration of the relatively new FFIEC APR computational software and how to use it to validate APRs for construction and construction/permanent loans.

The subjects for the regulatory update will be determined by circumstances and releases from the various agencies.

DATE, LOCATION, HOTEL INFORMATION

March 2, 2021

MIBA's Office

106 E. High Street
Jefferson City, Missouri, 65101

Hotel Accommodations:

The DoubleTree Hotel
422 Monroe Street
Jefferson City, Missouri, 65101
Phone No.: 573.636.5101

Light Breakfast & Registration:

8:30 a.m.

Seminar:

9:00 a.m. - approx. 4:00 p.m.

Future Presentations

During the second quarter, we will be covering Regulation F — Fair Debt Collection Practices Act. Released at the end of October, it will be effective one year after publication in the Federal Register (probably November 2021). It will not have major impacts on many banks FOR NOW, but the CFPB has stated the ultimate goal is for all bank collection efforts to be made subject to the rule, so we will discuss the short and long-term ramifications of this new regulation. Other topics to be covered in the second quarter 2021 have not been determined.

Subjects for future seminars will be shaped by regulatory events as they unfold. The CBC quarterly compliance program remains committed to providing as much up-to-the-minute information as possible. The program will closely monitor releases from the CFPB and other agencies to assure that you have the most up-to-date and accurate information possible.

AGRICULTURAL LENDERS SCHOOL

A Unique Opportunity For Early Career Agricultural Lenders

June 7-11, 2021

Columbia, Missouri

Program

The Agricultural Lending School was designed to train early to mid-career lenders specializing in financing agriculture. Participants typically work in banks, farm credit associations, agribusinesses, state agencies and finance companies.

Sessions use practical examples to demonstrate concepts focused on issues critical to successful agricultural lending. Speakers use a balance of presentations, exercises, and case studies to provide a quality adult learning experience.

Topics

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- » Keys to Agricultural Credit Analysis
- » Financial Benchmarks and Comparative Data
- » Communicating with Farmer Clients
- » Practical Servicing Issues Specific to Agriculture
- » Emerging Issues in Agricultural Finance
- » Legal Review and Lien Documentation
- » Managing Agricultural Risks
- » Completing the Agricultural Loan
- » Farm Service Agency Programs and Perspectives

Instructors

Dr. Freddie Barnard is a Professor Emeritus of Agricultural Economics with Purdue University and has a wealth of experience in agricultural lending. He was a pioneer in the development of the Farm Financial Standards and has taught extensively at various U.S. banking schools and meetings on agricultural finance and analysis.

Other speakers include lending professionals, industry experts, and university faculty.

History

Since the Agricultural Lenders School was founded in 2000, it has successfully trained more than 500 agricultural lenders from Missouri, Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Minnesota, Nebraska, New York, North Dakota, Oklahoma, Pennsylvania, Tennessee and Texas.

Who Should Attend

Early career lenders (zero to five years experience) or experienced lenders who are assuming new agricultural loan responsibilities are the intended audience for this school.

For more information or special accommodations, please contact Jewel Coffman at (573) 882-4349 or muconf6@missouri.edu. If you have questions regarding specific program content, please contact Ryan Milhollin at (573) 882-0668 or MilhollinR@missouri.edu.





RECENT CHANGES TO EXEMPT SECURITIES OFFERINGS

By Larry K. Harris, Polsinelli

On Nov. 2, 2020, the U.S. Securities and Exchange Commission (“SEC”) issued final rules that became effective at the start of 2021. These rule changes affected many of the regulations pertaining to the offering of securities under various “exemptions.” Some of the more important changes are discussed below. In this discussion, those raising capital are referred to as “issuers” because they issue stock or other securities to investors as the means of raising capital.

Exempt offerings are key to capital raising for small issuers and startups. The basic rule under the Securities Act of 1933 (the “*Securities Act*”) is that any issuer offering to sell its securities must register that offering with the SEC unless the offering is exempt from the registration requirements. While the Securities Act itself provides for some offerings, and even some types of securities, to be exempt from registration, the exemptions issuers have found to be most useful are those that the SEC has provided under its authority to promulgate regulations establishing exemptions.

By far, the most commonly used set of exemptions was created in the early 1980s when the SEC adopted Regulation D. As initially designed, there were three versions of exempt offerings; one each established under Rule 504, Rule 505 and Rule 506. In 2016 the SEC revised Regulation D, enlarging the amount of capital that can be raised under Rule 504 to \$5 million, eliminating Rule 505 (which was almost never used), and liberalizing Rule 506 by creating two tracks — one for private offerings and one for offerings using public (general) solicitations. No dollar limit on Rule 506 offerings exists, as the SEC relies instead on methods of offering, limits on the number of “non-accredited investors,” and mandated disclosures to provide the necessary protection to investors.

In addition to revising certain aspects of Regulation D, the 2020 amendments also addressed several other exemptions from registration. Among the more important is a revitalized Regulation A. After the adoption of Regulation D in the 1980s, the cumbersome, expensive and slow process under Regulation A was mostly abandoned by issuers. Regulation A was revised in 2015, in response to Congress’

As initially designed, there were three versions of exempt offerings; one each established under Rule 504, Rule 505 and Rule 506. In 2016 the SEC revised Regulation D, enlarging the amount of capital that can be raised under Rule 504 to \$5 million, eliminating Rule 505 (which was almost never used), and liberalizing Rule 506 by creating two tracks—one for private offerings and one for offerings using public (general) solicitations.

direction in the JOBS Act of 2012. While still more complex and difficult to comply with than Regulation D, the 2015 revised Regulation A (commonly referred to as “Reg A+”) allows public offerings of securities in two tiers. These tiers are distinguished by differences in dollar limits, method of offering and limits placed upon non-accredited investors participating in the offering.

One of the intricacies of the dollar limits of Regulation D Offerings and Reg A+ offerings is a concept referred to by the SEC as “integration.” The concept behind integration is to provide rules for determining when an offering is deemed started and stopped and only include toward the dollar limits those sales that occur as a part of that offering. The problem is what to do with sales of securities that occur on the shoulders of an exempt offering. Under Regulations A and D (before the 2020 amendments), sales not technically part of a Regulation A or D offering could be treated as part of the offering (“integrated”) if they occurred within six months before or after the dates of the offering (timing is not the only factor, but is an important one when considering integration).

In the 2020 amendments adopted by the SEC, the maximum dollar limit for a Rule 504 offering was increased from \$5 million to \$10 million. The dollar limit for Tier 1 Reg A+ offerings was increased to \$22.5 million from \$15 million, and for Tier 2 offerings to \$75 million from \$50 million. Furthermore, the period used for measuring the integration of offerings was shortened from six months to 30 days, but with certain limitations applicable when dealing with a mixture of offerings permitting general solicitations and those made on a private offering basis.

In addition to the foregoing, the SEC revised certain disclosure requirements for Regulation D offerings. When non-accredited investors are offered securities in a Regulation D offering, there are specified disclosures that must be made, including certain financial information that must be disclosed. Specific details of what must be disclosed varied depending upon the size of the offering. The disclosures under these Regulation D offerings were different from those required under Reg A+, and in some circumstances, more burdensome. In the 2020 amendments, the SEC “aligned” the disclosure required under Regulation D to match that of Regulation A.

In addition to these changes to Reg A+ and Regulation D, other changes were made to less common exemptions and securities activities.

- New Rule 241 permits an issuer to use generic solicitation of interest materials to “test-the-waters” for an exempt offering before determining the offering exemption it will use. However, until the issuer determines which exemption it will use and the offering is commenced, no money may be solicited or accepted from investors.
- In addition, under Rule 241, subject to certain limitations, an issuer may solicit indications of interest in an exempt offering orally or in writing before determining the exemption upon which it will rely.
- New Rule 206 allows an issuer using Regulation CF (the “crowdfunding” rule) to “test-the-waters” before filing an offering document with the SEC, in a manner similar to “testing-the-waters” communications permitted in advance of a potential Reg A+ offering.
- In addition, under Regulation CF, an issuer is permitted to communicate orally with prospective investors after Form C has been filed with the SEC, so long as the oral communications comply with the requirements of Regulation CF.

With these changes, the SEC has enhanced the existing exemptions available to issuers and made the raising of capital a less burdensome process. ■



Mr. Harris is a shareholder in the St. Louis office of Polsinelli P.C., and can be reached at lharris@polsinelli.com or 314-889-7063.

Larry is a member of the Banking and Financial Institutions practice at Polsinelli, which reflects his dedication to knowing and staying current with the “ins and outs” of this critically important industry. Whether your bank is a one-facility institution located in a small town or a sophisticated branch network reaching into several states, he understands the regulatory and business challenges you face on a day-to-day basis and will provide the answers to your questions.

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BOLI IN A COVID-19 ENVIRONMENT

By Rob Barton, Bank Compensation Consulting

As breaking news to absolutely nobody, the events last spring with the spread of COVID-19 in the United States threw a curveball to virtually every business industry and banking was not an exception. Lobbies closed, the number of employees coming into the bank was minimized at best and working from home became an immediate area of adjustment. Couple those changes with the Fed's decision to bottom out rates, and the business forecasts for many banks were now pretty much useless. Throw the budgets you made one year ago out. With the CARES Act and the Paycheck Protection Program soon following, the focus of banks shifted. Despite little initial guidance and a few hiccups along the way, community banking came together and tackled PPP to help their customers and communities.

The first half of 2020 surely was a crazy few months. The Bank Owned Life Insurance (BOLI) industry was no different. In mid-March, while the world was spinning, equity markets were plummeting and the Fed was cutting rates, many BOLI carriers (but not all) hit the pause button on the sale of their products. When banks wire BOLI premium funds to a carrier, those carriers must invest those funds in accordance with their general account guidelines. When rates fell so fast, carriers paused on accepting more funds not only because of a lack of investment opportunities but also not to dilute the yield of their current policyholders. As late spring and summer rolled in, the BOLI landscape began to change and when it did, the banking landscape seemed to change as well. As things began to stabilize, most BOLI products were again available to banks. Banks were in the process of distributing their PPP funds and awaiting forgiveness guidance. Unfortunately, due to the coronavirus and the nation's response, we started to see the closure of small businesses. Some reports suggest over 100,000 small businesses have already permanently closed due to this crisis. This naturally leads to a decrease in loan demand for many community banks whose specialty is serving the small business market. With the combination of anticipated PPP repayment/forgiveness, decreased loan demand and increased deposits, banks began to see an increase in excess liquidity. In such an environment, BOLI continues to be a valuable asset to banks. BOLI is a common bank asset with tax-preferred earnings that banks use to offset increasing benefit expenses such as health insurance or 401(k) expenses. But from a yield perspective, BOLI is as competitive, if not more so, than most other bank investments. Add into the mix the anticipation of decreased tax revenues for municipalities and how that would affect the municipal bond market, and BOLI started to become an even more popular use of excess funds.

Banks are permitted to use BOLI for the purpose of offsetting employee benefit expenses paid by the bank. Historically banks have purchased BOLI in conjunction with executive benefit plans, which remains a common practice. But now, with BOLI historically being a less volatile asset than other bank investments and

with guaranteed minimum crediting rates and tax-preferred growth, many banks are now reaching out to us to use BOLI to offset their already existing benefit expenses. From a pure yield perspective, banks with excess liquidity are hard-pressed to find better-earning assets. With Taxable Equivalent Yields typically between 2.50% and 4.00%, and with guaranteed gross minimum crediting rates between 1.50% and 2.50%, banks with liquidity are asking us to analyze what might be the best BOLI options for their institution and how to strategically use it to enhance their bottom line. Of course, one of the most beneficial characteristics of BOLI in this interest rate environment is the regular repricing of the asset. If interest rates rise, General Account BOLI is not subject to mark to market, and BOLI yields can increase with the annual rate reset. The good news is even when the interest rate environment changes in the future, the quality of the BOLI asset remains. With most BOLI carriers having AA or better credit ratings, from multiple agencies, BOLI also remains a stable asset from a credit risk perspective. If, in 2021, we continue to see an increase in excess liquidity for community banks, expect also to see more and more banks take advantage of the earnings and quality of Bank Owned Life Insurance. ■



Rob Barton, JD, MBA
Executive Compensation Consultant

Rob Barton has been advising community banks in the areas of non-qualified benefits and Bank-Owned Life Insurance (BOLI) for over a decade. He has worked with hundreds of banks nationwide and has extensive knowledge of and experience in the areas of administration, design and regulatory requirements of non-qualified retirement plans.

2021

TREND WATCH: THE FUTURE STATE OF LENDING IN 2021

By Greg Schultz, KASASA

This year has been a year of unknowns. For financial institutions, marketers and everyday consumers, 2020 has presented challenges that are simply enormous. And as we look forward to 2021 — which, in its best-case scenario, offers a long-awaited return to normalcy — it seems like there's no such thing as a prediction these days that's too bold, crazy or straight-out-of-a-dystopian-fiction-novel.

What we know is that 2020 turned consumer lending on its head. The changes in consumer lifestyle and expectations we've witnessed could reshape lending for years to come.

So, what will 2021 look like for both lenders and borrowers?

Let's look at a few trends we've seen over the past several months to better understand the landscape of where we're headed.

Lending in 2020: the key takeaways.

Bank deposits grew at twice the rate of loans this year.

Over the first two quarters of 2020, total bank deposits grew 22.3%. That's a full six times more than the annual growth rate from 2017 to 2019. Total loan growth saw an uptick as well — powered by mortgage refinancing and Paycheck Protection Program (PPP) loans — but at just 14.9% (three times its 2017 to 2019 growth rate), it couldn't keep pace with deposits.¹ And without refis or PPP loans, growth would have been negative.

For credit unions, annualizing the first two quarters of 2020, total median credit union deposits grew 21.8%. That's 10 times higher than the median 2017 to 2019 annual growth rate, while loan growth dropped 3.4% over that same time.²

This marks a sudden, sizable shift in financial institution balance sheets. There's now an even deeper need for loans. But in a market where qualified loan demand is on the decline, this is a tough ask

— especially for institutions with limited marketing resources on cost-saving pandemic budgets.

Low mortgage rates are driving a shift toward refinancing.

With the 30-year fixed mortgage rate reaching historic lows — its lowest rate on record since 1971³ — consumers realize it makes sense to refinance. Especially at a time when household finances are tight, people don't want to overpay in interest if they don't have to.

A longer-term also lets them put more money back in their pocket today, giving them the flexibility to ride out hard times or make overdue home improvements with the work-from-home shift. And consumers are now actively seeking products to help them refinance.

Google search volume for March 2020⁴

- “Personal loan refi” — 2x year-over-year increase.
- “Auto loan refi” — 1.8x year-over-year increase.
- “Mortgage refi” — 7.7x year-over-year increase.

While business lending surged, consumer lending sank.

As small businesses flocked to relief with PPP loans, commercial and industrial loans have seen 44.1% growth in 2020.¹ However, that trend couldn't be more opposite for consumers — with a sharp retraction in consumer lending and credit cards.

In fact, mortgage and auto loans have been the only lifelines of growth for consumer loan portfolios — up a modest 1.3% and 0.8%, respectively. Still, these gains were nowhere near enough to offset losses for credit card (-28.3%), home equity (-10.3%), and other personal loans/lines of credit (-0.8%).¹

New players are originating more mortgages than ever.

Banks and credit unions aren't just competing against each other anymore. This isn't a new trend. It's a longtime reality that's only accelerating with today's new wave of digital transformation.

Non-bank lenders first overtook bank and credit unions with more than 50% market share back in 2017.⁵

This rise in competitors from big tech, to fintech startups, to nontraditional lenders is saturating an already narrowing environment for banks and credit unions to find profitable new loans. And many of these newer competitors are more experienced in navigating the digital-first way of doing things that every institution has been forced to adopt in 2020.

Lending predictions for 2021: the road ahead.

Refinancing is projected to drop by 46%.

Yes, it's still a pretty great time for consumers to refinance. But the current pace of refis we saw in 2020 is simply unsustainable. At this point, the majority of rate shoppers who are actively looking to refinance already have. That leaves consumers who aren't currently thinking about refinancing or necessarily paying attention to the rate environment. Refinancing could still make sense for large numbers of consumers, but it won't be low-hanging fruit anymore.

The Mortgage Banks Association also expects the 30-year fixed-rate mortgage to rise to 3.3% in 2021 (up from the 2020 rate of 3%), in which case they forecast refinance mortgage originations will drop more than 46% next year.⁶

Consumer lending and credit cards can expect a slower recovery.

Outside of an immediate government injection of cash — i.e., a stimulus package — growth should be steady, but slower than in recent years.

If there's a market recovery, both consumer lending and credit card lending should pick back up — however, not necessarily at the same rate debt is paid off. And the flip side of any new stimulus package would be a reduction in credit card debt (as happened on the heels of the 2020 stimulus).

Though we've already seen a huge rebound in the job market since March, the overall change in employment (now close to -7%) is still lower than the change in employment over the course of the 2007-2009 recession (-5%).⁷ And after an initial hiring V-shaped spike, that curve is starting to plateau.

Qualified borrowers could be hard to come by.

Given the current state of the economy, while demand for consumer loans should

stay high, the quality of eligible consumer loans might not. There's been a massive amount of job rotation with a cycle of openings and shutdowns this year — a trend that could continue at least until a COVID vaccine is fully distributed.

As a result, job verification services will prove more crucial than ever to mitigate lending risk and bring in qualified borrowers. And you can expect there to be elevated amounts of loans in hardship among affected borrowers, barring a stimulus.

Auto loans remain a source of high-quality loans.

One reliable avenue to qualified borrowers has been the auto loan market. Not only did new auto loans grow in 2020, auto loans in hardship went down overall — driven by a large decrease of loans in hardship for prime and super-prime (the highest-rated) borrower. According to TransUnion, from July 2019 to July 2020, the distribution of prime plus loans in hardship fell from 16% to 12%, while super-prime hardships dropped from 23% to 14%.⁸

This growth in high-quality loans is in part thanks to borrowers capitalizing on captive finance offerings — the 0% financing deals you see offered through Ford, Toyota, Honda and other major automotive manufacturers. Looking forward to 2021, prime and super-prime borrowers will likely continue leveraging these captive financing promotions and steadying the auto loans market overall.

Fintech lenders will attract more loans. And better loans.

Not only are fintech lenders increasing their market share of total loans originated — they're moving up credit tiers. They're moving into auto loans. They're going full mainstream.

In the early days, fintech lending was relegated to lower tiers of credit, taking on the loans no one else wanted. But now, as marketplace lending gains in popularity and consumers go online first to find the best offer, fintech lenders are consuming more and more of the A- and B-paper loans that banks and credit unions need on their balance sheet.

How can you stay ahead of these trends in 2021?

If you're one of the banks and credit unions across the country who still need loans, you're far from alone, the competition is tough, and the environment is tight. **To compete, you need to create a**

competitive advantage for your lending products and meet consumers where they are (online). There are more loan options than ever. What would motivate them to choose yours?

Transparency, flexibility, peace-of-mind — now is the time to provide value that goes beyond just a competitive rate. Give consumers a reason to choose your loan. And if not as many new loans are available (and marketing budgets to target new customers are limited), give your best existing borrowers more reasons to deepen their relationship.

The fintechs are coming harder and faster than ever, but they don't own innovation. Now is the time to re-evaluate your existing loan offerings before it's too late. ■

¹ Source: FDIC, figures represent the median bank result for all FDIC-insured institutions.

² Source: NCUA. Figures represent the median result for all NCUA institutions.

³ Source: Freddie Mac, 30-Year Fixed Mortgage Rate Average in the United States.

⁴ Source: Google trends, September 2020.

⁵ Source: FDIC Analysis of Home Mortgage Disclosure Act data.

⁶ Source: Mortgage Bankers Association, Oct. 27, 2020, www.mba.org/2020-press-releases/october/mba-forecast-purchase-originations-to-increase-85-to-record-154-trillion-in-2021.

⁷ Source: Bureau of Labor Statistics. https://www.bls.gov/spotlight/2012/recession/pdf/recession_bls_spotlight.pdf

⁸ Source: TransUnion Q2 2020 Consumer Credit Trends webcast, Aug. 27, 2020.



Greg Schultz is the Director of Product Management

Greg Schultz is a seasoned consumer-centric product manager. In his role as Director of Product Management for Kasasa Loans, Greg focuses development on value enhancement for both Kasasa's institutional partners and their borrowers by increasing loan functionality, lending transparency and borrower empowerment.

PREPARING FOR THE WORST LETS YOU HOPE FOR THE BEST

By Todd Nielsen, JMARK Business Solution, Inc.

A few weeks ago, I was out in our pasture and watched some of our cattle chowing down on a bale of hay. I chuckled as I snapped this picture of that young Black Angus heifer sitting there relaxing, without a care in the world. As hay fell all over her, she appeared to be in heaven, happy and at peace.

I don't claim to be an expert rancher, but I know that preparation is critical to the cattle surviving the winter. If I don't have hay and feed, they will be more prone to disease and other ailments and may not survive the colder months. If I wait to stockpile feed, hay and medicine, the prices will be astronomical in the middle of winter.

Similarly, preparation is vital to success in life and, especially, business. With the

economy, elections, pandemic, riots, and the overall state of uncertainty globally, nothing is more critical to our companies' success and longevity than good, solid preparation.

Prepare to be a Technology-Driven Bank

COVID-19 accelerated digital transformation in banks, retail and many other areas. While technology in banking used to be considered a means to an end, it is now intricately woven through the fabric of a bank's operations.

Generally speaking, every process and workflow in a bank involves technology. That also means that, with the better use of technology, banks can optimize their

operations and workflows to produce better outcomes.

Many bank leaders are not committing enough resources to digital transformation, which will produce innovation and growth. Banks need to find ways to deliver their services faster, ways to make faster decisions with a remote workforce, and ways to decrease the friction that consumers and businesses have while working with your bank.

Like no other year, 2021 is the time to invest in technology and transform your organization to meet your customers' changing needs and behaviors.

Prepare for the Worst Security Threats the World Has Ever Experienced

JMARK monitors threats at a regional, national and global level, and the rise in threats throughout 2020 and leading into 2021 dwarfs previous years. The increase in attacks is mind-boggling.

According to IBM, the average cost of a security breach in the United States is currently \$8.19 million per incident. It is hard to prepare and invest in the future when someone in your organization clicks a link in an email that sets you back \$8 million. And no, insurance will not cover all that.

I.T. security, just like technology, has to be woven into the fabric of a bank. Training, monitoring, policies, processes, controls, and much more are all a part of this fabric. Security is so important because even a small breach can destroy positive momentum when there is not much room for setbacks.

Prepare for the Unknown

Many businesses and banks that thrived during the last year did it because they had already prepared for the worst. They had developed backup and disaster recovery plans that addressed scenarios that occurred, such as mobilizing a



remote workforce. They had equipped themselves with policies, processes, software, and technology that allowed them to collaborate and operate securely in a distributed fashion.

The purpose of a backup and disaster recovery plan goes beyond helping to mitigate the effects of an actual disaster; they are in place for all kinds of incidents, from a sudden power outage to a data breach to a tornado. Beyond that, a good backup and disaster recovery plan will guide strategy and help with selecting software and hardware resources. It will also guide your policies and processes, not just during an incident but well before.

A good backup and disaster recovery plan or continuity plan is like excellent security; it allows you to maintain forward momentum when there is no room for setbacks.

Prepare for the Future with the Best Ally by Your Side

With technology being so critical for banking and business success, banks need to have the best possible partners by their side to supplement their workforce. A great technology partner understands the banking industry, and they are proven experts in I.T. security.

The right partner will listen to your goals, learn about your technology pain-points, and guide you toward success with appropriate technology strategies. The right partner will have the

credentials, history, and testimonials from many other banks. The right technology partner protects you and makes you aware of shortcomings in your technology, and will help you overcome those weaknesses.

Summary

As we move into more uncertainty in the coming months, I hope you can embrace the benefits that technology can bring to your business and life. Times are changing, but technology is the single most significant factor to help a bank adapt, overcome, and succeed no matter what is thrown at it. If you'd like to learn how JMARK can help your bank reduce its risks, increase its profits, and decrease its expenses with technology, let's talk! ■



Todd Nielsen is an executive, writer, and speaker. He currently leads strategy execution initiatives at JMARK Business Solution, Inc. His 20+ years of diverse experience dealing with rapidly changing markets and technologies has made him a strong leader and business advisor. Todd can be reached at tnielsen@jmark.com or 417.837.4875.



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DATES AND EVENTS



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TUES, FEB. 2, 2021 2 p.m.-3:30 p.m.
Red Flags in Residential Appraisal Compliance

WED, FEB. 3, 2021 2 p.m.-3:30 p.m.
Flood Series: Flood Compliance Beyond the Basics

THURS, FEB. 4, 2021 2 p.m.-3:30 p.m.
Calculating Cash Flow from S-Corporation & Partnership Tax Returns

TUES, FEB. 9, 2021 2 p.m.-3:30 p.m.
Remote Workforce Series: Work from Home Risks: How Compliance Can Limit Liability

WED, FEB. 10, 2021 10 a.m.-11:30 a.m.
Overdraft Hotspots Including Regulations, Lawsuits & Guidance

THURS, FEB. 11, 2021 2 p.m.-3:30 p.m.
E-SIGN Series: 'No-Contact' Account Opening: E-SIGN Compliance

FRI, FEB. 12, 2021 10 a.m.-11:30 a.m.
New ATR & QM Rule Changes Effective July 1, 2021

WED, FEB. 17, 2021 2 p.m.-3:30 p.m.
New Security Officer Training: Your Bank Protection Act Responsibilities

THURS, FEB. 18, 2021 2 p.m.-3:30 p.m.
Determining Cash Flow from Personal Tax Returns Part 1: Form 1040, Schedules B & C

TUES, FEB. 23, 2021 2 P.M.-3:30 P.M.
Remote Workforce Series: Security Compliance for Work from Home Staff

WED, FEB. 24, 2021 2 p.m.-3:30 p.m.
The Top 10 ACH Exception Handling Questions

THURS, FEB. 25, 2021 2 p.m.-3:30 p.m.
The Board's Role in Cyber Security Risk

MARCH

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MARCH 2, 2021
1st Qtr CBC Meeting
Jefferson City, MO

APRIL

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APRIL 2021
Social Media Marketing: One Day Seminar
Jefferson City, Missouri

MAY

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MAY 4-5, 2021
Consumer Lending Bootcamp: Two Day Seminar-
Jefferson City, Missouri

MAY 6, 2021
Essentials in Banking: Part I
Jefferson City, Missouri

MAY 13-14, 2021
Directors & Officers Seminar: Hybrid
Lake Ozark, Missouri

MAY 25, 2021
2nd Qtr CBC Meeting
Jefferson City, Missouri

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