To amend certain banking laws to establish requirements for bank mergers, and for other purposes.

IN THE HOUSE OF REPRESENTATIVES

DECEMBER 5, 2019

Mr. GARCÍA of Illinois (for himself, Ms. SCHAKOWSKY, Ms. TLAIB, and Ms. NORTON) introduced the following bill; which was referred to the Committee on Financial Services

A BILL

To amend certain banking laws to establish requirements for bank mergers, and for other purposes.

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled,

SECTION 1. SHORT TITLE; TABLE OF CONTENTS.

(a) Short Title.—This Act may be cited as the “Bank Merger Review Modernization Act of 2019”.

(b) Table of Contents.—The table of contents for this Act is as follows:

Sec. 1. Short title; table of contents.
Sec. 2. Compliance with Federal consumer financial laws.
Sec. 3. Cost-benefit analysis for merger transactions.
Sec. 4. Community Reinvestment Act performance.
Sec. 5. Financial stability considerations for merger transactions.
Sec. 6. Financial criteria for certain merger transactions.
SEC. 2. COMPLIANCE WITH FEDERAL CONSUMER FINAN-
CIAL LAWS.

(a) Application for Mergers or Acquisitions.—

(1) In general.—Not later than 180 days
after the date of the enactment of this Act, the Di-
rector of the Bureau of Consumer Financial Protec-
tion shall establish procedures for a covered appli-
cant to submit an application to directly or indirectly
merge with, or directly or indirectly acquire, a per-
son that offers or provides consumer financial prod-
ucts or services (as defined in section 1002 of the
Consumer Financial Protection Act of 2010 (12
U.S.C. 5481(14))).

(2) Public comment.—The Director shall
allow a period of at least 30 days for public com-
ment on applications submitted under paragraph
(1).

(b) Prohibition.—It shall be unlawful for a covered
applicant to directly or indirectly merge with, or directly
or indirectly acquire, a person that offers or provides con-
sumer financial products or services (as defined in section
1002 of the Consumer Financial Protection Act of 2010
(12 U.S.C. 5481(14))) without the prior written approval of the Director.

(c) CONSIDERATIONS.—In considering an application under subsection (a), the Director shall—

(1) consider the records of the covered applicant and the person with respect to compliance with the Federal consumer financial laws; and

(2) deny such application if the resulting institution would not have adequate systems in place to ensure compliance with the Federal consumer financial laws.

(d) COVERED APPLICANT DEFINED.—In this section, the term “covered applicant” means an insured depository institution (as defined in section 3 of the Federal Deposit Insurance Act (12 U.S.C. 1813)) or a depository institution holding company (as defined in such section) with more than $10,000,000,000 in total assets.

SEC. 3. COST-BENEFIT ANALYSIS FOR MERGER TRANSACTIONS.

(a) INSURED DEPOSITORY INSTITUTIONS.—Section 18(c) of the Federal Deposit Insurance Act (12 U.S.C. 1828(c)) is amended by adding at the end the following new paragraph:

“(14) ANALYSIS OF COSTS AND BENEFITS.—
“(A) IN GENERAL.—The responsible agency shall not approve any proposed merger transaction under this subsection unless the responsible agency determines that the public benefits of the merger transaction outweigh the expected costs.

“(B) EVALUATION.—In evaluating the expected costs of the proposed merger transaction under subparagraph (A), the responsible agency shall consider—

“(i) the probable effect of the proposed merger transaction on the cost and availability of financial products and services;

“(ii) the probable effect of branch closures on customers of each bank or savings association involved in the proposed merger transaction;

“(iii) the probable effect of the proposed merger transaction on relevant local economies, including employment losses relating to branch closures and impacts on job quality; and

“(iv) any other cost of the proposed merger transaction that the responsible
agency considers pursuant to this subsection.”.

(b) Bank Holding Companies.—

(1) Proposed acquisitions, mergers, or consolidations.—Section 3(c) of the Bank Holding Company Act of 1956 (12 U.S.C. 1842(c)) is amended by adding at the end the following new paragraph:

“(8) Analysis of costs and benefits.—

“(A) In general.—The Board may not approve an application under this section unless the Board determines that the public benefits of the proposed transaction outweigh the expected costs.

“(B) Evaluation.—In evaluating the expected costs of the proposed transaction under subparagraph (A), the Board shall consider—

“(i) the probable effect of the proposed transaction on the cost and availability of financial products and services;

“(ii) the probable effect of branch closures on customers of each company involved in the proposed transaction;

“(iii) the probable effect of the proposed transaction on relevant local econo-
mies, including employment losses relating to branch closures and impacts on job quality; and

“(iv) any other cost of the proposed transaction that the Board considers pursuant to this subsection.”.

(2) OTHER TRANSACTIONS OR ACTIVITIES.—

Section 4(j)(2) of the Bank Holding Company Act of 1956 (12 U.S.C. 1843(j)(2)) is amended by adding at the end the following new subparagraph:

“(D) Analysis of costs and benefits.—

“(i) In general.—The Board shall deny a notice filed pursuant to this subsection unless the Board determines that the public benefits of the proposed transaction or activity described in the notice outweigh the expected costs.

“(ii) Evaluation.—In evaluating the expected costs of the proposed transaction under subparagraph (A), the Board shall consider—

“(I) the probable effect of the proposed transaction or activity on
the cost and availability of financial
products and services;

“(II) the probable effect of
branch closures on customers of each
company involved in the proposed
transaction or activity;

“(III) the probable effect of the
proposed transaction or activity on
relevant local economies, including
employment losses relating to branch
closures and impacts on job quality;
and

“(IV) any other cost of the pro-
posed transaction or activity that the
Board considers pursuant to this
paragraph.”.

SEC. 4. COMMUNITY REINVESTMENT ACT PERFORMANCE.

(a) INSURED DEPOSITORY INSTITUTIONS.—Section
18(c) of the Federal Deposit Insurance Act (12 U.S.C.
1828(e)), as amended by section 3, is further amended
by adding at the end the following new paragraphs:

“(15) COMMUNITY REINVESTMENT ACT PER-
formance.—The responsible agency shall not ap-
prove a proposed merger transaction under this sec-
tion if the largest insured depository institution that
is party to such transaction, based on a comparison of the average total risk-weighted assets controlled by each insured depository institution that is party to such transaction during the previous 12-month period, has received a rating lower than ‘outstanding record of meeting community credit needs’ on—

“(A) two out of the three most recent written evaluations required under section 807 of the Community Reinvestment Act of 1977 (12 U.S.C. 2906); or

“(B) if three such evaluations are not available, the most recent written evaluation required under such section.

“(16) COMMUNITY BENEFITS PLAN.—

“(A) IN GENERAL.—In reviewing any application filed under this paragraph, the responsible agency shall require—

“(i) submission to the appropriate Federal financial supervisory agency of a community benefits plan;

“(ii) that the insured depository institution consult with community-based organizations and other community stakeholders in developing the community benefits plan; and
“(iii) a public hearing to be held if any insured depository institution involved in the transaction has received a ‘substantial nonecompliance in meeting community credit needs’ or ‘needs to improve record of meeting community credit needs’ rating in any assessment area during the last examination of such institution conducted pursuant to the Community Reinvestment Act of 1977.

“(B) DEFINITION.—For purposes of this paragraph, ‘community benefits plan’ means a plan that provides measurable goals for future amounts of safe and sound loans, investments, services, and other financial products for low- and moderate-income communities and other distressed or underserved communities.”.

(b) BANK HOLDING COMPANIES.—

(1) PROPOSED ACQUISITIONS, MERGERS, OR CONSOLIDATIONS.—Section 3(c) of the Bank Holding Company Act of 1956 (12 U.S.C. 1842(c)), as amended by section 3, is further amended by adding at the end the following new paragraphs:

“(9) COMMUNITY REINVESTMENT ACT PERFORMANCE.—The Board shall deny an application
under this section if either the lead insured deposi-
tory institution of the applicant or the insured de-
pository institution that would be the lead insured
depository institution of the resulting company fol-
lowing consummation of the proposed transaction
has received a rating lower than ‘outstanding record
of meeting community credit needs’ on—

“(A) two out of the three most recent writ-
ten evaluations required under section 807 of
the Community Reinvestment Act of 1977 (12
U.S.C. 2906); or

“(B) if three such evaluations are not
available, the most recent written evaluation re-
quired under such section.

“(10) COMMUNITY BENEFITS PLAN.—

“(A) IN GENERAL.—In reviewing any ap-
plication filed under this paragraph, the Board
shall require—

“(i) submission to the appropriate
Federal financial supervisory agency of a
community benefits plan;

“(ii) that the company consult with
community-based organizations and other
community stakeholders in developing the
community benefits plan; and
“(iii) a public hearing to be held if any bank that would be controlled by the resulting company has received a ‘substantial nonecompliance in meeting community credit needs’ or ‘needs to improve record of meeting community credit needs’ rating in any assessment area during the last examination of such institution conducted pursuant to the Community Reinvestment Act of 1977.

“(B) Definition.—For purposes of this paragraph, ‘community benefits plan’ means a plan that provides measurable goals for future amounts of safe and sound loans, investments, services, and other financial products for low- and moderate-income communities and other distressed or underserved communities.”.

(2) Other transactions or activities.—Section 4(j)(2) of the Bank Holding Company Act of 1956 (12 U.S.C. 1843(j)(2)), as amended by section 3, is further amended by adding at the end the following new subparagraphs:

“(E) Community Reinvestment Act performance.—The Board shall deny a notice filed pursuant to this subsection if the lead in-
sured depository institution of the applicant or the insured depository institution that would be the lead insured depository institution of the resulting company following consummation of the proposed transaction or activity has received a rating lower than ‘outstanding record of meeting community credit needs’ on—

“(i) two out of the three most recent written evaluations required under section 807 of the Community Reinvestment Act of 1977 (12 U.S.C. 2906); or

“(ii) if three such evaluations are not available, the most recent written evaluation required under such section.

“(F) COMMUNITY BENEFITS PLAN.—

“(i) IN GENERAL.—In reviewing any notice filed under this paragraph, the Board shall require—

“(I) submission to the appropriate Federal financial supervisory agency of a community benefits plan; and

“(II) that the company consult with community-based organizations and other community stakeholders in
developing the community benefits plan; and

“(III) a public hearing to be held if any bank that would be controlled by the resulting company has received a ‘substantial noncompliance in meeting community credit needs’ or ‘needs to improve record of meeting community credit needs’ rating in any assessment area during the last examination of such institution conducted pursuant to the Community Reinvestment Act of 1977.

“(ii) DEFINITION.—For purposes of this paragraph, ‘community benefits plan’ means a plan that provides measurable goals for future amounts of safe and sound loans, investments, services, and other financial products for low- and moderate-income communities and other distressed or underserved communities.”.

(c) COMMUNITY REINVESTMENT ACT AMENDMENT.—Section 804 of the Community Reinvestment Act of 1977 (12 U.S.C. 2903) is amended by adding at the end the following new subsection:
“(e) COMMUNITY BENEFITS PLAN.—In assessing and taking into account, under subsection (a), the record of a financial institution, the appropriate Federal financial supervisory agency shall consider as a factor the financial institution’s record of compliance with any community benefits plan pursuant to section 3(c)(10) or 4(j)(2)(F) of the Bank Holding Company Act of 1956 or section 18(c)(16) of the Federal Deposit Insurance Act, as applicable.”.

(d) FAIR LENDING ASSESSMENT.—Section 807(b)(1) of the Community Reinvestment Act of 1977 (12 U.S.C. 2906(b)(1)) is amended—

(1) in subparagraph (A)—

(A) in clause (ii), by striking “and” at the end;

(B) by redesignating clause (iii) as clause (iv); and

(C) by inserting after clause (ii) the following new clause:

“(iii) contain statistical analyses of the institution’s fair lending performance using data reported under the Home Mortgage Disclosure Act; and”;}
(2) in subparagraph (B), by striking “clauses (i) and (ii)” and inserting “clauses (i), (ii), and (iii)”.

SEC. 5. FINANCIAL STABILITY CONSIDERATIONS FOR MERGER TRANSACTIONS.

(a) INSURED DEPOSITORY INSTITUTIONS.—Section 18(e) of the Federal Deposit Insurance Act (12 U.S.C. 1828(c)), as amended by section 4, is further amended—

(1) in paragraph (5)—

(A) in subparagraph (A), by striking “or” at the end;

(B) in subparagraph (B), by striking the period at the end and inserting “, or”; and

(C) by inserting after subparagraph (B) the following new subparagraph:

“(C) any proposed merger transaction for which the resulting insured depository institution would receive a score greater than 25 on the assessment described in paragraph (17)(B).”; and

(2) by adding at the end the following new paragraph:

“(17) FINANCIAL STABILITY.—In considering the risk to the stability of the United States banking or financial system under paragraph (5), the responsible agency shall—
“(A) take into account—

“(i) the insured depository institutions
or bank holding companies that might ac-
quire the applicant insured depository in-
stitution if the resulting insured depository
institution were to fail after consummation
of the proposed merger; and

“(ii) whether such an acquisition
would result in greater or more con-
centrated risks to the stability of the
United States banking or financial system;
and

“(B) use the assessment methodology de-
developed by the Basel Committee on Banking
Supervision for assessing global systemically
important banks.”.

(b) BANK HOLDING COMPANIES.—

(1) PROPOSED ACQUISITIONS, MERGERS, OR
CONSOLIDATIONS.—Section 3(c)(7) of the Bank
Holding Company Act of 1956 (12 U.S.C.
1842(c)(7)), as amended by section 4, is further
amended—

(A) by striking “In every case,” and in-
serting the following:

“(A) IN GENERAL.—In every case,”; and
(B) by adding at the end the following new subparagraphs:

“(B) CONSIDERATIONS.—The Board shall not approve an application under this section for which the resulting company would receive a score greater than 25 on the assessment described in subparagraph (C)(ii).

“(C) FINANCIAL STABILITY.—In considering the risk to the stability of the United States banking or financial system, the Board shall—

“(i) take into account—

“(I) the insured depository institutions or bank holding companies that might acquire the resulting company if it were to fail after consummation of the proposed transaction; and

“(II) whether such an acquisition would result in greater or more concentrated risks to the stability of the United States banking or financial system; and

“(ii) use the assessment methodology developed by the Basel Committee on
Banking Supervision for assessing global
systemically important banks.”.

(2) PROPOSED TRANSACTIONS OR ACTIVI-
TIES.—Section 4(j)(2) of the Bank Holding Com-
pany Act of 1956 (12 U.S.C. 1843(j)(2)), as amend-
ed by section 4, is further amended by adding at the
end the following new subparagraphs:

“(G) CONSIDERATIONS.—The Board shall
deny a notice filed pursuant to this subsection
if the resulting company would receive a score
greater than 25 on the assessment described in
subparagraph (H)(ii).

“(H) ASSESSMENT OF FINANCIAL STA-
BILITY.—In considering the risk to the stability
of the United States banking or financial sys-
tem, the Board shall—

“(i) take into account—

“(I) the insured depository insti-
tutions or bank holding companies
that might acquire the applicant bank
holding company if the resulting com-
pany were to fail after consummation
of the proposed proposal; and

“(II) whether such an acquisition
would result in greater or more con-
centrated risks to the stability of the
United States banking or financial
system; and
“(ii) use the assessment methodology
developed by the Basel Committee on
Banking Supervision for assessing global
systemically important banks.”.

SEC. 6. FINANCIAL CRITERIA FOR CERTAIN MERGER
TRANSACTIONS.

(a) Stress Tests.—

(1) Proposed Acquisitions, Mergers, or
Consolidations.—Section 3(c) of the Bank Hold-
ing Company Act of 1956 (12 U.S.C. 1842(c)), as
amended by section 5, is further amended by adding
at the end the following new paragraphs:

“(11) Stress Tests.—

“(A) In General.—If a resulting com-
pany will have total consolidated assets greater
than or equal to $100,000,000,000, the Board
shall evaluate the pro forma balance sheet of
the resulting company to assess whether such
resulting company would have the capital, on a
total consolidated basis, necessary to absorb
losses as a result of adverse economic condi-
tions.
“(B) CONSIDERATIONS.—The Board shall not approve an application under this section unless the resulting company would remain at least adequately capitalized in severely adverse economic conditions under the evaluation described in subparagraph (A).”.

(2) PROPOSED TRANSACTIONS OR ACTIVITIES.—Section 4(j)(2) of the Bank Holding Company Act of 1956 (12 U.S.C. 1843(j)(2)), as amended by section 5, is further amended by adding at the end the following new subparagraph:

“(I) STRESS TESTS.—

“(i) IN GENERAL.—If a resulting company will have total consolidated assets greater than or equal to $100,000,000,000, the Board shall evaluate the pro forma balance sheet of the resulting company to determine whether such resulting company would have the capital, on a total consolidated basis, necessary to absorb losses as a result of adverse economic conditions.

“(ii) CONSIDERATIONS.—The Board shall deny a notice submitted pursuant to this subsection if the resulting company
would not remain at least adequately capitalized in severely adverse economic conditions under the evaluation described in clause (i).”.

(b) WELL CAPITALIZED THRESHOLDS.—

(1) Definition of well capitalized for interstate bank mergers.—Section 44(g) of the Federal Deposit Insurance Act (12 U.S.C. 1831u(g)) is amended by adding at the end the following new paragraph:

“(12) WELL CAPITALIZED.—The term ‘well capitalized’ means, with respect to an insured depository institution with total consolidated assets of $10,000,000,000 or more, that such institution exceeds the required minimum level for each relevant capital measure to be considered adequately capitalized (as determined under section 38) by at least 50 percent of such minimum.”.

(2) Bank holding companies.—Section 2(o)(B)(ii) of the Bank Holding Company Act of 1956 (12 U.S.C. 1841(o)(B)(ii)) is amended to read as follows:

“(ii) WELL CAPITALIZED.—A bank holding company is ‘well capitalized’ if—
“(I) with respect to a company that has total consolidated assets of $10,000,000,000 or more, it exceeds the required minimum level for each relevant capital measure (as determined by the Board) by at least 50 percent of such minimum; and

“(II) with respect to a company that has total consolidated assets of less than $10,000,000,000, it meets the required capital levels for well capitalized bank holding companies established by the Board.”.

SEC. 7. MANAGERIAL CRITERIA FOR CERTAIN MERGER TRANSACTIONS.

(a) INSURED DEPOSITORY INSTITUTIONS.—Section 18(c) of the Federal Deposit Insurance Act (12 U.S.C. 1828(c)), as amended by section 5, is further amended by adding at the end the following new paragraph:

“(18) COVERED TRANSACTIONS.—

“(A) DEFINITION.—In this paragraph, the term ‘covered transaction’ means a merger transaction in which the resulting company would have more than $100,000,000,000 in total assets.
“(B) APPLICATION.—An application for approval of a covered transaction shall include the name of each individual who will serve on the board of directors or serve as a senior executive officer of the resulting company.

“(C) WRITTEN EVALUATION.—The responsible agency shall make a written evaluation of the competence, experience, character, and integrity of each individual described in subparagraph (B).

“(D) BEST INTERESTS.—The responsible agency shall not approve a covered transaction if the responsible agency determines that the competence, experience, character, or integrity of any individual described in subparagraph (B) indicates that it would not be in the best interests of the depositors of the depository institution or in the best interests of the public to permit the individual to be employed by, or associated with, the resulting company.

“(E) PUBLICLY AVAILABLE.—The responsible agency shall make any written evaluation described in subparagraph (C) publicly available after the date on which the responsible agency approves or denies a covered transaction.”.
(b) Bank Holding Companies.—

(1) Acquisition of Bank Shares or Assets.—Section 3(c) of the Bank Holding Company Act of 1956 (12 U.S.C. 1842(c)), as amended by section 6, is further amended by adding at the end the following new paragraph:

“(12) Covered transactions.—

“(A) Definition.—In this paragraph, the term ‘covered transaction’ means a merger transaction in which the resulting company would have more than $100,000,000,000 in total assets.

“(B) Listing of Members of the Board of Directors and Senior Executive Officers.—

“(i) In general.—An application for approval of a covered transaction shall include the name of each individual who will serve on the board of directors or serve as a senior executive officer of the resulting company.

“(ii) Written evaluation.—The Board shall make a written evaluation of the competence, experience, character, and
integrity of each individual described in clause (i).

“(iii) BEST INTERESTS.—The Board shall not approve a covered transaction if the Board determines that the competence, experience, character, or integrity of any individual described in clause (i) indicates that it would not be in the best interests of the shareholders of the bank holding company or in the best interests of the public to permit the individual to be employed by, or associated with, the resulting company.

“(iv) PUBLICLY AVAILABLE.—The Board shall make any written evaluation described in clause (ii) publicly available after the date on which the Board approves or denies a covered transaction.”.

(2) INTERESTS IN NONBANKING ORGANIZATIONS.—Section 4(j)(2) of the Bank Holding Company Act of 1956 (12 U.S.C. 1843(j)(2)) as amended by section 6, is further amended by adding at the end the following new subparagraph:

“(J) COVERED TRANSACTIONS.—
“(i) Definition.—In this paragraph, the term ‘covered transaction’ means a merger transaction in which the resulting company would have more than $100,000,000,000 in total assets.

“(ii) Listing of Members of the Board of Directors and Senior Executive Officers.—

“(I) In General.—An application for approval of a covered transaction shall include the name of each individual who will serve on the board of directors or serve as a senior executive officer of the resulting company.

“(II) Written Evaluation.—The Board shall make a written evaluation of the competence, experience, character, and integrity of each individual described in subclause (I).

“(III) Best Interests.—The Board shall not approve a covered transaction if the Board determines that the competence, experience, character, or integrity of any individual described in subclause (I) indicates...
that it would not be in the best interests of the shareholders of the bank holding company or in the best interests of the public to permit the individual to be employed by, or associated with, the resulting company.

“(IV) PUBLICLY AVAILABLE.—

The Board shall make any written evaluation described in subclause (II) publicly available after the date on which the Board approves or denies a covered transaction.”.

SEC. 8. COMPETITIVE EFFECTS.

(a) INSURED DEPOSITORY INSTITUTIONS.—Section 18(c) of the Federal Deposit Insurance Act (12 U.S.C. 1828(c)), as amended by section 7, is further amended by adding at the end the following new paragraph:

“(19) COMPETITIVE EFFECTS.—

“(A) PRODUCT MARKETS.—In every case, the responsible agency shall consider the competitive effects of the proposed transaction on the market for—

“(i) commercial deposits;

“(ii) loans to small businesses, using data reported under the Community Rein-
vestment Act of 1977 for loans to small businesses with less than $1,000,000 in gross annual revenue, and any other data the responsible agency deems appropriate to collect for this purpose;

“(iii) home mortgage loans, using data reported under the Home Mortgage Disclosure Act of 1975 for first-lien mortgage loans for single family homes, and any other data the responsible agency deems appropriate to collect for this purpose; and

“(iv) any other financial product that comprises a substantial portion of the activities of each bank or savings association involved in the proposed merger transaction, as determined by the responsible agency.

“(B) Geographic markets.—The responsible agency shall consider the competitive effects of the proposed transaction on the product markets identified in subparagraph (A) with respect to each of the following geographic markets as defined by the United States Census Bureau:

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“(i) Each State in which the resulting company would operate.

“(ii) Each core-based statistical area in which the resulting company would operate.

“(iii) Each county in which the resulting company would operate.

“(iv) Any other geographic area the responsible agency deems appropriate.”.

(b) BANK HOLDING COMPANIES.—

(1) PROPOSED ACQUISITIONS, MERGERS, OR CONSOLIDATIONS.—Section 3(c) of the Bank Holding Company Act of 1956 (12 U.S.C. 1842(c)), as amended by section 7, is further amended by adding at the end the following new paragraph:

“(13) COMPETITIVE EFFECTS.—

“(A) PRODUCT MARKETS.—In every case, the Board shall consider the competitive effects of the proposed transaction on the market for—

“(i) commercial deposits;

“(ii) loans to small businesses, using data reported under the Community Reinvestment Act of 1977 for loans to small businesses with less than $1,000,000 in gross annual revenue, and any other data
the Board deems appropriate to collect for this purpose;

“(iii) home mortgage loans, using data reported under the Home Mortgage Disclosure Act of 1975 for first-lien mortgage loans for single family homes, and any other data the Board deems appropriate to collect for this purpose; and

“(iv) any other financial product that comprises a substantial portion of the activities of each company involved in the proposed merger transaction, as determined by the Board.

“(B) GEOGRAPHIC MARKETS.—The Board shall consider the competitive effects of the proposed transaction on the product markets identified in subparagraph (A) with respect to each of the following geographic markets:

“(i) Each State in which the resulting company would operate.

“(ii) Each core-based statistical area in which the resulting company would operate.

“(iii) Each county in which the resulting company would operate.
“(iv) Any other geographic area the Board deems appropriate.”.

(2) PROPOSED TRANSACTIONS OR ACTIVITIES.—Section 4(j)(2) of the Bank Holding Company Act of 1956 (12 U.S.C. 1843(j)(2)) as amended by section 7, is further amended by adding at the end the following new subparagraph:

“(K) COMPETITIVE EFFECTS.—

“(i) PRODUCT MARKETS.—In every case, the Board shall consider the competitive effects of the proposed transaction on the market for—

“(I) commercial deposits;

“(II) loans to small businesses, using data reported under the Community Reinvestment Act of 1977 for loans to small businesses with less than $1,000,000 in gross annual revenue, and any other data the Board deems appropriate to collect for this purpose;

“(III) home mortgage loans, using data reported under the Home Mortgage Disclosure Act of 1975 for first-lien mortgage loans for single
family homes, and any other data the Board deems appropriate to collect for this purpose; and

“(IV) any other financial product that comprises a substantial portion of the activities of each company involved in the proposed merger transaction, as determined by the Board.

“(ii) GEORGIC MARKETS.—The Board shall consider the competitive effects of the proposed transaction on the product markets identified in clause (i) with respect to each of the following geographic markets:

“(I) Each State in which the resulting company would operate.

“(II) Each core-based statistical area in which the resulting company would operate.

“(III) Each county in which the resulting company would operate.

“(IV) Any other geographic area the Board deems appropriate.”.
SEC. 9. TRANSPARENCY IN MERGER REVIEW.

(a) INSURED DEPOSITORY INSTITUTIONS.—Section 18(c) of the Federal Deposit Insurance Act (12 U.S.C. 1828(c)), as amended by section 8, is further amended by adding at the end the following new paragraph:

“(20) TRANSPARENCY.—

“(A) IN GENERAL.—In any application under this section—

“(i) an insured depository institution shall—

“(I) disclose whether any persons employed by, representing, or acting on behalf of the depository institution have had verbal or written communications with the responsible agency, a Federal reserve bank, or any other Federal regulatory agency regarding the proposed merger transaction; and

“(II) identify the dates and the names of individuals involved in, and the content of, all communications in described in subclause (I); and

“(ii) the chief executive officer and chief legal officer of an insured depository institution shall certify that no persons employed by, representing, or acting on behalf
of the depository institution asked for or
received assurances from the responsible
agency, a Federal reserve bank, or any
other Federal regulatory agency that the
proposed merger transaction would be ap-
proved of that there would be no barriers
to such approval.

“(B) Updates.—An insured depository in-
stitution shall update the disclosure and certifi-
cation described in subparagraph (A) as needed
within 2 business days of any communication
that occurs before the responsible agency makes
a final decision on a proposed merger trans-
action.

“(C) Publication.—The responsible
agency shall publish on the website of such
agency the disclosure, certification, and any up-
dates required under this paragraph within 1
business day of receipt.”.

(b) Bank Holding Companies.—

(1) Proposed acquisitions, mergers, or
consolidations.—Section 3(c) of the Bank Hold-
ing Company Act of 1956 (12 U.S.C. 1842(c)), as
amended by section 8, is further amended by adding
at the end the following new paragraph:
“(14) Transparency.—

“(A) In general.—In any application under this section—

“(i) a bank holding company shall—

“(I) disclose whether any persons employed by, representing, or acting on behalf of the bank holding company have had verbal or written communications with the Board, a Federal reserve bank, or any other Federal regulatory agency regarding the proposal; and

“(II) identify the dates and the names of individuals involved in, and the content of, all communications in described in subclause (I); and

“(ii) the chief executive officer and chief legal officer of a bank holding company shall certify that no persons employed by, representing, or acting on behalf of the bank holding company asked for or received assurances from the Board, a Federal reserve bank, or any other Federal regulatory agency that the proposal would
be approved of and that there would be no
barriers to such approval.

“(B) Updates.—A bank holding company
shall update the disclosure and certification de-
scribed in subparagraph (A) as needed within 2
business days of any communication that occurs
before the Board makes a final decision on a
proposal.

“(C) Publication.—The Board shall pub-
lish on the website of the Board the disclosure,
certification, and any updates required under
this paragraph within 1 business day of re-
ceipt.”.

(2) Proposed Transactions or Activities.—Section 4(j) of the Bank Holding Company
Act of 1956 (12 U.S.C. 1843(j)) as amended by sec-
tion 8, is further amended is amended by adding at
the end the following new paragraph:

“(8) Transparency.—

“(A) In General.—In any notice under
this section—

“(i) a bank holding company shall—

“(I) disclose whether any persons
employed by, representing, or acting
on behalf of the bank holding com-
pany have had verbal or written communications with the Board, a Federal reserve bank, or any other Federal regulatory agency regarding the proposal; and

“(II) identify the dates and the names of individuals involved in, and the content of, all communications in described in subclause (I); and

“(ii) the chief executive officer and chief legal officer of a bank holding company shall certify that no persons employed by, representing, or acting on behalf of the bank holding company asked for or received assurances from the Board, a Federal reserve bank, or any other Federal regulatory agency that the proposal would be approved of and that there would be no barriers to such approval.

“(B) Updates.—A bank holding company shall update the disclosure and certification described in subparagraph (A) as needed within 2 business days of any communication that occurs before the Board makes a final decision on a proposal.
“(C) Publication.—The Board shall publish on the website of the Board the disclosure, certification, and any updates required under this paragraph within 1 business day of receipt.”.

SEC. 10. FINANCIAL STABILITY EXCEPTION.

(a) Insured Depository Institutions.—Section 18(c) of the Federal Deposit Insurance Act (12 U.S.C. 1828(c)), as amended by section 9, is further amended by adding at the end the following new paragraph:

“(21) FSOC Determination.—Notwithstanding paragraphs (5)(c), (14), (15), (16), (17), and (18) of this subsection, if the Financial Stability Oversight Council determines by a 2/3 vote that a proposed merger transaction under this subsection is necessary to preserve the stability of the United States banking or financial system, the responsible agency may approve such transaction.”.

(b) Bank Holding Companies.—

(1) Proposed Acquisitions, Mergers, or Consolidations.—Section 3(c) of the Bank Holding Company Act of 1956 (12 U.S.C. 1842(c)), as amended by section 9, is further amended by adding at the end the following new paragraph:
“(15) FSOC DETERMINATION.—Notwithstanding paragraphs (7)(B), (8), (9), (10), (11), and (12) of this subsection, if the Financial Stability Oversight Council determines by a 2/3 vote that a proposed acquisition, merger, or consolidation under this subsection is necessary to preserve the stability of the United States banking or financial system, the Board may approve such acquisition, merger, or consolidation.”.

(2) PROPOSED TRANSACTIONS OR ACTIVITIES.—Section 4(j)(2) of the Bank Holding Company Act of 1956 (12 U.S.C. 1843(j)(2)), as amended by section 8, is amended by adding at the end the following new subparagraph:

“(L) FSOC DETERMINATION.—Notwithstanding paragraphs (2)(D), (2)(E), (2)(F), (2)(G), (2)(I), and (2)(J) of this subsection, if the Financial Stability Oversight Council determines by a 2/3 vote that a proposed transaction or activity under this subsection is necessary to preserve the stability of the United States banking or financial system, the Board may approve such transaction or activity.”.
SEC. 11. CITIZEN STANDING.

(a) INSURED DEPOSITORY INSTITUTIONS.—Section 18(c) of the Federal Deposit Insurance Act (12 U.S.C. 1828(c)), as amended by section 10, is further amended by adding at the end the following new paragraph:

“(22) CITIZEN STANDING.—

“(A) IN GENERAL.—Not later than 10 days after the approval of a merger transaction by the responsible agency under this subsection or the denial of a request for reconsideration of an application for a merger transaction, an individual may file a civil action in the appropriate United States district court to review such approval, regardless of whether the individual submitted a comment or otherwise participated in the application process for approval of the merger transaction.

“(B) CONSIDERATION.—In any such action, the court shall review de novo the issues presented, consider the matter on an expedited basis, and issue a decision within 30 days.

“(C) COSTS.—An individual who files a civil action under this paragraph may not be required to pay the costs of the responsible agency or any party to the merger transaction that is the subject of the civil action.
“(D) Effect on merger transaction.—The proposed merger transaction that is the subject of a civil action under this paragraph may not be consummated until the court issues a final decision in such action.”.

(b) Bank Holding Companies.—

(1) Proposed acquisitions, mergers, or consolidations.—Section 3(c) of the Bank Holding Company Act of 1956 (12 U.S.C. 1842(c)), as amended by section 10, is further amended by adding at the end the following new paragraph:

“(16) Citizen standing.—

“(A) In general.—Not later than 10 days after the approval of an application under this section by the Board, or the denial of a request for reconsideration of such an application by the Board, an individual may file a civil action in the appropriate United States district court to review such approval, regardless of whether the individual submitted a comment or otherwise participated in the application process.

“(B) Consideration.—In any such action, the court shall review de novo the issues
presented, consider the matter on an expedited basis, and issue a decision within 30 days.

“(C) Costs.—An individual who files a civil action under this paragraph may not be required to pay the costs of the Board or any party to the application that is the subject of the civil action.

“(D) Effect on Application.—The proposed acquisition, merger, or consolidation that is the subject of a civil action under this paragraph may not be consummated until the court issues a final decision in such action.”.

(2) Other Transactions or Activities.—

Section 4(j)(2) of the Bank Holding Company Act of 1956 (12 U.S.C. 1843(j)(2)), as amended by section 10, is further amended by adding at the end the following new subparagraph:

“(M) Citizen Standing.—

“(i) In general.—Not later than 10 days after the approval of a notice under this subsection by the Board, or the denial of a request for reconsideration of such notice by the Board, an individual may file a civil action in the appropriate United States district court to review such ap-
proval, regardless of whether the individual submitted a comment or otherwise participated in the notice process.

“(ii) CONSIDERATION.—In any such action, the court shall review de novo the issues presented, consider the matter on an expedited basis, and issue a decision within 30 days.

“(iii) COSTS.—An individual who files a civil action under this subparagraph may not be required to pay the costs of the Board or any party to the notice that is the subject of the civil action.

“(iv) EFFECT ON NOTICE.—The proposed transaction or activity that is the subject of a civil action under this subparagraph may not be commenced or consummated until the court issues a final decision in such action.”.