

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, John DeStefano

Name of the Holding Company Director and Official

Director & Secretary

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official

03/30/2020

Date of Signature

For holding companies not registered with the SEC

Indicate status of Annual Report to Shareholders:

- ☐ is included with the FR Y-6 report
☒ will be sent under separate cover
☐ is not prepared

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2019

Month / Day / Year

NA

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

First City Fund Corporation

Legal Title of Holding Company

299 Whalley Ave

(Mailing Address of the Holding Company) Street / P.O. Box

New Haven

CT

06511

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Michael Kinne

Asst Secretary

Name

Title

203-285-6876

Area Code / Phone Number / Extension

203-745-3074

Area Code / FAX Number

mkinne@newhavenbank.com

E-mail Address

www.newhavenbank.com

Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission?

0=No

1=Yes

0

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report..... ☐

2. a letter justifying this request has been provided separately ... ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

First Community Bancorp

Legal Title of Subsidiary Holding Company

299 Whalley Ave

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

New Haven

CT

06511

City

State

Zip Code

Physical Location (if different from mailing address)

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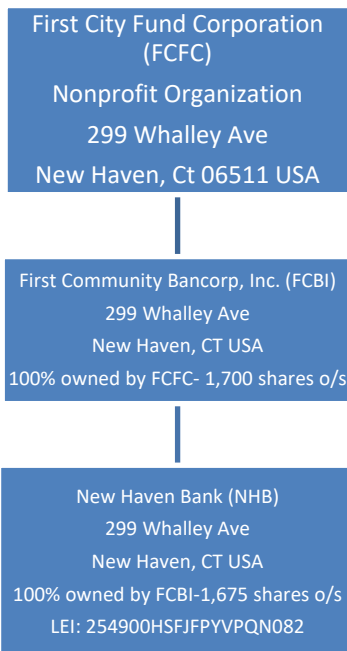
Physical Location (if different from mailing address)

ITEM 2A

ORGANIZATION STRUCTURE

The principal organizing entity of the Bank is First City Fund Corporation (FCFC), a charitable nonprofit foundation whose charter mandates the formation of a locally based community bank to assist in the economic development and progress of the City of New Haven. FCFC provided the initial capitalization of the Bank through First City Bancorp Inc (FCBI), an intermediate holding company that owns 100% of the Bank's voting shares. FCBI is 100% owned by FCFC. Both FCFC and FCBI have received approval from the Federal Reserve Bank of Boston to become bank holding companies under the Bank Holding Company Act.

The organization structure of the Corporation/Bancorp/Bank is shown below. There are no other entities associated with the companies. LEI number is not applicable unless otherwise noted.



All three organizations are incorporated in the State of Connecticut.

ITEM 2b Domestic Branch Listing

Results: A list of branches for your depository institution: **NEW HAVEN BANK (ID_RSSD: 3843392)**.
This depository institution is held by **FIRST COMMUNITY BANCORP INC (4151003) of NEW HAVEN, CT**.
The data are as of **12/31/2019**. Data reflects information that was received and processed through **03/05/2020**.

- Reconciliation and Verification Steps**
- 1. In the **Data Action** column of each branch row, enter one or more of the actions specified below
 - 2. If required, enter the date in the **Effective Date** column

Actions

OK: If the branch information is correct, enter '**OK**' in the **Data Action** column.

Change: If the branch information is incorrect or incomplete, revise the data, enter '**Change**' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.

Close: If a branch listed was sold or closed, enter '**Close**' in the **Data Action** column and the sale or closure date in the **Effective Date** column.

Delete: If a branch listed was never owned by this depository institution, enter '**Delete**' in the **Data Action** column.

Add: If a reportable branch is missing, insert a row, add the branch data, and enter '**Add**' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**.

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	3843392	NEW HAVEN BANK	299 WHALLEY AVENUE	NEW HAVEN	CT	06511	NEW HAVEN	UNITED STATES	Not Required	Not Required	NEW HAVEN BANK	3843392	

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December 31, 2019

Item #3

Security Holders

First City Fund Corporation

First City Fund Corporation is a not for profit Corporation and as such there are no security holders.

First Community Bancorp, Inc.

First Community Bancorp is 100% owned by its parent, First City Fund Corporation. There are no other security holders of First Community Bancorp.

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First City Fund Corporation

ITEM #4 Insiders

<u>Name, City, State, Country</u>	<u>Title & Position with Bank Holding Company</u>	<u>Title & Position with Subsidiaries</u>	<u>Title and Position with Other Businesses</u>	<u>Principal Occupation if other than with the Bank Holding Company</u>	<u>Percentage of Voting Shares in Bank Holding Company</u>	<u>Percentage of Voting Shares in Subsidiary</u>	<u>List names of other companies (incl partnerships) if 25% or more if voting securities are held</u>
John DeStefano Jr., New Haven CT. USA	Director and Secretary	Director & EVP: FCBI, New Haven Bank	N/A	EVP New Haven Bank	N/A	N/A	None
Mark G. Sklarz New Haven CT. USA	Director and President	N/A	N/A	Partner, Green & Sklarz	N/A	N/A	None
Rolan Joni Young Smith, Orange CT. USA	Director	Director and Chair, FCBI & New Haven Bank	N/A	Partner, Berchem, Moses and Devlin	N/A	N/A	None
Charles Negaro, New Haven CT. USA	Director and Vice President	Director, FCBI & New Haven Bank	N/A	Chairman, Atticus Bakery, LLC	N/A	N/A	Atticus Bakery, LLC - 80%, TPA Books Inc- 50%, HDM Realty - 100%
Karen DuBois Walton, New Haven CT. USA	Director	N/A	N/A	Executive Director, Housing Authority City of New Haven	N/A	N/A	Glendower Group, LLC
Robin Golden, New Haven CT. USA	Director and Treasurer	N/A	N/A	Early College Program Advisor, The Board of Regents	N/A	N/A	None
David Newton, New Haven CT. USA	Director	N/A	N/A	President, Elm Advisors, LLC	N/A	N/A	Elm Advisors, LLC

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First Community Bancorp

ITEM #4 Insiders

<u>Name, City, State, Country</u>	<u>Title & Position with Bank Holding Company</u>	<u>Title & Position with Subsidiaries</u>	<u>Title and Position with Other Businesses</u>	<u>Principal Occupation if other than with the Bank Holding Company</u>	<u>% of Voting Shares in Bank Holding Company</u>	<u>% of Voting Shares in Subsidiary</u>	<u>List names of other companies (incl partnerships) if 25% or more of voting securities are held</u>
John DeStefano Jr., New Haven CT. USA	Director and EVP	Director & EVP, New Haven Bank	N/A	EVP New Haven Bank	N/A	N/A	None
Michael Schaffer, New Haven CT. USA	Director and Vice Chair	Director & Vice Chair: New Haven Bank	N/A	Secretary, CA White	N/A	N/A	None
Erik Clemons	Director	Director, New Haven Bank	N/A	ConnCAT, Founding CEO & President	N/A	N/A	None
Rolan Joni Young Smith, Orange CT. USA	Director and Chair	Director and Chair, New Haven Bank	N/A	Partner, Berchem, Moses and Devlin	N/A	N/A	None
Charles Negaro, New Haven CT. USA	Director and Secretary	Director, New Haven Bank	N/A	Chairman, Atticus Bakery, LLC	N/A	N/A	Atticus Bakery, LLC - 80%, TPA Books Inc- 50%, HDM Realty - 100%
Sailesh Atluru, North Haven CT. USA	Director	Director, New Haven Bank	N/A	President & CEO, DTC Corp	N/A	N/A	291 Humphey, LLC - 100% DTC Corp - 84%

First Community Bancorp

ITEM #4 Insiders, continued

<u>Name, City, State, Country</u>	<u>Title & Position with Bank Holding Company</u>	<u>Title & Position with Subsidiaries</u>	<u>Title and Position with Other Businesses</u>	<u>Principal Occupation if other than with the Bank Holding Company</u>	<u>% of Voting Shares in Bank Holding Company</u>	<u>% of Voting Shares in Subsidiary</u>	<u>List names of other companies (incl partnerships) if 25% or more if voting securities are held</u>
Joseph Ntarelli, Madison, CT. USA	Director	Director, New Haven Bank	N/A	Partner-in-Charge, Marcum, LLP	N/A	N/A	None
David Newton, New Haven CT. USA	Director	Director, New Haven Bank	N/A	President, Elm Advisors, LLC	N/A	N/A	Elm Advisors, LLC
Anika Singh Lemar, New Haven CT. USA	Director	Director, New Haven Bank	N/A	Clinical Associate Professor of Law, Yale Law School	N/A	N/A	None
Maureen Frank Waterbury, CT. USA	Director, President and CEO	Director, President & CEO, New Haven Bank	N/A	President and CEO, New Haven Bank	N/A	N/A	none
Michael Kinne Naugatuck, CT. USA	Senior Vice President and CFO	Senior Vice President & CFO, New Haven Bank	N/A	Senior Vice President and CFO, New Haven Bank	N/A	N/A	none
Thomas Whitbread Hamden, CT. USA	Senior Vice President and CLO	Senior Vice President & CLO, New Haven Bank	N/A	Senior Vice President and CLO, New Haven Bank	N/A	N/A	none
Steven Araujo, Wallingford, CT. USA	Senior Vice President Risk Management & Operations	SVP Risk Management & Operations, New Haven Bank	N/A	SVP Risk Management & Operations, New Haven Bank	N/A	N/A	none