

STATE BOARD OF FINANCIAL INSTITUTIONS MINUTES

March 7, 2018

Columbia, South Carolina

Upon proper call and due notice to all of its members and after having given required public notice, the State Board of Financial Institutions met on the 7th day of March, 2018, with Chairman Loftis presiding.

Members present were: Messrs. Conley, Saunders, Strickland, Walters, Wright, Pennington, Hassell, Hart and Ms. Marcum.

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In attendance from the Examining Division were Commissioner Davis and Senior Review Examiner Dzek.

In attendance from the Consumer Finance Division were Commissioner Bodvake, Assistant Commissioners Jeffcoat and Estes and Review Examiner Polson.

In attendance from the State Treasurer's Office were Chief of Staff Clarissa Adams, General Counsel Robin Johnson, Counsel Bert Cassell, Mr. James Giebink, Legal Consultant, and Assistant to the Chairman Alicia Sharpe.

The Agenda was approved by General Consent.

The January 10, 2018 Board Minutes were approved by General Consent.

Mr. Strickland, Mr. Walters and Mr. Hart indicated that they have a potential conflict of interest on some of the agenda items.

The following Notice / Blue Agenda Items were approved by General Consent:

CONSUMER FINANCE DIVISION

The following Supervised Consumer Finance Licensees have advised of change of address as follows:

1. Carolina's Best of Spartanburg, LLC dba Carolina's Best Finance Company from 1540 Asheville Highway to 1188 Asheville Highway, Spartanburg, South Carolina.
2. Regional Finance Corporation of South Carolina from 517 Radford Boulevard to 517 Radford Boulevard, Suite D, Dillon, South Carolina.
3. Inter-Serv, Inc. from 330 East Coffee Street to 33 Market Point Drive, Greenville, South Carolina.
4. Regional Finance Corporation of South Carolina from 314 Richland Avenue West to 161 South Aiken Lane, Suite 420, Aiken, South Carolina.
5. SpringboardAuto.com, Inc. from 16480 Bake Parkway to 46 Discovery, Suite 200, Irvine, California.

6. TitleMax of South Carolina, Inc. dba TitleBucks from 201 Cherokee Avenue, Gaffney, South Carolina to 201 Cherokee Avenue, Gaffney, South Carolina.

The following Supervised Consumer Finance Licensees have advised of change of name as follows:

1. Seneca Services, LLC from dba Presta Plata to Bonanza Quick Loans, Greenville, South Carolina.
2. Nationstar Mortgage LLC from www.nationstarmtg.com to www.mrcooper.com, Texas.

Notification has been received that the following Supervised Consumer Finance Licensees have been voluntarily surrendered for cancellation:

1. Palmetto Finance LLC, 102 Sea Island Parkway, Suite P, Beaufort, South Carolina.
2. Anderson Auto Finance, LLC dba Fast and Easy Title Loan, 506 Spartanburg Highway South, Lyman, South Carolina.
3. Wheels Financial Group, LLC dba www.AutoTitleLoans4U.com, Encino, California.
4. Ditech Financial LLC, 3000 Bayport Drive, Suite 880, Tampa, Florida.
5. OneMain Financial of South Carolina, Inc., 1356 Grove Park, NE, Orangeburg, South Carolina.
6. Cash Central of South Carolina, LLC, 84 East 2400 North, North Logan, Utah.
7. BorrowersFirst, Inc., 9050 North Capital of Texas Highway, Suite 210, Austin, Texas.
8. BorrowersFirst, Inc. dba www.borrowersfirst.com, Austin, LTexas.
9. LoanNow, LLC, 3100 South Harbor Boulevard, #180, Santa Ana, California.
10. LoanNow, LLC dba www.loannow.com, Santa Ana, California.
11. New Holland Credit Company, LLC, 500 Diller Avenue, Mail Station 535, New Holland, Pennsylvania.
12. Spruce Lending, Inc., 4761 East Hunter Avenue, Anaheim, California.
13. Freedom Mortgage Corporation dba Freedom Mortgage Corp., 907 Pleasant Valley Avenue, Mt. Laurel, New Jersey.
14. Action Loans, Inc., 2310 Wilson Road, Newberry, South Carolina.
15. Twenty-First Mortgage Corporation, 620 Market Street, Knoxville, Tennessee.
16. Mack's Finance Inc. dba Mack's Finance of Gaffney, 601 North Limestone Street, Gaffney, South Carolina.
17. Mack's Finance Inc. dba Mack's Finance Inc. of Spartanburg, 247-B East Main Street, Spartanburg, South Carolina.
18. Cashwell Financial of SC LLC dba Cashwell, 4620 Dick Pond Road, Unit C, Myrtle Beach, South Carolina.
19. PHH Mortgage Corporation dba Coldwell Banker Mortgage, 1 Mortgage Way, Mt. Laurel, New Jersey.
20. PHH Mortgage Corporation dba CENTURY 21 Mortgage, 1 Mortgage Way, Mt. Laurel, New Jersey.

21. PHH Mortgage Corporation dba ERA Mortgage, 1 Mortgage Way, Mt. Laurel, New Jersey.
22. PHH Mortgage Corporation, 8800 Baymeadows West, Suite 200, Jacksonville, Florida.
23. PHH Mortgage Corporation dba PHH Mortgage Services, 8800 Baymeadows West, Suite 200, Jacksonville, Florida.
24. Bayview Loan Servicing, LLC, 1301 Virginia Drive, Suite 420, Ft. Washington, Pennsylvania.
25. Luthi Mortgage Company Inc., 745 Wade Hampton Boulevard, Greenville, South Carolina.

The following applications for Supervised Consumer Finance Licensees have been received by the Consumer Finance Division pursuant to §37-3-503. The division has reviewed, determined these applications meet licensing requirements pursuant to §37-3-503(1) (2) and they were approved by the Chairman.

IN-STATE

1. 1st Franklin Financial Corporation to operate at 2642 Boiling Springs Road, Suite A, Boiling Springs, South Carolina 29316. (#45Active)
2. Gates Finance and Tax Service, Inc. dba Gates Finance and Tax Services #3 to operate at 561 Bultman Drive, Unit 7, Sumter, South Carolina 29150. (#2Active)
3. Great Bay Capital, Inc. to operate at 37 Oyster Reef Drive, Hilton Head Island, South Carolina 29926. (New)

EXAMINING DIVISION

Employment of Lilasha Dervin, Assistant Examiner, effective February 5, 2018.

REGULAR SESSION

CONSUMER FINANCE DIVISION

The Board approved the following items by General Consent:

IN-STATE

1. Request of Custom Auto Finance, Inc. to operate at 1110 Main Street, Conway, South Carolina 29526. **(New)**
2. Request of Quick Credit Corporation dba Quick Credit to operate at 101 North Main Street, Suite 600, Greenville, South Carolina 29601. **(#Active25)**
3. Request of Quick Credit Corporation dba Quick Credit to operate at 750 Executive Center Drive, Suite 205, Greenville, South Carolina 29615. **(#Active25)**

4. Request of Rivertown Credit LLC to operate at 5221 Sumter Highway, Manning, South Carolina 29102. **(#Active4)**
5. Request of Seneca Services, LLC dba Bonanza Quick Loans to operate at 2001 Gentry Memorial Highway, Pickens, South Carolina 29671. **(#Active3)**
6. Request of Southern Finance of South Carolina, Inc. dba Southern Finance to operate at 101 North Main Street, Suite 600, Greenville, South Carolina 29601. **(#Active39)**
7. Request of Southern Finance of South Carolina, Inc. dba Southern Finance to operate at 750 Executive Center Drive, Suite 205, Greenville, South Carolina 29615. **(#Active39)**

OUT-OF-STATE

8. Request of Access Financial LLC dba PocketFund for a Supervised Consumer Finance License to perform certain lending operations from its location at 5213 Highland Road, Waterford, Michigan 48327. **(New)**
9. Request of Access Financial LLC for a Supervised Consumer Finance License to perform certain lending operations from its location at www.pocketfund.com. **(New)**
10. Request of Avio Credit, Inc. dba Avio Credit for a Supervised Consumer Finance License to perform certain lending operations from its location at 8400 East 32nd Street, North, Wichita, Kansas 67226. **(#Active2)**
11. Request of CarFinance.com LLC for a Supervised Consumer Finance License to perform certain lending operations from its location at 7525 Irvine Center Drive, Suite 250, Irvine, California 92618. **(New)**
12. Request of CarFinance.com LLC for a Supervised Consumer Finance License to perform certain lending operations from its location at www.carfinance.com. **(New)**
13. Request of F3EA Funding LLC dba Sky Financial for a Supervised Consumer Finance License to perform certain lending operations from its location at 1855 Griffin Road, B390, Dania, Florida 33004. **(#Active2)**
14. Request of Jefferson Capital Systems, LLC for a Supervised Consumer Finance License to perform certain lending operations from its location at 16 McLeland Road, St. Cloud, Minnesota 56303. **(New)**

15. Request of Kuber Financial, LLC dba Mobilend for a Supervised Consumer Finance License to perform certain lending operations from its location at 200 Spectrum Center Drive, Suite 400, Irvine, California 92618. **(#Active2)**
16. Request of Kuber Financial, LLC for a Supervised Consumer Finance License to perform certain lending operations from its location at www.mobilend.com. **(#Active2)**
17. Request of National Credit Adjusters, L.L.C. for a Supervised Consumer Finance License to perform certain lending operations from its location at 1 Mangrove Way, Data Building #4, Free Zone, Montego Bay, St. James, Jamaica. **(#Active2)**
18. Request of Oportun, Inc. for a Supervised Consumer Finance License to perform certain lending operations from its location at 1600 Seaport Boulevard, Suite 250, Redwood City, California 94063. **(New)**
19. Request of Oportun, Inc. for a Supervised Consumer Finance License to perform certain lending operations from its location at www.oportun.com. **(New)**
20. Request of RedBrick Financial Group Inc. for a Supervised Consumer Finance License to perform certain lending operations from its location at 156 Front Street, West, Suite 300, Toronto, Ontario, Canada M5J2L6. **(New)**
21. Request of RedBrick Financial Group Inc. for a Supervised Consumer Finance License to perform certain lending operations from its location at 1415 28th Street, Suite 325, West Des Moines, Iowa 50266. **(New)**
22. Request of RedBrick Financial Group Inc. for a Supervised Consumer Finance License to perform certain lending operations from its location at www.redbrickfinancial.com. **(New)**
23. Request of Santander Consumer USA Inc. for a Supervised Consumer Finance License to perform certain lending operations from its location at www.santanderconsumerusa.com. **(#Active5)**

CHECK CASHING LEVEL II SERVICES

The following applications for Level II Check Cashing Services have been received by the Consumer Finance Division pursuant to §34-41-40. The division has reviewed and determined these applications meet licensing requirements pursuant to §34-41-40, §34-41-42 and §34-41-50.

24. Request of MITA D K, LLC dba Express Mart for a license to provide Check Cashing Level II services at 2620 South Kings Highway, Myrtle Beach, South Carolina 29577. **(New)**

OTHER BUSINESS

Commissioner Bodvake provided the Board with an update on the following:

1. Meetings

- January – DTO Privacy meeting
- January - HR Meeting
- February – Quarterly Board Meeting with ICFA
- February – NMLS Demo transition meeting
- February – MBA South Carolina Legislative day at the State House

2. Personnel

- Mortgage licensing – Patricia Williams started March 2nd
- 25 / 25 FTE positions filled

3. Investigations

Deferred Presentment Servicing

- Ongoing investigations

Litigation Lenders

- Ongoing investigations
- 29 notices sent in December
- 21 follow up notices in January

4. Reports

Supervised renewals

- No increase in (\$400) renewal fee for 2018.
- Renewal period closed
- 1487 billed / 1418 paid / 27 Cancelled

Supervised Annual Report

- Report due 4/15/18
- Posted to website
- Received 56 / 352, last year only received 24
- Overwhelmingly positive comments on new format

New Mortgage Loan Originator Applications

- 85 August
- 434 September
- 580 October
- 669 November
- 456 December
- 620 January
- 426 February

Budget, Policy and Planning Committee - updated budget**Nationwide Multistate Licensing System and Registry (NMLS)**

Supervised lender licensing overview

EXAMINING DIVISION**Commissioner Davis provided the Board with an update on the following:**

1. Commissioner Davis met with management of the following institutions:
 - South Carolina Community Bank, Columbia (Board meeting)
 - The Commercial Bank, Honea Pa
 - Bank of Clarendon, Manning
 - Abbeville First Bank, Abbeville
 - Anderson Brothers Bank, Mullins
 - First South Bank, Spartanburg
 - Carolina Alliance Bank, Spartanburg
 - Spartanburg City Credit Union, Spartanburg
 - Blue Ridge Bank, Seneca (3/9)
 - Community First Bank, Seneca (3/9)

Visits to all 54 regulated institutions completed from January 2017 to March 2018!

2. Conferences, etc.:
 - Attendance and Speaker - the SCBA Young Bankers Convention, Savannah, GA
 - Chief Examiner Rick Green attended and was a speaker at the SCBA Safety & Soundness Workshop
 - Deputy Commissioner Kathy Bickham and Chief Examiner Rick Green both attended the CSBS Commissioner Fly-In, Washington, DC
 - Deputy Commissioner Kathy Bickham attended a meeting at the Federal Reserve Bank of Richmond to meet the new President of the Bank as well as the new Executive Vice President for Supervision

- 8 staff members attended an IT Examination Seminar sponsored by the Independent Banks of South Carolina and the FDIC
- 6 staff members attended Model Risk Management Training provided by the FDIC in Charlotte, NC

EXECUTIVE SESSION

On motion of Mr. Hassell duly seconded by Mr. Saunders, and unanimously carried, the Board voted to adjourn into Executive Session to receive and discuss information pertaining to contractual arrangements, examination findings, personnel matters, legal advice, discuss confidential information or trade secrets of institutions under examination.

On motion of Mr. Conley, duly seconded by Mr. Saunders, and unanimously carried, the Board returned to Regular Session. No other votes were taken in Executive Session.

Mr. Strickland, Mr. Walters and Mr. Hart were duly excused from and did not participate in any votes, deliberations, and other actions on matters on which a potential conflict of interest existed.

The following actions were taken in Regular Session on items discussed in Executive Session:

EXAMINING DIVISION

On motion of Mr. Saunders, duly seconded by Mr. Hart, and unanimously carried, the Board voted to approve the application of Southern First Bank, Greenville South Carolina, to establish a branch at the intersection of Highway 17A and Brighton Park Boulevard, Summerville, South Carolina, with a temporary location at Suite 1A, 202 East 2nd North Street, Summerville, South Carolina.

On motion of Mr. Strickland, duly seconded by Mr. Conley, and unanimously carried, the Board voted to approve the request of Palmetto Health Credit Union, Columbia, for approval to purchase property in Columbia.

On motion of Mr. Pennington, duly seconded by Mr. Saunders, and unanimously carried, the Board voted to approve the request of Sandhills Bank, North Myrtle Beach, for approval to pay a cash dividend in the amount requested by the bank.

On motion of Mr. Hart, duly seconded by Mr. Strickland, and unanimously carried, the Board voted to approve the request of First Federal Bancorp, MHC and First Federal Bancorp, Inc., Lake City, Florida, to acquire 100% of the voting shares of Coastal Banking Company, Inc., Beaufort, South Carolina.

On motion of Mr. Strickland, duly seconded by Mr. Pennington, and unanimously carried, the Board voted to approve the request of South Atlantic Bancshares, Inc., Myrtle Beach, South Carolina, to acquire 100% of the voting shares of Atlantic Bancshares, Inc., Bluffton, South Carolina, and thereby acquire its wholly owned subsidiary, Atlantic Community Bank, Bluffton, South Carolina.

On motion of Mr. Saunders, duly seconded by Mr. Hart, and unanimously carried, the Board voted to approve the request of South Atlantic Bank, Myrtle Beach, South Carolina, to merge with Atlantic Community Bank, Bluffton, South Carolina, and to operate the two offices of Atlantic Community Bank as branches of South Atlantic Bank.

On motion of Mr. Strickland, duly seconded by Mr. Saunders, and unanimously carried, the Board voted to approve the request of First Federal of South Carolina, FSB, Walterboro, for approval to convert from a Federal savings bank to a State savings and loan association to be named First Federal of South Carolina, Inc., a State Savings Bank.

On motion of Mr. Strickland, duly seconded by Don Pennington, and unanimously carried, the Board approved a proposed informal administrative action.

The Board, through consensus, scheduled its next meeting for April 4, 2018.

There being no further business, the meeting was adjourned by acclamation.

An audio copy of the meeting is available upon request.