April 27, 2015

Gerard Poliquin
Secretary of the Board
National Credit Union Administration
1775 Duke Street
Alexandria, VA 22314

Re: NASCUS Comments on Proposed Rulemaking for Parts 700, 701, 702, 703, 713, 723, and 747, Prompt Corrective Action; Risk-Based Capital

Dear Mr. Poliquin:

The National Association of State Credit Union Supervisors (NASCUS)[1] appreciates the opportunity to comment on the National Credit Union Administration's (NCUA's) proposed changes to NCUA Rules and Regulations Parts 700-703; 713, 723, and 747 regarding prompt corrective action (PCA) and risk-based capital. This is the second proposal put forth by the agency on this important topic, and NASCUS commends NCUA on its commitment to a thorough and transparent analysis of the costs, benefits, and potential impact of the regulation.

The numerous modifications undertaken by NCUA represent a significant improvement over the original proposal. Nevertheless, the current proposal requires additional refinement to ensure that it is right-sized for the credit union system and does not place credit unions at a competitive disadvantage in the marketplace. We value the opportunity to contribute to the development of this important rule, and we look forward to working with NCUA to perfect its application to the credit union system.

<u>Adjustments to Defined Terms</u>

This new proposal incorporates many new defined terms into the PCA framework. Several of these new definitions result from NCUA's efforts to align this proposal more closely with the other banking agencies regulations and, as such, track the corresponding FDIC definitions. Given the sheer volume of new defined terms, NASCUS has focused its comments on the most impactful.

<u>Appropriate State Official</u>

Under the new proposal, the definition of appropriate state official is amended to read "the state commission, board or other supervisory authority having *jurisdiction* over the credit union."[2] Although this change was meant to provide clarity, it may actually obfuscate the role of state supervisors in the PCA process. Several states could have "jurisdiction" over a given credit union on a particular issue. Will NCUA consult with all state regulators where an affected credit

[1] NASCUS is the professional association of the nation's state credit union regulatory agencies.
[2] 80 FR 4340, 4361 (Jan. 27, 2015) (emphasis added).

union has a branch or member when taking discretionary supervisory action?[3] Will a credit union have to obtain approval from all states that it operates in before issuing dividends when less than adequately capitalized?[4] Although timely sharing of information across all affected regulators is a laudable goal, crucial and time sensitive decisions regarding the reclassification or conservatorship of a credit union should be made by the primary chartering authority of the institution in consultation with the deposit insurer. NASCUS encourages NCUA to amend this definition to read "the state commission, board or other supervisory authority which chartered the affected credit union."

Commercial Loan

While NASCUS supports the differentiation between "commercial loans" for risk-based capital purposes and "member-business loans" as statutorily defined, the subtle differences in these definitions may cause confusion. For example, in the proposed rule the definition of a commercial loan specifies that it is a loan "to individuals, sole proprietorships, partnerships, corporations, or other business enterprises," and explicitly excludes loans to CUSOs, first or junior lien residential real estate loans, and consumer loans. NCUA indicates, however, that whether or not a loan is "commercial" will be based on the purpose of the loan, use of the proceeds, and type of collateral. If a loan can be considered commercial regardless of the borrower, NCUA should consider removing the list of potential borrowers and simply retaining the exclusions of specific loan types.

The proposed definition goes on to specify that a commercial loan is made for "commercial, industrial, and professional purposes, but not for investment or personal expenditure purposes." However, under existing regulation, a member business loan is made for commercial, corporate, other business investment property or venture, or agricultural purposes.[5] The alignment of these two definitions is unclear. If the only intended differences in treatment arise from the definitions of loans to CUSOs, first- or junior-lien residential real estate loans, and consumer loans, then NCUA should consider adopting the member business loan language and retaining those explicit exclusions. Consistency in language should help credit unions streamline operational determinations where no actual variance is intended.

Finally, current parts 723.1(d) and (e) reference treatment of purchased member and non-member loans and loan participations for risk-weight purposes under part 702. We encourage NCUA to review those sections for consistency with the proposed definition.

Consumer Loan

This proposed definition references loans "to one or more individuals . . . including any loans secured by vehicles generally manufactured for personal, family, or household use regardless of the purpose of the loan." NCUA should clarify whether the same loan would still be considered a consumer loan if made to an incorporated entity. If the definition is not dependent of the type of borrower the words "one or more individuals" are not necessary. NCUA should also clarify

[3] 12 C.F.R. § 702.110(c).
[4] 12 C.F.R. § 702.114(b).
[5] 12 C.F.R. § 723.1(a).

the definition of a loan "for the purchase of fleet vehicles." To maximize ease of compliance, NCUA could incorporate the definition of "fleet" contained in a 2012 NCUA legal opinion directly into this definition.[6]

Current Loan

NASCUS supports the amended definition of "current" to include any loan less than 90 days past due and not restructured or placed on non-accrual. This modification is consistent with the practices of the other banking agencies and will put credit unions on equal footing with their fellow financial institutions.

The Asset Proxy for Complexity Should be Refined

NASCUS appreciates NCUA's re-evaluation of the methodology for determining when a credit union is "complex" for PCA purposes. Under the new proposal, NCUA examined the portfolios of assets and liabilities across the credit union industry and determined that credit unions with $100 million in assets engaged in at least one complex activity. As a result, NCUA proposed using $100 million in assets as a proxy for complexity.

An asset threshold proxy, while less precise than individual balance sheet analysis, allows for streamlined application of the rule and minimizes opportunities for arbitrage. If the definition of complex were tied to specific activities, credit unions could be incentivized, on the margin, to simply avoid those activities in order to avoid risk-based capital requirements. Such conduct could have unintended consequences and create new unanticipated risks to capital adequacy. Therefore, NASCUS agrees that utilizing an asset threshold as a proxy for complexity is a reasonable regulatory choice.

However, the proxy threshold must be consistent with the spirit of the congressional mandate regarding risk-based capital. Congress contemplated risk-based capital applying to only those credit unions for which, by the nature of their balance sheets, regular prompt corrective action would be insufficient. NCUA should adhere to that principle, which is distinct to the credit union system, and set the proxy threshold at a level that minimizes regulatory burden while accounting for more sophisticated risks. Based on their collective regulatory experience, state regulators believe the appropriate threshold is higher than $100 million in assets.

Activities Designated as "Complex" Should Indicate a Material Risk Against Which the Net Worth Ratio May Not Provide Adequate Protection

The list of assets and liabilities currently identified as complex is much too broad. Congress intentionally limited the application of risk-based capital to complex credit unions.[7] They then directed NCUA to design the risk-based capital standard to protect against material risks that may not be adequately captured by the leverage ratio.[8] Presumably, Congress joined these two concepts with the understanding that "complex" institutions would be designated as complex

[6] NCUA Legal Opinion 12-0764, Definition of Fleet, Sept. 13, 2012.
[7] 12 U.S.C. § 1790d(d)(1).
[8] 12 U.S.C. § 1790d(d)(2).

based on high-risk activities that a 7% leverage ratio may not account for. Under this proposal, however, NCUA's list of complex assets and liabilities includes several standard activities already contemplated by the leverage ratio.

Real estate loans, investments with maturities greater than five years, and internet banking are staple activities of financial services institutions in today's marketplace and should not be considered complex. Other activities on the list only become complex when undertaken in significant volumes. For example, a credit union that lends a member $60,000 to purchase new equipment for his bakery is engaged in member business lending. But that credit union should not be designated as complex by virtue of that single loan. The size of the portfolio and its significance to the credit union's overall business strategy drives complexity. Consequently, member business loans, indirect, interest-only, and participation loans should only indicate complexity where the activity exceeds a certain percentage of total assets. Similarly, borrowings should only denote complexity where they constitute a significant element of the credit union's funding strategy.

The Designation Should be Tied to More Than One Activity

The asset threshold should also be set where all or most credit unions are engaged in four or more of the activities identified as complex. The Federal Credit Union Act requires NCUA to define a complex credit union based on its *portfolio* of assets and liabilities.[9] A single complex activity is generally not representative of a credit union's entire portfolio, and arguably does not rise to that standard.

Refining the Definition Will Not Materially Increase Risk

Additionally, refining the complexity analysis and raising the threshold would not considerably increase the risk to the share insurance fund. Under the current proposal, approximately 90% of system assets are covered by the rule. But if NCUA raised the threshold to $250 million, over 80% of system assets would still be covered today. By the time this rule is implemented in 2019, an even greater percent of system assets would be covered by this regulation as the credit union industry continues to consolidate.

Written Capital Adequacy Plans add Burden without Benefit

Proposed part 702.101(b) would require a complex credit union to maintain capital commensurate with the level and nature of risks to which the institution is exposed. It would also require that the credit union have a process to assess capital adequacy and a comprehensive written strategy for maintaining an appropriate level of capital. NCUA indicates that this proposed capital adequacy plan will not impact a credit union's PCA category, but will inform NCUA's supervisory process in assigning CAMEL ratings.

[9] 12 U.S.C. § 1790(d)(1).

Supervisory Expectations Should Be Clear

NASCUS agrees that a credit union should maintain capital commensurate with its risk, and that doing so may require holding capital above minimum regulatory requirements. While we do not object to codifying this supervisory policy in regulation, we note that the standards surrounding its use must be clear.

NCUA already examines to determine whether a credit union has sufficient net worth for its degree of risk, and whether the credit union has adequate policies, practices, and procedures regarding net worth and capital accounts.[10] In the proposed rule, NCUA indicates that under this section it "may provide specific metrics for necessary reductions in risk levels, increases in capital levels beyond those otherwise required under [part 702], and some combination of risk reduction and increased capital."[11] NCUA should clarify how it envisions part 702.101(b) augmenting its current supervisory process and any enforcement authority that it holds in conjunction with that process.

Regulatory Burden Should Be Reduced

Notably, while NCUA has taken steps to closely align this proposal with banking agency requirements in other areas, it has chosen to deviate from that standard to add a written reporting requirement for credit unions under this provision.[12] Given that the specific requirements of the proposed capital adequacy plan are not delineated in this proposed rule but will be subsequently outlined in supervisory guidance, commenters are unable to determine the extent of the burden this requirement might entail. NCUA should explain why it felt compelled to add a written requirement to this provision for credit unions, and make every effort to streamline that requirement to minimize the associated regulatory burden.

As NCUA notes in the proposed rule, complex credit unions are already expected to have processes in place to assess capital adequacy. Translating those existing practices into a prescribed format, however, will not be without cost. If NCUA is going to create a new reporting requirement or expand upon existing processes, there should be a clear benefit derived for the supervisory process and the credit union system.

Currently, all credit unions with assets of $50 million or more must have a written policy on interest rate risk management and a program to implement it effectively,[13] as well as a written liquidity policy and contingency funding plan.[14] In addition, the largest credit unions are already required by regulation to maintain a written capital policy and capital plan that is approved annually by NCUA.[15]

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[10] LTCU 00-CU-08, Nov. 2000. *See also* NCUA Examiner's Guide, Ch. 16. *available at* http://www.ncua.gov/Legal/GuidesEtc/ExaminerGuide/chapter16.pdf.
[11] 80 FR 4340, 4359 (Jan. 27, 2015).
[12] There is no mandated written element to the corresponding FDIC provision. 12 C.F.R. § 324.1(d); 12 C.F.R. § 324.100(d).
[13] 12 C.F.R. § 741.3.
[14] 12 C.F.R. § 741.12.
[15] 12 C.F.R. §§ 702.501-702.506.

If NCUA is going to institute a written capital strategy for all complex credit unions, it should utilize that written strategy to ensure that a credit union is addressing any heightened risks from loan concentrations. This should obviate the need for elevated risk-weights in connection with real estate and commercial loans by allowing NCUA to address concentration risk in a more targeted way. This approach would satisfy OIG and GAO's recommendations that NCUA consider concentration risk as it pertains to capital adequacy, without creating a competitive disadvantage for all complex credit unions in relation to their banking counterparts.

Finally, NCUA should consider incorporating the written capital strategy within the credit union's strategic plan, or another existing report in order to minimize duplication of effort across various reporting requirements. Similarly, a clear exception to this requirement should be noted for institutions that are already subject to capital planning and stress testing requirements, as the analysis contemplated by this part would already be addressed by those existing requirements.

Supplemental Capital Should be Included in the Risk-Based Capital Numerator

As we noted in our first-round comment letter, NCUA has the authority to define the elements of the risk-based capital ratio. Because Congress did not speak directly to the calculation of risk-based capital, NCUA need not be limited by §1790d(0)(2) in defining what constitutes the ratio elements. Therefore, NCUA should take this opportunity to strengthen the utility of supplemental capital for credit unions, while the system advocates for a wider legislative solution that will redefine the net-worth ratio.

Including supplemental forms of capital in the risk-based capital numerator could help protect the NCUSIF from losses by encouraging credit unions to attract additional loss-absorbing forms of capital that they would otherwise forego. There is a cost associated with issuing supplemental capital (whether in the form of subordinated debt or member contributions) and without that capital counting toward PCA requirements, credit unions have no incentive to bear the cost. If supplemental capital were to count toward regulatory capital, it would benefit the credit union by allowing it to expand products and services without diluting regulatory capital, and it would protect the NCUSIF by incentivizing credit unions to attract private capital that could absorb losses before causing a hit to the insurance fund.

We encourage NCUA to drop a placeholder in this rule that would include supplemental forms of capital, as defined by the NCUA Board and approved by the NCUA or appropriate state supervisory authority, in the risk-based capital numerator. Specific criteria could be developed between finalizing the rule and its effective date in 2019. When setting those criteria, we encourage NCUA to set broad standards that would ensure the products are consistent with the cooperative nature of credit unions and safety and soundness principles. Instead of dictating specific products, NCUA should allow the marketplace to develop the most efficient and cost effective solution possible within appropriate parameters. A few of the broad standards that would be prudent in a supplemental capital rulemaking include:

- ✓ Disclosures regarding the uninsured nature of the product
- ✓ Subordinate to all other claims
- ✓ Unconditionally cancellable and ability to prepay

- ✓ Minimum maturity requirements

Several states have already authorized certain forms of supplemental capital for their non-low income credit unions, but without PCA capital treatment these tools have not been a cost effective resource for credit unions to date. NASCUS urges NCUA to consider and incorporate these preapproved forms of capital in their definition of supplemental capital, both to facilitate timely access to this tool for credit unions, and to provide a roadmap and testing ground for NCUA as it develops its own standards.

Concentration Weightings Should be Removed from the Rule

Without more specific information to capture diversification within a lending portfolio,[16] the proposed rule will have limited value in providing early warning for truly unsafe concentrations. As NCUA notes in the proposal, evaluations of specific credit union portfolios and underwriting practices are better suited for the examination framework.

NCUA indicates that the new single thresholds are designed to maintain a high degree of consistency with the other banking agencies regulations, while still requiring incrementally higher capital for credit unions with unusually high loan concentrations. For example, under the new proposal the threshold for first-lien residential real estate loans was set two standard deviations from the industry mean (35% of total assets) while the standard deviation for commercial loans is over five standard deviations from the mean (50% of total assets). This would limit the application of higher risk-weightings to 10% of complex credit unions for first-lien real estate, and less than 1% of complex credit unions for commercial lending. While we appreciate NCUA's efforts to refine the application of this provision, we continue to believe that the risk-based capital calculation is not an effective means of addressing concentration risk.

NASCUS urges NCUA to address outlier credit unions through timely application of supervisory tools or, if necessary, by applying the capital adequacy planning requirements of section 702.101(b) to credit unions flagged as outliers. Utilizing capital adequacy plans to address concentration risk would control for concentrations that pose safety and soundness risk without placing the wider credit union system at a competitive disadvantage compared to banks. It also eliminates the challenges in developing a consistent methodology to identify the empirical tipping point of concentration risk for a credit union balance sheet. Given the shifting landscape of the financial services market and the credit union industry, building risk parameters around the current shape of the market may not align with future risks.

CUSO Investments Should Be Weighted at 100%

Given the unique position of CUSOs as cooperative cost-saving structures in the credit union system, NCUA should use its statutorily granted discretion to draw distinctions between CUSOs and private equity investments held by banks. For example, NCUA recently issued a final rule that asserts significant powers of supervisory oversight over CUSOs.[17] Not only must CUSOs

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[16] For example, diversification based on geography, industry, credit profile, or product type.
[17] 12 C.F.R. § 712; 12 C.F.R. § 741.222.

provide NCUA with open access to their books and records, but CUSOs are required to register directly with NCUA and, if complex, report audited financial statements and customer information. This heightened supervisory oversight compared to general investment exposures, combined with the limits on credit union investment powers makes a 100% risk weight more appropriate. Furthermore, given the limits on credit union investment powers, the vast majority of credit unions with unconsolidated equity investments in CUSOs would fall within the "non-significant" exception under the banking regulations for investments aggregating less than 10% of total assets, and would receive a 100% risk-weight. Therefore, adjusting the CUSO investment weighting to 100% would better reflect the role of CUSOs in the credit union industry while still aligning in practice with treatment of similar exposures in banks.

Compliance with Part 703 is Not an Appropriate Demarcation of Risk

Under the proposed rule, NCUA provides a default risk-weight of 100% for part 703 compliant investment funds, and 300% for non-703 compliant funds. This 200% increase in a default risk-weight is punitive and creates a disadvantage for state-chartered credit unions. There are several non-conforming, state authorized investments that are not based in equities or other "volatile and risky investments" and that do not warrant a 300% risk-weight. By using part 703 as a threshold, NCUA is assigning a significantly lower baseline assumption of risk on the basis of the regulator that approved the investment. This singles out state-chartered institutions and forces them to undertake look-through calculations on their investments when federal charters may be able to rely on the default risk-weight.

NASCUS does not oppose the use of default risk-weight options for credit unions in relation to investment funds, but believes those default thresholds should be tied to the underlying holdings and investment strategy of the fund. As currently drafted, the thresholds are tied to the regulator that approved the investment. Furthermore, investment funds that hold only investments that qualify for the zero or 20% risk categories should receive a 20% risk-weight regardless of whether the underlying investments are part 703 permissible.

Create an Appendix for Derivative Transactions

NCUA should adopt and incorporate FDIC risk-weights for non interest-rate derivatives into NCUA regulations verbatim. Although the vast majority of credit unions will probably not engage in this activity, its inclusion in NCUA's regulations will ease the regulatory burden for credit unions and examiners in finding and citing the appropriate authority. The additional material can easily be confined to a separate appendix to avoid unnecessarily obscuring requirements related to core credit union activities, such as interest rate derivatives.

NCUA should not create its own risk-weight system for non-interest rate related derivatives. NCUA adopted FDIC regulations almost verbatim for interest rate derivatives based on that agency's expertise in supervising those products. Given the complex nature of derivatives, modifying the established regulatory framework could result in unintended consequences for credit unions engaged in that activity. Furthermore, state regulators have experience supervising derivative activity in state-chartered banks within the FDIC framework. That familiarity will help facilitate effective state supervision for credit unions with minimum confusion.

Maintaining consistent treatment of derivatives across financial institutions also aligns with NCUA's goal of comparability with other banking agencies regulations where possible and appropriate.

Employee Benefit Plan Investments Should Receive Standard Risk-Weights

NCUA requested comment on the treatment of investments that fund employee benefit plans in which all of the risk of loss is held by the beneficiary, and specifically 457(b) executive plans. NASCUS encourages NCUA to continue to apply standard risk weights to benefit plan investments. A 457(b) executive plan is un-funded and does not vest until the employee retires or terminates employment. The assets underlying these plans generally must remain the property of the credit union until vested and are subject to the claims of general creditors. If the credit union was put into conservatorship, the investments would never transfer to the employee. Since the assets would be treated as belonging to the credit union in the event of a liquidation it is appropriate to risk-weight them as part of the overall balance sheet. Employee benefit plans can also be tailored to fit the needs of each individual credit union and executive. It could be very difficult for NCUA to determine with certainty whether, and to what extent, the credit union held a risk of loss in connection with the investments.

Correct Persisting Differences with Banking Standards

NASCUS supports NCUA's overall efforts to align the risk-based capital regulation more closely with the other banking agencies' regulations. Absent a compelling rationale for different treatment between the two systems, regulators should strive to maintain equal treatment for equal risks in all depository institutions. Accordingly, and in addition to the more material deviations discussed elsewhere in this comment letter, NASCUS encourages NCUA to make the following adjustments:

- ✓ Principal-only STRIPS should be risk-weighted based on the underlying guarantor or collateral; and
- ✓ Unfunded, unconditionally cancelable commitments should be risk-weighted at zero percent.

All Partial Recourse Loans Should Receive the Same Treatment

Under the new proposal, NCUA differentiates between partial recourse loans executed under the Federal Home Loan Bank's Mortgage Partnership Finance (MPF) Program and all other partial recourse lending programs. Off balance sheet exposure for the MPF program would be calculated based on the outstanding loan balance, while the exposure on all other partial recourse loans would be calculated off of the maximum contractual obligation on the loan. Although the MPF program loans enjoy a lower 20% credit conversion factor (CCF) compared to the 100% CCF applied to other partial recourse loans, credit unions that hold a contractual exposure amount that is less than 20% of the outstanding loan balance will have to hold more capital for MPF loans than for other partial recourse arrangements. For example, a $100,000 loan sold with a 3% contractual exposure would have an off-balance sheet value of $3,000 if it were a normal recourse loan and $20,000 if it were an MPF loan.[18] Since MPF loans include a fixed contractual exposure amount, there does not appear to be a strong justification for differentiating this loan program from other partial recourse loan arrangements. Even though this adjusted calculation may track historical losses in the MPF program more closely, NCUA should consider whether it is appropriate to incorporate individualized risk-weights for specific counterparties.

The NCUSIF Deposit Should Count Toward Regulatory Capital

Credit unions treat their NCUSIF deposit as an asset on their books. While banks expense their deposit insurance and can never reclaim it, a credit union's deposit will be returned if it decides to liquidate, convert to another charter, or convert to private insurance. NCUA should acknowledge the difference in treatment of insurance deposits between the two systems and assign a capital value to the NCUSIF deposit for credit unions.

Adopt a Sensitivity to Market Risk Rating Before Promulgating New IRR Rules

Adding the sensitivity to market risk, or "S" component, to CAMEL would strengthen NCUA's ability to assess interest rate risk in the supervisory process and thereby significantly improve the agency's proactive response to interest rate exposures that could threaten capital adequacy.

Under the current CAMEL system, sensitivity to market risk is incorporated into the liquidity rating. As a result, a credit union with extreme interest rate risk but strong liquidity could still receive a satisfactory component rating despite a substantial supervisory concern. Separating interest rate risk from liquidity will allow NCUA to communicate their concerns about interest rate risk management to credit union leadership more effectively. It will also help NCUA to identify the credit unions with excessive interest rate risk exposure and focus its resources effectively to address these outliers.

The "S" component rating would provide better information to credit unions and NCUA without any added regulatory burden. Eight states have already adopted the additional component rating for credit unions with minimal disruption. The supervisory review process could remain largely unchanged, as examiners could continue to use existing exam procedures to evaluate each element. Although an additional rulemaking on interest rate risk may ultimately prove necessary, NCUA should begin the process by adopting solutions that do not involve an added layer of regulatory burden for the industry. NASCUS appreciates NCUA's thoughtful deliberation on this topic, and values the opportunity contribute insights from state experience in this area.

Utilizing the Extended Implementation Period

NCUA proposes to delay the effective date of the final rule until January 1, 2019. Given the significant operational implications for both credit unions and the NCUA in implementing this proposal, a 2019 effective date is appropriate. The extended timeframe will allow credit unions

[18] The MPF program takes the outstanding loan balance multiplied by a 20% CCF (100,000*.20 = 20,000), while other partial recourse loans take the maximum contractual exposure multiplied by a 100% CCF (3,000* 1 = 3,000). Both loans would be subject to a 50% risk-weight as a first-lien residential real estate loan.

to adjust their balance sheets and strategic plans to achieve a well-capitalized standard under the rule without disrupting member products and services. The extension also aligns the implementation timeframe with that of the other banking agencies, and thereby removes the potential for creating a competitive disadvantage across competing financial services entities.

Regulators will also benefit from the extended timeframe. If the rule is finalized, NCUA may need to promulgate supporting guidance for both industry and examiners on various elements of the rule. Additionally, NCUA has indicated that it is considering additional complementary rulemakings to address interest rate risk and the use of supplementary forms of capital by non-low-income credit unions. The extended timeframe will provide the necessary time to evaluate the need and appropriate form of any additional agency action on related issues. Finally, the rule as currently proposed will require a significant number of changes to the 5300 Call Report. NASCUS encourages NCUA to maintain its open working collaboration with state regulators as modifications to existing reporting requirements are identified and implemented.

NASCUS appreciates NCUA's careful consideration of stakeholder comments and concerns throughout this rulemaking process, and values the opportunity to contribute to the deliberations.

Sincerely,

Lucy Ito
NASCUS President and CEO