

Federal Housing Finance Agency Order

Designation of Federal Home Loan Bank Directorships

WHEREAS, section 1319G(a) of the Federal Housing Enterprises Financial Safety and Soundness Act of 1992 (Safety and Soundness Act), 12 U.S.C. § 4526(a), as amended, authorizes the Director of the Federal Housing Finance Agency (Director) to issue any orders necessary to carry out the duties of the Director under the Safety and Soundness Act or the Federal Home Loan Bank Act (Bank Act), 12 U.S.C. § 1421, *et seq.*;

WHEREAS, section 7(a)(1) of the Bank Act, as amended, 12 U.S.C. § 1427(a)(1), authorizes the Director to establish the size of the board of directors of each Federal Home Loan Bank (Bank) at thirteen directors or such other number that the Director determines to be appropriate;

WHEREAS, section 7(a)(2) of the Bank Act, as amended, 12 U.S.C. § 1427(a)(2), requires that the member directorships at each Bank comprise at least a majority of the directorships and that the independent directorships comprise at least 40 percent of the directorships;

WHEREAS, sections 7(b) and (c) of the Bank Act, as amended, 12 U.S.C. § 1427(b), (c), require the Director annually to designate each member directorship to a particular state based on the approximate amounts of Bank stock held by members in each state, and to add member directorships, if necessary, so that each state has at least as many member directorships that were designated to that state on December 31, 1960;

WHEREAS, section 7(d) of the Bank Act, as amended, 12 U.S.C. § 1427(d), requires that approximately one-fourth of each Bank's directorships expire each year and authorizes the Director and the boards of directors of each Bank to adjust the terms of any directors first elected after July 30, 2008 in order to accomplish the required staggering; and

WHEREAS, the Director has determined that it is appropriate to issue an order designating the directorships of the Banks under the terms of section 7 of the Bank Act, as amended.

NOW THEREFORE, it is hereby ordered as follows:

Section 1. Designation of Member Directorships. Each state in each Bank district shall have the number of member directorships shown in the Attachment to this Order, under the heading "2013 Member Directorships."

Section 2. Designation of Independent Directorships. Each Bank shall have the number of independent directorships shown in the Attachment to this Order, under the heading "2013 Independent Directorships."

Section 3. 2012 Director Elections and Terms of Office. The states in which elections for member directorships are to be held during 2012, the number of member directorships to be filled for each state during the 2012 elections, the number of independent directorships to be filled during the 2012 elections, and the terms of office for all directorships to be filled during the 2012 elections are shown in the Attachment to this Order, under the heading "Number of Seats to be filled in 2012 Elections and Length of Shortened Terms".

IT IS SO ORDERED, this 29 day of May, 2012.

FEDERAL HOUSING FINANCE AGENCY

By: Edward J. DeMarco
Edward J. DeMarco
Acting Director

2012 DESIGNATION of DIRECTORSHIPS for 2013

Federal Home Loan Bank	2013 Member Directorships	2013 Independent Directorships	Number of Seats to be Filled in 2012 Elections and Length of Shortened Terms (Unless otherwise noted, standard term length is 4 years.)
Boston			
Connecticut	1		
Maine	1		
Massachusetts	3		
New Hampshire	1		
Rhode Island	1		1 seat
Vermont	1		
Total Member Seats	8		
Total Independent Seats		7	2 seats
New York			
New Jersey	4		1 seat
New York	5		1 seat
Puerto Rico & Virgin Islands	1		
Total Member Seats	10		
Total Independent Seats		7	2 seats
Pittsburgh			
Delaware	3		2 seats, both of which have 3-year terms
Pennsylvania	6		2 seats
West Virginia	1		
Total Member Seats	10		
Total Independent Seats		7	3 seats, 1 of which has a 3-year term (see endnote regarding assignment of 3-year term)
Atlanta			
Alabama	1		
District of Columbia	1		
Florida	1		
Georgia	1		
Maryland	1		
North Carolina	1		1 seat
South Carolina	1		
Virginia	1		1 seat
Total Member Seats	8		
Total Independent Seats		6	2 seats
Cincinnati			
Kentucky	2		
Ohio	6		2 seats
Tennessee	2		
Total Member Seats	10		
Total Independent Seats		7	2 seats
Indianapolis			
Indiana	5		2 seats
Michigan	5		
Total Member Seats	10		
Total Independent Seats		8	2 seats
Chicago			
Illinois	6		2 seats
Wisconsin	4		1 seat
Total Member Seats	10		
Total Independent Seats		7	2 seats

2012 DESIGNATION of DIRECTORSHIPS for 2013

Federal Home Loan Bank	2013 Member Directorships	2013 Independent Directorships	Number of Seats to be Filled in 2012 Elections and Length of Shortened Terms (Unless otherwise noted, standard term length is 4 years.)
Des Moines			
Iowa	3		1 seat
Minnesota	2		
Missouri	2		
North Dakota	1		
South Dakota	1		1 seat
Total Member Seats	9		
Total Independent Seats		7	2 seats
Dallas			
Arkansas	1		
Louisiana	2		1 seat
Mississippi	1		
New Mexico	1		
Texas	4		2 seats
Total Member Seats	9		
Total Independent Seats		7	1 seat
Topeka			
Colorado	2		1 seat
Kansas	3		1 seat
Nebraska	2		
Oklahoma	2		
Total Member Seats	9		
Total Independent Seats		6	1 seat
San Francisco			
Arizona	1		
California	6		2 seats
Nevada	1		
Total Member Seats	8		
Total Independent Seats		6	2 seats
Seattle			
Alaska	1		
Hawaii, Guam & Am. Samoa	1		
Idaho	1		
Montana	1		
Oregon	1		1 seat
Utah	1		
Washington	1		1 seat
Wyoming	1		
Total Member Seats	8		
Total Independent Seats		6	2 seats
System Total Member Seats	109		27 Member Seats
System Total Independent Seats		81	23 Independent Seats
Assignment of 3-year term at Pittsburgh Bank: From among the nominees whom the Pittsburgh Bank declares elected to serve as non-public interest independent directors (as provided under 12 CFR 1261.8(f)(2)), the Bank shall assign the person receiving the fewest number of votes to occupy the independent director seat having a term of 3 years. If no non-public interest independent directors are elected, the Bank shall assign the person receiving the fewest number of votes from among those elected to serve as public interest independent directors to occupy the independent director seat having a term of 3 years.			