



CITY FIRST BANK OF DC

CFBanc Corporation and City First Bank of D.C., NA Excessive or Luxury Expenditure Policy

A. Purpose

The Board of Directors of CFBanc Corporation (“CFBanc”) and City First Bank., N.A. (“Bank”) have adopted this Excessive or Luxury Expenditure Policy (“Policy”) in compliance with the requirements under the American Recovery and Reinvestment Act of 2009 (“ARRA”) enacted February 17, 2009. The ARRA, which amends certain sections of the Emergency Economic Stabilization Act of 2008, requires each recipient of funds under the Capital Purchase Program of the Troubled Assets Relief Program (“TARP”) to have in place a company-wide policy regarding excessive or luxury expenditures during the period that CFBanc and the Bank participate in TARP, as identified by the Secretary of the Department of the U.S. Treasury (“Treasury”).

It is CFBanc and the Bank’s Policy to prohibit excessive or luxury expenditures with respect to the following:

- Entertainment and events;
- Office and facility renovations;
- Aviation or other transportation services; and
- Other activities or events that are not reasonable expenditures for conferences, staff development, reasonable performance incentives, or other similar measures conducted in the normal course of Bank or Bank business operations.

Executive management is responsible for the effective implementation of this Policy. To that end, executive management shall have the following roles:

1. Monitor expenditures addressed by this Policy to ensure compliance.
2. Document and justify any exceptions to this Policy and report exceptions to the Board.
3. Promptly recommend modifications of this Policy to the Compensation Committee to ensure that it remains compliant with the TARP Standards for Compensation and Corporate Governance as defined by the Treasury (31 CFR Part 30) as it may be amended.
4. Ensure that the Policy is posted internally at the Bank.

This Policy applies to all employees of CFBanc and the Bank. Additionally, this Policy specifies prohibited expenditures, approval procedures for expenditures which require prior approval, certification requirements of the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), the reporting of actual or suspected violations, and compliance monitoring.

B. Scope of Policy

The types and categories of expenditures covered by this Policy are as follows:

1. **Entertainment:** Entertainment is defined as an activity for which an employee or executive officer would use corporate funds for business-development purposes relating to a current customer or prospective customer or to further enhance CFBanc and the Bank's marketing efforts. The Policy is that all expenses incurred by CFBanc and the Bank should be for corporate purposes and used to develop business of CFBanc and the Bank. Occasional events such as taking customers or prospects to eat lunch or dinner, or taking them to other events the customer/prospect would find pleasurable is a necessary part of marketing efforts and not deemed as "luxury" or a violation of this Policy. These expenses should be documented and detailed as to the benefit derived by them through the normal accounts payable process.
2. **Conferences/Events:** CFBanc and the Bank encourage employees and officers to attend conferences that are appropriate educational (including professional development) opportunities. These conferences must be related to the financial services industry (including the community development finance industry) or the particular professional competency of the employee, and have a direct relationship to their job. Typically these conferences are sponsored by vendors, banking associations, or other industry-related entities. Meetings and conferences may include both those that are internally organized as well as those organized by other banks, trade associations, vendors and similar organizations. The cost of such meetings and conferences must be approved in advance by a supervisor or member of executive management.
3. **Employee Recognition/Holiday Parties:** Employee recognition/holiday parties are part of the employee appreciation process. These events should be geographically local and reasonable in cost.
4. **Board/Management Retreats:** Retreats shall only be used for educational (including professional development) or business-planning purposes. Board education is a vital part of maintaining and keeping a dynamic director base and this Policy does not prohibit a retreat that is focused on strategic planning or education; the retreat must, however, be geographically local and reasonable in cost.
5. **Office and Facility Renovations:** Renovations of facilities and office spaces should be relative to the approved project and current business plan of CFBanc and the Bank. An exception will be permitted to address an emergency situation, such as an act of nature, where the expenditure is necessary to make the facility operational for normal business, including customer use. Expenditures for office furnishings, remodeling, or redecoration for any senior executive officer as defined in the EESA, the aggregate cost of which exceeds \$25,000, are generally prohibited. This prohibition does not extend to a corporate relocation or remodeling impacting a majority of the corporate offices or a newly-constructed branch, branch renovation, or branch relocation.
6. **Aviation or Other Transportation Services:** Transportation for staff to outlying locations, including conferences, business development purposes, and merger and acquisition research, should be conducted in the most cost-appropriate way for CFBanc and the Bank. Modes of transportation to be used may consist of automobile (including taxi), bus, commercial air, or rail service. The selection of transportation

services will factor in cost, efficiency, and timeliness of travel. Expenditures for the use of an automobile by officers and employees must be reasonable. Private air services are not allowed without the approval of the CEO.

C. Expenditures Requiring Prior Approval

1. **General:** The following expenditures require the pre-approval of the CEO or the CFO if the amount exceeds \$10,000 and are not otherwise prohibited by this Policy:
 - a. entertainment, conferences, board/management retreats, or other events;
 - b. office and facility renovations;
 - c. aviation or other transportation services; and
 - d. other similar items, activities, or events for which the Bank may reasonably anticipate incurring expenses or reimbursing an employee for incurring expenses.

2. **Exceptions:** Notwithstanding the foregoing, prior written approval is not required for the following expenditures:
 - a. to remediate emergency or hazardous conditions;
 - b. to comply with building codes and ordinances;
 - c. to satisfy legal, contractual, or regulatory requirements; and
 - d. under the Board-approved annual operating budget.

D. Administration and Certifications

The CFO and accounting staff are responsible for the day-to-day administration of this Policy, and the CEO is accountable for overall adherence to this Policy and must approve any exceptions. Strict adherence to this Policy is mandated for all employees. Failure to adhere to this Policy will result in appropriate corrective action, up to and including immediate termination of employment.

Employees must promptly report any suspected violations of this Policy in writing to either (i) their immediate supervisor, or (ii) the CFO. The report should include the names of the individuals involved and details of the suspected violation. All reports will be promptly investigated and corrective action will be taken as appropriate. CFBanc and the Bank forbid retaliation against anyone who has reported a suspected violation or who participates in the investigation of a suspected violation.

Within 90 days of the completion of each fiscal year, the CEO and CFO shall certify to the Department of the Treasury that CFBanc and the Bank and its employees have complied with this Policy during the fiscal year or since the date of enactment of this Policy and that any expenses requiring approval were properly approved.