

**MECHANICS BANK TRUST COMPANY OF DELAWARE**

**NOTICE OF INTENTION TO FORM A LIMITED PURPOSE TRUST COMPANY  
PURSUANT TO SUBCHAPTER V OF CHAPTER 7  
OF TITLE 5 OF THE DELAWARE CODE**

January 5, 2026

**MECHANICS BANK TRUST COMPANY OF DELAWARE**  
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**Notice of Intention to Form a Limited Purpose Trust Company**

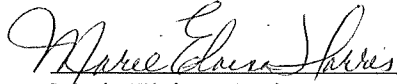
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**NOTICE OF INTENTION TO FORM  
A LIMITED PURPOSE TRUST COMPANY TO BE KNOWN AS  
MECHANICS BANK TRUST COMPANY OF DELAWARE**

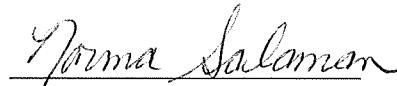
This day of January 5, 2026, pursuant to the provisions of 5 Del. C. §§ 724 and 776, NOTICE IS HEREBY GIVEN of the intent of the undersigned, who have associated themselves by the attached Articles of Association, to form a limited purpose trust company to be named Mechanics Bank Trust Company of Delaware, to be located in Wilmington, New Castle County, Delaware, and having capital stock of Five Hundred Thousand Dollars (\$500,000).



Mark V. Purpura



Marie Elaina Harris



Norma Salomon

Date: January 5, 2026

EXHIBIT A

Application for Certificate of Public Convenience and Advantage  
and Advantage for a Limited Public Purpose Trust Company – Public Portion



I. FINANCIAL INFORMATION

A. PRO FORMA STATEMENT OF CONDITION - BEGINNING OF BUSINESS

ASSETS		LIABILITIES AND CAPITAL	
Description	AMOUNT	Description	AMOUNT
Cash	\$5,000,000	LIABILITIES	\$0
Securities	\$0	Premise-related liabilities	\$0
Loans	\$0		
Premises	\$0	TOTAL LIABILITIES	\$0
Furniture, fixtures and equipment	\$0	CAPITAL AND SURPLUS	\$5,000,000
Other assets	\$0		
Net organization expense (Same as 1E)	\$0	Total Capital Accounts (Same as II)	\$5,000,000
<b>TOTAL ASSETS</b>	<b>\$5,000,000</b>	<b>TOTAL LIABILITIES AND CAPITAL</b>	<b>\$5,000,000</b>

B. PREMISES TO BE OCCUPIED BY THE LIMITED PURPOSE TRUST COMPANY

DESCRIPTION OF PREMISES

Mechanics Bank Trust Company of Delaware (the "Limited Purpose Trust Company") will be located at 501 Carr Road, Suite 202, Wilmington, DE 19809. The premises will consist of approximately 3,613 square feet of leased office space which will include (i) suitable desk space for employees, including individual offices for trust officers, (ii) two conference rooms (a 290 square foot room and a 160 square foot room), (iii) a reception area, (iv) a break room, and (v) common space for business equipment.

The lessor of the premises is Mechanics Bank, a California state chartered, FDIC-insured bank ("Mechanics Bank"), which will be the sole stockholder of the Limited Purpose Trust Company. The premises will be solely occupied by the Limited Purpose Trust Company and the expenses for the premises will be allocated to and payable by the Limited Purpose Trust Company pursuant to the terms of an Affiliate Services Agreement between the Limited Purpose Trust Company and Mechanics Bank (the "Services Agreement"), a form of which is attached as Exhibit 1 to the Confidential Section of this Application. A copy of the lease for the premises and a floor plan are attached as Exhibit 2 to the Confidential Section of this Application.

Copies of any lease should be submitted for the confidential use of the State Bank Commissioner. Except where State law obviates the need, a clause similar to the following should be incorporated in all leases drawn for a term exceeding one year in connection with this application:

"Notwithstanding any other provisions contained in this lease, in the event the Lessee is closed or taken over by the banking authority of the State of Delaware, or other bank supervisory authority, the Lessor may terminate the lease only with the concurrence of such banking authority or other bank supervisory authority, and any such authority shall in any event have the election either to continue or to terminate the lease. Provided, that in the event this lease is terminated, the maximum claim of Lessor for damages or indemnity for injury resulting from the rejection or abandonment of the unexpired term of the lease shall in no event be in an amount exceeding the rent reserved by the lease, without acceleration, for the year next succeeding the date of the surrender of the premises to the Lessor, or the date of re-entry of the Lessor, whichever first occurs, whether before or after the closing of the bank, plus an amount equal to the unpaid rent accrued, without acceleration up to such date.



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I. FINANCIAL INFORMATION (Continued)

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D. FULL DISCLOSURE OF INSIDER TRANSACTIONS

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Full disclosure will be required in writing to all directors and shareholders concerning all insider transactions including fixed asset involvements and attorney, consultant and similar fees in excess of \$5,000. If such disclosure has been made, attach a copy thereof, indicate to whom the disclosure was made, and the date of such disclosure. If disclosure has not been made, indicate plans in this regard.

The following disclosure will be made to each of the Board of Directors and the sole stockholder of the Limited Purpose Trust Company at their first meetings:

The chairman of the meeting will disclose that the Limited Purpose Trust Company will enter into a services agreement with Mechanics Bank in connection with Mechanics Bank's providing, or causing the provision of, services to the Limited Purpose Trust Company, and Mechanics Bank's provision of office space to the Limited Purpose Trust Company.

The chairman of the meeting will provide to the Board of Directors and the sole stockholder of the Limited Purpose Trust Company a copy of the Services Agreement, which is attached as Exhibit 1 to the Confidential Section of this Application.

I. FINANCIAL INFORMATION (Continued)

E. ORGANIZATION EXPENSES

**INSTRUCTIONS:** List all expenses related to the organization of the limited purpose trust company. Include all expenses paid, additional costs anticipated prior to the opening date, and any expenses for work performed during the organization phases for which disbursement has been deferred beyond the opening date.

**IMPORTANT:** If legal or other fees appear to be excessive in volume or amount, supportive documentation will be required.

NAME OF RECIPIENT	ASSOCIATION WITH LIMITED PURPOSE TRUST COMPANY			TYPE OF RELATIONSHIP (Specify Director, Officer, 5% stockholder, or their relatives. Designate any business interests of the aforementioned)	AMOUNT
	Mark appropriate column				
	Direct	Indirect	None		
1. TOTAL ATTORNEY FEES					\$0
Consultant Fees:					\$0
2. TOTAL CONSULTANT FEES					\$0
3. TOTAL PRE-OPENING SALARIES					
4. TOTAL PRE-OPENING TRAVEL AND ENTERTAINMENT					
5. TOTAL APPLICATION AND INVESTIGATION FEES					
Other Expenses: (Describe in detail any item in excess of \$1,000)					
					\$0
6. TOTAL OTHER EXPENSES					\$0
Total Organization Expenses (Sum of lines 1 thru 6 above)					
Pre-opening income					\$0
NET TOTAL					\$0

DESCRIBE SOURCE OF PRE-OPENING INCOME  
None.

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DESCRIBE HOW ORGANIZATION EXPENSES WILL BE PAID

Mechanics Bank will pay all expenses related to the organization of the Limited Purpose Trust Company. For this reason, the amount of organizational expenses is not included in Part I.A, Part I.E or Part III of this Application.

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F. PREDECESSOR INSTITUTION

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INSTRUCTIONS: Set forth below a brief history of the operations of any institution the assets and liabilities of which are to be assumed in whole or part by the Proposed Limited Purpose Trust Company, such institution herein referred to as the Predecessor Institution. This history should include the date of organization and full information on any mergers, consolidations, conversions, reorganizations, recapitalization programs, guaranties or guaranty bonds executed, capital contributions, liability assumptions, subordinations of claim, and so forth, which have occurred during the past ten years.

The Limited Purpose Trust Company will not assume any assets or liabilities of any predecessor institution.

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II. ADEQUACY OF THE CAPITAL STRUCTURE

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PROPOSED PAID-IN CAPITAL STRUCTURE

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IMPORTANT: Upon organization, the proposed limited purpose trust company will not refinance, directly or indirectly, any loan, advance, or credit extension originally made by an existing financial institution, or others, to any subscriber or shareholder for the purpose of obtaining funds to purchase stock in the proposed limited purpose trust company.

DESCRIPTION	AMOUNT
Common capital (100 shares of common stock @ \$5,000.00 par value)	\$500,000
Surplus	\$4,500,000
Organization expense fund	\$0
Other capital segregations	\$0
TOTAL	\$5,000,000
	SALE PRICE PER SHARE \$50,000

LIST AMOUNTS AND RECIPIENTS OF ANY FEES OR COMMISSIONS IN CONNECTION WITH SALE OF STOCK

Mechanics Bank will be the sole subscriber for stock in the Limited Purpose Trust Company. A form of Stock Subscription Agreement is attached as Exhibit 1 to the Public Exhibits Volume of this Application.

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NOTE: Attach a copy of the stock subscription form which will be used in connection with the issuance of capital stock. A substantially complete list of stock subscribers will have to be submitted before the application can be processed.

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### III. FUTURE EARNINGS PROSPECTS

The prospective incorporators are of the opinion that within a reasonable period after commencement of business, the earnings of the proposed limited purpose trust company will be sufficient to cover all operating expenses, losses and charge-offs and to provide a reasonable return to shareholders.

#### ESTIMATED INCOME AND EXPENSES

INSTRUCTIONS: Describe in Comments below or in the CONFIDENTIAL SECTION the assumption on which the estimated income and the expense estimates are based.

DESCRIPTION	ESTIMATED AMOUNT		
	First Year	Second Year	Third Year
Gross Income	<b>856,375</b>	<b>2,503,250</b>	<b>3,598,500</b>
EXPENSES			
1. Salaries and benefits	630,280	1,266,103	1,391,067
Bonus	347,229	529,229	502,750
2. Interest			
3. Net occupancy expense (details below)	42,000	97,500	108,000
4. Furniture and equipment (depreciation, rental, maintenance, etc.)			
5. Provision for loan losses			
6. Other operating expenses:			
Advertising/ Marketing			
Telephone			
Legal	28,000	28,000	28,000
Postage			
Computer services			
Directors' fees			
Intercompany Fees (Corporate Allocation from Mechanics Bank) <i>See details below.</i>	20,028	30,820	41,633
Audit Fees	14,000	14,000	14,000
Assessments by regulatory authorities	15,000	15,000	15,000
Miscellaneous. <i>See details below.</i>	23,250	57,750	63,030
7. Net organization expenses (1st year only. Should agree with 1E).	0	0	0
TOTAL ESTIMATED EXPENSES	1,119,787	2,038,402	2,163,480
ESTIMATED NET PROFIT OR (LOSS)	<b>(263,412)</b>	<b>464,848</b>	<b>1,435,020</b>
OCCUPANCY EXPENSE:			
Rent	36,423	84,553	93,658
Depreciation			
Repairs	671	1,558	1,726
Maintenance (including building staff salaries)	1,388	3,223	3,570
Insurance			
Taxes on real estate	255	591	655
Utilities (heat, light, power, etc.)	2,546	5,910	6,546
Other occupancy cost	717	1,665	1,845
TOTAL OCCUPANCY EXPENSES	42,000	97,500	108,000
Less: Rental Income			
Net occupancy cost (should agree with line 3 above)	42,000	97,500	108,000

NOTE: The above schedule should be completed on the basis of utilization of an accrual accounting system of bookkeeping which the applicant agrees to adopt.

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COMMENTS

Expenses for Intercompany Fees include the corporate allocations detailed in Exhibit 3 to the Confidential Section of this Application.

Miscellaneous expenses include expenses relating to supplies, travel and entertainment, telecommunications, memberships and subscriptions, and postage and deliveries.

IV. GENERAL CHARACTER OF THE MANAGEMENT

A. DIRECTORS, OFFICERS, AND SHAREHOLDERS

INSTRUCTIONS: List alphabetically, by group, all Directors, Non-Director Officers, and any others owning or subscribing to 5% or more of the proposed capital. Indicate the status of each individual listed by checking the appropriate box at left. D--Director, O--Officer and S--Shareholder. If disclosure of any of the proposed officers of the proposed limited purpose trust company would jeopardize current employment, include the information in the Confidential Section.

STATUS (Check)	NAME AND ADDRESS (Including ZIP Code)	OCCUPATION	TITLE
D <input checked="" type="checkbox"/>	Cynthia D.M. Brown		
O <input checked="" type="checkbox"/>	Mechanics Bank	Senior Vice President	Director, President and
S	501 Carr Road, Suite 202 Wilmington, DE 19809	Mechanics Bank	Director of Delaware Trusts
D <input checked="" type="checkbox"/>	Kelly Kistner		
O	Address included in Part IV of the Confidential	Trust Professional	Director
S	Section of this Application		
D <input checked="" type="checkbox"/>	Debbie Gong		
O <input checked="" type="checkbox"/>	Mechanics Bank	Chief Fiduciary Counsel	Director, Secretary and
S	343 Sansome Street, Suite 1500 San Francisco, CA 94104		Treasurer
D <input checked="" type="checkbox"/>	Christine Sontag		
O	Mechanics Bank	Deputy General Counsel	Director
S	1111 Civic Drive Walnut Creek, CA 94956	Mechanics Bank	
D <input checked="" type="checkbox"/>	Nicholas Mellon		
O	Mechanics Bank	Director of Commercial	Director
S	1111 Civic Drive Walnut Creek, CA 94956	Banking Mechanics Bank	
D	Mechanics Bank		Stockholder
O	1111 Civic Drive		
S <input checked="" type="checkbox"/>	Walnut Creek, CA 94596		
D			
O			
S			
D	Please see Exhibit 4 to the Confidential Section of this		
O	Application for the identification of persons indirectly		
S	owning or controlling 5% or more of the proposed		
	capital of the Limited Purpose Trust Company.		
D			
O			
S			
D			
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NOTE: The applicant should be aware of prohibited management interlocks under Title II of the Financial Institutions Regulatory and Interest Rate Control Act of 1978.

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IV. GENERAL CHARACTER OF THE MANAGEMENT (Continued)

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DISCUSS CHANGES CONTEMPLATED IN THE PROPOSED DIRECTORATE OR ACTIVE MANAGEMENT DURING THE FIRST YEAR (If none, so state)

No changes are contemplated in the proposed directors or active management of the Limited Purpose Trust Company during the first year of operation.

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IMPORTANT: Prompt written notification must be given to the State Bank Commissioner if changes in the directorate, active management, or in the ownership of 5% or more of the common stock are made or planned prior to opening or within the first three years of the limited purpose trust company's operation. The notification should include the original cost and subsequent sales price of any such stock which changes ownership.

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B. COMMITTEES

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**DELAWARE DIRECTORS' TRUST COMMITTEE**

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NAMES OF MEMBERS	DUTIES
Cynthia D.M. Brown, Chairperson Kelly Kistner Debbie Gong	Committee of the Board of Directors intended to review and approve policies, committee actions, budgets, earnings, trends, examinations, audits, and minutes. It will monitor all aspects of the trust business, which includes risk management, strategy, marketing and development. The proposed charter for the Delaware Directors' Trust Committee is attached as Exhibit 5 to the Confidential Section of this Application.

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**DELAWARE AUDIT COMMITTEE**

NAMES OF MEMBERS	DUTIES
Ammy Park, Chairperson Ann Hamilton Sommer McKinley	To provide risk oversight of the Trust Company's financial reporting integrity and compliance with regulations, and oversee audit functions. Reports directly to the Limited Purpose Trust Company's Board of Directors. The proposed charter for the Delaware Audit Committee is attached as Exhibit 6 to the Confidential Section of this Application.

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**DELAWARE TRUST ADMINISTRATION COMMITTEE**

NAMES OF MEMBERS	DUTIES
Cynthia D.M. Brown Ann Hamilton, Chairperson Yolanda Johnson Hamilton Kipp Sommer McKinley Todd McGinley Anna Paiva Ammy Park Jennifer Russell Michael Scrivens Sherria Tavares	To assist the Board of Directors of the Limited Purpose Trust Company by providing risk oversight for account administration, real estate management, special asset activities, client services, discretionary distributions, trust fund advancements, asset valuation, policies and procedures. Reports directly to the Directors' Trust Committee. The proposed charter for the Delaware Trust Administration Committee is attached as Exhibit 7 to the Confidential Section of this Application.

**DELAWARE TRUST DISCRETIONARY SUB-COMMITTEE**

NAMES OF MEMBERS	DUTIES
Cynthia D.M. Brown Cynthia Lemus, Chairperson James Hauer Anna Paiva Bennie Lou Quevedo-Burris	To review, consider, authorize (or not authorize), approve (or not approve) discretionary distribution requests equal to or in excess of \$100,000 (or 20% of the trust value) of any trust administered by the Limited Purpose Trust Company. Reports to the Delaware Trust Administration Committee. The proposed charter for the Delaware Trust Discretionary Sub-Committee is attached as Exhibit 8 to the Confidential Section of this Application.

**DELAWARE TRUST INVESTMENT SUB-COMMITTEE**

NAMES OF MEMBERS	DUTIES
Cynthia D.M. Brown Sommer McKinley, Chairperson Alexandra Hagan Todd McGinley	To advise and assist the Limited Purpose Trust Company regarding trust investment activities through oversight of policies, client service, retention and disposition of account investments and performance. Reports to the Delaware Trust Administration Committee. The proposed charter for the Delaware Trust Investment Sub-Committee is attached as Exhibit 9 to the Confidential Section of this Application.

**DELAWARE NEW ACCOUNT ACCEPTANCE SUB-COMMITTEE**

NAMES OF MEMBERS	DUTIES
Cynthia D.M. Brown Ann Hamilton Cynthia Lemus, Chairperson Sherria Tavares Anna Paiva Tracy Yeakle Todd McGinley	To oversee the acceptance and declination of new business of the Limited Purpose Trust Company and maintain a record of the same. Reports to the Delaware Trust Administration Committee. The proposed charter for the Delaware New Account Acceptance Sub-Committee is attached as Exhibit 10 to the Confidential Section of this Application.

**DELAWARE REAL ESTATE & UNIQUE ASSETS SUB-COMMITTEE**

NAMES OF MEMBERS	DUTIES
Cynthia D.M. Brown Hamilton Kipp, Chairperson Alexandra Hagan Anna Paiva Jennifer Russell	To provide risk oversight of policies, reporting, client service, asset management, asset disposition and asset purchase of fiduciary managed real estate and unique assets held within trusts administered by the Limited Purpose Trust Company. Reports to the Delaware Trust Administration Committee. The proposed charter for the Delaware Real Estate & Unique Assets Sub-Committee is attached as Exhibit 11 to the Confidential Section of this Application.

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C. FIDELITY COVERAGE

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The applicant limited purpose trust company will at all times maintain sufficient surety bond coverage on its active officers and employees to conform with generally accepted administrative practices and will at all times maintain an excess employee dishonesty bond in the amount of \$1,000,000 or more.

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D. REPRESENTATIONS

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1. Are the prospective incorporators acting as representative of or on behalf of any other person, partnership, association or corporation?

Yes     No    (If Yes, explain in Comments below.)

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2. Are the prospective incorporators, directly or indirectly, party to any written or oral agreement or understanding providing for sale of the assets of the proposed limited purpose trust company to, or merging or consolidating the proposed limited purpose trust company with, any other financial institution?

Yes     No    (If Yes, explain in Comments below.)

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COMMENTS

The incorporators are representing Mechanics Bank, which will be the sole stockholder of the Limited Purpose Trust Company. The incorporators are employees of Richards, Layton & Finger, P.A., the law firm representing Mechanics Bank in the preparation and filing of this Application.

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## V. PUBLIC CONVENIENCE AND ADVANTAGE

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INSTRUCTIONS: The proponents are responsible for developing the Legal factor Public Convenience and Advantage in a way which clearly shows the economic support and justification for the Proposed Limited Purpose Trust Company. Submit such data that you feel is relevant to the proposal. Such information submitted in support of your application will be included in the public file.

The proponents are of the opinion that the interest of the public and the State of Delaware would be served by the establishment of the proposed Limited Purpose Trust Company.

The Limited Purpose Trust Company proposes offering trust administration and fiduciary management services, including both discretionary and directed trusts, as detailed in the Business Plan attached as Exhibit 12 to the Confidential Section of this Application.

The Limited Purpose Trust Company will comply with all applicable provisions of Delaware law and agrees to be bound by the conditions set out in Subchapter V of Chapter 7 of Title 5 of the Delaware Code, including that it will be operated in a manner so as not to attract customers from the general public in Delaware to the substantial detriment of existing banks or trust companies located in Delaware other than other limited purpose trust companies formed under Delaware law (although it may operate as provided in 5 Del. C. § 777(b) in a manner likely to attract and retain customers with whom it or any of its affiliates have or have had business relations). The Limited Purpose Trust Company will not adversely affect, but rather will serve, the convenience and needs of the public and the State of Delaware. The establishment of the Limited Purpose Trust Company in the State of Delaware by Mechanics Bank will contribute to the recognition of Delaware's reputation as an attractive jurisdiction in which to form a state-chartered trust company and to create and administer trusts.

The Limited Purpose Trust Company initially will have two or three employees in Delaware. The Limited Purpose Trust Company plans to grow over time. There will also be a benefit to Delaware through revenues from personal income tax and income to the Limited Purpose Trust Company taxed under the bank franchise tax.

For additional information on Mechanics Bank, please see the Annual Reports for Mechanics Bank for the years 2020-2024 and the Consolidated Reports of Condition and Income for Mechanics Bank for the years 2020-2024 and the quarters ending March 31, 2025, June 30, 2025 and September 30, 2025, attached as Exhibit 2 and Exhibit 3, respectively, to the Public Exhibits Volume of this Application. On September 2, 2025, Mechanics Bank acquired HomeStreet Bank. HomeStreet Bank merged with and into Mechanics Bank, and HomeStreet, Inc., the publicly traded bank holding company of HomeStreet Bank, continued its existence and changed its name to Mechanics Bancorp. The 2020-2024 annual reports on Form 10-K and the March 31, 2025, June 30, 2025 and September 30, 2025 quarterly reports on Form 10-Q for Mechanics Bancorp (f/k/a HomeStreet, Inc.) and the Consolidated Reports of Condition and Income for HomeStreet Bank for the years 2020-2024 and the quarters ending March 31, 2025 and June 30, 2025 are also attached as Exhibit 4 and Exhibit 5, respectively, to the Public Exhibits Volume of this Application.

EXHIBIT B

Articles of Association

**ARTICLES OF ASSOCIATION  
OF  
MECHANICS BANK TRUST COMPANY OF DELAWARE**

The subscribers hereto, having associated themselves with the intention of forming a limited purpose trust company under the provisions of Chapter 7 of Title 5 of the Delaware Code, do hereby adopt these Articles of Association:

FIRST. The limited purpose trust company shall be known as Mechanics Bank Trust Company of Delaware (hereinafter, the "Trust Company").

SECOND. The purpose for which the Trust Company is formed is to carry on a limited purpose trust company business, and in connection therewith the Trust Company shall have and possess all powers, rights, privileges and franchises incident to a limited purpose trust company and, in general, shall have the right, privilege and power to engage in any lawful act or activity, within or without the State of Delaware, for which limited purpose trust companies may be organized under the provisions of Chapter 7 of Title 5 of the Delaware Code, as the same may be amended from time to time, and, in addition, may avail itself of any additional privileges or powers permitted to it by law.

THIRD. The Trust Company's place of business shall be located in Wilmington, New Castle County, Delaware.

FOURTH. The amount of the capital stock of the Trust Company shall be Five Hundred Thousand Dollars (\$500,000.00) divided into One Hundred (100) shares of common stock with a par value of Five Thousand Dollars (\$5,000.00) per share, and the amount of initial capital surplus shall be Four Million Five Hundred Thousand Dollars (\$4,500,000.00).

FIFTH. The number of directors of the Trust Company that shall constitute the Board of Directors of the Trust Company shall be five (5).

SIXTH. The Trust Company shall have a perpetual existence.

SEVENTH. The private property of the stockholders of the Trust Company shall not be subject to the payment of the debts of the Trust Company.

EIGHTH. The first set of Bylaws shall be adopted at the organization meeting of incorporators, but the Board of Directors shall have the power to make, alter or repeal the Bylaws of the Trust Company thereafter, except to the extent that the Bylaws adopted by the stockholders may otherwise provide.

NINTH. The business and affairs of the Trust Company shall be managed by the Board of Directors, and elections of directors need not be by written ballot unless the Bylaws of the Trust Company so provide.

TENTH. A director of the Trust Company shall not be liable to the Trust Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Trust Company hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ELEVENTH. The first meeting of the incorporators shall be called by a notice signed by Mark V. Purpura, an incorporator, or by a majority of the incorporators, if such notice is not waived by the incorporators.

TWELFTH. The Trust Company shall have the right to amend, alter, change or repeal any provision contained in the Articles of Association or its Certificate of Incorporation to the extent and in the manner now or hereafter permitted or prescribed by law.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the undersigned, constituting all of the incorporators of the Trust Company, do hereby associate themselves with the intention of forming a limited purpose trust company under the provisions of Chapter 7 of Title 5 of the Delaware Code and, accordingly, have hereunto set their hands under legal seal this 5th day of January, 2026.

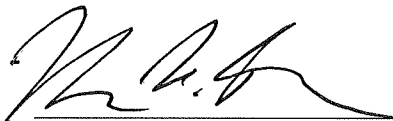
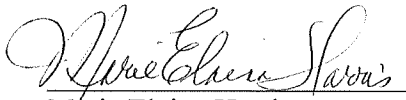

<u>Incorporator</u>	<u>Residence and Post Office Address</u>	<u>Number of Shares Subscribed to</u>
 [L.S.] Mark V. Purpura	1701 North Bancroft Parkway Wilmington, Delaware 19806	0
 [L.S.] Marie Elaina Harris	138 Margareta Drive Middletown, DE 19709	0
 [L.S.] Norma Saloman	2771 Frenchtown Road Newark, Delaware 19702	0



EXHIBIT C

Proposed Form of Public Notice

## PROPOSED FORM OF PUBLIC NOTICE

### NOTICE OF INTENTION TO FORM A LIMITED PURPOSE TRUST COMPANY TO BE KNOWN AS MECHANICS BANK TRUST COMPANY OF DELAWARE

The Delaware State Bank Commissioner hereby gives notice of a public hearing to consider the application of Mark V. Purpura, Marie Elaina Harris, and Norma Salomon to be filed for a Certificate of Public Convenience and Advantage with respect to the formation of Mechanics Bank Trust Company of Delaware. A Notice of Intention to form Mechanics Bank Trust Company of Delaware was filed in the Office of the State Bank Commissioner on January 5, 2026. Mechanics Bank Trust Company of Delaware will have capital stock in the amount of \$500,000 and will be located in Wilmington, New Castle County, Delaware.

The public hearing will commence at [ ]:00 [a][p].m., on [ ], 2026, via telephone conference call, pursuant to the provisions of the Delaware Freedom of Information Act, 29 *Del. C.* § 10001 *et seq.*, including 29 *Del. C.* § 10006A.

This hearing will be a virtual meeting held telephonically pursuant to 29 *Del. C.* § 10006A(c). This hearing will be open to the public to monitor or provide public comment via telephone. To access this public hearing, call: [TELEPHONE #] and, when prompted, enter teleconference Access Code: [CODE #]. In addition, the Office of the State Bank Commissioner, located at 1110 Forrest Avenue, Dover, Delaware 19904, will be the "anchor location" for purposes of 29 *Del. C.* § 10006A(d) at which members of the public may attend this telephonic hearing in person.

#### **NOTE: PLEASE PLACE YOUR PHONE ON MUTE WHEN NOT SPEAKING**

The hearing is to be conducted pursuant to the provisions of 5 *Del. C.* § 777 and Regulations 701 and 702 of the State Bank Commissioner.

A copy of the proposed form of application for a Certificate of Public Convenience and Advantage is on file in the Office of the Delaware State Bank Commissioner at 1110 Forrest Avenue, Dover, Delaware 19904. The non-confidential portions thereof are available for inspection during regular office hours, and will be available online with the public notice of the hearing on the Delaware Public Meeting Calendar website, <https://publicmeetings.delaware.gov/>.

Interested parties have the right to present evidence, to be represented by counsel and to attend virtually or by other representatives at the hearing. Any person wishing to present testimony at the hearing is requested to register with the State Bank Commissioner in advance of the hearing. The State Bank Commissioner's decision will be based upon evidence received.

*\* To be published once a week for two successive weeks in at least two Delaware newspapers of general circulation designated by the State Bank Commissioner.*

EXHIBIT D

Corporate Resolutions of the Board of Directors of Mechanics  
Bank Sworn to and Subscribed by the President and Secretary of  
Mechanics Bank dated May 16, 2024

**CERTIFICATION OF PRESIDENT AND SECRETARY OF  
MECHANICS BANK**

The undersigned, C.J. Johnson, the President and CEO of Mechanics Bank, a California state chartered bank (the "Bank"), and Laura Jacob, the Secretary of the Bank, being duly sworn, hereby certify to the State Bank Commissioner of the State of Delaware that attached hereto as Exhibit "1" is a copy of resolutions of the Board of Directors of the Bank that were duly adopted by the Board of Directors at the Board meeting on May 16, 2024.

IN WITNESS WHEREOF, the undersigned have executed this certification as of May 16, 2024.

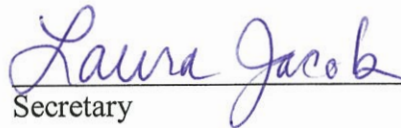


\_\_\_\_\_  
President and CEO

This instrument was acknowledged before me on May 16, 2024  
by C.J. Johnson.

SEE ATTACHED

\_\_\_\_\_  
Notary



\_\_\_\_\_  
Secretary

This instrument was acknowledged before me on May 16, 2024  
by Laura Jacob.

SEE ATTACHED

\_\_\_\_\_  
Notary

CALIFORNIA ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California }
County of CONTRA COSTA }

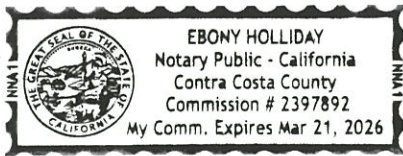
On MAY 16, 2024 before me, EBONY HOLLIDAY, NOTARY PUBLIC
Date Here Insert Name and Title of the Officer

personally appeared C.J. JOHNSON AND LAURA JACOB
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Place Notary Seal and/or Stamp Above

Signature [Handwritten Signature]
Signature of Notary Public

OPTIONAL

Completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: CERTIFICATION OF PRESIDENT AND SECRETARY OF MECHANICS BANK

Document Date: MAY 16, 2024 Number of Pages: 2

Signer(s) Other Than Named Above: NONE

Capacity(ies) Claimed by Signer(s)

Signer's Name: LAURA JACOB Signer's Name: C.J. JOHNSON

[X] Corporate Officer - Title(s): CORPORATE SECRETARY [X] Corporate Officer - Title(s): PRESIDENT & CEO

[ ] Partner - [ ] Limited [ ] General [ ] Partner - [ ] Limited [ ] General

[ ] Individual [ ] Attorney in Fact [ ] Individual [ ] Attorney in Fact

[ ] Trustee [ ] Guardian or Conservator [ ] Trustee [ ] Guardian or Conservator

[ ] Other: [ ] Other:

Signer is Representing: MECHANICS BANK Signer is Representing: MECHANICS BANK

**EXHIBIT "1"**  
**RESOLUTIONS OF THE**  
**BOARD OF DIRECTORS OF MECHANICS BANK**

*[See attached]*

**RESOLUTIONS OF  
THE BOARD OF DIRECTORS OF  
MECHANICS BANK**

**WHEREAS**, Mechanics Bank, a California state chartered bank (the "Bank"), desires to establish a Delaware limited purpose trust company to be named Mechanics Bank Trust Company of Delaware (the "Trust Company") in connection with its trust and fiduciary services business.

**WHEREAS**, for purposes of establishing the Trust Company, three incorporators are required to execute and file with the Office of the State Bank Commissioner of the State of Delaware (the "Commissioner"): (i) a Notice of Intention to Form a Limited Purpose Trust Company (a "Notice"), (ii) an Application for Certificate of Public Convenience and Advantage with Respect to A Limited Purpose Trust Company Pursuant to Subchapter V of Chapter 7 of Title 5 the Delaware Code (an "Application"), and (iii) the Articles of Association of the Trust Company (the "Articles of Association"); and

**WHEREAS**, the undersigned are satisfied that the establishment of the Trust Company is in the best interests of the Bank, and, accordingly, believes that the Notice, the Application and the Articles of Association, in the forms approved by the Authorized Officers (as defined herein), should be approved and their filing with the Commissioner authorized.

**NOW, THEREFORE, BE IT HEREBY RESOLVED**, that the incorporators named in the Application, or such other incorporators that are employees of Richards, Layton & Finger, P.A., be, and each of them hereby is, authorized, empowered and directed, on behalf of the Bank, to execute and file the Notice, the Application and the Articles of Association with the Commissioner in the forms approved by the Authorized Officers;

**FURTHER RESOLVED**, that any and all actions taken by the incorporators or the officers of the Bank in connection with the preparation and execution of the Notice, the Application or the Articles of Association prior to the date hereof be and are hereby ratified, affirmed and approved in all respects; and

**FURTHER RESOLVED**, that in addition to and without limiting the foregoing, the incorporators and the officers of the Bank be, and each of them hereby is, authorized to take, or cause to be taken, such further action and to execute and deliver, or cause to be executed and delivered, for and in the name and on behalf of the Bank, such

further instruments and documents as any such officer may deem advisable to effect the purpose and intent of the foregoing resolutions; and

**FURTHER RESOLVED**, that the officers of the Bank (each, an "Authorized Officer") be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Bank, to (i) prepare or cause to be prepared, and to approve, the forms of the Notice, the Application and the Articles of Association, and (ii) take any action (including, without limitation, the payment of fees and expenses) and to execute (by manual or electronic signature) and deliver (electronically or otherwise) all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such Authorized Officer or Authorized Officers may in their sole discretion deem necessary, appropriate or desirable to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby, including all actions deemed necessary or advisable to obtain a Certificate of Authority to Transact Business for the Trust Company and for the incorporation of the Trust Company, and that the authority of such officers to execute and deliver any of such documents and instruments, including without limitation any modification, extension or expansion, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof; and

**FURTHER RESOLVED**, that all actions previously taken by any officer, employee or agent of the Bank in connection with or related to the matters set forth in or reasonably contemplated or implied by the foregoing resolutions be, and each of them hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Bank.