

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A  
Amendment No. 1

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2020

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-29599  
PATRIOT NATIONAL BANCORP, INC.  
(Exact name of registrant as specified in its charter)

Connecticut  
(State or other jurisdiction of  
incorporation or organization)

06-1559137  
(I.R.S. Employer  
Identification No.)

900 Bedford Street  
Stamford, Connecticut  
(Address of principal executive offices)

06901  
(Zip Code)

(203) 252-5900  
Registrant's telephone number

Securities registered under Section 12(b) of the Exchange Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	PNBK	NASDAQ Global Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the Common Stock held by non-affiliates of the registrant was approximately \$7.9 million based on the last sale price of the Common Stock as of June 30, 2020 (the last business day of the most recently completed second fiscal quarter).

There were 3,946,576 shares of the registrant's Common Stock issued and outstanding as of April 30, 2021.

**DOCUMENTS INCORPORATED BY REFERENCE**

None.

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**EXPLANATORY NOTE**

The Annual Report on Form 10-K (the “Annual Report”) of Patriot National Bancorp, Inc. (“Patriot”, “we”, “our”, “us”, or the “Company”) for the year ended December 31, 2020 was originally filed with the Securities and Exchange Commission (the “SEC”) on March 30, 2021, and this Amendment No. 1 is being filed solely to include responses to the items required by Part III of the Annual Report. This Amendment No. 1 does not reflect events occurring after March 30, 2021, the date of the filing of the Annual Report, or modify or update those disclosures that may have been affected by subsequent events.

As required by Rule 12b-15 promulgated under the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), our Chief Executive Officer and Chief Financial Officer are providing Rule 13a-14(a) certifications dated April 30, 2021 in connection with this Amendment No. 1 on Form 10-K/A and written statements pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 dated April 30, 2021.

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## PART III

### Item 10. Directors, Executive Officers and Corporate Governance.

The following table sets forth information regarding our executive officers and directors. Unless otherwise indicated, each person holds the same position(s) of both Patriot and Patriot Bank, N.A. (the “Bank”).

Name	Age	Position
Michael A. Carrazza	55	Director and Chairman of the Board of Directors
Robert G. Russell, Jr.	54	Director, President and Chief Executive Officer
Joseph D. Perillo	65	Executive Vice President and Chief Financial Officer
Frederick K. Staudmyer	65	Secretary and Chief Human Resources Officer of Patriot; Executive Vice President and Chief Administrative Officer of the Bank
Judith P. Corprew	59	Executive Vice President and Chief Compliance & Risk Officer of the Bank
Edward N. Constantino	74	Director
Raymond B. Smyth	75	Director
Emile Van den Bol	57	Director
Michael Weinbaum	54	Director

Our directors are elected for one-year terms to hold office until the next annual meeting of our shareholders or until removed from office in accordance with our bylaws. Our officers are appointed by the Board of Directors and hold office until removed by the Board, subject to their respective employment agreements.

#### Michael A. Carrazza

Mr. Carrazza has been Chairman of the Board of Directors of the Company since 2010 and was Chief Executive Officer of the Company from August 2016 to July 2020. Mr. Carrazza is also CEO of Solaia Capital Advisors, an investment management company. In 2012, Mr. Carrazza led the spin-out of the Bank of Ireland’s U.S. Asset-Based Lending Group, now known as Siena Lending Group, and serves as its Chairman. In 2004, he co-founded Bard Capital Group where he sponsored several transactions in the industrial sector. From 2001 until 2003, he was principal at The Glen Rock Group, a middle market investment firm, where he structured and financed the buyout of International Surface Preparation Group, Inc. (“ISPC”) from U.S. Filter/Vivendi. He subsequently worked at ISPC as Vice President in the office of the Chairman, managing the company’s financings, restructure and subsequent sale. Mr. Carrazza led the financing and restructuring of Mitchell Madison Group and served on the firm’s Executive Team, where he assisted in the firm’s global expansion and managed its subsequent sale to US Web/CKS. Mr. Carrazza began his career at Goldman, Sachs & Co. Mr. Carrazza earned his MBA in Finance from The Stern School of Business at New York University and his B.S. in Electrical Engineering from The Pennsylvania State University.

#### Robert G. Russell, Jr.

Mr. Russell was appointed as President and Chief Executive Officer of the Company and the Bank in July 2020 and Director in September 2020. Mr. Russell has more than 30 years of community banking experience. Prior to joining the Company and the Bank, Mr. Russell served as Executive Vice President and Chief Operating Officer of Millington Bank of Morris and Somerset Counties of New Jersey from 2015 to 2020. Previously, he served as President and Chief Executive Officer of NJM Bank from 2013 to 2014, and before that, as its Chief Financial and Investment Officer from 2003 to 2013. Mr. Russell has led both institutions to achieve significant growth and increases in profitability. During the period of 1990 to 2003, Mr. Russell has also spent part of his career as an Internal Auditor and as a Controller for banking institutions of various asset sizes throughout the state of New Jersey. Mr. Russell earned his bachelor’s degree from Montclair State University and is a graduate of the Graduate School of Banking at Colorado.

#### Joseph D. Perillo

Mr. Perillo has served as Executive Vice President and Chief Financial Officer of the Company and the Bank since May 2017. He served as a senior executive consultant for several months beginning in January 2017, tasked with assessing the finance department’s processes and improving operations and internal controls. Mr. Perillo is a recognized finance industry leader with over two decades of experience in the banking industry, having served as Chief Accounting Officer and Chief Financial Officer for iQor Inc., a \$1.5 billion global leader in business process outsourcing. He began in public accounting with KPMG and then spent over 20 years in banking with Citibank, NatWest and as Senior Vice President & Controller for GreenPoint Financial, then one of the 50 largest banking companies in the U.S. Mr. Perillo earned his Bachelor of Science in accounting from St. John’s University and is a Certified Public Accountant.

**Frederick K. Staudmyer**

Mr. Staudmyer has served as the Company's Secretary and Chief Human Resources Officer since November 2014. He is also the Executive Vice President and Chief Administrative Officer of Patriot Bank, N.A., overseeing retail banking, human resources, retail and deposit operations, the customer support center, property development, facilities management, and marketing. Mr. Staudmyer previously served as Assistant Dean at Cornell University's Johnson Graduate School of Management. Bringing more than 30 years of human resources, general management and corporate leadership experience, he has served at leading financial institutions where he directed talent acquisition and development, including this role at Chase Manhattan Bank, now JPMorgan Chase. He also served as President and COO at a national legal services and staffing company for over seven years. Mr. Staudmyer earned his MBA from the Johnson Graduate School of Management at Cornell and his Bachelor of Science at Cornell's School of Industrial & Labor Relations. He has served on the board of directors of the MBA Career Services Council and as an Advisory Council Member of Cornell University's Entrepreneurial and Personal Enterprise Program.

**Judith P. Corprew**

Ms. Corprew has served as Executive Vice President and Chief Compliance & Risk Officer of the Bank since March 2015, ensuring compliance with local, state and federal regulations, and risk management. She serves on management committees of the Bank for: Regulatory Compliance, Enterprise Risk, Steering and Compliance Risk Assessment. She holds a Certified Regulator Compliance Manager certification, a highly regarded recognition by the American Bankers Association. With three decades of credit and risk management experience, she has held leadership positions at community-focused financial institutions and mortgage companies throughout the Tri-State area. Early in her banking career, Ms. Corprew was awarded honors for establishing a profitable mortgage center. A staunch advocate for teaching financial literacy skills, Ms. Corprew has led educational seminars and events at local schools, clubs and community organizations. She has also held workshops on first-time home buying, credit and budgeting. She is a member of the United Way and Stamford Financial Stability Collaborative, and has served as a financial coach for United Way. She is a member of the Bank Compliance Association of Connecticut, Institute of Certified Bankers and Regulatory Compliance Group of Fairfield County. She is also a board member of The Helpers Club Scholarship Foundation of Stamford. Ms. Corprew earned her bachelor's degree from Rutgers University and a master's degree in finance from Post University in Waterbury, CT.

**Edward N. Constantino**

Mr. Constantino has been a director of the Company since October 2010 and the Lead Independent Director since October 2018. He has over 40 years of audit, advisory and tax experience working for two major accounting firms, Arthur Anderson LLP and KPMG LLP. Mr. Constantino retired from KPMG in late 2009, where he was an Audit Partner in charge of the Firm's real estate and asset management businesses. Mr. Constantino is a member of the Board of Directors and Chairman of the Special Committee of ARC Property Trust and a member of the Board of Directors and Chairman of the Audit Committee of VineBrook Trust and NexPoint Residential Trust. He also is the Chairman of the Real Estate and Facilities Committee and member of the Investment Committee at St. Francis College. Mr. Constantino also serves as a consultant for the law firm of Skadden Arps. Mr. Constantino's specific skills include auditing national and multinational organizations, internal control and compliance, financial reporting, regulatory reporting, risk management, asset valuation, accounting and finance and transaction structuring. He is a licensed CPA, a Member of the American Institute of Certified Public Accountants and a Member of the New York State Society of Public Accountants.

**Raymond Smyth**

Mr. Smyth served as a director of the Company from November 2008 until 2010 and has again been a director of the Company since 2011. He is a retired partner in the accounting firm of Masotti & Masotti. In addition, he is a CPA and a financial expert.

**Emile Van Den Bol**

Mr. Van den Bol has been a director of the Company since October 2010. Mr. Van den Bol is chairman of the Companies' Board Loan Committee and Governance and Nomination Committee. He is also a member of the Company's Executive Committee, Audit Committee, Compensation Committee and Board Asset and Liability Committee. Mr. Van den Bol is currently the Chief Executive Officer of Brooklawn Capital, LLC. Brooklawn Capital is an investment management company which advises and invests in and finances real estate, securities and operating companies. Mr. Van den Bol retired in 2010 as Managing Director of the Commercial Real Estate Group of Deutsche Bank Securities, Inc. Mr. Van den Bol joined Deutsche Bank in 2001 as Managing Director and held several executive positions in the Commercial Real Estate Group including Global Co-Head Structured Finance, Global Head Commercial Real Estate CDO Group and Member of the Global Commercial Real Estate Executive Committee. Mr. Van den Bol was from 2005 to 2009 a Governor of the Board of the Commercial Mortgage Securities Association. From 1996 to 2001 Mr. Van den Bol was employed by Lehman Brothers where he held a number of positions including Head of Esoteric Principal Finance Group and Co-Head of Lehman Brothers Franchise Conduit. Mr. Van den Bol was a member of Morgan Stanley's Structured Finance Group from 1991 to 1996.

## **Michael J. Weinbaum**

Mr. Weinbaum has been a director of the Company since October 2010. He has been the Vice President of Real Estate Operations for United Capital Corp. for more than twenty years. Mr. Weinbaum has extensive experience in real estate operations and transactions. He is a member of the International Council of Shopping Centers and has been a member of United Capital's Board of Directors since 2005. Mr. Weinbaum currently serves on the Finance Board and Board of Trustees for St. Mary's Healthcare for Children.

## **Delinquent Section 16(a) Reports**

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers, directors and persons who own more than ten percent of the issued and outstanding shares of Common Stock to file reports of beneficial ownership and changes in beneficial ownership with the SEC and to furnish copies of all Section 16(a) forms to the Company. Based solely upon a review of Section 16(a) forms filed with the SEC, the Company noted that, during the fiscal year ended December 31, 2020, Edward N. Constantino, Raymond Smyth, Emile Van den Bol, Michael J. Weinbaum, Directors, were each late in filing a Form 4 on May 20, 2020 regarding a grant of shares; and Robert Russell was late in filing a Form 3 on July 21, 2020.

## **Involvement in Certain Legal Proceedings**

During the past ten years, none of our current directors or executive officers have been involved in any legal proceedings identified in Item 401(f) of Regulation S-K.

## **Nominations to the Board of Directors**

Stockholders may recommend individuals to the Nominating and Corporate Governance Committee of the Board of Directors for consideration as potential director candidates by submitting their names, together with appropriate biographical information and background materials, to the Nominating Committee, c/o Corporate Secretary, Patriot National Bancorp, Inc., 900 Bedford Street, Stamford, Connecticut 06901.

**Code of Ethics** We have a Code of Ethics that governs all of our employees, including our Chief Executive Officer, Chief Financial Officer, principal accounting officer or persons performing similar functions. A copy of our Code of Ethics was filed as Exhibit 14.3 to our Annual Report on Form 10-K for the year ended December 31, 2020, filed with the SEC on March 30, 2021. We will provide a copy of our Code of Ethics free of charge to any person upon written request to us at the following address: 900 Bedford Street, Stamford, Connecticut 06901; Attn: Chief Financial Officer.

## **Board of Directors**

The Board of Directors currently consists of six members. Directors serve for a one-year term until their successors are duly elected or appointed. The Board of Directors has designated a Compensation Committee, Asset Liability Committee, Audit Committee, Loan Committee, Nominating and Corporate Governance Committee, and Executive Committee of the Board.

- Messrs. Constantino (chairman), Van den Bol and Weinbaum are members of the Compensation Committee;
- Messrs. Russell (chairman), Constantino, Smyth, Van den Bol, and Weinbaum are members of the Asset Liability Committee;
- Messrs. Constantino (chairman), Smyth, and Van den Bol are members of the Audit Committee;
- Messrs. Van den Bol (chairman), Constantino, Russell and Smyth are members of the Loan Committee;
- Messrs. Van den Bol (chairman), Carrazza, Constantino and Weinbaum are members of the Nominating and Corporate Governance Committee;
- Messrs. Carrazza (chairman), Constantino, Smyth, and Van den Bol are members of the Executive Committee of the Board.

In addition to the above identical committees, the Board of Directors of the Bank also has a Compliance Committee. Messrs. Russell (chairman), Constantino and Smyth are members of the Compliance Committee.

## **Audit Committee Financial Expert**

Our Board of Directors has determined that Edward N. Constantino and Raymond Smyth are the financial experts serving on our Audit Committee. Both Mr. Constantino and Mr. Smyth are independent directors.

## Item 11. Executive Compensation

### Summary Compensation Table

The table below sets forth, for the last two fiscal years, the compensation earned by our Chief Executive Officer, Chief Financial Officer and other executive officers who received the highest annual compensation.

Name and Principal Position(s)	Year	Salary	Bonus	Restricted Stock	All Other Annual Compensation	Total
Michael A. Carrazza	2020	\$ 242,308	\$ —	\$ 49,980	\$ 12,370 (1)	\$ 304,658
Chairman	2019	\$ 300,000	\$ —	\$ 49,980	\$ 7,648 (1)	\$ 357,628
Robert G. Russell (2)	2020	\$ 126,923	\$ —	\$ —	\$ 11,126 (1) (3)	\$ 138,049
Director, President and Chief Executive Officer	2019	\$ —	\$ —	\$ —	\$ —	\$ —
Frederick K. Staudmyer	2020	\$ 231,000	\$ 10,000	\$ 3,578	\$ 23,277 (1)	\$ 267,855
Secretary and Chief Human Resources Officer; Executive Vice President and Chief Administrative Officer of Patriot Bank, N.A.	2019	\$ 230,077	\$ 8,550	\$ 17,341	\$ 10,858 (1)	\$ 266,826
Joseph D. Perillo	2020	\$ 237,308	\$ 15,000	\$ 3,578	\$ 29,599 (1) (4)	\$ 285,485
Chief Financial Officer	2019	\$ 233,462	\$ 8,550	\$ 4,570	\$ 18,158 (1) (4)	\$ 264,740
Judith P. Corprew	2020	\$ 230,385	\$ 25,000	\$ 5,059	\$ 9,954 (1)	\$ 270,398
Executive Vice President and Chief Compliance & Risk Officer of the Bank, N.A.	2019	\$ 220,077	\$ 7,334	\$ 7,897	\$ 11,085 (1)	\$ 246,393

(1) Includes company matches for 401(k) contribution, HSA account, group term life insurance, and employer cost of healthcare.

(2) Mr. Russell has served as President and Chief Executive Officer of the Company and the Bank since July 20, 2020.

(3) Includes \$2,750 car allowance for the year ended December 31, 2020.

(4) Includes \$6,000 and \$6,000 car allowance for the year ended December 31, 2020 and 2019, respectively.



## **Executive Compensation Incentive Plan**

In 2017, the Company adopted the Executive Compensation Incentive Plan (the “2017 Plan”). The 2017 Plan applies to the President and all Executive Vice Presidents at Patriot Bank. The 2017 plan was developed in order to attract, retain and motivate key executives by offering compensation incentives for delivering pre-defined budgeted operating results. The 2017 Plan is market competitive and designed to promote safe and sound business practices, where compensation objectives and risk taking are responsible, within policy guidelines and compatible with effective controls and risk-management. The 2017 Plan provides for awards based on a balance of bank results and individual executive performance. Awards are paid 50% in cash and 50% in restricted stock awards vesting over three years.

## **401(k) Plan**

The Bank maintains a tax-qualified 401(k) Plan under Section 401(a) of the Internal Revenue Code with a cash or deferred arrangement under Section 401(k) of the Internal Revenue Code. Employees become eligible to make salary reduction contributions to the 401(k) Plan on the first day of the month coinciding with or next following the date that the employee has attained 21 years of age and completed 1 month of service. Employees become eligible to receive any matching or discretionary contributions made to the 401(k) by the Bank after the completion of six months and at least 500 hours of service.

Under the 401(k) Plan, participants may elect to have the Bank contribute a portion of their compensation each year, subject to certain limitations imposed by the Internal Revenue Code. The 401(k) Plan permits the Bank to make discretionary matching and additional discretionary contributions to the 401(k) Plan. Participants in the 401(k) Plan may direct the investment of their accounts in several types of investment funds.

Participants are always 100% vested in their elective deferrals, matching and discretionary matching contributions and related earnings under the 401(k) Plan.

## **Patriot National Bancorp, Inc. 2020 Stock Plan**

In 2011, the Company adopted the Patriot National Bancorp, Inc. 2012 Stock Plan (the “2012 Plan”), which was approved by shareholders in the 2011 annual meeting of shareholders. The 2012 Plan was amended in 2020 and renamed as the Patriot National Bancorp, Inc. 2020 Stock Plan (the “2020 Plan”). A copy of the 2020 Plan is filed hereto as an exhibit.

The 2020 Plan is administered by the Compensation Committee of the Company's Board of Directors. Grants under the 2020 Plan are made in the form of restricted stock. The 2020 Plan authorizes 3,000,000 shares of the Company's Common Stock for issuance.

Only directors and employees of the Company are eligible to receive grants of restricted stock under the 2020 Plan. The grants of restricted stock may be subject to vesting, in one or more installments, upon the happening of certain events, upon the passage of a certain period of time. The vesting of restricted stock awards and options may be accelerated in accordance with terms of the plan. The Compensation Committee shall make the terms and conditions applicable to the vesting of restricted stock awards.

Under the 2012 Plan (as amended and renamed as the 2020 Plan), 32,964 shares of restricted stock were awarded in 2013, 73,558 shares of restricted stock were awarded in 2014, 12,700 shares of restricted stock were awarded in 2015, 58,084 shares of restricted stock were awarded in 2016, 5,084 shares of restricted stock were awarded in 2017, 18,323 shares of restricted stock were awarded in 2018, 9,675 shares of restricted stock were awarded in 2019, and 12,484 shares of restricted stock were awarded in 2020.

## Outstanding Equity Awards

The following table summarizes, for each of the named executive officers, the number of shares of restricted stock vested and not yet vested as of December 31, 2020:

Name	Stock Awards					Equity incentive plan awards:
	Number of shares acquired on vesting (#)	Value realized on vesting (\$)	Number of shares or units of stock that have not vested (#)	Market value of shares or units of stock that have not vested (\$)	Equity incentive plan awards: number of unearned shares, units or other rights that have not vested (#)	market or payout value of number of unearned shares, units or other rights that have not vested (\$)
Michael A. Carrazza	8,400	\$ 149,940	-	-	2,800	\$ 49,980
Frederick K. Staudmyer	5,894	\$ 101,314	-	-	184	\$ 2,856
Joseph D. Perillo	894	\$ 15,314	-	-	184	\$ 2,856
Judith P. Corprew	1,768	\$ 28,656	-	-	158	\$ 2,452

## Director Compensation

The following table details the compensation paid to or accrued for each of Patriot's non-management directors in the year ended December 31, 2020:

Name	Fees Earned or Paid in Cash (\$)	Cash Awards (\$)	Stock Awards (1) (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Edward N. Constantino	93,625	-0-	18,819	-0-	-0-	-0-	-0-	112,444
Raymond Smyth	77,600	-0-	18,819	-0-	-0-	-0-	-0-	96,419
Emile Van den Bol	92,525	-0-	18,819	-0-	-0-	-0-	-0-	111,344
Michael J. Weinbaum	40,100	-0-	18,819	-0-	-0-	-0-	-0-	58,919

(1) The table provides the dollar value of any restricted stock awards that vested during the period. The awards may have been granted during the current period or prior periods.

The Company's directors who are also executive officers do not receive compensation for service on the Board of Directors or any of its committees. Effective July 1, 2015, non-employee directors of the Company received pro-rated compensation increases for board and committee meeting attendance as well as retainer fees. On an annual basis, each non-employee director receives \$1,150 for each board meeting in which they participate and annual retainer fees totaling \$19,100. They also receive fees ranging from \$375 to \$750 for each committee meeting in which they participate. In addition, non-employee directors who serve as the chair of a committee receive additional retainer fees ranging from \$3,000 to \$9,200 per year.

The Company's directors are also reimbursed for reasonable and necessary out-of-pocket expenses incurred in connection with their service to the Company, including travel expenses.

## Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

### Securities Authorized for Issuance under Equity Compensation Plans

The Company has 3,000,000 shares of Common Stock authorized for issuance under the 2020 Plan, of which 2,845,031 shares of stock are available for issuance as of April 30, 2021. The following table sets for the certain information regarding our 2020 Plan:

Equity Compensation Plans --	Number of Outstanding Shares of Restricted Stock	Number of Shares Issuable upon exercise of Outstanding Options	Weighted Average Exercise Price of Outstanding Options	Number of Shares Remaining Available for Future Issuance
Approved by the Stockholders	131,093	—	\$ —	2,845,031
Not Approved by the Stockholders	23,876	—	—	—
<b>Totals</b>	<b>154,969</b>	<b>—</b>		<b>2,845,031</b>

### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The table below provides certain information about beneficial ownership of Common Stock of the Company as of April 30, 2021 with respect to: (i) each person, or group of affiliated persons, who is known to the Company to own more than five percent (5%) of Company Common Stock; (ii) each of the Company's directors; (iii) each of the Company's executive officers; and (iv) all of the Company's directors and executive officers as a group.

Except as otherwise noted, to the knowledge of the Company, all persons listed below have sole voting and dispositive power with respect to all shares of Common Stock they beneficially own, except to the extent authority is shared by spouses under applicable law. Applicable percentage ownership is based on 3,946,576 shares of Common Stock outstanding. In computing the number of shares of Common Stock beneficially owned by a person and applicable percentage of ownership of that person, we deemed outstanding shares of Common Stock subject to options held by that person that are currently exercisable or exercisable within sixty (60) days of April 30, 2021. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated, the address of each shareholder is in care of Patriot National Bancorp, Inc., 900 Bedford Street, Stamford, CT 06901.

Name of Beneficial Owner	Shares of Common Stock Beneficially Owned	Percent of Class
Michael A. Carrazza	65,154 (1)	1.65%
Robert G. Russell, Jr.	5,000 (2)	*
Joseph D. Perillo	894	*
Frederick K. Staudmyer	3,019	*
Judith P. Corprew	1,868	*
Edward N. Constantino	9,893 (3)	*
Raymond Smyth	11,075 (4)	*
Emile Van den Bol	57,506	1.46%
Michael J. Weinbaum	13,893	*
<b>All Directors and Executive Officers</b>	<b>168,302</b>	<b>4.26%</b>

\*Less than one percent (1%)

(1) Includes 12,221 shares held by Solaia Capital Management Profit Sharing Plan for the benefit of Mr. Carrazza and 52,933 vested shares directly owned by Mr. Carrazza, with regard to which Mr. Carrazza has sole voting and dispositive power.

(2) Includes 2,500 shares held in an IRA FBO for the benefit of Mr. Russell.

(3) Includes 1,000 shares held in a SEP IRA for the benefit of Mr. Constantino.

(4) Includes 626 shares held in an IRA for the benefit of Mr. Smyth.

### Item 13. Certain Relationships and Related Transactions, and Director Independence

In the ordinary course of business, the Bank has made loans to officers and directors (including loans to members of their immediate families and loans to companies of which a director owns 10% or more). There was one loan granted to a related party with an outstanding balance of \$100,000 as of December 31, 2020. In the opinion of management, all of such loans were made in the ordinary course of business of the Bank on substantially the same terms, including interest rates and collateral requirements, as those then prevailing for comparable transactions with persons not related to the lender. The Bank believes that at the time of origination these loans neither involved more than the normal risk of collectability nor presented any other unfavorable features.

As of December 31, 2020, deposits by related parties aggregated \$189,000.

Information about transactions involving related persons is assessed by the Company's independent directors. Related persons include the Company's directors and executive officers as well as immediate family members of directors and officers. If the independent directors approve or ratify a material transaction involving a related person, then the transaction would be disclosed in accordance with the SEC rules. If the related person is a director, or a family member of a director, then that director would not participate in those discussions.

### Board Independence

The Company is subject to the listing standards of the SEC rules pertaining to director independence, and the Company believes that Messrs. Constantino, Smyth, Van den Bol and Weinbaum are "independent" directors as that term is defined by applicable listing standards of the Nasdaq stock market and SEC rules, including the rules relating to the independence standards of an audit committee and the non-employee definition of Rule 16b-3 promulgated under the Exchange Act.

### Item 14. Principal Accounting Fees and Services

The following table sets forth the aggregate amounts of principal accounting fees we paid to our independent registered public accountants for professional services performed in fiscal years ended December 31, 2020 and 2019 for: (i) audit fees – consisting of fees billed for services rendered for the audit of our annual financial statements and the review of our quarterly financial statements; (ii) audit-related fees – consisting of fees billed for services rendered that are reasonably related to the performance of the audit or review of our financial statements and that are not reported as audit fees; (iii) tax fees – consisting of fees billed for services rendered in connection with tax compliance, tax advice and tax planning; and (iv) all other fees – consisting of fees billed for all other services rendered.

	Year Ended December 31,	
	2020	2019
Audit fees (1)	\$ 359,355	\$ 392,710
Audit related fees (2)	-	15,750
All other fees	16,800	16,013
	<u>\$ 376,155</u>	<u>\$ 424,473</u>

(1) Audit fees with respect to the year ended December 31, 2020 and 2019 represent fees billed to the Company by RSM for professional services rendered in connection with RSM's quarterly reviews and annual audits.

(2) Audit-related fees with respect to the year ending December 31, 2020 and 2019 represent fees paid to RSM.

### Audit Committee Pre-Approval Policies and Procedures

The Audit Committee has adopted a policy for pre-approval of audit and permitted non-audit services by the Company's independent registered public accountants. The Audit Committee will consider annually and, if appropriate, approve the provision of audit services by its external auditor and consider and, if appropriate, pre-approve the provision of certain defined audit and non-audit services. The Audit Committee also will consider on a case-by-case basis and, if appropriate, approve specific engagements that are not otherwise pre-approved.

Any proposed engagement that does not fit within the definition of a pre-approved service may be presented to the Audit Committee for consideration at its next regular meeting or, if earlier consideration is required, to the Audit Committee or one or more of its members. The member or members to whom such authority is delegated shall report any specific approval of services at its next regular meeting. The Audit Committee will regularly review summary reports detailing all services being provided to the Company by its external auditor.

The Audit Committee approved the audit-related fees, tax fees and all other fees set forth above for the years ended December 31, 2020 and 2019.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

(b) Index to Exhibits

- 10.1 [Patriot National Bancorp, Inc. 2020 Restricted Stock Award Plan\\*](#)
- 31.1 [Certification of CEO required by Section 302 of the Sarbanes-Oxley Act of 2002\\*](#)
- 31.2 [Certification of CFO required by Section 302 of the Sarbanes-Oxley Act of 2002\\*](#)
- 32.1 [Certification of CEO and CFO required by Section 906 of the Sarbanes-Oxley Act of 2002\\*](#)

\*Filed herewith

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PATRIOT NATIONAL BANCORP, INC.

Date: April 30, 2021

By: /s/ Robert G. Russell  
Robert G. Russell

Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Joseph D. Perillo  
Joseph D. Perillo  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

**FORM OF**  
**PATRIOT NATIONAL BANCORP, INC.**  
**2020 RESTRICTED STOCK AWARD PLAN**

**I) Establishment of plan; Definition**

- a. **Purpose.** The purposes of the Patriot National Bancorp, Inc. 2020 Restricted Stock Award Plan ( the “Plan) are to provide an incentive to Employees and Directors of Patriot National Bancorp, Inc. ( the “Company”), or any Subsidiary of the Company that now exists or hereafter is organized or acquired, who are in a position to contribute materially to the long-term success of the Company and its Subsidiaries, to increase their interest in the Company’s welfare, and to aid in attracting and retaining employees and directors of outstanding ability. The Plan provides for the grant of restricted stock awards.
- b. **Definitions.** Unless the context clearly indicates otherwise, the following terms shall have the meanings set forth below.
- i. “Award Agreement” means either: (i) a written agreement entered into by the Company (or Subsidiary) and a Grantee setting forth the terms and provisions applicable to an award granted under the Plan, or (ii) a written or electronic statement issued by the Company (or Subsidiary) to a Grantee describing the terms and provisions of such award, including any amendment or modification thereof.
- ii. “Beneficial Owner” means an individual or entity that is treated as a “beneficial owner” pursuant to Rule 13d-3 under the Exchange Act or any subsequent rule issued thereunder.
- iii. “Board” means the Board of Directors of the Company.
- iv. “Change in Control” means the occurrence of any of the following events:
1. Any “person” , as such term is used in Sections 13(d) and 14(d) of the Exchange Act.( other than the Company, any trustee or other fiduciary holding securities under any employee stock ownership plan or other employee benefit plan of the Company, or any company owned, directly or indirectly, by the stockholders of the Company immediately prior to the occurrence with respect to which the evaluation is being make in substantially the same proportions as their ownership of the common stock of the Company), is or becomes the Beneficial Owner (except that a person shall be deemed to be the Beneficial Owner of all shares that any such person has the right to acquire pursuant to any agreement or arrangement of upon exercise of conversion rights, warrants or options or otherwise, without regard to the sixty day period referred to in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of the Company representing more than 60% of the combined voting power of the Company’s then outstanding voting securities;
  2. The consummation of a reorganization, merger, statutory share exchange or consolidation or similar transaction involving the Company or any Subsidiary with any other entity, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving or resulting entity) more than 40% of the combined voting power of the surviving or resulting entity outstanding immediately after such merger or consolidation; or
  3. The stockholders of the Company approve a plan of complete liquidation of the Company or there is consummated an agreement for the sale or disposition of all or substantially all of the consolidated assets of the Company (or any transaction having similar effect), other than a sale or disposition by the Company immediately after which such assets will be owned directly or indirectly by the stockholders of the Company in substantially the same proportions as their ownership of the common stock of the Company immediately prior to such sale or disposition.
- v. “Code” means the Internal Revenue Code of 1986, as it may be amended from time to time.
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- vi. "Committee" means the Compensation Committee of the Board, consisting of not less than two members of the Board appointed by the Board to administer the Plan, provided that the members of such Committee must be Directors who are disinterested as defined in Rule 16b-3(b) promulgated under the Exchange Act.
- vii. "Company" means Patriot National Bancorp, Inc., a Connecticut corporation, or any successor corporation.
- viii. "Directors" means those members of the board of Directors of the Company or any Subsidiary who are not Employees.
- ix. "Disability" means a medically determinable physical or mental condition which causes an Employee or Director to be unable to engage in any substantial gainful activity and which can be expected to result in death or to be of long-continued and indefinite duration.
- x. "Effective Date" means November 1, 2020
- xi. "Employee" means any common law employee, including officers, of the Company or any Subsidiary as determined under the Code and the Treasury Regulations thereunder.
- xii. "Exchange Act" means the Securities Exchange Act of 1933, as amended from time to time, and the rules and regulations promulgated thereunder.
- xiii. "Fair Market Value" means, with respect to an award granted under the plan, the mean between the highest and lowest sales prices for the Stock on the nation securities exchange or NASDAQ National Market on which the Stock is principally traded on the date of grant of such award, or, if no such prices are reported for such day, then on the next proceeding day on which there were reported prices.
- xiv. "Grantee" means a person who, as an Employee or Director of the Company or any Subsidiary, has been granted a Restricted Stock Award under this Plan.
- xv. "Plan" means the Patriot National Bancorp, Inc. 2020 Restricted Stock Award Plan as set forth herein and as amended from time to time.
- xvi. "Restricted Stock" means Stock which is issued pursuant to the Restricted Stock provisions as set forth in Part III of this Plan.
- xvii. "Stock" means shares of the common stock of the Company, whether or not issued, unissued or reacquired.
- xviii. "Stock Award" means an award of Restricted Stock granted pursuant to this plan.
- xix. "Subsidiary" means a "subsidiary corporation," whether now or hereafter existing, as defined in Section 424 of the Code.
- c. **Share of Stock Subject to the Plan.** Subject to the provisions of Paragraph 2 of Part V of the Plan, the Stock which may be issued or transferred pursuant to Stock Options and Stock Awards granted under the Plan shall not exceed 3,000,000 shares in the aggregate. If Stock Awards are forfeited because the restrictions with respect to such Stock Awards shall not have been met or have lapsed, the number of shares of Stock which are no longer outstanding as Stock Awards may again become available for the grant of Stock Awards or Stock Options.
- d. **Administration of the Plan.** The Plan shall be administered by the Compensation Committee. Subject to the express provisions of the Plan, the Committee shall have authority to interpret the plan, to prescribe, amend, and rescind rules and regulations relating to it, to determine the terms and provisions of Stock Awards, and to make all other determinations necessary or advisable for the administration of the Plan. Any controversy or claim arising out of or related to this Plan shall be determined unilaterally by and at the sole discretion of the Committee.
- e. **Amendment or Termination.** The board may, at any time, alter, amend, suspend, discontinue, or terminate this Plan; provided however, that such action shall not adversely affect the right of Grantees to Stock Awards previously granted.
- f. **Duration of the Plan.** This plan shall terminate at the close of business on December 31, 2025 and no Stock Award may be issued or granted under the Plan thereafter, but such termination shall not affect any Stock Award theretofore issued or granted.

## II) Restricted Stock Award Provisions

- a. **Grant of Restricted Stock.**
    - i. Only Directors and Employees shall be eligible to receive grants of Restricted Stock under the Plan.
    - ii. If approved by the Compensation Committee, each Director will be granted restricted shares commensurate with their annual equity retainer.
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- iii. The Committee, in its sole discretion, shall make such terms and conditions applicable to the grant of Restricted Stock as may appear generally acceptable or desirable to the Committee. The Committee may award shares of Restricted Stock to Grantees, which shares shall be subject to the following terms and conditions and such other terms and conditions as the Committee may prescribe.
- iv. Restricted Stock grants to Grantees may be made subject to vesting, in one or more installments, upon the happening of certain events, upon the passage of a specified period of time, upon the fulfillment of certain conditions or upon the achievement by the Company or any Subsidiary, division, affiliate or joint venture of the Company of certain performance goals, as the Committee shall decide in each case when Restricted Stock grants are awarded ("Period of Restriction")
- v. Restricted Stock grants hereunder shall be subject to the Award Agreement. Such Award Agreement shall be signed by the Grantee and by the Chief Executive officer or the President of the Company or the Corporate Secretary for and on behalf of the Company and shall be subject to the terms and conditions of the Plan prescribed in the Restricted Stock Agreement (including, but not limited to, (i) the right of the Company and to repurchase from each Grantee, and such Grantee's transferees, all shares of Stock issued to such Grantee in the event of such Grantee's termination of employment, and (ii) any other terms and conditions which the Committee shall deem necessary and desirable).

**b. Termination of Relationship.**

- i. If a Grantee ceases to be a Director or Employee prior to the lapse of the period of Restriction with respect to the Restricted Stock award, such Stock shall be forfeited.
- ii. If the Period of Restriction applicable to a grant of Restricted Stock shall lapse, the Grantee shall hold such Stock free and clear of all such restrictions except as otherwise provided in the Plan.

**III) General Provisions.**

- a. **Substitutions.** In the event of a corporate merger or consolidation, or the acquisition by the Company of property or stock of an acquired Company or any reorganization or other transaction qualifying under Section 424 of the Code, the Committee may, subject to such rules as may be applicable, substitute Stock Awards under this Plan for Stock Awards under the plan of the acquired Company provided (i) the excess of the aggregate fair market value of the shares of Stock subject to a Stock immediately after the substitution over the aggregate option price of such Stock is not more than the similar excess immediately before such substitution.
  - b. **Adjustment Provisions.**
    - i. In the event that a dividend shall be declared upon the Stock payable in shares of the Company's common stock' the number of shares of Stock then subject to any Stock Award outstanding under the plan and the number of shares reserved for the grant of Stock Awards pursuant to the Plan shall be adjusted by adding to each such share the number of shares which would be distributable in respect thereof if such shares had been outstanding on the date fixed for determining the shareholders of the Company entitled to receive such share dividend.
    - ii. If the shares of Stock outstanding are changed into or exchanged for a different number or class or other securities of the Company or of another Company, whether through split-up, merger, consolidation, reorganization, reclassification or recapitalization then there shall be substituted for each share of Stock subject to any such Stock Award and for each share of Stock reserved for the grant of Stock Awards pursuant to the plan the number and kind of shares or other securities in which each outstanding share of Stock shall have been so changed or for which each share shall have been exchanged.
    - iii. In the event there shall be any change, other than as specified above in this Section 2, in the number or kind of outstanding shares of Stock or of any shares or other securities into which such shares shall have been changed or for which they shall have been exchanged, then if the Board shall, in its sole discretion, determine that such change equitable requires an adjustment in the number or kind of shares theretofore reserved for the grant of Stock Awards pursuant to the plan and of the shares then subject to Stock Awards, such adjustment shall be made by the Board and shall be effective and binding for all purposes of the Plan and of each Stock option and Stock Award outstanding thereunder.
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**c. General**

- i. Every Stock Award shall be evidenced by a written instrument containing such terms and conditions, not inconsistent with this Plan, as the Committee shall approve.
  - ii. The granting of a Stock Award in any year shall not give the Grantee any right to similar grants in future years or any right to be retained in the employ of the Company, and all Employees shall remain subject to discharge to the same extent as if the Plan were not in effect.
  - iii. No Employee or Director and no beneficiary or other person claiming under or through him, shall have any right, title or interest by reason of any Stock Award, to any particular assets of the Company, or any shares of Stock allocated or reserved for the purposes of the Plan or subject to any Stock Award except as set forth herein. The Company shall not be required to establish any fund or make any other segregation of assets to assure the payment of any Stock Award.
  - iv. No right under the Plan shall be subject to anticipation, sale, assignment, pledge, encumbrance, or charge except by will or the laws of descent and distribution.
  - v. Notwithstanding any other provisions of this Plan or agreements made pursuant thereto, the Company's obligation to issue or deliver any certificate or certificates for shares of Stock Award, and the transferability of Stock acquired by exercise of a grant of a Stock Award, shall be subject to all of the following conditions:
    1. Any registration or other qualification of such shares under any state or federal law or regulation, or the maintaining in effect of any such registration or other qualification which the Board shall, in its absolute discretion upon the advice of counsel, deem necessary or advisable; and
    2. The obtaining of any other consent, approval, or permit; from any state or federal government agency which the Board shall, in its absolute discretion upon the advice of counsel, determine to be necessary or advisable; and
    3. To the extent necessary, each stock certificate issued pursuant to a Stock Award shall bear the following legend;
    4. "The transferability of the certificate and the shares of Stock represented hereby are subject to restrictions, terms and conditions contained in the 2020 Patriot National Bancorp, Inc. Restricted Stock Award Plan and an Agreement between the registered owner of such Stock and Patriot National Bancorp, Inc. A copy of the plan and Agreement are on file in the office of the Secretary of Patriot National Bancorp, Inc.
  - vi. All payments to Grantees or to their legal representatives shall be subject to any applicable tax, community property, or other statutes or regulation of the United States or of any state having jurisdiction thereof. The Grantee may be required to pay to the Company the amount of any withholding taxes, which the Company is required to withhold with respect to its exercise of a Stock Award or in the event that such payment is not due, the Company shall have the right to deduct, to the extent permitted by law, from any payment of any kind otherwise due to such person all or part of the amount required to be withheld.
  - vii. A Grantee entitled to Stock as a result of the exercise of a Stock Award shall not be deemed for any purpose to be, or have rights as, a shareholder of the Company virtue of such exercise, except to the extent a stock certificate is issued therefor and then only from the date such certificate is issued. No adjustments shall be made for dividends or distributions or other rights for which the record date is prior to the date such stock certificate is issued. The Company shall issue any stock certificate required to be issued in connection with the exercise of a Stock option with reasonable promptness after such exercise.
  - viii. The grant of a Stock Award under the Plan shall be subject to, and shall in all respects comply with, applicable law relating to such grant or exercise, or to the number of shares of Stock which may be beneficially owned or held by any Grantee.
  - ix. The Plan is designed to be exempt from Section 409A of the Code, and the Plan is intended to be operated in good faith compliance with the requirements of Section 409A of the Code and its accompanying regulations, and any additional guidance issued under Section 409a to be so exempt to the fullest extent possible. To the extent that any provision of the Plan violates any provision of Section 409A providing such an exemption, such provision shall be deemed inoperative and the remaining provisions of the Plan shall continue to be fully effective. If this Plan or any grant of Stock Options or Phantom Stock Units hereunder fails to meet an exemption from, or the requirements of, Section 409A of the Code, neither the Company nor any of its affiliates shall have any liability for any tax, penalty or interest imposed on a Grantee by Section 409A of the Code, and no Grantee shall have any recourse against the Company or any of its affiliates for payment of any such tax, penalty or interest imposed by Section 409A of the Code.
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- x. The plan is designed so that awards granted hereunder are intended to comply with the requirements for “performance-based compensation” under Section 162(m) of the Internal Revenue Code of 1986, as amended, and the plan and awards issued hereunder shall be interpreted in a manner consistent with such requirements, to the extent applicable.

**Compensation Committee Approval**

\_\_\_\_\_  
**Michael Carrazza**

\_\_\_\_\_  
**Edward Constantino**

\_\_\_\_\_  
**Emile VandenBol**

\_\_\_\_\_  
**Michael Weinbaum**

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert G. Russell, certify that,

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K for the fiscal year ended December 31, 2020 of Patriot National Bancorp, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 30, 2021

/s/ Robert G. Russell  
Robert G. Russell  
Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Joseph D. Perillo, certify that,

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K for the fiscal year ended December 31, 2020 of Patriot National Bancorp, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 30, 2021

/s/ Joseph D. Perillo

Joseph D. Perillo  
Chief Financial Officer  
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of PATRIOT NATIONAL BANCORP, INC. (the "Company") on Form 10-K/A for the year ended December 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Robert G. Russell and Joseph D. Perillo, the Principal Executive Officer and the Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Robert G. Russell  
\_\_\_\_\_  
Robert G. Russell  
Chief Executive Officer (Principal Executive Officer)

/s/ Joseph D. Perillo  
\_\_\_\_\_  
Joseph D. Perillo  
Chief Financial Officer  
(Principal Financial Officer)

Date: April 30, 2021

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.