



1Q21 Earnings Presentation



April 29, 2021

Forward Looking Statements

The foregoing contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are not historical facts and include expressions about management's confidence and strategies and management's expectations about new and existing programs and products, acquisitions, relationships, opportunities, taxation, technology, market conditions and economic expectations, including the potential effects of the COVID-19 pandemic on our businesses and financial results and conditions. These statements may be identified by such forward-looking terminology as "should," "expect," "believe," "view," "opportunity," "allow," "continues," "reflects," "typically," "usually," "anticipate," or similar statements or variations of such terms. Such forward-looking statements involve certain risks and uncertainties. Actual results may differ materially from such forward-looking statements. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, but are not limited to: the continued impact of COVID-19 on the U.S. and global economies, including business disruptions, reductions in employment and an increase in business failures, specifically among our clients; the continued impact of COVID-19 on our employees and our ability to provide services to our customers and respond to their needs as more cases of COVID-19 may arise in our primary markets; potential judgments, claims, damages, penalties, fines and reputational damage resulting from pending or future litigation and regulatory and government actions, including as a result of our participation in and execution of government programs related to the COVID-19 pandemic or as a result of our actions in response to, or failure to implement or effectively implement, federal, state and local laws, rules or executive orders requiring that we grant forbearances or not act to collect our loans; the impact of forbearances or deferrals we are required or agree to as a result of customer requests and/or government actions, including, but not limited to our potential inability to recover fully deferred payments from the borrower or the collateral; the risks related to the discontinuation of the London Interbank Offered Rate and other reference rates, including increased expenses and litigation and the effectiveness of hedging strategies; damage verdicts or settlements or restrictions related to existing or potential class action litigation or individual litigation arising from claims of violations of laws or regulations, contractual claims, breach of fiduciary responsibility, negligence, fraud, environmental laws, patent or trademark infringement, employment related claims, and other matters; a prolonged downturn in the economy, mainly in New Jersey, New York, Florida and Alabama, as well as an unexpected decline in commercial real estate values within our market areas; higher or lower than expected income tax expense or tax rates, including increases or decreases resulting from changes in uncertain tax position liabilities, tax laws, regulations and case law; the inability to grow customer deposits to keep pace with loan growth; a material change in our allowance for credit losses under CECL due to forecasted economic conditions and/or unexpected credit deterioration in our loan and investment portfolios; the need to supplement debt or equity capital to maintain or exceed internal capital thresholds; greater than expected technology related costs due to, among other factors, prolonged or failed implementations, additional project staffing and obsolescence caused by continuous and rapid market innovations; the loss of or decrease in lower-cost funding sources within our deposit base, including our inability to achieve deposit retention targets under Valley's branch transformation strategy; cyber-attacks, computer viruses or other malware that may breach the security of our websites or other systems to obtain unauthorized access to confidential information, destroy data, disable or degrade service, or sabotage our systems; results of examinations by the Office of the Comptroller of the Currency (OCC), the Federal Reserve Bank (FRB), the Consumer Financial Protection Bureau (CFPB) and other regulatory authorities, including the possibility that any such regulatory authority may, among other things, require us to increase our allowance for credit losses, write-down assets, reimburse customers, change the way we do business, or limit or eliminate certain other banking activities; our inability or determination not to pay dividends at current levels, or at all, because of inadequate earnings, regulatory restrictions or limitations, changes in our capital requirements or a decision to increase capital by retaining more earnings; unanticipated loan delinquencies, loss of collateral, decreased service revenues, and other potential negative effects on our business caused by severe weather, the COVID-19 pandemic or other external events; unexpected significant declines in the loan portfolio due to the lack of economic expansion, increased competition, large prepayments, changes in regulatory lending guidance or other factors; and the failure of other financial institutions with whom we have trading, clearing, counterparty and other financial relationships. A detailed discussion of factors that could affect our results is included in our SEC filings, including the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2020. We undertake no duty to update any forward-looking statement to conform the statement to actual results or changes in our expectations. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements.



1Q 2021 Highlights

	Reported			Adjusted ¹		
	1Q21	4Q20	1Q20	1Q21	4Q20	1Q20
Return on Average Assets <i>Annualized</i>	1.14%	1.02%	0.92%	1.14%	1.10%	0.93%
Efficiency Ratio	49.5%	51.6%	50.8%	48.6%	47.0%	49.3%
Pre-Provision Net Revenue ² (\$mm)	\$163.7	\$162.3	\$151.1	\$166.5	\$177.5	\$155.7
PPNR / Average Assets ² <i>Annualized</i>	1.61%	1.57%	1.59%	1.63%	1.72%	1.63%
Diluted Earnings Per Share	\$0.28	\$0.25	\$0.21	\$0.28	\$0.27	\$0.21

- **Year-Over-Year Quarterly Diluted EPS Growth of 33%**
- **8% Year-Over-Year Increase in Pre-Provision Net Revenue**
- **21bp Increase in Quarterly Adjusted Return on Average Assets Year-Over-Year**
- **Stable Net Interest Margin and Strong Loan Growth, Excluding PPP Impacts**

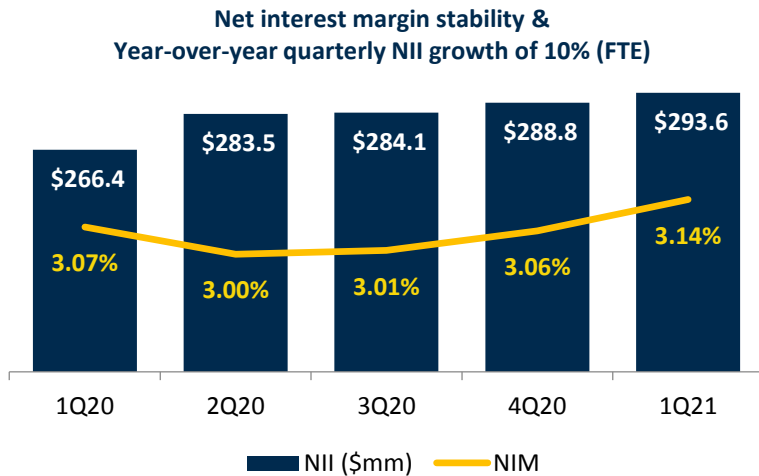
¹ Please refer to the Non-GAAP Disclosure Reconciliation on pages 19 – 21

² Pre-provision net revenue equals net interest income plus total non-interest income less total non-interest expense; PPNR / Avg. Assets is presented on an annualized basis; Please refer to the Non-GAAP Disclosure Reconciliation on pages 19-21



Net Interest Margin, Profitability & Operating Leverage

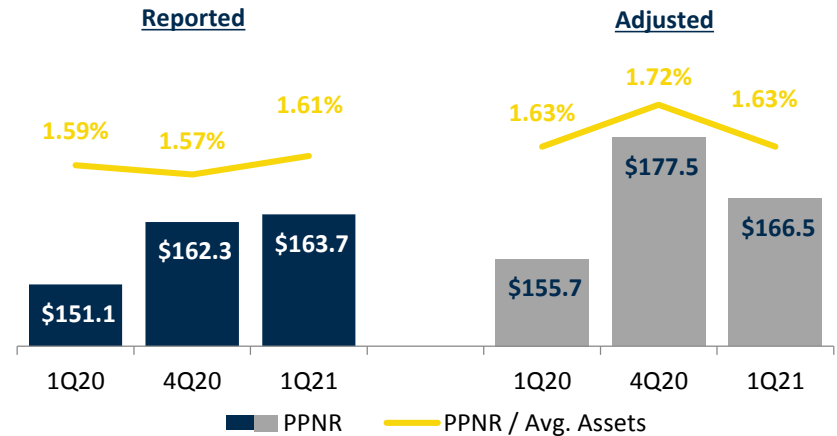
Net Interest Income and Margin



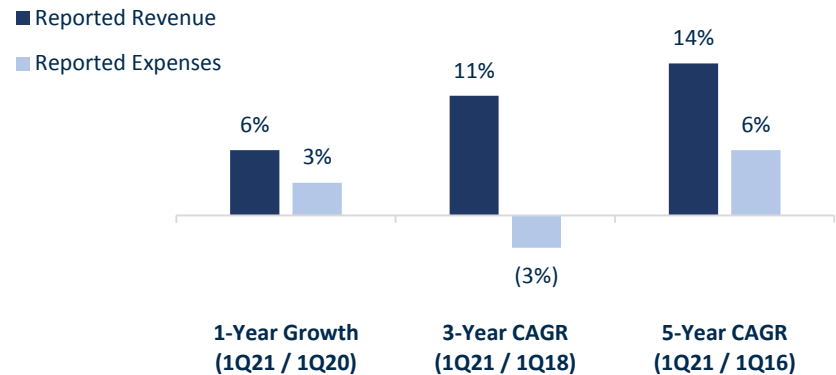
All metrics are represented on full tax equivalent basis

- Offsetting asset yield pressure with interest expense reductions and mix-shift (lower average cash balance)
- Continued reduction in deposit costs and replacement of time deposits with lower-cost transaction balances

Pre-Provision Net Revenue (\$mm) ¹



Consistent Positive Operating Leverage



Operating Leverage:

1.9x

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2.2x

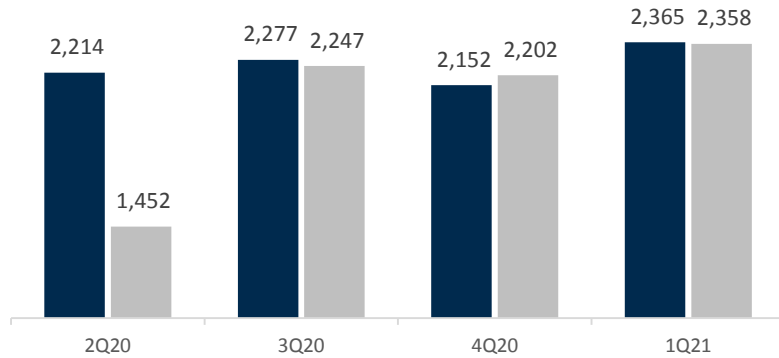
¹ Reported pre-provision net revenue is equal to net interest income plus total non-interest income less total non-interest expense; please refer to the Non-GAAP Disclosure Reconciliation on pages 19 - 21



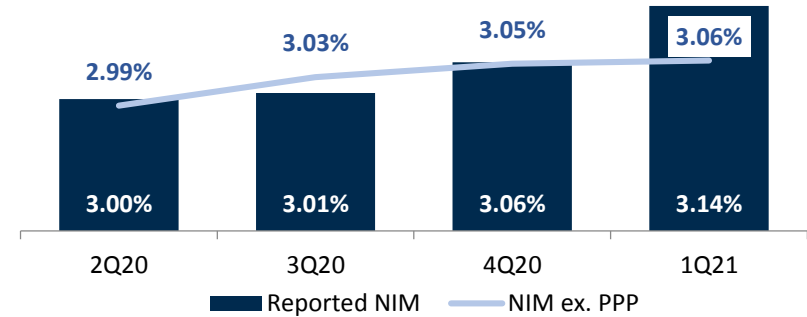
Impact of PPP (\$mm)

PPP Loan Balance

■ End of Period ■ Avg. Balance

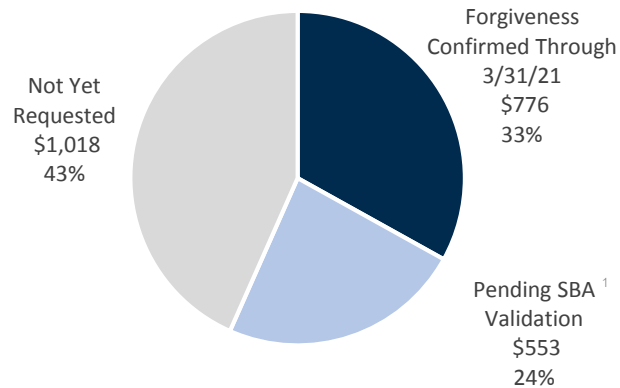


Net Interest Margin (FTE)



Round 1 & 2 Forgiveness Update (\$mm)

57% of PPP loans (by balance) have received or applied for forgiveness



Net Interest Income Analysis	2Q20	3Q20	4Q20	1Q21
Net Interest Income (FTE)	283.5	284.1	288.8	293.6
PPP Impact	(11.8)	(14.8)	(17.0)	(25.7)
NII ex PPP	271.7	269.3	271.8	267.9

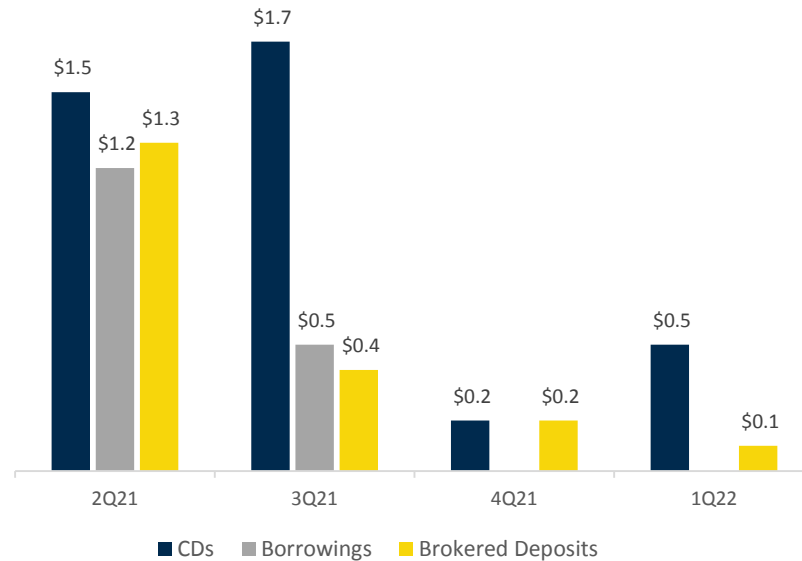
Earning Asset Analysis	2Q20	3Q20	4Q20	1Q21
Avg. Earning Assets	37,777	37,768	37,807	37,386
PPP Impact	(1,452)	(2,247)	(2,202)	(2,358)
Earning Assets ex PPP	36,325	35,520	35,605	35,029

¹ As of 4/20/2021



Interest Rate Positioning

12-Month Forward Maturity Schedule (\$bn)



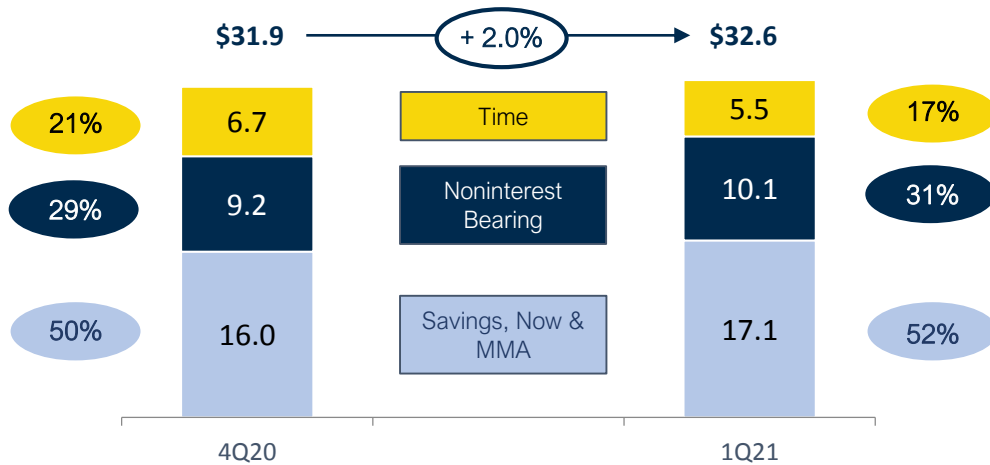
- Continue to reduce non-maturity deposit costs
- Selected opportunities to reprice maturing CDs and borrowings lower and mitigate asset yield headwinds
- Intend to selectively take advantage of lower-cost wholesale funding and extend liability duration

	2Q21	3Q21	4Q21	1Q22
Maturing CD Rates	0.63%	0.51%	0.43%	0.36%
Maturing Borrowing Rates	1.13%	2.94%	--	--
Maturing Brokered Rates	1.08%	0.52%	0.08%	0.26%

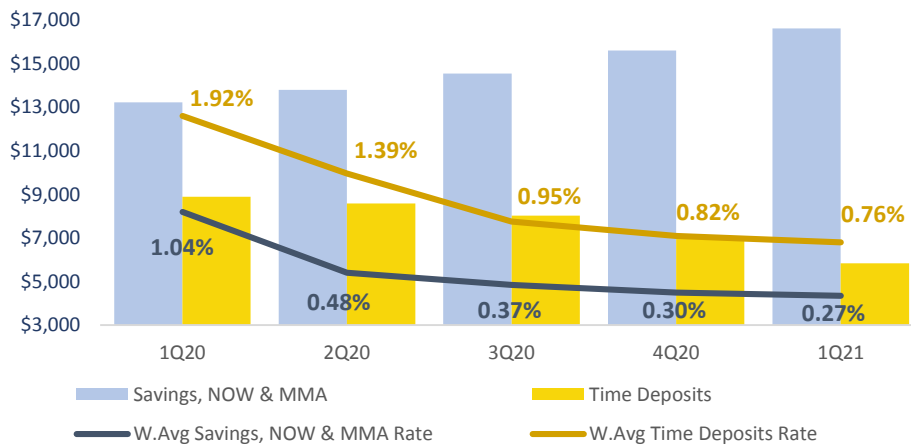


Deposits, Funding & Liquidity

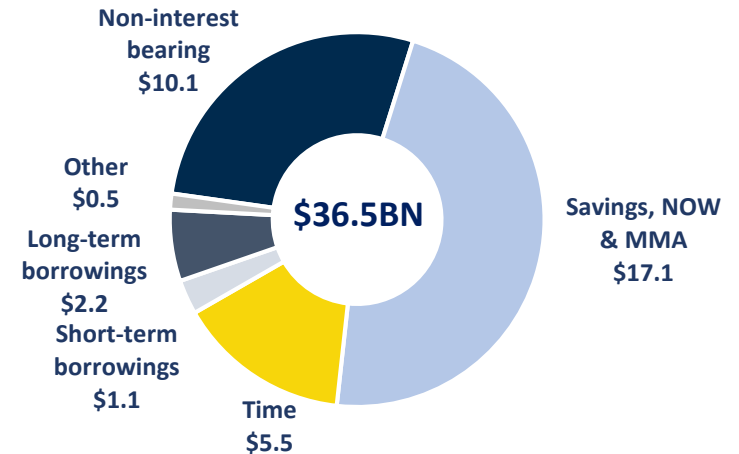
1Q21 Deposit Trends (\$bn)



Avg. Deposit Balance (\$MM) and Rate (%) Trends



Total Liabilities 3/31/2021 ¹



- Cost of total deposits declined 5bp to 0.28% from 0.33% in 4Q20
- Well-funded balance sheet to support strong loan originations
- Continued transition from time deposits to non-interest and lower-cost transaction balances

¹ Includes junior subordinated debt within long-term borrowings. Totals may not sum due to rounding.

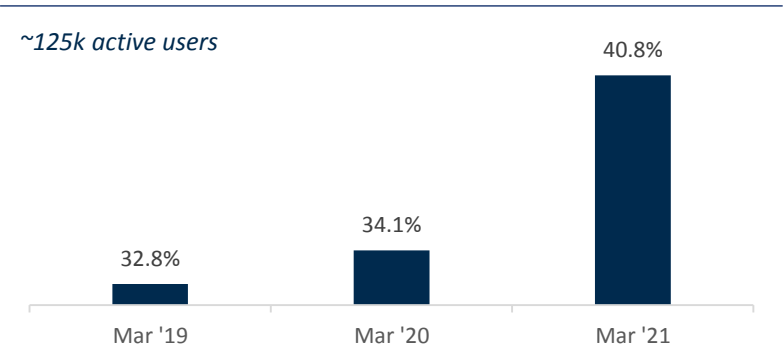


Technology Evolution & Digital Trends

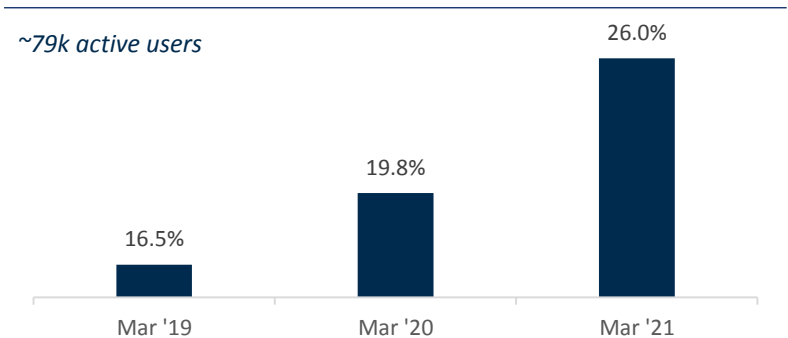
Opportunity to drive increased digital product adoption across expanding client base

- **Online Banking Net Promoter Scores (“NPS”) for Business and Retail customers exceed other NPS across the organization**
- Enhanced back-end infrastructure to support evolving needs of our customers and maintain flexibility for front-end alternatives
- Strategic enhancement of digital and mobile capabilities to support changing customer preferences
- Re-vamp of deposit account opening process went live in April with additional digital products to follow
- Continue to assess technology offerings and opportunities to further rationalize real estate needs

% of Households Actively Using Online Banking



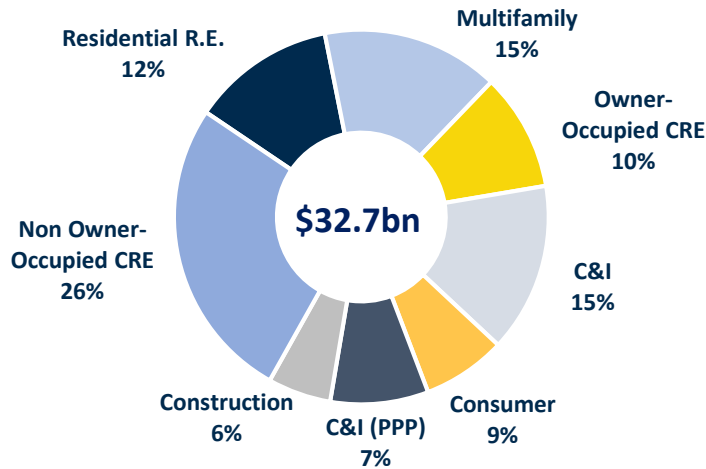
% of Households Actively Using Mobile Banking



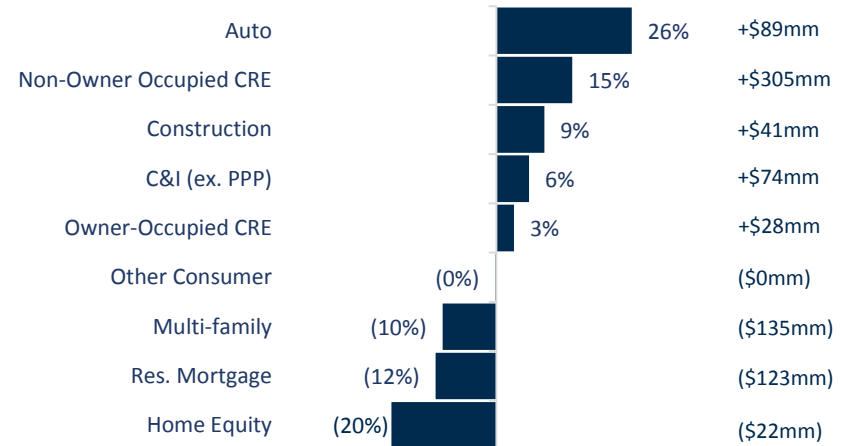


Loans & Loan Growth

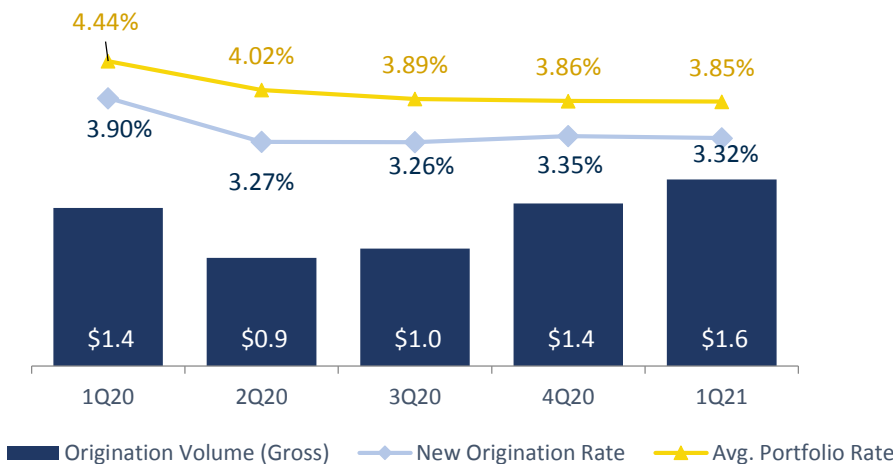
1Q21 Loan Composition ¹



1Q21 Annualized Loan Growth ¹



New Loan Originations (\$bn) / Yields (%) vs Portfolio Yields (%) ²



- Total annualized loan growth in 1Q21 was +5.8% (+3.4% excluding PPP)
- 1Q21 saw the highest level of loan originations in Valley's history, offset by elevated paydowns and runoff in residential mortgage and home equity
- Loan origination spreads remain wide from a historical perspective

¹ Loan classifications according to call report schedule which may not correspond to classification outlined in earnings release.

² Origination volume and new origination rate excludes PPP originations



Paycheck Protection Program

Rounds 1 & 2

\$2.3bn SBA-approved volume

~13,000 SBA-approved loans

\$180k Average loan size

\$42k Median loan size

~3% Average processing fee

▶ **Valley's Net Promoter Score ("NPS") was above 80 for PPP service**

▶ ~25% of SBA-approved borrowers were new customers to Valley

▶ ~30% of PPP loans were provided to minority-owned businesses, non-profit organizations, or women-owned businesses

▶ ~80% of loans below \$150k

Round 3

~\$860mm SBA-approved volume

7,500 + Loan applications

\$130k Average loan size

~4% Average processing fee

▶ Majority of loans are second request from prior PPP borrowers

▶ Maintain focus on minority- and women-owned businesses

▶ Geographically split 2/3rd New York & New Jersey, 1/3rd Florida & Alabama

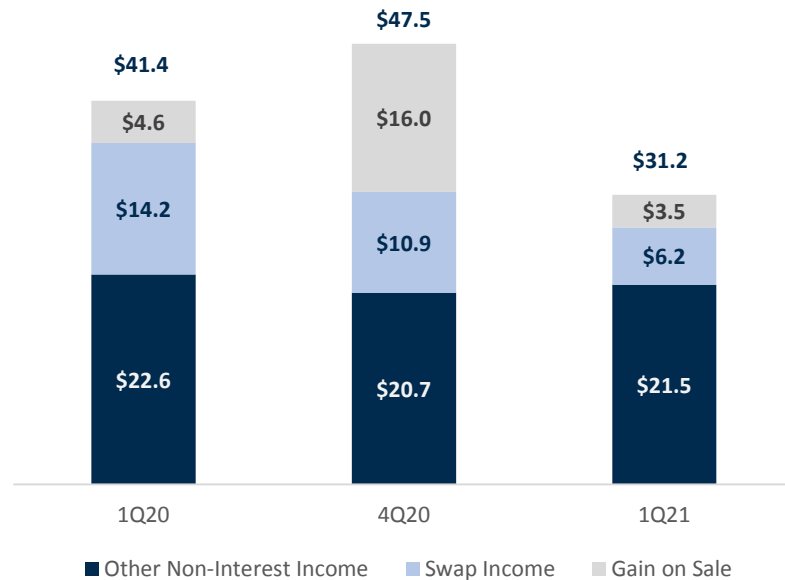
▶ ~80% of loans below \$150k



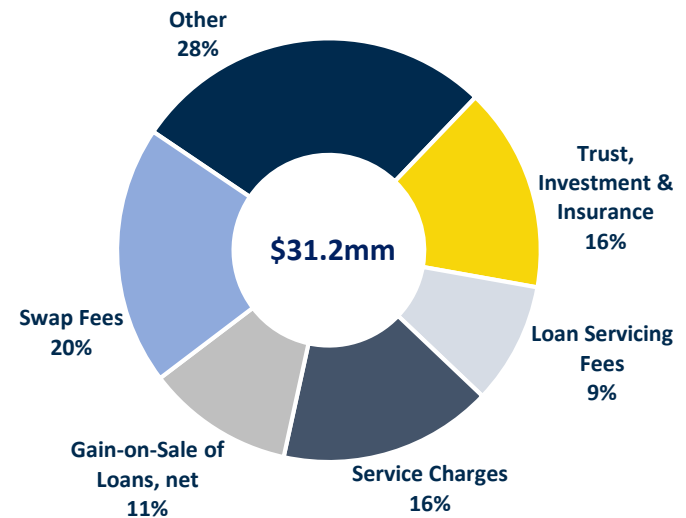
SLIDE 11

Fee Income

Non-Interest Income (\$mm) ¹



1Q21 Non-Interest Income (\$mm) ¹



- Lower gain on sale revenue and swap income weighed on adjusted non-interest income during the quarter
- Expect both line items to recover in future quarters
- Other non-interest product offerings include: Insurance, Wealth Management, Trust, and Municipal Investment Strategies

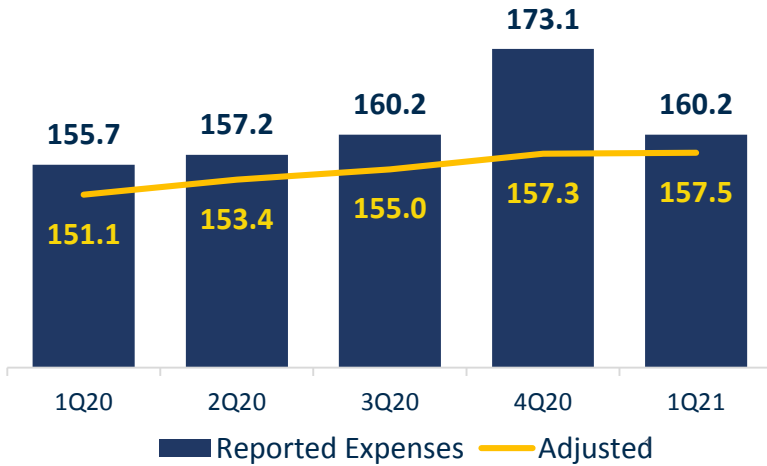
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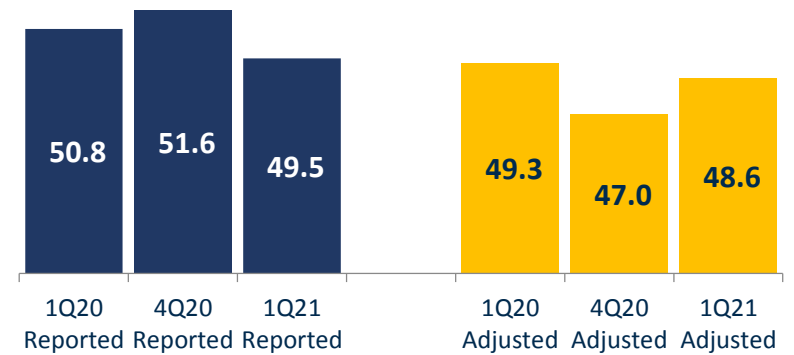
SLIDE 12

Non-Interest Expense

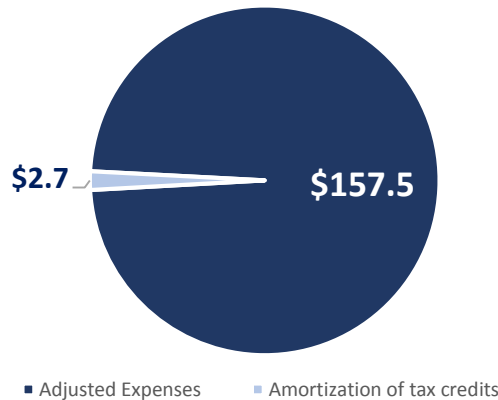
5 Quarter Operating Expense Trends (\$ in millions)



Efficiency Ratio (%) ¹



1Q21 Operating Expenses (\$, in millions) ¹



1Q21 Expense Commentary

- Adjusted expenses consistent with 4Q20 levels
- Adjusted efficiency ratio increased as a result of non-interest income pressure
- Over \$700k of seasonal snow removal expenses

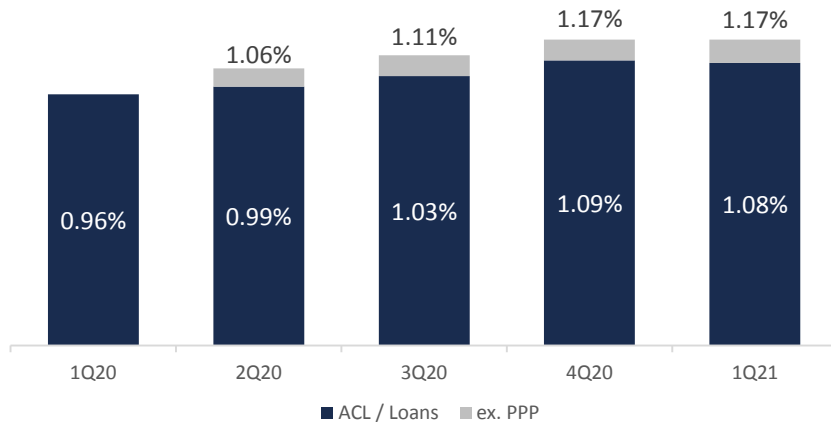
¹Refer to the appendix on pages 19 – 21 regarding non-GAAP financial measures. Sums may be inconsistent due to rounding.



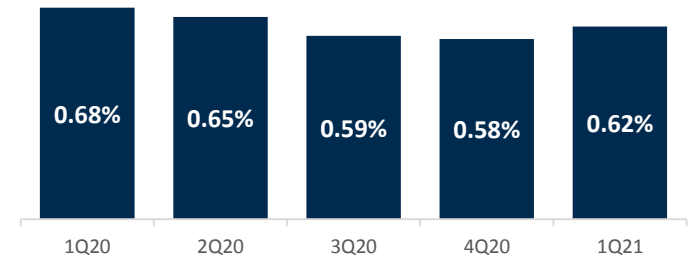
Asset Quality

SLIDE 13

Allowance for Credit Losses for Loans / Total Loans



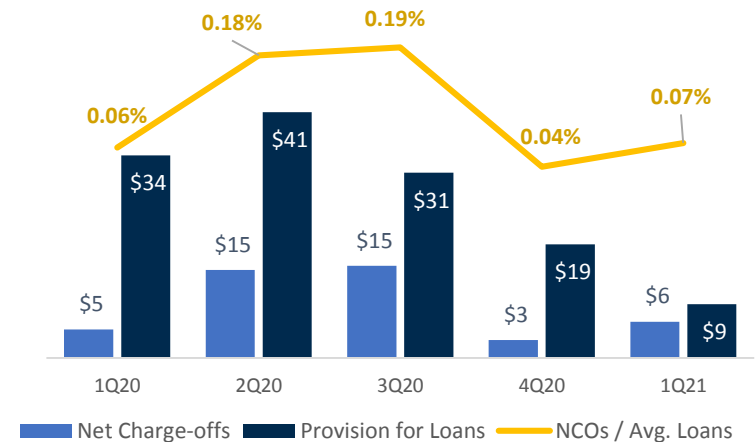
Non-Accrual Loans / Total Loans



ACL by Loan Segment

<i>\$ in millions</i>	3/31/2021 Balance (\$mm)	Percent of Loans
Commercial & Industrial	\$126.4	1.77%
Real Estate – Construction	\$20.6	0.91%
Real Estate – Commercial	\$153.7	1.15%
Real Estate – Residential	\$27.2	0.67%
Home Equity	\$4.2	1.03%
Auto & Other Consumer	\$10.9	0.46%
Allowance for Loan Losses	\$342.9	1.05%
Allowance for Unfunded	\$11.4	--
Total Allowance for Credit Losses	\$354.3	1.08%

Net Charge-offs & Provision (\$mm)

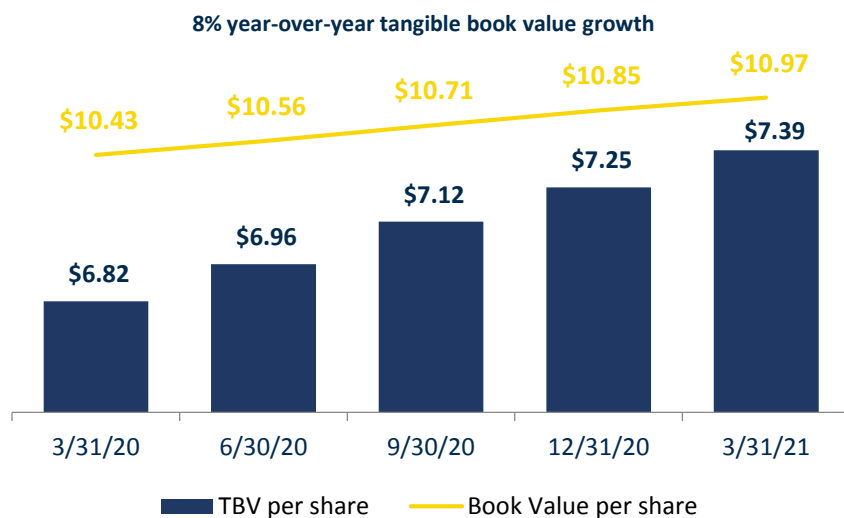




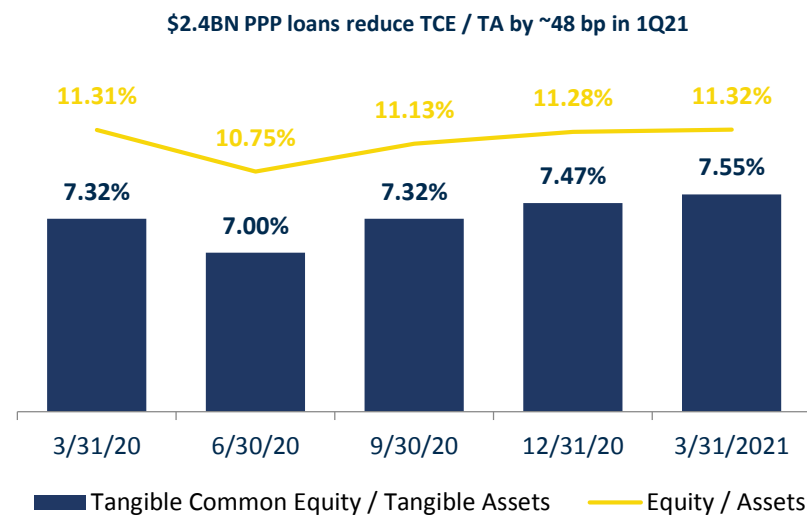
SLIDE 14

Equity & Capitalization

Book Value and Tangible Book Value per Share ¹



Equity Capitalization Level



Holding Company Capital Ratios	3/31/20	12/31/20	3/31/21	Year-over-Year Change
Tier 1 Leverage	8.24%	8.06%	8.37%	+13 bp
Common Equity Tier 1	9.24%	9.94%	10.08%	+84 bp
Tier 1 Risk-Based	9.95%	10.66%	10.79%	+84 bp
Total Risk-Based	11.53%	12.64%	12.76%	+123 bp

¹Please refer to the Non-GAAP Disclosure Reconciliation on pages 19 – 21

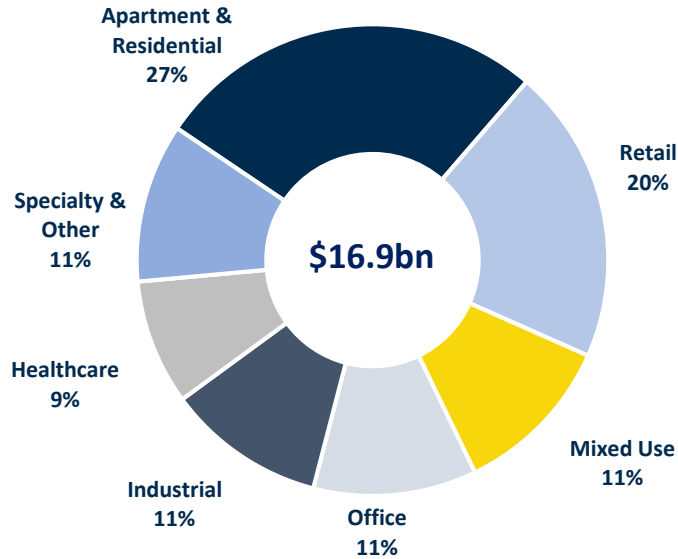


Appendix

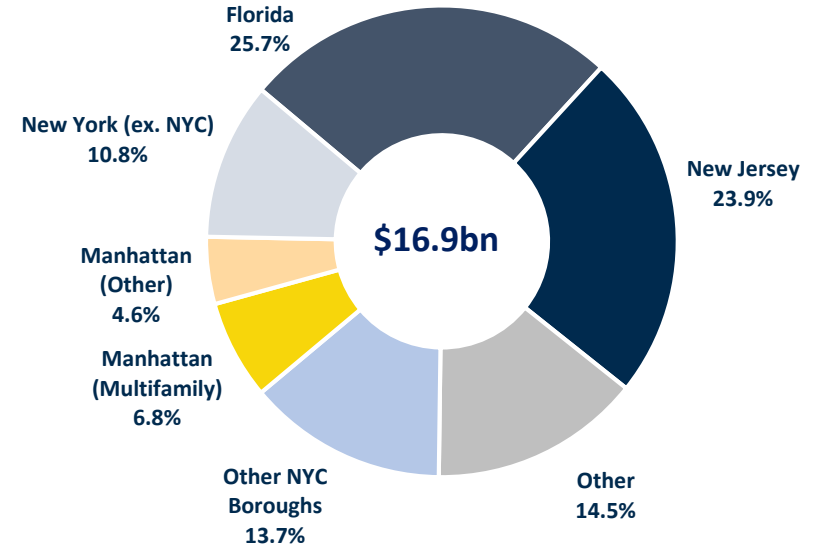


CRE Detail as of 3/31/2021

Portfolio by Collateral Type



Portfolio by Geography



Geography	Outstanding (\$BN)	% of Total	Wtd. Avg. LTV	Wtd. Avg. DSCR
Florida	\$4.3	25.7%	62%	1.86x
New Jersey	\$4.0	23.9%	60%	1.80x
Other	\$2.5	14.5%	63%	1.80x
Other NYC Boroughs	\$2.3	13.7%	53%	1.44x
Manhattan	\$1.9	11.4%	34% (49% ex Co-Ops)	1.66x
New York (ex. NYC)	\$1.8	10.8%	55%	1.56x
Total	\$16.9	100.0%	56%	1.72x

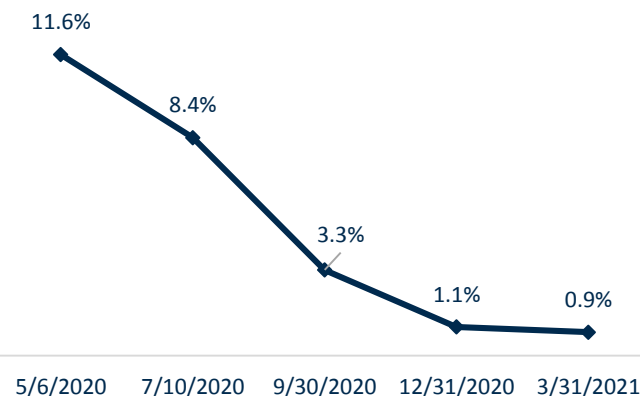


SLIDE 17

Outstanding Loan Deferrals

	1Q21 Balance (\$MM)	Deferral Information as of 3/31/2021	
		Active Deferral (\$MM)	Active Deferral / 1Q21 Loan Balance
Commercial Loans & Leases	\$25,859	\$250	1.0%
Residential & Home Equity ¹	\$4,470	\$31	0.7%
Auto & Other Consumer	\$2,358	\$3	0.1%
Total	\$32,686	\$284	0.9%

Active Deferrals / Total Loans



Deferrals in Primary COVID-19 Exposed Segments ²

Borrower Industry ³	Active Deferrals / Loans				
	3/31/21	12/31/20	9/30/20	7/10/20	5/6/20
Primary Exposure					
Doctor & Surgery	2.6%	0.9%	4.9%	16.5%	29.9%
Retail Trade	2.7%	2.7%	3.5%	21.2%	32.4%
Hotels & Hospitality	--	--	15.0%	12.3%	45.7%
Restaurants & Foodservice	5.9%	7.9%	8.7%	11.3%	25.2%
Entertainment & Recreation	--	1.7%	1.0%	7.7%	9.4%
Primary Exposure Sub-Total	2.3%	2.3%	7.1%	14.8%	31.3%

Deferral Insights (information as of 3/31/21)

- ~60% of active commercial deferrals are current on interest payments
- Weighted average LTV of active commercial deferrals: ~60%
- Over 93% of previously deferred commercial loans have exited deferral and returned to full-pay status
- Majority of active commercial deferrals are in New York and New Jersey
- Active loan deferrals in previously disclosed "Secondary Exposure" categories ² are immaterial at 0.2%

Totals may not sum due to rounding. Initial deferral period not to exceed 180 days.

¹ Reflects residential mortgage loans held in portfolio. ² See page 18 for more information. ³ Borrower industry based on NAICS and SIC codes.



COVID-19 Exposed Loan Segments

Borrower Industry ¹	Non-PPP Loan Balance (3/31/21)	
	(\$MM)	% of non-PPP Loans
Primary Exposure		
Doctor & Surgery	\$494	1.6%
Retail Trade	585	1.9%
Hotels & Hospitality	505	1.7%
Restaurants & Foodservice	323	1.1%
Entertainment & Recreation	225	0.7%
Primary Exposure Sub-Total	\$2,132	7.0%

3/31/21	Deferrals / Loans			
	12/31/20	9/30/20	7/10/20	5/6/20
2.6%	0.9%	4.9%	16.5%	29.9%
2.7%	2.7%	3.5%	21.2%	32.4%
--	--	15.0%	12.3%	45.7%
5.9%	7.9%	8.7%	11.3%	25.2%
--	1.7%	1.0%	7.7%	9.4%
2.3%	2.3%	7.1%	14.8%	31.3%

➤ Exposure to primary COVID-19 exposed loan segments has remained stable at roughly 7% of non-PPP loans

➤ Active loan deferrals in “Primary Exposure” categories were stable from December 31, 2020 at 2.3%

➤ Active loan deferrals in previously disclosed “Secondary Exposure” categories ² are immaterial at 0.2%



Non-GAAP Disclosure Reconciliation

(\$ in thousands, except for share data)

Adjusted net income available to common shareholders:

	Three Months Ended		
	March 31, 2021	December 31, 2020	March 31, 2020
Net income, as reported	\$115,710	\$105,363	\$87,268
Add: Losses on extinguishment of debt (net of tax)	—	6,958	—
Add: Losses (gains) on securities transactions (net of tax)	85	(468)	29
Add: Severance expense (net of tax)(a)	—	1,489	—
Add: Merger related expenses (net of tax)(b)	—	96	936
Net income, as adjusted	<u>\$115,795</u>	<u>\$113,438</u>	<u>\$88,233</u>
Dividends on preferred stock	3,172	3,172	3,172
Net income available to common shareholders, as adjusted	<u>\$112,623</u>	<u>\$110,266</u>	<u>\$85,061</u>

(a) Severance expenses are included in salary and employee benefits expense.

(b) Merger related expenses are primarily within salary and employee benefits expense, professional and legal fees, and other expense.

Adjusted per common share data:

Net income available to common shareholders, as adjusted	\$112,623	\$110,266	\$85,061
Average number of shares outstanding	405,152,605	403,872,459	403,519,088
Basic earnings, as adjusted	\$0.28	\$0.27	\$0.21
Average number of diluted shares outstanding	407,636,765	405,799,507	405,424,123
Diluted earnings, as adjusted	\$0.28	\$0.27	\$0.21

Adjusted annualized return on average tangible shareholders' equity:

Net income, as adjusted	\$115,795	\$113,438	\$88,233
Average shareholders' equity	4,645,400	4,582,329	4,408,585
Less: Average goodwill and other intangible assets	1,451,750	1,447,838	1,460,988
Average tangible shareholders' equity	3,193,650	3,134,491	\$2,947,597
Annualized return on average tangible shareholders' equity, as adjusted	14.50%	14.48%	11.97%

Adjusted annualized return on average assets:

Net income, as adjusted	\$115,795	\$113,438	\$88,233
Average assets	\$40,770,731	\$41,308,943	\$38,116,850
Annualized return on average assets, as adjusted	1.14%	1.10%	0.93%

Adjusted annualized return on average shareholders' equity:

Net income, as adjusted	\$115,795	\$113,438	\$88,233
Average shareholders' equity	\$4,645,400	\$4,582,329	\$4,408,585
Annualized return on average shareholders' equity, as adjusted	9.97%	9.90%	8.01%



SLIDE 20

Non-GAAP Disclosure Reconciliation

(\$ in thousands)

Annualized return on average tangible shareholders' equity:

Net income, as reported
 Average shareholders' equity
 Less: Average goodwill and other intangible assets
 Average tangible shareholders' equity
 Annualized return on average tangible shareholders' equity

Adjusted efficiency ratio:

Non-interest expense, as reported
 Less: Loss on extinguishment of debt (pre-tax)
 Less: Severance expense (pre-tax)
 Less: Merger-related expenses (pre-tax)
 Less: Amortization of tax credit investments (pre-tax)
 Non-interest expense, as adjusted
 Net interest income
 Non-interest income, as reported
 Add: Losses (gains) on securities transactions, net (pre-tax)
 Non-interest income, as adjusted
 Gross operating income, as adjusted
 Efficiency ratio, as adjusted

Annualized pre-provision net revenue / average assets

Net interest income
 Non-interest income, as reported
 Less: Non-interest expense, as reported
 Pre-provision net revenue
 Average assets
 Annualized pre-provision net revenue / average assets

Annualized pre-provision net revenue / average assets, as adjusted

Net interest income
 Non-interest income, as adjusted
 Less: Non-interest expense, as adjusted
 Pre-provision net revenue, as adjusted
 Average assets
 Annualized pre-provision net revenue / average assets, as adjusted

	Three Months Ended		
	March 31, 2021	December 31, 2020	March 31, 2020
Net income, as reported	\$115,710	\$105,363	\$87,268
Average shareholders' equity	4,645,400	4,582,329	4,408,585
Less: Average goodwill and other intangible assets	1,451,750	1,447,838	1,460,988
Average tangible shareholders' equity	3,193,650	3,134,491	\$2,947,597
Annualized return on average tangible shareholders' equity	14.49%	13.45%	11.84%
Non-interest expense, as reported	\$160,213	\$173,141	\$155,656
Less: Loss on extinguishment of debt (pre-tax)	—	9,683	—
Less: Severance expense (pre-tax)	—	2,072	—
Less: Merger-related expenses (pre-tax)	—	133	1,302
Less: Amortization of tax credit investments (pre-tax)	2,744	3,932	3,228
Non-interest expense, as adjusted	\$157,469	\$157,321	\$151,126
Net interest income	292,667	287,920	265,339
Non-interest income, as reported	31,233	47,533	41,397
Add: Losses (gains) on securities transactions, net (pre-tax)	118	(651)	40
Non-interest income, as adjusted	\$31,351	\$46,882	\$41,437
Gross operating income, as adjusted	\$324,018	\$334,802	\$306,776
Efficiency ratio, as adjusted	48.60%	46.99%	49.26%
Net interest income	\$292,667	\$287,920	\$265,339
Non-interest income, as reported	31,233	47,533	41,397
Less: Non-interest expense, as reported	160,213	173,141	155,656
Pre-provision net revenue	\$163,687	\$162,312	\$151,080
Average assets	\$40,770,731	\$41,308,943	\$38,116,850
Annualized pre-provision net revenue / average assets	1.61%	1.57%	1.59%
Net interest income	\$292,667	\$287,920	\$265,339
Non-interest income, as adjusted	31,351	46,882	41,437
Less: Non-interest expense, as adjusted	157,469	157,321	151,126
Pre-provision net revenue, as adjusted	\$166,549	\$177,481	\$155,650
Average assets	\$40,770,731	\$41,308,943	\$38,116,850
Annualized pre-provision net revenue / average assets, as adjusted	1.63%	1.72%	1.63%



Non-GAAP Disclosure Reconciliation

(\$ in thousands, except for share data)

Tangible book value per common share:

	<u>March 31, 2021</u>	<u>December 31, 2020</u>	<u>As of September 30, 2020</u>	<u>June 30, 2020</u>	<u>March 31, 2020</u>
Common shares outstanding	405,797,538	403,858,998	403,878,744	403,795,699	403,744,148
Shareholders' equity	\$4,659,670	\$4,592,120	\$4,533,763	\$4,474,488	\$4,420,998
Less: Preferred Stock	209,691	209,691	209,691	209,691	209,691
Less: Goodwill and other intangible assets	1,450,414	1,452,891	1,449,282	1,453,330	1,458,095
Tangible common shareholders' equity	\$2,999,565	\$2,929,538	\$2,874,790	\$2,811,467	\$2,753,212
Tangible book value per common share	\$7.39	\$7.25	\$7.12	\$6.96	\$6.82

Tangible common equity to tangible assets:

Tangible common shareholders' equity	\$2,999,565	\$2,929,538	\$2,874,790	\$2,811,467	\$2,753,212
Total assets	41,178,011	40,686,076	40,747,492	41,626,497	39,089,443
Less: Goodwill and other intangible assets	1,450,414	1,452,891	1,449,282	1,453,330	1,458,095
Tangible assets	\$39,727,597	\$39,233,185	\$39,298,210	40,173,167	\$37,631,348
Tangible common equity to tangible assets	7.55%	7.47%	7.32%	7.00%	7.32%



For More Information

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