


Annual Directors Conference and Pre-Conference M&A Workshop

November 5-7, 2015 | Park Hyatt Aviara, Carlsbad, CA

Sustaining Leadership and Strengthening Foundations

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- Explore the future of banking and the world of M&A to prepare for what may come
 - Hear first-hand the Fed's guidance for directors on what to expect for the coming year
 - Gain a deeper understanding of the director's role with regard to compliance, technology, vendor management and director liability
 - Find out if you have the right people at the table – and how to get and keep them

Reinforce your bank's foundation for even stronger possibilities.

It seems that today's community bank director needs to be an expert in all things — technology, compliance, regulations, vendor management, hiring and firing, M&A, strategy, and then some. The 2015 Annual Directors Conference is designed to provide directors with what you need to know about these critical issues and provide tangible takeaways. You'll strengthen both your knowledge base and your community bank's foundation for moving forward into whatever the future holds. This year's conference will give you what you'll need to take on tomorrow's challenges.

Our popular Peer Exchange Sessions will allow you to discuss these hot topics and more. Plus, participate in a lively and engaging mock board session where you'll evaluate with a real-world focus and come away with real-life learning.



Speaker Highlights:



Cynthia L. Course, Director, Policy Implementation and Coordination, Federal Reserve Bank of San Francisco



JP O'Sullivan, Director, U.S. Financial Institutions, SNL Financial



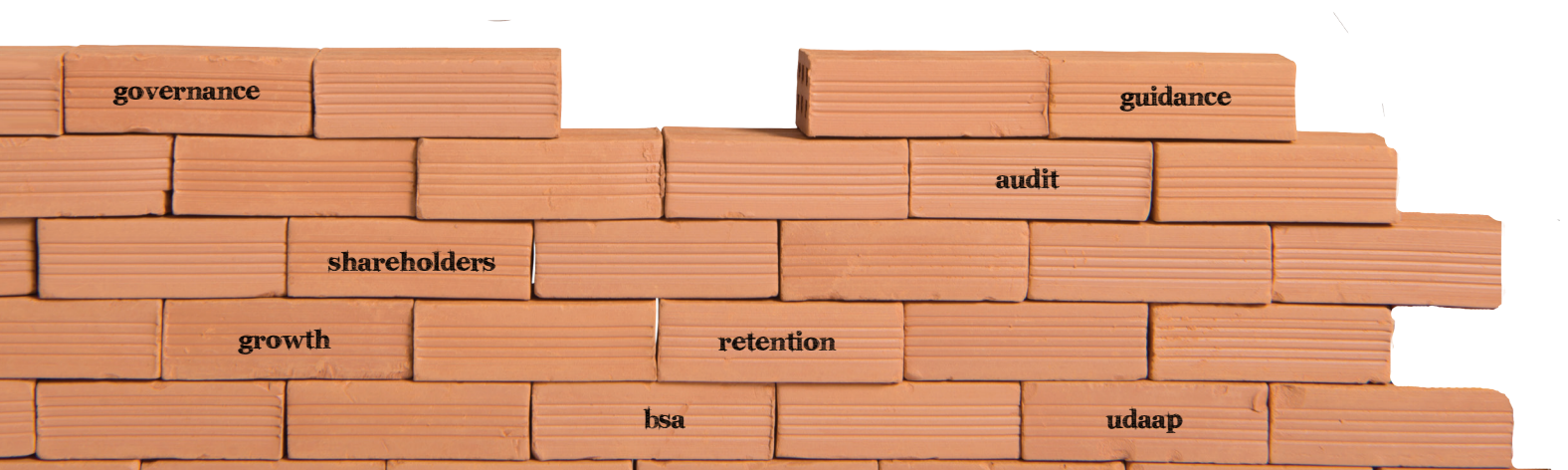
Kent Maggard, President, Maggard Business Advisors

New this year – a dedicated focus on a topic that's at the top of almost everyone's list: mergers and acquisitions. Kick-off the conference and roll up your sleeves at our M&A Simulation pre-conference workshop, "The Wolves of Wall Street," that will have you exploring M&A strategies like never before.

You'll then have the option of choosing among concurrent sessions on Day 2 where the M&A topics will include strategic planning, maximizing shareholder value, compensation and retention, all brought to you by thought-leaders from various disciplines. Our industry experts are ready to arm you with what you'll need to learn to address the challenges and opportunities inherent in our world of M&A. You may choose any or all of these M&A track sessions and customize the conference experience that is right for you.

Who Should Attend

Chairmen, Directors, Presidents & CEOs, Senior Officers, Advisors, Counsel, Consultants, Corporate Secretaries



WIB Annual Directors Conference Agenda – November 5-7, 2015

THURSDAY, NOVEMBER 5, 2015			
8:00-11:00 am	<p>OPTIONAL PRE-CONFERENCE WORKSHOP – M&A SIMULATION (additional fee)</p> <p>“Wolves of Wall Street” Merger Simulation</p> <p>Sandler O’Neill + Partners: <i>Caspar Bentinck, Managing Director • Peter Buck, Managing Director • Steve Egli, Managing Director</i> <i>Adam Keefer, Managing Director • David Sandler, Principal</i></p> <p>Miller Nash Graham & Dunn LLP: <i>Laura Baumann, Partner • Steve Klein, Partner • Steve Miller, Partner</i></p> <p>This community bank merger simulation exercise introduces the added twist of an activist shareholder. Join the simulation and play the role of Gordon Gecko, the “White Knight,” or take a seat in the boardroom to determine if you can capably defend your company’s independence.</p>		
Noon-1:30 pm	<p>OPENING GENERAL SESSION & LUNCHEON PRESENTATION</p> <p>The Future of Banking... Transformation to a New Norm</p> <p><i>Paul Schaus, President & CEO, CCG Catalyst</i></p> <p>The future of banking has always been affected by new or changing regulations, competition, economic shift and changing demographics. But now we have the impact of consolidation, disruption, innovation, crowdsourcing and the Internet of Things (IoT) – these forces are driving transformation and affecting the way we plan and execute our strategies. This presentation will discuss the future of banking and why it is important to transform the way you do business.</p>		
1:30-2:15 pm	Dessert Break with Exhibitors in Expo		
2:15-3:30 pm	<p>Current Regulatory Issues in Community Banking</p> <p><i>Cynthia L. Course, Director, Policy Implementation and Coordination, Division of Financial Institution Supervision and Credit, Federal Reserve Bank of San Francisco</i></p> <p>Hear a regulatory viewpoint and overview of the challenges facing the industry, with reference to the particular concerns of bank directors.</p>		
3:30-3:45 pm	Refreshment Break with Tabletop Exhibitors		
3:45-4:45 pm	<p>Straight-Talk on Cybersecurity: Exposure, Loss and Prevention</p> <p><i>Mitch Razook, President & COO, RLR Management Consulting, Inc.</i> <i>Mike Read, Senior Vice President, ABA Insurance Services</i> Moderator: <i>Joe Scully, President, Financial Guaranty Insurance Brokers, Inc.</i></p> <p>This interactive panel will uncover the biggest concerns in cybersecurity exposure and risks and the most practical strategies for evaluating and preventing losses. Hear the real stories from the experts who are facing these challenges head-on every day.</p>		
5:00-6:30 pm	Welcome Reception with Tabletop Exhibitors		
FRIDAY, NOVEMBER 6, 2015			
7:15-8:00 am	Networking Breakfast		
8:00-9:15 am	<p>GENERAL SESSION</p> <p>Community Banking “State of the Union”</p> <p><i>JP O’Sullivan, Director, U.S. Financial Institutions, SNL Financial</i></p> <p>Join SNL for a review of the current state of community banking, centered on profitability, balance sheet growth, asset quality and capital adequacy. Focused on the western region of the U.S., this data-driven presentation will provide context around the fundamentals within community banking since the financial crisis, along with insights as we move forward into 2016.</p>		
9:30-10:30 am	<table border="0" style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top;"> <p>LEARNING SESSION</p> <p>Beyond Risk Assessment</p> <p><i>Michael D. Cohn, Director – WolfPAC Solutions Group, Wolf & Co.</i></p> <p>When reviewed by senior management and the board, your risk assessment provides insight into your institution’s risk DNA. Using this, you can better monitor the health and welfare of the bank and ensure alignment with the strategic plan. A lack of focus on high and moderate risks can be expensive, and not measuring the right activities could cause you to be late in identifying threats that could pose significant financial harm. In this presentation we will show you how to decode the DNA and glean meaning from the risk indicators.</p> </td> <td style="width: 50%; vertical-align: top;"> <p>LEARNING SESSION – M&A TRACK</p> <p>Strategic Planning for the New M&A Market</p> <p><i>Philip Smith, President, Gerrish McCreary Smith, PC</i></p> <p>Many banks are considering participating in the M&A market as a buyer or a seller, and most are engaged in some type of strategic planning. But few institutions realize the interconnection between those two disciplines and the uniqueness that strategic planning should take on when considering the M&A market. Likewise, if a bank is considering being a buyer or a seller but fails in the underlying strategic planning efforts that are appropriate, the merger or acquisition scenario will likely not be successful. This session will discuss practical considerations in each, giving real-world examples.</p> </td> </tr> </table>	<p>LEARNING SESSION</p> <p>Beyond Risk Assessment</p> <p><i>Michael D. Cohn, Director – WolfPAC Solutions Group, Wolf & Co.</i></p> <p>When reviewed by senior management and the board, your risk assessment provides insight into your institution’s risk DNA. Using this, you can better monitor the health and welfare of the bank and ensure alignment with the strategic plan. A lack of focus on high and moderate risks can be expensive, and not measuring the right activities could cause you to be late in identifying threats that could pose significant financial harm. In this presentation we will show you how to decode the DNA and glean meaning from the risk indicators.</p>	<p>LEARNING SESSION – M&A TRACK</p> <p>Strategic Planning for the New M&A Market</p> <p><i>Philip Smith, President, Gerrish McCreary Smith, PC</i></p> <p>Many banks are considering participating in the M&A market as a buyer or a seller, and most are engaged in some type of strategic planning. But few institutions realize the interconnection between those two disciplines and the uniqueness that strategic planning should take on when considering the M&A market. Likewise, if a bank is considering being a buyer or a seller but fails in the underlying strategic planning efforts that are appropriate, the merger or acquisition scenario will likely not be successful. This session will discuss practical considerations in each, giving real-world examples.</p>
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FRIDAY, NOVEMBER 6, 2015 (continued)

10:45-11:45 am	<p>LEARNING SESSION</p> <p>Strategic Planning Under a New Business Model <i>James Geeslin, CEO & President, Extraco Consulting and Vice Chairman, Extraco Banks</i></p> <p>Bankers have been digesting more change in the past three years than most have experienced in their entire careers. And as directors, we are re-learning how to become or remain flexible and adaptable to change. In embarking upon your strategic planning process, you should determine the value associated with any change and the impact to your organization, customers and employees. Explore a refreshing strategic planning process to keep up with the environment outside of your banking walls, focusing on four main components: People, Products, Processes and Technology.</p>	<p>LEARNING SESSION – M&A TRACK</p> <p>Designing Retention and Transaction Bonus Programs in this Hot M&A Market <i>Kathy Mahlum, Vice President, Pearl Meyer & Partners</i> <i>Dan Wetzel, Managing Director, Pearl Meyer & Partners</i></p> <p>Whether you are the acquirer or a potential target, boards are faced with designing compensation programs which reward key members of management during a transaction. This session will present frameworks and design considerations for retention and transaction bonus programs which stabilize management teams through a transaction and reward teams for enhancing the value realized by shareholders following a transaction.</p>
11:45 am-1:15 pm	Networking Lunch	
1:30-2:30 pm	<p>LEARNING SESSION</p> <p>The New Challenges to Vendor Risk Management <i>Shawn Stewart, Partner, Business Advisory Services, Grant Thornton LLP</i></p> <p>Banks and regulators are coming to the realization that vendors pose ever increasing risks. Robust vendor risk management programs for selecting, providing ongoing oversight and terminating vendor relationships are needed to meet the regulatory guidance and to manage vendor risks. This session will help directors understand the regulatory expectations and provide best practices that can be implemented to help minimize the risks from using vendors.</p>	<p>LEARNING SESSION – M&A TRACK</p> <p>M&A Transactions: Looking Under the Hood, Part I: Designing a Successful M&A Transaction <i>Adam Desmond, Managing Partner & Founder, FIG Partners</i> <i>Mark Reis, Partner, National Tax, Moss Adams LLP</i> <i>Ernie Panasci, Partner, Stinson Leonard Street LLP</i></p> <p>Join our industry insiders from three key disciplines as we examine the necessary elements of putting together a successful M&A deal which include the social, structural, regulatory, legal, tax and accounting issues, as well as analyzing the combined entities from a financial point of view. Come away with the guidance to evaluate the scalability of your current strategic plan and a deeper understanding of how to create shareholder value.</p>
2:45-3:45 pm	Peer Exchange Sessions	
4:00-5:00 pm	<p>LEARNING SESSION</p> <p>Today's Director & Tomorrow's Technology: How Much Do You Really Need to Know? <i>Jim Stickley, President & CEO, Stickley on Security</i></p> <p>As advances in technology and corresponding security challenges grow for financial institutions, regulators are looking to the board to get more involved. Get a high-level overview of the top areas of focus in technology for community banks and just how much today's directors are expected to know. Dive into the latest security concerns facing community banks and what level of knowledge and type of response is expected of the board and executives.</p>	<p>LEARNING SESSION – M&A TRACK</p> <p>M&A Transactions: Looking Under the Hood, Part II: Dissecting Past Transactions of a Successful Deal and a Not-So-Successful Deal <i>Adam Desmond, Managing Partner & Founder, FIG Partners</i> <i>Mark Reis, Partner, National Tax, Moss Adams LLP</i> <i>Ernie Panasci, Partner, Stinson Leonard Street LLP</i></p> <p>Our experts return for a lively session to examine two recent real-world transactions – one is considered a success, while the other was plagued with challenges. We'll uncover the reasons behind both outcomes through interactive case studies. Learn how key areas of success can be replicated, and explore what could have been done differently to change the fate of the unsuccessful deal. Review the subsequent market reaction and where the acquirers are now.</p> <p><i>You may participate in either or both M&A Transactions sessions.</i></p>
5:00-6:30 pm	Networking Reception	

Advisory Committee

Cathy Carter-Duncan, Director, Montecito Bank & Trust, CA
 Lou Cosso, Director, Tri-Valley Bank, CA
 Denis Daly, Chairman, Trans Pacific National Bank, CA
 Terry W. Frydenlund, President & CEO, 1st Bank Yuma, AZ
 Allan Hemphill, Chairman, Summit State Bank, CA
 Dee Lacey, Director, Heritage Oaks Bank, CA
 Gary C. Wallace, Director and Chairman of the Audit Committee, Plaza Bancorp and Orient Bancorp.

Tabletop Exhibits

Tabletop displays feature the industry's top product and service providers to help you fulfill your governance needs. Meet with exhibitors on Thursday, November 5.

SATURDAY NOVEMBER 7, 2015

7:15-8:00 am	Networking Breakfast	
8:00-9:15 am	<p>FACILITATED PEER EXCHANGE SESSION</p> <p>Evaluate a Mock Board Struggling to Move to the Next Level</p> <p><i>Larry Cabaldon, CEO, Boardroom Performance Group</i></p> <p>Picture this: A community bank must move to the next level and either go public or be acquired by a public company. The bank's board of directors struggles with a new strategy, board and executive talent upgrades, communication with executive management and execution of critical tasks. Amidst all of this, board synergism is low as the directors debate the need to change or maintain the status quo. These issues play out in boardrooms every day. Watch the drama unfold and join in to discuss and grade the boardroom performance in this highly interactive and engaging session.</p>	
9:30-10:30 am	<p>CONCURRENT SESSION</p> <p>What Is the Compliance Culture at Your Bank? How Directors Need to Set the Tone from the Top</p> <p><i>Hoi Luk, Senior Manager, Moss Adams</i></p> <p>Are bank directors informed of their responsibilities to create and support the compliance culture at the institution? Do they understand the reputation risk for non-compliance with the Bank Secrecy Act, Community Reinvestment Act, UDAAP, etc.? How deep are your pockets when the bank is fined a civil monetary penalty for non-compliance? In this session, we'll discuss the importance of a sound compliance culture and how the board plays a crucial role.</p>	<p>CONCURRENT SESSION</p> <p>Getting the Right People Around the Boardroom Table</p> <p><i>Jeff Clair, Partner, Moss Adams</i></p> <p>More is being demanded from an aging generation of directors in a fast-changing business environment filled with extensive and growing regulations. Are we doing the right things to insure long-term relevance and sustainability of the board of directors? Exploring all aspects of board operations, including self-assessment, training, diversity, compensation and succession is critical to the success of your bank. Leave with valuable insight into industry trends and have the opportunity to reflect and bring new ideas back to your board.</p>
10:45 am-Noon	<p>CLOSING GENERAL SESSION & WRAP-UP</p> <p>From the Baseball Diamond to the Boardroom...The Do's and Don'ts of Executive Leadership</p> <p><i>Kent Maggard, President, Maggard Business Advisors</i></p> <p>Drawing on his experience as a former professional athlete and over 25 years as a banker, our speaker shares his unique story and to how lead as an executive in today's business environment. Having spent time as both a senior level banker and as a member of numerous boards, he shares his humor and insight to help top executives bring out the best in themselves so that they can bring out the best in those around them.</p>	
Noon	Conference Concludes	



Hotel

Park Hyatt Aviara
 7100 Aviara Resort Drive
 Carlsbad, CA 92011
www.parkhyattaviara.com

Main Phone: (760) 448-1234
 Reservations: (888) 421-1442

Hotel Room Rate

\$229 per night plus taxes and \$15 daily discounted resort fee (normally \$25). Hotel taxes are currently 10% plus a \$3 City Tourism Tax. Rates valid November 2-9, 2015.

Reservation Deadline

Contact the hotel by September 28, 2015 and mention Western Independent Bankers to obtain the conference rate.



Western Independent Bankers

Annual Directors Conference

November 5-7, 2015 | Park Hyatt Aviara, Carlsbad, CA

FIRST _____ LAST _____

BADGE NAME _____

TITLE _____

COMPANY _____

MAILING ADDRESS _____

CITY _____ STATE/ZIP _____

TELEPHONE _____ FAX _____

EMAIL (NEEDED FOR CONFIRMATION) _____

GUEST REGISTRANT NAME (IF APPLICABLE) _____

PREPARED BY NAME, PHONE & EMAIL (IF DIFFERENT FROM REGISTRANT) _____

Is this your first time attending the Annual Directors Conference? Yes No

Check here if you require special accommodations to fully participate. Attach a description of needs.

Fee Summary

Conference Registration Fee	\$ _____
OPTIONAL Pre-conference M&A Workshop (\$85).....	\$ _____
OPTIONAL Guest Registration.....	\$ _____
EXTRA Thursday Welcome Reception Tickets (\$75)	\$ _____
EXTRA Friday Networking Lunch Tickets (\$75)	\$ _____
EXTRA Friday Networking Reception Tickets (\$75)	\$ _____
TOTAL FEES	\$ _____

Method of Payment

- A check payable to Western Independent Bankers is enclosed.
- I am using a Season Pass Credit.¹
- Charge my fees to a credit card: VISA MasterCard Discover

ACCT.# _____ EXP. DATE _____ CCV _____

CARDHOLDER (PRINT) _____ SIGNATURE _____

Register online at www.wib.org. Questions? Call (415) 352-2323 or write education@wib.org.

¹Please contact WIB if you are unsure if your bank is a season pass holder.

Registration Fees

(before/after September 10)

AABD/WIB Member Bank.....	\$895/\$995
Associate Member.....	\$1,045/\$1,145
Nonmember Bank.....	\$1,495/\$1,495

Optional Pre-Conference M&A Workshop

Special Pricing for Conference Attendees.....\$85

Optional Guest Registration

Includes all breakfasts, lunches and receptions

AABD/WIB Member.....	\$400
Nonmember Bank.....	\$550

Additional a la Carte Ticket Pricing

EXTRA Thursday Welcome Reception Tickets.....	\$75
EXTRA Friday Networking Lunch Tickets.....	\$75
EXTRA Friday Networking Reception Tickets.....	\$75

One of each ticket is included with each full conference and guest registration.

Cancellation Policy

Registration fees minus \$75 processing fee per registrant will be refunded if cancellation is received by October 22, 2015. No refund if cancellation is received after October 22, 2015. Substitutions welcomed. WIB is not responsible for airfare penalties incurred due to the cancellation of this program.

Our Guarantee

If you are not completely satisfied with this conference, please contact us within 10 days following the conference and we will provide a full refund of your registration fees.

Continuing Education Credits (CEU)

Up to 13 CEU Credits for the Conference and 3.5 CEU Credits for the Pre-Conference M&A Workshop may be available. CEU hours are based on a 50-minute education credit hour and pending approval by your accrediting institution.

Return this form to:

Western Independent Bankers
555 Montgomery Street, Suite 750
San Francisco, CA 94111

SCAN/EMAIL: education@wib.org
FAX: (415) 352-3231



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“This is the best banking conference for
directors that I have attended in many years.”

– Charles Mannon, Chairman, Savings Bank of Mendocino County

Reserve your spot at www.wib.org today