

Bank Director[®]

Strong Board. Strong Bank.

THE FINANCIAL INDUSTRY'S PREMIER BANK M&A+GROWTH EVENT

ACQUIRE OR BE ACQUIRED

Exploring Your Growth Options

January 26-28, 2020

Phoenix, AZ

Arizona Biltmore Resort



Early Rates Available – Register Today!

Register by visiting BankDirector.com or calling our events department at (877) 397-7595.

Explore New Growth Strategies for Financial Institutions

For the past 25 years, Bank Director's Acquire or Be Acquired Conference has served as a meeting ground for the banking industry's key leaders to engage with each other and learn what they need to grow and compete in today's environment. For this year's event we put together an expanded agenda with your entire team in mind – from strategic discussions around successful mergers, organic growth and building your bank's value, to in-depth examinations of digital strategies and innovations, this conference was created for ALL banks – no matter their size – looking to grow their financial institution.



THE ONE EVENT BUILT FOR YOUR ENTIRE SENIOR TEAM! JOIN US IN THE DESERT

Get in the conversation!

2019 Audience

CEOs/Presidents/Chairs	45%
Directors	24%
CFOs	12%
Other C-suite Executives	19%

*Titles include: COOs, CROs, CAOs, CMOs, CIOs, CTOs, Chief Credit Officers, Chief Compliance Officers, Chief Lending Officers, Chief Banking Officers, Heads of Strategy and Product Development



Growing Beyond M&A

Regardless of where your bank falls on the buy, sell or remain independent spectrum this annual conference includes dedicated sessions for those executives responsible for digital strategies and technology partnerships vis-a-vis exclusive FinXTech sessions. Attendees of FinXTech sessions participate in practical discussions on innovation, technology integration, digital growth strategies, building powerful white-label relationships and much more!



Conference Highlights

- Breakout Sessions Focusing on Growing and Expanding Your Bank
- M&A Simulation Allowing Participants to Work Through A Deal
- FinXTech Sessions Examining Opportunities To Expand Market Share + New Digital Strategies
- Discussion Groups Bringing Together Peers Around a Shared Area of Interest
- Branch Transformation Experience Exploring New Ideas in Branch Strategy

Session Highlights

Hear from an unparalleled lineup of speakers and industry experts. This year's event promises to provide valuable guidance on trends and information you will not find at any other conference!

The State of the Financial Industry



Thomas Michaud, President & CEO, Keefe, Bruyette & Woods, Inc.

The Ongoing Digital Revolution



Greg Carmichael, President & CEO, Fifth Third Bancorp
Gary Norcross, Chairman, President & CEO, FIS

Your Bank's Franchise Value Today & Tomorrow



Curtis Carpenter, Principal & Head of Investment Banking,
Sheshunoff & Co. Investment Banking

Bank Director's Annual L. William Seidman CEO Panel



Brent Beardall, President & CEO, Washington Federal, Inc.
James Reuter, President & CEO, FirstBank



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Conduct Your Board's Next Strategic Planning Meeting

For many banks, this annual conference provides the perfect opportunity to take time away for a board and executive retreat. With such a variety of discussion groups and breakout sessions, there is plenty for each team member to explore. By the end of the event, senior teams return to their institutions with new ideas and all of the information they need to grow strategically in 2020 and beyond!



If you would like to schedule your next Strategic Planning meeting around the Acquire or Be Acquired Conference, please let the Bank Director team assist you. For more information, please contact our events department at (877) 397-7595 so we can discuss your specific needs.



Saturday, January 25

10:45 AM - 4:30 PM

THE 7 WONDERS OF THE BANKING WORLD: A MUST-SEE HQ & BRANCH OF THE FUTURE EXPERIENCE

Sponsored by: **DBSI Inc.**

Are you ready to be inspired with a one-of-a-kind, hands-on adventure exploring the latest strategies, technologies, designs and trends in banking? Forget seeing the Grand Canyon, and come experience The 7 Wonders of the Banking World at the one-and-only Ideation Center (aka The Banker's Playground) – a place where thousands of financial executives have started their transformation efforts. Discover for yourself all the best to see and do to strategically grow your bank. Don't miss out on this opportunity! *This event is located off-site and is exclusive to the first 100 bank attendees who register. Lunch and transportation will be provided to and from DBSI's Ideation Center.*

5:00 PM - 5:30 PM

WOMEN IN LEADERSHIP RECEPTION

Sponsored by: **Neocova**

With so many top executives and board members traveling to this conference on Saturday, this private reception provides female executives an opportunity for "women in banking" to meet their contemporaries from across the United States.

5:00 PM - 5:30 PM

FIRST-TIME ATTENDEE RECEPTION

Sponsored by: **Bank Director**

Concurrent to our Women In Leadership Reception, we welcome first-time attendees to our Acquire or Be Acquired Conference. Meet members of Bank Director's leadership team as well as others who are attending the conference for the first time.

Here's what our audience is saying...

"The best three day education for independent bank directors looking to understand today's banking environment. This is about much more than just mergers."

— Past Conference Attendee

WELCOMING RECEPTION + REGISTRATION

5:30 PM - 6:45 PM

Welcoming Reception + Registration

Sponsored by: **Piper Jaffray & Co.**

While winter grips much of the country, we've found early evening in Arizona to be a welcome change for many joining us. Catch up with old friends and make new connections as we welcome all registered participants to the kick-off reception at the iconic Arizona Biltmore Resort.



CONFERENCE AGENDA

**Agenda subject to change*

EXPLORING
YOUR GROWTH OPTIONS

Sunday, January 26

Beyond M&A, this year's event brings together the top leaders in banking for strategic conversations around organic growth, digital strategies, regulatory priorities and building a bank's value. Throughout the agenda you will notice highlighted sessions focused on growth opportunities and new technology innovations created for the board and executive team.

DAY ONE

While many recognize the consolidating nature of the financial sector, it's not only the number of banks that has changed; the competitive dynamics of our industry have changed too. On the first day of the Acquire or Be Acquired Conference, we surface a number of key issues, concerns and concepts for 2020 and beyond.

6:45 AM - 8:00 AM

Registration & Breakfast

Sponsored by: **ProBank Austin**

8:00 AM - 8:05 AM

Setting the Stage for 2020

Al Dominick, CEO, Bank Director

Great leaders aren't afraid to get up from their desks and explore the unknown – which is one big reason why we host Acquire or Be Acquired in Arizona every January for top executives and board members. This three-day event provides a meeting place to engage and explore financial growth opportunities, strategic planning ideas and the constantly evolving nature of technology within financial services.

8:05 AM - 8:50 AM

The State of the Financial Industry

Thomas Michaud, President & CEO, Keefe, Bruyette & Woods, Inc.

Does the future of bank M&A hinge on the 2020 election? As in previous years, we open our Acquire or Be Acquired Conference with the CEO of Keefe, Bruyette & Woods, Inc. taking a 30,000-foot perspective on the current operating environment – and sharing insights on how the political landscape may impact the state of the financial industry.

8:50 AM - 9:40 AM

The Ongoing Digital Revolution

Greg Carmichael, President & CEO, Fifth Third Bancorp

Gary Norcross, Chairman, President & CEO, FIS

Moderated by: Al Dominick, CEO, Bank Director

It is more important than ever for businesses of all sizes to stay committed to the concept of constant improvement. As the CEOs of Fifth Third and FIS will explain, complacency is simply not an option for those who embrace the promises of new technology, new talent and new business prospects.

9:40 AM - 9:55 AM

Refreshment Break

9:55 AM - 10:40 AM

Breakout Sessions *(select one)*

Virtually all businesses have a desire and a need to grow and expand – a theme made practical during each of these breakout sessions.

Breakout I: Retaining Talent – Before, During and After M&A

Susan O'Donnell, Partner, Meridian Compensation Partners, LLC

How can banks ensure their ongoing compensation programs will effectively retain executives and key talent in an environment of consolidation? What types of awards, programs or protections are most effective during the announcement and implementation of a transaction? What are the compensation implications of a merger of equals? This session discusses proactive compensation strategies as well as discusses when special retention long-term incentive awards are necessary to retain the talent needed during the uncertainty and challenges of M&A.

Breakout II: Advice and Counsel for First-Time Acquirers

John Gosser, Sr., Director, Griffin Financial Group LLC

C. Robert Monroe, Partner, Stinson LLP

If your bank has never done an acquisition, what do you have to do to get ready? This session highlights what boards and CEOs need to know about doing a deal.

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Breakout III: What You & Your Board Need to Know for 2020

Robert Fleetwood, Partner, Barack Ferrazzano Kirschbaum & Nagelberg LLP
Al Laufenberg, Managing Director, Keefe, Bruyette & Woods, Inc.

This breakout continues the "Need to Know" series that has consistently been a popular highlight at this conference for the last several years. Gain practical insight on what CEOs and directors need to know to succeed in 2020 and beyond.

Breakout IV: Raising Capital in Connection with M&A Plans: How to Successfully Gear Up for a Deal

Michael Rave, Partner, Day Pitney LLP

➔ Breakout V: "Do the Opposite" – Developing Winning Balance Sheet Strategies

Stephen Kinner, Senior Managing Director, Promontory Interfinancial Network, LLC
Matthew Pieniazek, President, Darling Consulting Group

This session explores a sampling of actionable and profitable deposit and loan-related strategies, as well as investment strategies to consider. It also provides important insights for overall funding decisions and liquidity management, as well as for managing interest rate risk with on- and off-balance sheet strategies. Don't get stuck in the "that's the way we have always done it" mode. Think differently and consider "doing the opposite."

Breakout VI: What Banks Need To Do and/or Change To Continue Growing

Jason Rader, National Industry Partner, BKD, LLP
Peter Weinstock, Partner, Hunton Andrews Kurth LLP
Beth Whitaker, Partner, Hunton Andrews Kurth LLP

Regulation, accounting rules, risk management, internal controls, model validation and policies and procedures have developed so that banks must adjust as they reach \$1 Bn, \$2-5 Bn and over \$5 Bn in total assets. This presentation covers changes needed for bank staffing, risk management, growth opportunities and other systemic changes that need to adjust at these approximate asset benchmarks.

Breakout VII: Negotiated Deals Versus Auctions

Kirk Hovde, Managing Principal & Head of Investment Banking, Hovde Group, LLC
Neil Grayson, Partner, Nelson Mullins Riley & Scarborough LLP

From a seller's perspective, which is better? The auction may bring you the higher bid, but negotiated deals may offer better long-term value.

10:55 AM - 11:40 AM How to Add Value (And Not Just Grow) Through M&A

Speaker To Be Announced, Piper Jaffray & Co.
Gary Bronstein, Partner, Kilpatrick Townsend & Stockton LLP
Timothy Reimink, Managing Director, Crowe LLP
Moderated by: Mika Moser, President, Bank Director

When and why should community banks buy branches and hire top performers from merging companies? This session digs into the details of what makes an M&A deal accretive to a bank's overall value.

11:40 AM - 12:20 PM The New Competitive Dynamics of Banking

Steven Hovde, Chairman & CEO, Hovde Group, LLC
Steve Williams, President & Partner, Cornerstone Advisors, Inc.
Moderated by: Al Dominick, CEO, Bank Director

This session explores how technology, competition, the regulatory environment and evolving customer expectations have changed banking and what bankers should be thinking and doing about the changes.

12:20 PM - 1:20 PM **Networking Peer & Guest Lunch**
Sponsored by: **Griffin Financial Group LLC**

➔ 12:30 PM - 4:30 PM **FinXTech Demo Hall Opens**

In our efforts to make it easier for banks to better discover potential technology partners and solutions, we have developed an online platform called FinXTech Connect. Built specifically for banks, FinXTech Connect is a curated directory of emerging financial technology companies who are strategically partnering with financial institutions of all sizes. In the FinXTech Demo Hall, attendees can get a sneak peak of some of the companies featured in the platform. Companies selected have been identified by Bank Director as “bank-friendly” – with a proven history of financial performance and an existing roster of bank clients. Each company has been vetted and researched by Bank Director – and most importantly, companies cannot pay to be featured in FinXTech Connect.

1:20 PM - 2:00 PM **Your Bank’s Franchise Value Today & Tomorrow**
Curtis Carpenter, Principal & Head of Investment Banking, Sheshunoff & Co. Investment Banking
What are the primary drivers of your bank’s franchise value: Size? Profitability? Geography? Deposit cost? Growth rate? Ideal for CEOs and board members concerned about optimizing their strategic alternatives, this session explores the trends in recent M&A pricing and activity, and takes a look at what changes 2020 may bring.

➔ 1:20 PM - 2:00 PM **FinXTech Session: The Big Picture of Fintech**

Karen Garrett, Partner, Stinson LLP
William Phelan, President, Paynet Inc.
Mark Solano, Executive Vice President, Sales, Apiture
Moderated by: **Mika Moser**, President, Bank Director

As banks explore new models of revenue generation, understanding what’s taking place in the fintech space isn’t a nice-to-know; it is a must-know.

2:00 PM - 2:40 PM **The 3 Biggest Risks Faced By Banks Today – and What to Do About Them**

Mark Kanaly, Partner, Alston & Bird LLP
Pierre Naudé, CEO, nCino
Dory Wiley, President & CEO, Commerce Street Capital, LLC
Moderated by: **John Maxfield**, Executive Editor, Bank Director

As banking continues to evolve, there are a number of risks that ALL banks face. Learn what the three biggest risks are and what stakeholders should do about each one of them.

➔ 2:00 PM - 2:40 PM **FinXTech Session: Why You Should Reinvent Your Profitable Bank**

Megan Fox, Assistant Vice President, Moody’s Investors Service, Inc.
Nathaniel Harley, CEO & Co-Founder, MANTL
Barry Hester, Counsel, Bryan Cave Leighton Paisner LLP
Moderated by: **Al Dominick**, CEO, Bank Director

For the past few years, FinXTech has explored the concept of “how do I do innovation.” This session builds on this idea and helps participants think about breaking down and removing the most common barriers to reinventing one’s financial institution – all while building a foundation to test and implement new approaches to traditional banking.

2:40 PM - 3:00 PM **Refreshment Break**
Sponsored by: **Mercer Capital**

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3:00 PM - 3:45 PM

Breakout Sessions *(select one)*

These afternoon breakout sessions highlight topics related to organic growth, mergers & acquisitions and strategic planning.

Breakout I: Advice and Counsel for Potential Sellers

John Gorman, Partner, Luse Gorman, PC

Lawrence Spaccasi, Partner, Luse Gorman, PC

When the board is considering putting the bank up for sale, what issues should be addressed first to achieve the highest offer possible? Think of this as the corollary to fixing all of the things needed to put your house on the market.

➔ **Breakout II: Credit Unions Buying Banks – Turbo-Charging Growth for Both**

Vincent Hui, Managing Director, Cornerstone Advisors, Inc.

The number of credit unions buying banks have exploded in the last two years, and this trend is likely to continue. Learn why it is a win-win for both institutions as it relates to growth, since cost savings are not the primary or even secondary drivers. In this session, leaders from credit union acquirers and bank acquirees discuss why they pursued these transactions and the key success factors to turbo-charging growth for both legacy institutions.

Breakout III: Lessons Learned From Mergers of Equals

Randy Greene, President, CEO & Vice Chairman, Bay Banks of Virginia, Inc.

Walter McNairy, Partner, Dixon Hughes Goodman LLP

Jon Tomberlin, Managing Partner, Dixon Hughes Goodman LLP

Relationships are not always what they seem on the surface. Mergers of equals read well in the headlines, but there is a lot more to them in-between and thereafter. Hear some M&A lessons learned that your financial institution should consider when contemplating any strategic merger – equal or not – so you can poise your institution and people for a win.

➔ **Breakout IV: Deposit Growth Strategies in the Digital Age**

Speaker To Be Announced, nCino

Banks succeed or fail relative to their competitors and there are only so many deposits available. To secure a resilient low-cost funding stream, banks must strike the right balance between providing competitive products, delivering high-quality customer service, and gathering core deposits. In this session, we'll show how your institution can increase deposit growth by leveraging technology to attract and retain high-value customers.

Breakout V: Getting Started With Swaps: Three Growth Stories

Mitchell Bleske, Executive Vice President & CFO, Bremer Financial Corporation

William H.W. Crawford, IV, CEO, United Financial Bancorp, Inc.

Keene Turner, Executive Vice President & CFO, Enterprise Financial Services Corp

Moderated by: Bob Newman, Managing Director, Chatham Financial

Viewing derivatives as risky and dangerous, many community banks opt to avoid direct interaction with interest rate swaps, caps and floors. In this session, a panel of bank executives share what led them to buck this trend in their early days, providing examples of how interest rate hedging tools contributed to the transformative growth they've presided over in the past decade.

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Breakout VI: Using Data Analytics to Maximize the Value in Your Next Acquisition

Robert Loffink, Director, Moss Adams LLP

With the data that is available in most institutions today, there is a great deal more you can do on the front end to identify and maximize the value in your next acquisition. Join us for a detailed discussion around how you can leverage data and analytics to get in front of the issues and pitfalls that can plague banks and erode the value proposition when acquiring a target.

4:00 PM - 4:40 PM

RankingBanking: Survival Strategies For Banks and Their Boards

Kara Baldwin, Partner, Crowe LLP

Moderated by: John Maxfield, Executive Editor, Bank Director

This session lays out survival strategies for a bank's CEO and board to consider, given that bank executives and board members need to prioritize the issues and initiatives that are going to make a difference to their bank.

4:40 PM - 5:20 PM

Who Else Is In the M&A Game?

Speaker To Be Announced, Piper Jaffray & Co.

Robert Klingler, Partner, Bryan Cave Leighton Paisner LLP

Timothy Kosiek, Partner, Baker Tilly Virchow Krause, LLP

Moderated by: Al Dominick, CEO, Bank Director

Credit unions as acquirers? Non-bank acquisitions? Fintechs being purchased by banks? There are many players when it comes to mergers and acquisitions – and this session focuses on those M&A deals outside of traditional banks.

5:20 PM - 6:20 PM

Networking Peer & Guest Reception

“This is one of the best conferences I have attended. Very informative and very well run. The subjective matter is invaluable to a community bank.”

— Past Conference Attendee

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Workshop I: Pros & Cons of Banks Partnering with Fintechs

CHRIS REYTNER <i>Alcorta</i>	BILL CRAWFORD <i>United Bank</i>
AARON SILVA <i>Golden Contract Crafters</i>	CHRISTA STEELE <i>FIG Partners, LLC</i>

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CONFERENCE AGENDA

**Agenda subject to change*

PREPARING FOR THE FUTURE

Monday, January 27

As we move into the second full day of Acquire or Be Acquired, we introduce small discussion groups in addition to breakout sessions and main-stage presentations. Many of these presentations pair bank executives with leading attorneys, investment bankers, consultants and technologists. Such a balance of views provides practical insight into how the future of our industry might evolve.

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7:00 AM - 8:30 AM

Breakfast

Sponsored by: **Promontory Interfinancial Network, LLC**

7:30 AM - 8:15 AM

Discussion Groups (*select one*)

This morning's discussion groups offer participants the chance to interact with peers and an industry advisor around a shared topic of interest. Discussion groups run concurrently, so attendees may select one to attend.

Discussion Group I: How Banks Should Make the Decision to Sell or Buy

Peter Weinstock, Partner, Hunton Andrews Kurth LLP

Decisions made even before bankers engage with the other side foretell the likelihood for success. This presentation discusses how sellers and buyers get to negotiations and includes action steps that bankers and their directors can take away to implement even if they are not immediately engaged in M&A.

Discussion Group II: How Banks & Borrowers Can Benefit from SBA Lending

Brian Carlson, President & CEO, SBA Complete, Inc.

SBA lending is one of the key lending activities that can quickly and dramatically improve the bottom line of a community bank, but it also provides borrowers with better loan structures that improve their cash flow and enhance their relationship with the bank. In this session, we discuss how to create a successful and profitable SBA department and what is required to source, underwrite, close and sell SBA loans.

Discussion Group III: Under Pressure: The Impact of the Regulatory Environment on Deal-Making

Joseph Silvia, Partner, Howard & Howard

How should bank executives be thinking through the considerations for deal-making – or not – with a focus on some of the realities from the regulatory side? This discussion group focuses on the impact of technical and broader-based regulatory changes and priorities for deal-making in 2020.

Discussion Group IV: Creating an Enterprise-Wide, Data-Driven Culture

Kimberly Snyder, CEO & Founder, KlairVis

A financial institution's lifeblood is its data, and banks must understand how to leverage data to make better decisions. During this presentation, Kim Snyder, CEO and Founder of KlairVis, discusses what it means to be a data-driven organization and outlines the essential building blocks to create an enterprise-wide, data-driven culture within your organization.

8:30 AM - 8:45 AM

Day Two Opening Remarks

Mika Moser, President, Bank Director

8:45 AM - 9:25 AM

M&A From an Investment Banker's Perspective

Scott Anderson, Managing Director, Co-Head Depositories Investment Banking, Keefe, Bruyette & Woods, Inc.

Joseph Berry, Managing Director, Co-Head Depositories Investment Banking, Keefe, Bruyette & Woods, Inc.

Hear from two leading investment bankers from Keefe, Bruyette & Woods, Inc. regarding the current state of mergers and acquisitions.

9:25 AM - 9:45 AM

Refreshment Break

Sponsored by: **Barack Ferrazzano Kirschbaum & Nagelberg LLP**

9:30 AM - 11:00 AM

M&A Simulation

Chet Fenimore, Managing Partner, Fenimore, Kay, Harrison & Ford, LLP

Dan Flaherty, Managing Director, Janney Montgomery Scott LLC

Greg Gersack, Managing Director, Janney Montgomery Scott LLC

Lowell Harrison, Partner, Fenimore, Kay, Harrison & Ford, LLP

Jonathan Hightower, Partner, Fenimore, Kay, Harrison & Ford, LLP

Bob Kotecki, Managing Director, Janney Montgomery Scott LLC

John Schramm, Managing Director, Janney Montgomery Scott LLC

Matt Veneri, Managing Director, Co-Head of Investment Banking, Janney Montgomery Scott LLC

The process of striking a deal for a prized target has never been more competitive than it is today. For buyers, careful discipline is required to ensure that bids are designed to accomplish acquisition growth without damaging the value of the company. For sellers, a competitive bid process must be skillfully navigated in order to earn the best deal for shareholders. In this session, participants work through the final rounds of a competitive auction involving a prized seller to see which bank emerges as the successful acquirer. Of course, as in real deals, some wrinkles will emerge. *The M&A Simulation is exclusive to 45 bank attendees only, allows for one banker per institution and runs concurrently to the below breakout sessions.*

9:45 AM - 10:30 AM

Breakout Sessions (select one)

In addition to the M&A Simulation listed above, attendees have an opportunity to participate in one of seven topic breakout sessions, focused on a variety of issues.

Breakout I: Unconventional M&A: How the Right Deal Approach Solves Strategic Problems

Adam Mustafa, CEO, Invictus Group

Banks need to take an unconventional approach to M&A in today's ever-changing bank environment. They need to use analytics and a proactive approach if they want to solve problems such as deposits and other strategic issues. This session shows attendees how to go after banks before they are for sale, and why such an approach is the only one to give them a competitive edge as the industry consolidates.

Breakout II: Structuring Change-in-Control & Transaction Bonuses for Maximum Effectiveness

Laura Hay, Managing Director, Pearl Meyer

How can you develop effective employment agreements to be ready for a potential merger or acquisition? Pearl Meyer shares what companies are doing based upon analysis of publicly disclosed data from this year's proxy season. Takeaways include what practices are prevalent today, how to strike the right balance between employer and executive protection, what percentage of the deal is common for transaction bonuses and how to determine who will participate in CIC agreements and transaction bonuses. Case study examples reveal the differences between effective and ineffective strategies and what alternatives there are to granting transaction bonuses and implementing CIC agreements.

Breakout III: Topic To Be Announced

Flynt Gallagher, President, Compensation Advisors, A Member of BFS-MC Group

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Breakout IV: Getting the Deal Done: Buy-Side Advice on the Bid Process & Agreement Negotiations

Craig Mancinotti, Managing Director, ProBank Austin
Richard Maroney, Jr., Managing Director, ProBank Austin

Understanding the dynamics of the M&A bid process can help navigate a buyer through the important stages leading up to the deal contract. Craig Mancinotti and Rick Maroney, experienced investment bankers with ProBank Austin, present key buy-side strategies to assist buyers in pricing and negotiating better deals. In addition, a ProBank Austin client will provide first-hand examples from a recent acquisition transaction.

Breakout V: Dealing with Rising Rates and a Flat Yield Curve

Speaker To Be Announced, BMO Capital Markets Corp.

Under pressure to remain competitive without over leveraging the balance sheet? "Contingent hedging plans" help community banks incorporate a portfolio approach to hedging rather than looking at a hedges as one-off transactions. Banks can proactively layer in protection at desired levels before it is too late. In this session, learn how improvements in accounting now allow for more creative hedging solutions.

Additional Breakout Sessions To Be Announced

10:45 AM - 11:25 AM Bank Director's Annual L. William Seidman CEO Panel

Brent Beardall, President & CEO, Washington Federal, Inc.

James Reuter, President & CEO, FirstBank

Moderated by: John Maxfield, Executive Editor, Bank Director

Former FDIC chairman and Bank Director's publisher, the late L. William Seidman, advocated for a strong and healthy U.S. banking market. In his memory, we annually convene a panel of bank CEOs to explore a number of timely and relevant issues facing banks today.

➔ 10:45 AM - 11:25 AM FinXTech Session: Making the Right Investments in Technology

Aaron Silva, President & CEO, Paladin fs & The Golden Contract Coalition

Speaker To Be Announced, Goodwin Procter LLP

As the technology solutions available to the banking industry continue to grow exponentially, finding the right solution that aligns with the bank's strategy can be a challenge. This session focuses on the importance of marrying bank strategy with technology investment, measuring whether the ROI is worth the investment and being brave enough to take the leap with a new technology.

11:25 AM - 12:05 PM Point/Counterpoint: How To Think About Capital Allocation

John Jennings, Partner, Nelson Mullins Riley & Scarborough LLP

John Roddy, Managing Director, Head of Financial Services Investment Banking, Raymond James Financial, Inc.

Matthew Switzer, Managing Director, Stephens Inc.

Andrea Usai, Associate Managing Director, Moody's Investors Service, Inc.

Moderated by: Mika Moser, President, Bank Director

Capital allocation is one of the board's main responsibilities. This session provides a framework for how to choose the proper mix of dividends, buybacks and investments to fuel organic growth – with opinions provided by leading investment bankers and consultants.

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Register online by visiting BankDirector.com or calling our events department at (877) 397-7595.

- ➔ 11:25 AM - 12:05 PM **FinXTech Session: Artificial Intelligence in Financial Services – Are You Ready?**
Speaker To Be Announced, RSM US LLP
Neil Hartman, Senior Director, Financial Services, West Monroe Partners, LLC
Speaker To Be Announced, Neocova
Artificial intelligence (AI) can cover a range of emerging technologies being used across the financial services industry, including robotic and intelligent process automation (RPA and IPA). As it continues to evolve, is AI right for your bank? Are there areas within your current processes that could leverage this technology? Surveillance, tax planning and underwriting are just some of the areas of focus during this session.
- ➔ 12:00 PM - 4:00 PM **FinXTech Demo Hall Opens**
As we did on Sunday, we open the FinXTech Demo Hall to showcase financial technology companies who are strategically partnering with financial institutions of all sizes. Here, attendees can get a sneak peak at some of the companies featured in our FinXTech Connect platform. Companies selected have been identified by Bank Director as “bank-friendly” – with a proven history of financial performance and an existing roster of bank clients. Each company has been vetted and researched by Bank Director – and most importantly, companies cannot pay to be featured in FinXTech Connect.
- 12:05 PM - 1:05 PM **Networking Lunch**
- 1:05 PM - 1:20 PM **Serious Due Diligence**
Rick Childs, Partner, Crowe LLP
Jack Milligan, Editor-in-Chief, Bank Director
This fast-paced, interactive session benchmarks the audience’s perspectives on potential merger activity and the due diligence around making those decisions.
- 1:20 PM - 2:00 PM **Wall Street’s Perspective on Bank Deals**
Jonathan Ashe, Equity Analyst, Wellington Management Company LLC
John Eggemeyer, Founder & Managing Partner, Castle Creek Capital LLC
Anton Schutz, President, Mendon Capital
Moderated by: Edward Herlihy, Partner, Wachtell, Lipton, Rosen & Katz
Hear from a panel of analysts as they discuss the kind of deals that investors like and don’t like.
- ➔ 1:20 PM - 2:00 PM **FinXTech Session: Payment Strategies**
Speaker To Be Announced, Strategic Resource Management, Inc.
- 2:00 PM - 2:40 PM **The Art of Negotiating Strategic Mergers**
Bill Burgess, Principal and Co-Head of Investment Banking, Sandler O’Neill + Partners, L.P.
Jeremy Newell, Partner, Covington & Burling LLP
Karen Solomon, Senior Of Counsel, Covington & Burling LLP
This session looks at the art of negotiating mergers of equals (MOEs), as well as other strategic mergers, that are well received by the market.
- ➔ 2:00 PM - 2:40 PM **FinXTech Session: Where To Spend Your Research & Development Dollars**
The most expensive investing mistakes are made from a pessimistic mindset. Certainly, banks of all sizes have real and immediate chances to invest in their futures. For instance, the interactive side of banking – getting help, opening accounts, giving advice – presents significant opportunities to build a bank’s business. So too do advances related to integrated receivables, voice recognition and chat bots. So where can banks dedicate R&D dollars? How much should they invest and to what end?
- 2:40 PM - 3:00 PM **Refreshment Break**

Exploring Your Growth Options

ACQUIRE OR BE ACQUIRED

3:00 PM - 3:45 PM

Breakout Sessions *(select one)*

This afternoon, attendees have an opportunity to participate in one of the below topic breakout sessions, focused on a variety of themes.

Breakout I: Delivering Value to Your Corporate Customers with Integrated Receivables

Tom Berdan, Chief Marketing Officer, DadeSystems

Integrated receivables is the fastest growing treasury management product, and corporate customers are looking to their bank to provide these solutions. This session explores the payment trends in corporate treasury and how your bank can provide these cash management services to earn fee income, grow and retain deposits and provide valuable risk analytics for your corporate customers.

Breakout II: Topic To Be Announced

Christopher Olsen, Managing Partner, Olsen Palmer LLC

Breakout III: Planet of the Apps – The Evolving Battle for Customers & Cross Selling in a Mobile World

Dave DeFazio, Partner, StrategyCorps

This session focuses on live demonstrations of the mobile apps that are re-imagining everyday banking tasks.

Breakout IV: How to Recession-Proof Your Portfolio

Greg Demas, Senior Vice President, PrecisionLender

As the probability of the next recession continues to rise, it forces financial institutions to ask themselves the question, are we ready? These periods present unique opportunities for well-prepared companies to take advantage of the turmoil and gain share. Banks that take an aggressive approach to seizing opportunities unique to recessions are more likely to capture outsize gains leading up to, during and in the years following a recession. To do this, the most forward-thinking banks are already making changes to their portfolio. Join us for this session as we walk through how you can begin making changes to your portfolio today, so that you're ready when the next recession hits.

Breakout V: Leveraging Fintech to Survive & Thrive in the Digital Age

Speaker To Be Announced, Mercer Capital

Developing a fintech strategy for your bank to enhance profitability, efficiency, shareholder value and customer satisfaction can be challenging. This session helps to navigate fintech and develop a fintech strategy; provides case studies of successful partnerships between community/regional banks and fintechs; and give an overview of fintech valuation and M&A trends.

Breakout VI: What If Trump Negotiated Your Next Core IT Deal

Aaron Silva, President & CEO, Paladin fs & The Golden Contract Coalition

This A-political, non-partisan and entertaining presentation will make President Trump the lead negotiator against core & IT suppliers. Hear from his Twitter account along with many of his political rivals and friends as they join together in helping bankers obtain a fair, balanced and reciprocal trade agreement against these critical vendors.

4:00 PM - 4:40 PM

The Case to Stay Independent

Robert Azarow, Partner, Arnold & Porter

Speaker To Be Announced, D.A. Davidson & Co.

Moderated by: Thomas Brown, CEO, Second Curve Capital, LLC

This session explores organic growth strategies that are safe and effective at growing a bank.

4:40 PM - 5:20 PM

Rethinking Relevancy

Speaker To Be Announced, Davis Polk & Wardwell LLP

Moderated by: Jack Milligan, Editor-in-Chief, Bank Director

We have all heard that the pendulum has swung in favor of the big banks, particularly because of technology, and yes, they do have certain advantages. But they also have some weaknesses. How can small banks exploit those weaknesses to their own advantage?

5:20 PM - 6:20 PM

Networking Peer & Guest Reception

Sponsored by: **Keefe, Bruyette & Woods, Inc.**

CONFERENCE AGENDA

**Agenda subject to change*

EMERGING TOPICS & TRENDS

Tuesday, January 28

To appreciate where banking needs to go in the future, it's helpful to look at lessons from the past – most notably, how and why executives “did what they did.” Leadership is a central aspect of banking. Not only do bank executives lead their institutions, but directors who sit on bank boards tend to be leading members of their communities. With this in mind, our final day provides case studies on what's worked, anecdotes on obstacles overcome and inspiration for what awaits us.

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Exploring Your Growth Options

ACQUIRE OR BE ACQUIRED

7:00 AM - 8:30 AM

Breakfast

Sponsored by: **Sheshunoff & Co. Investment Banking**

7:30 AM - 8:15 AM

Discussion Groups (*select one*)

This morning's discussion groups allow attendees to interact with peers and an industry advisor around a shared topic of interest.

Discussion Group I: Evolution or Revolution — Embracing Wealth Management via Acquisition

Jeffrey Brand, Managing Director, Financial Services Investment Banking, Raymond James Financial, Inc.

Elizabeth Bloomer Nesvold, Managing Director, Head of Asset & Wealth Management Investment Banking, Raymond James Financial, Inc.

Leading banks are increasingly turning to wealth management M&A to enhance customer wallet-share and drive continued growth in fee income. However, wealth management deals differ markedly from bank deals. Are you ready? The top-ranked team in wealth management M&A shares best practices, lessons learned and strategies for best positioning your bank.

Discussion Group II: Ideas to Keep Executives & Key Employees Through the M&A Process: Start Now!

Anthony Eppert, Partner, Hunton Andrews Kurth LLP

Brian Marek, Partner, Hunton Andrews Kurth LLP

The process of retaining executives and key employees through an M&A transaction should begin even before the decision to sell. In this session, we discuss ideas to retain key employees as the bank begins to lean towards an M&A exit strategy. This discussion includes change-in-control plans, management carve-out agreements, stay packages, post-M&A retention packages and mitigation techniques that may be used under Section 280G (or golden parachute payments) and Part 359 of FDIC regulations.

Discussion Group III: Top 10 Negotiated Financial Terms in M&A Transactions

Craig Mancinotti, Managing Director, ProBank Austin

Richard Maroney, Jr., Managing Director, ProBank Austin

This session expands on last year's discussion which focused on the critical financial issues arising during deal contract negotiations. This discussion includes interpretation of "market" for pricing formulas, exchange ratios, transaction expenses, management contracts, executive compensation arrangements, vendor contract termination costs, deal termination penalties and other terms.

Additional Discussion Groups To Be Announced

8:30 AM - 8:35 AM

Welcoming Remarks

Al Dominick, CEO, Bank Director

From early stage tech companies we are watching to newly chartered banks and the business models they have designed, we open Day Three by looking at new companies taking chances to best compete with Amazon and the biggest banks.

8:35 AM - 9:00 AM

Are Brighter Days Ahead?

We've heard where the financial sector is heading. To open the day, a Chief Economist surfaces key economic indicators relevant to all participants. Topics include projected levels of consumer and business confidence along with emerging investment trends.

➔ 9:00 AM - 9:30 AM

Keys to a Successful Integration

Patrick Hanchey, Partner, Alston & Bird LLP

Speaker To Be Announced, PwC

Once a bank decides to integrate a new technology or work with a fintech, what are the next steps? What issues need to be considered and addressed prior to integration? What are things to keep in mind as the two work together – cost, culture, talent and timing? During this session, you hear answers to these questions and receive sound advice on integrating a new technology.

9:30 AM - 9:45 AM

What Top Executives & Their Boards Shared With Us

Jack Milligan, Editor-in-Chief, Bank Director

Throughout the year, Bank Director asks officers and directors of financial institutions to share their thoughts on board-specific issues like mergers & acquisitions, compensation, managing risk, growth and strategic planning. During this session, Bank Director's Editor-in-Chief shares insights and trends on what we are seeing take place in the industry – and shares thoughts on key issues you and your board should address in 2020 and beyond.

9:45 AM - 10:05 AM

Refreshment Break

10:05 AM - 10:50 AM

Breakout Sessions *(select one)*

Attendees have the chance to attend one of the following hot topic breakouts focused on recognizing emerging threats and taking new chances.

Breakout I: What's Happening with Non-bank Acquisitions

Speaker To Be Announced, Keefe, Bruyette & Woods, Inc.

In this session, we explore the forces driving non-bank acquisitions by banks and highlight the key dynamics behind the transactions.

Breakout II: Responding to and Managing Government Investigations in the M&A Context

Rachel Copenhaver, Shareholder, Vedder Price

James Morrissey, Shareholder, Vedder Price

Junaid Zubairi, Shareholder and Chair of the Government Enforcement & Special Investigations Practice, Vedder Price

This session addresses issues that may arise when a federal or state government investigation commences against either the buyer or seller during stages of a merger transaction including due diligence, negotiation of the definitive agreement, securing regulatory and shareholder approval and post-closing. This panel also focuses on investigations emanating from the SEC, DOJ, State Attorneys General and bank regulatory agencies.

➔ Breakout III: Innovate or Die: How Product & Technology Investments Drive Strategic Decisions

Speakers To Be Announced, The PNC Financial Services Group, Inc.

In this session, a panel of bankers and industry experts share insights and examples of how the cost of innovation continues to drive partnership and outsourcing decisions, M&A transactions and the need for capital.

➔ Breakout IV: Marketing Strategies for Banks in a Digital Age

This session looks at how a specific banks are using data and digital banking channels to market to their customers – increasing conversion rates, customer acquisition and customer retention.

Breakout V: Sales Strategies That Work Right Now

Bankers are still salespeople. But how have the strategies changed in light of the current regulatory and technological environment, and which age-old strategies still work?

➔ Breakout VI: How to Automate Your Back Office

This session explores technology banks can use to automate their back office processes, and discusses the results from doing so.

11:05 AM - 11:35 AM

Learning from the Past & Preparing for the Future

As we wrap up this year's 26th annual Acquire or Be Acquired Conference, hear from experts in the industry as they share the lessons they have learned and their advice for moving forward.

11:35 AM - 11:40 AM

Closing Remarks

Mika Moser, President, Bank Director

1:00 PM - 6:00 PM

**L. William Seidman Annual Acquire or Be Acquired
Golf Tournament**

Sponsored by: **PwC**

**RESERVE
YOUR SPOT
TODAY!**

**L. William Seidman
Annual Golf Tournament**

Enjoy the afternoon playing golf with your peers. While the golf tournament is FREE to registered conference attendees, space is limited.



CLOSING RECEPTION

Tuesday evening, January 28

5:45 PM - 7:00 PM

Closing Peer + Guest Reception

Sponsored by: **PwC**

Attendees and their guests join in the fun to see who is this year's winner of the L. William Seidman Golf Tournament!



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“Excellent conference with great instructors.”

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Explore the rich and colorful history of the Arizona Biltmore, one of the only existing luxury hotels in the world with a Frank Lloyd Wright influence. The Biltmore was designed by Albert Chase McArthur, a Harvard graduate, who had studied under Frank Lloyd Wright. Wright was hired as a consulting architect for a brief period of time. The resort has been an Arizona landmark since its opening on February 23, 1929. From the resort's famous owners to the acclaimed property enhancements, the Arizona Biltmore, a Waldorf Astoria Resort, is a timeless treasure.



VENUE

Arizona Biltmore Resort

2400 East Missouri Avenue

Phoenix, AZ 85016

Reservations: (800) 950-0086

www.arizonabiltmore.com

DISCOUNTED HOTEL RATES

The Arizona Biltmore Resort room block is currently full, however, if you would like to be added to the waitlist, please contact Bank Director's conference manager, Nicole Smith, at nsmith@bankdirector.com.

THE CAMBY

There is a discounted hotel room rate available for conference attendees at The Camby until January 17, 2020 or until all rooms are reserved. To reserve a room, please contact the hotel directly at (602) 468-0700 and mention "Bank Director" to receive the discounted rate of \$289/night for a standard room. Additionally, there will be a complimentary shuttle service running between The Camby and the Arizona Biltmore throughout the entire event.

Regardless of where you are staying, all registered attendees of the Acquire or Be Acquired Conference may access the amenities of the Arizona Biltmore Resort.

Exploring Your Growth Options

ACQUIRE OR BE ACQUIRED

RATES & REGISTRATION

Phone: (877) 397-7595

Website: BankDirector.com

Mail: Bank Director, 201 Summit View Drive, Suite 250, Brentwood, TN 37027

Fax: (615) 777-8449

E-mail: events@bankdirector.com

NAME	NAME FOR BADGE	
COMPANY	TITLE	
BANK REPRESENTING	PUBLIC/PRIVATE	BOARD TITLE
BOARD ASSET SIZE	EMAIL ADDRESS	
ADDRESS	PHONE	
CITY	STATE	ZIP

YES, Register Me for the 2020 Acquire or Be Acquired Conference!

Early Individual Rate: \$1,895 (Expires September 27, 2019. Payment must be received by offer expiration in order to receive special rate.)

Standard Individual Rate: \$2,195

YES, Register My Group for the 2020 Acquire or Be Acquired Conference!

Early Group Rate: \$1,795 (Expires September 27, 2019)

Standard Group Rate: \$1,995 (For groups of 3 or more from the same financial institution.)

YES, Register Me for The 7 Wonders of the Banking World: A Must-See HQ & Branch of the Future Experience on Saturday, January 25!

(This is located off-site, and is exclusive to the first 100 bank attendees who register to participate. Lunch and transportation will be provided to and from the Arizona Biltmore Resort.)

Non-Banker Rate: \$3,950 (This fee applies to attendees who are not officers or directors of an FDIC-insured financial institution, such as board advisors/observers, investment bankers, attorneys, accounting firms, and other vendors and service providers. Bank Director reserves the right to verify your company profile and adjust your registration rate if necessary.)

Enroll me in Tuesday's Golf Tournament

(FREE to attendees) My Handicap: _____

I need rental clubs. Right Left

(Rental clubs are available at the attendee's expense for \$76.02/set including tax.)

Early Rates Available – Register Today!

Register online by visiting BankDirector.com or calling our events department at (877) 397-7595.

GUEST REGISTRATION

Enroll My Guest in the Guest Program.

Guest/Spouse Name: _____

The guest rate of \$395 covers entrance to the Sunday lunch and all evening receptions. Guests interested in playing with attendees in the golf tournament can sign up based on space availability for an additional fee of \$205. (If a guest would like to attend the sessions, please register them as an attendee. A guest is a spouse, significant other or friend who is not in a financial services occupation. A co-worker (even a spouse co-worker) or an associate within the financial services industry is not considered a guest and should register as an attendee.)

Enroll My Guest in Tuesday's Golf Tournament.

(additional fee as noted above)

Guest Handicap: _____

My guest needs rental clubs. **Right** **Left**

(Rental clubs are available at guest's expense for \$76.02/set including tax.)

Payment Information

Please make all checks payable to DirectorCorps, Inc.

VISA DISCOVER MASTERCARD AMERICAN EXPRESS BILL ME CHECK ENCLOSED \$ _____

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BILLING ADDRESS IF DIFFERENT FROM PREVIOUS PAGE

Continuing Education

I am an accountant, and I need Continuing Professional Education credits for this event.

DirectorCorps, Inc., the parent company of Bank Director, is registered with the National State Board of Accountancy (NASBA) as a sponsor of continuing professional education on the National Registry of CPE Sponsors. Visit our website for more information on CPE learning objectives, program levels, prerequisites, recommended credits and complaint resolutions.

Market Pricing Report

Receive a complimentary Current Market Pricing Report, courtesy of Sheshunoff & Co. Investment Banking. All attendees registered before December 31, 2019 will receive a customized report for their institution based upon recent activity in the industry.

Conference Cancellation Policy:

Due to commitments and expenses, all cancellations after December 13, 2019 will be subject to a \$300 processing fee. We regret that no refunds will be given after January 10, 2020; however, substitute participants are welcomed. DirectorCorps, Inc. assumes no liability for any nonrefundable travel, hotel or related expenses incurred by registrants.

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