

# California Community Banking Network

## Merger After The Merger Discussion

June 10, 2026



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# What Matters?

- ❑ Success of Deal is Not on Day Signed, Day Closed, but Rather One Year Anniversary!
- ❑ Did You Get What You Bargained For?

# Why Acquire or be Acquired?

- ❑ Profitability
- ❑ Mass / Relevance / Scale / Leverage
- ❑ Market Entry
- ❑ Acquiring Expertise
- ❑ Reorientation of Assets or Liabilities
- ❑ Burn Out
- ❑ Motion Orchestration

# What Does It Take To Be An Acquirer?

- ❑ Capital Capacity
- ❑ Board Cohesion and Understanding
- ❑ Management Capacity
- ❑ Stable Shareholder and Customer Base
- ❑ Earnings Stability
- ❑ Regulatory Ability
- ❑ Risk Capacity
- ❑ Courage - - Ability to Ask Why?
- ❑ **Ability to Assimilate!!!!**

# What Does It Take To Be An Effective Seller?

- ❑ Understanding of Franchise and Value
- ❑ Realistic Expectations
- ❑ Control of Staff and Producers
- ❑ Control of Loan Portfolio and Grading
- ❑ Control of Customers
- ❑ Being Able to Deliver Future Value - -
- ❑ Control Over Contract – Third Party
- ❑ Team Approach
- ❑ **Assimilation Understanding!!!!**

# Pitfalls and Considerations

- ❑ Regulatory Plan and Involvement
- ❑ Mark to Market – Impact on Capital
- ❑ 280G and 409A Obstacles
- ❑ Taming Expectations
- ❑ **Assimilation Capacity!!!!**
- ❑ Coordination and Communication
- ❑ FEG Syndrome
- ❑ Culture Morphing
- ❑ CNC's and Support Agreements

## Five Critical Assimilation Considerations

- ❑ Depositors -- Products and Culture
- ❑ Borrowers -- Service and Expectations
- ❑ Employees -- CECAR
- ❑ Shareholders -- Stay Or Flee
- ❑ Communication and Systems – Data Conversion

# The Best Assimilation Starts Before The First Offer!

- ❑ Team Commitment -- Broad
- ❑ Regular Meetings and Issue Tracking Reports
- ❑ Transparent
- ❑ Need to be Flexible and Adapt
- ❑ Ask for Help – Avoid FEG!!!!



**Thank You**