



Oct. 1–2, 2018

Monday, 9:00 a.m. – 6:30 p.m.

Tuesday, 7:30 a.m. – 2:00 p.m.

Hyatt Regency Bloomington-Minneapolis

REGISTER

ONLINE

TODAY!

theBHCA.org



The M&A Seminar

for

Community Bankers

BUY, SELL OR HOLD: More Strategies for Success

It has never been more important to understand the intricacies of the bank merger and acquisition landscape.

Whether you are a buyer, are making plans to sell, or simply want to prepare yourself for the inevitable unsolicited offer, the Bank Holding Company Association's **Buy, Sell or Hold: More Strategies for Success** seminar is for you!

Like all BHCA events, this **Oct. 1–2** seminar is designed specifically for bank owners, directors and managers at community institutions. Our presenters understand the issues unique to family-owned banks, subchapter S organizations, one-bank holding companies, ag banks, organizations with a small number of shareholders, and other kinds of institutions which make up the banking industry throughout the Midwest and surrounding states.

There is no better way to develop your knowledge and understanding of bank deals than to attend the annual Fall Seminar, which is set again for the Hyatt Regency Bloomington-Minneapolis hotel near the MSP airport and the Mall of America.

Our speaker lineup includes the nation's

leading experts in community bank M&A deals. Whole bank, purchase & assumptions, branch deals, cash or stock transactions – get your questions answered by the BHCA Associate Member presenters who do most of the deals in the Midwest.

No other seminar offers the value you will receive from this event. The member registration price of \$375 covers two days of educational sessions, three meals, several breaks for visiting with peers, and an important networking reception. If you can't make the entire seminar, check out our one-day registration options available to members only. You'd pay thousands of dollars elsewhere for this kind of specialized information.

The **Buy, Sell or Hold** seminar is the event you won't want to miss. Plan to bring your senior managers and your entire board of directors. Our presenters will provide the education, the background, analysis and forecasts to help you determine your institution's future.

Register today by filling out and returning the registration form in this brochure, or go to our website at www.theBHCA.org and register online.

YOU WON'T WANT TO MISS THE 2018 VERSION OF THE BHCA M&A SEMINAR

2018 Fall Seminar Agenda

MONDAY, OCTOBER 1

8:30 to 9:00 a.m.
Coffee and Pastries Available

9:05 to 9:55 a.m.

The M&A Landscape: Today's Trends, Conditions, Issues

Karen Grandstrand of Fredrikson & Byron

Are more bank owners selling this year than in previous years? What are the issues affecting decisions to buy and to sell? This session looks at the current environment, the factors affecting the market, and the regulatory considerations that are shaping today's M&A deals.

10:00 to 10:50 a.m.

Bank Deals Up Close: Real Life Examples

Blake Crow and Jeff Campbell, Eide Bailly, and banker panel

Bankers share first-person accounts of the deals affecting their own livelihoods. Campbell, as one example, sold his North Dakota bank in 2011.

10:50 to 11:15 a.m. - Break

11:15 a.m. to 12:05 p.m.

Top 10 M&A Strategies

Neil Falken, CliftonLarsonAllen

There are several things to consider in an M&A transaction. This session will walk through the 2018 top 10 strategies that can make or break the success of a transaction. Ignoring these factors will prevent your transaction from being as accretive as expected.

12:05 to 1:00 p.m. - Lunch

1:00 to 1:50 p.m.

One Holding Company, Five Banks and Five Buyers

Scott Coleman, Ballard Spahr, LLP, and Greg LeGare, president/CEO, United Bancorporation, Osseo, Wis.

Coleman teams with LeGare to discuss what it was like recently to sign five different purchase agreements with five different buyers

in three states. The two will talk about how each negotiation was different, the challenges encountered and lessons learned.

1:55 to 2:45 p.m.

Branch M&A - Trends, Types, Ways and Means

Bob Edelman, Edelman & Co., discusses branch deals with Wisconsin bankers Mike Daniels, Nicolet National Bank, Green Bay, and Tim Kotnour, State Bank Financial, La Crosse.

A branch deal can grow profits, augment funding, raise capital, extend market reach and/or boost efficiency. This panel will provide insights on what deals to do and how to get them done.

2:45 to 3:15 p.m. - Break

3:15 to 4:05 p.m.

Considerations for Minority-Share Purchases

Bob Monroe and Adam Maier of Stinson Leonard Street

Sometimes the best acquisition approach toward a particular target is a minority purchase, followed by the purchase of additional shares to gain control years later. Or, in some situations, a minority share is sufficient to meet the acquirer's needs. Monroe and Maier provide examples, with thoughts about what works and what doesn't.

4:10 to 5:00 p.m.

"Soft" Factors to Consider When Selecting an Acquisition Candidate

Anton Moch, Winthrop & Weinstine, is joined by bankers who have lived the process

The success of any transaction goes beyond the dollars and cents. There is management time pulled away from regular operations, reputation risk, and some customer relationships might be jeopardized. The presenter will use real life examples to illustrate the pitfalls to avoid.

5:00 to 6:30 p.m.

Reception (Sponsored by United Bankers' Bank)



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Buy, Sell or Hold: More Strategies for Success

TUESDAY, OCTOBER 2

7:00 to 8:30 a.m.
Buffet Breakfast

7:30 to 8:10 a.m.
Breakout Sessions - Round 1

Breakout Sessions (each session presented twice):

▶ Is a Credit Union Likely to Buy My Bank?

By Michael Bell, Howard & Howard Attorneys PLLC

▶ The M&A Landscape from the Perspective of the Federal Reserve Bank of Minneapolis

By Jason Schmidt, senior financial economist and Julie Randall, senior applications analyst

▶ Bank Valuations: What are the Influential Factors?

By Ed Usalis, United Bankers' Bank

▶ Shareholder Liquidity and Other Factors Driving Sellers

By John Reichert and Melissa York, Reinhart Boerner Van Deuren

8:15 to 8:55 a.m.
Breakout Sessions - Round 2

9:30 to 10:20 a.m.

Balance Sheet Strategies to Prepare for M&A

Gary Svec, Performance Trust

When considering an M&A transaction, conventional wisdom for preparing the balance sheet may cost you more than you realize. This presentation will unpack the tools typically used to evaluate balance sheet decisions, identify the common pitfalls and chart a path to more useful alternatives.

10:25 to 11:15 a.m.

The Art of the Deal: Bank M&A is More than Just Science

Craig Mueller and David Stieber, Oak Ridge Financial

Numbers don't always tell the whole story. Many times, nuance and intangibles play key roles in the success of a deal. In addition to analyzing some of the numbers generated by recent deals, Mueller and Stieber will cite first-hand examples that show everything is not always as it seems on the outside.

11:20 a.m. to 12:10 p.m.

Case Study: Old National Bank Purchases Anchor Bank

Joseph Ceithaml, Barack Ferrazzano, and Kevin O'Keefe, Sandler O'Neill, with Dennis Nisler, former CFO at Anchor Bank.

Old National Bancorp of Evansville, Ind., turned a lot of heads in the Twin Cities when it purchased Anchor Bank of St. Paul. The deal is now completed and Old National is in the process of establishing itself as a key player in a vibrant market. Hear from the people who worked on that deal.

12:10 to 1:00 p.m.
Lunch

1:00 to 2:00 p.m.

The Only Thing that Could Upend this Deal? Politics!

With mid-term elections just a month away, we take a look at the political environment and consider what changes in Washington, D.C., could mean for the economy, the industry and your next deal!



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Bank Holding Company Association

BUY, SELL OR HOLD: MORE STRATEGIES FOR SUCCESS

Fall Seminar Registration ~ Oct. 1-2, 2018

REGISTRATION:

Name _____

Company Name _____

Address _____

City _____ State _____ ZIP _____

Phone _____ Email _____

Guest Name(s) _____

Please indicate dietary restrictions here: _____

Are you a BHCA member or associate member? **Yes**____ **No**____

FULL SEMINAR REGISTRATION:

Two, Full-Day Sessions, Meals and Networking

		Number	Amount
BHCA Members	\$375	_____	_____
Non-Members	\$695	_____	_____

SINGLE-DAY REGISTRATION (must be a BHCA Member*):

		Number	Amount
*Monday Session (Oct. 1)	\$250	_____	_____
*Tuesday Session (Oct. 2)	\$200	_____	_____

TOTAL AMOUNT ENCLOSED: \$ _____



Mail Registration to:

Bank Holding Company Association
7400 Metro Blvd., Suite 217
Minneapolis, MN 55439

For additional information, call
1-800-813-4754

SOLD OUT - à la carte Dinner Theater Event
October 2: Dinner at The Capital Grille, plus *HAMILTON*
at the Orpheum, Minneapolis

For overnight hotel reservations, contact the Hyatt direct at 952-922-1234. Limited rooms available at \$159 per night if you register before Monday, Sept. 17. *Cancellation Policy:* Due to commitments and expenses, all cancellations after Aug. 15, 2018 will be subject to a \$200 processing fee. We regret that no refunds will be given after Sept. 12, 2018; however, substitutes are welcomed anytime. Cancellations or substitutions must be made in writing (to Kelly@theBHCA.org) or faxed to 952-835-2295. The BHCA assumes no liability for any nonrefundable travel, hotel or related expenses incurred by registrants. By registering, you authorize the BHCA to use your photo and/or video image for promotional purposes.