

The background is white with numerous gold stars of various sizes scattered throughout. Several large, curved gold swooshes or comet-like trails sweep across the page from the bottom left towards the top right, creating a sense of motion and celebration.

VACB 40th Annual Convention & Trade Show

WE are the *Difference Makers*

**October 1 – 3, 2017
Kingsmill Resort, Williamsburg**



A note from our Chairman

It is my pleasure to invite you to the **40th VACB “Difference Makers” Convention** hosted at Kingsmill Resort in Williamsburg. It is our intent to make a difference in your bank, through a program filled with exceptional speakers covering a variety of timely banking topics.

We are very excited to announce that the VACB has partnered with **St. Meyer & Hubbard**, a nationally renowned sales performance consulting, coaching and training company, to offer **VACB Performance University**. This highly affordable program is unique to VACB. The first two-day session will run concurrent with the convention with a special focus on **Small Business Money Management Conversations** and **Power Prospecting**. We believe this is a great opportunity to combine an educational offering and the VACB Convention experience for rising bankers.

Look for the opportunity to join fellow community bankers on Sunday evening at one of several local restaurants in our **Small Group Dinners**. If this is your first time attending the convention or you would like to meet new bankers, we have pre-scheduled dinner reservations at several local restaurants. Attendees can sign up at registration or in advance. This is a great way to meet and mingle with fellow VACB Members!

We are pleased to have Tim Zimmerman, ICBA Chairman-Elect, joining our convention this year. The ICBA continues to be a strong voice for community banks resulting in a number of successes this year. I encourage you to make your reservations today and to invite your bankers and directors to join you at the convention. You won't find a better value for the money or time invested. **We are Community Bankers! We are Difference Makers!**

Alice Frazier, VACB Chairman, 2017

Kingsmill Resort
1010 Kingsmill Road, Williamsburg 23185
(757) 253-1703 OR (800) 832-5665

Hotel accommodations are NOT included in the Convention registration fee and MUST be made directly with the hotel. VACB has a block of rooms reserved for our Convention attendees for the nights of Saturday, Sunday and Monday nights, September 30 - October 2, 2017. Reservations may be made by calling (757) 253-1703 or (800) 832-5665. **This block of rooms will be held until September 15th, or until the block is filled.** After the room block is filled or the block expires on September 15, hotel reservations will be available on a first-come, first-served basis. All reservations must be accompanied by a one night's deposit for room and tax. Rates are good three days before and after our annual meeting. Sleeping rooms are grouped in clusters. IF YOU NEED a lower lever room, please specify when making reservations. ALSO - There are two- and three- bedroom suites available and pricing for these rooms can be obtained from reservations. VACB did not contract pricing for any other rooms than those below.

Resort Guestrooms	\$179
Deluxe Guestrooms	\$189

Hotel Cancellation Policy

Should the need arise, please cancel your reservation at least 72 hours (three days) prior to arrival. If the cancellation is received by close of business (5:00 p.m.), the one night's deposit for room and tax will be refunded.

Convention Name Badges

Your Convention name badge identifies you as a VACB registrant and permits your attendance to Convention functions. Please wear it during Association Convention functions for immediate recognition.

Americans with Disabilities Act

In order to accommodate a registrant with special needs, VACB needs to be notified of an attendee with any visual, hearing, or other impairment. Please be sure to complete the appropriate section of the registration form.

What to Wear

Casual dress is recommended for comfort and fun during the Convention and for meetings. **NEW FOR 2017:** We will have a **THEMED Chairman's Banquet**. See back page for details.

Special Notice

This year's fees again include significant savings for:

- Bankers who have not attended in the past three years
- Third and subsequent bankers from the same bank
- First-time convention attendees

You will find all the specifics on the registration form.

We encourage you to take advantage of our hospitality!

VACB Meeting Cancellation Policy

Convention registrations cancelling on or before September 15, 2017, will receive a 100-percent refund. Cancelling on or before September 26, a 50-percent refund will be issued, and **after September 27, there will be NO refunds issued, but substitutes are permitted.**

Agenda At A Glance

Sunday, October 1, 2017

Exhibit Set-Up

James River Ballroom C & D
12:00 noon – 5:00 pm

Convention Registration

James River Ballroom Pre-function
3:00 pm – 5:00 pm

Opening Reception with Exhibitors

Light Hors D'oeuvres
James River Ballroom C & D
5:30 pm – 7:30 pm
Dinner On Your Own
(Or sign up for a Small Group!)

Monday, October 2, 2017

Registration

James River Ballroom Pre-function
7:30 am – 11:00 am

Breakfast with Exhibitors

James River Ballroom C & D
7:30 am – 9:00 am

Business Session I

James River Ballroom A & B
9:00 am – 12:00 noon

Luncheon on the Green

Additional details on back of brochure
Links Landing
12:30 pm – 2:30 pm

Great Escape Excursion

(fee, additional registration required)

Escape Room Encounter

2:45 pm – 5:00 pm

Additional details on back of brochure

Monday, October 2, 2017 (continued)

Chairman's Reception

James River Ballroom Pre-function
6:30 pm – 7:15 pm

Chairman's

Banquet & Entertainment

Themed Event - Dress to Impress!
Additional details on back of brochure

James River Ballroom
7:15 pm – 10:00 pm

Tuesday, October 3, 2017

Registration

James River Pre-function
7:30 am – 10:00 am

VACB Membership Breakfast

James River Ballroom C
8:00 am – 8:45 am

Business Session II

Raffle Drawings*

Yount, Hyde & Barbour's

Grand Prize Drawing

James River Ballroom A & B
9:00 am – 12:00 noon

*Must Be Present to Win

Convention Concludes

12:00 noon



Business Session Topics

Monday, October 2, 2017 - In Session Order

Financial Institution Trends on the Horizon

Scott Hildenbrand, Sandler O'Neill + Partners

Scott Hildenbrand, (Principal & Chief Balance Sheet Strategist), will discuss how to optimize community bank balance sheets in an unpredictable interest rate environment, including the impact of high bank stock prices, the significant amount of capital being raised, and strategies community banks can utilize to address additional competition.

Five Banking Regulations in 45 Minutes

Strategic Risk Associates, Michael Glotz, Rebecca Wright Dodson, Matthew Neels

Boards of Directors and management teams of community banks are constantly under the gun to ensure they are complying with banking regulations and operating their banks in a safe and sound manner. This session will review some of the current issues attracting regulatory attention today to include Cybersecurity and IT, Compliance, Risk Management, and new product due diligence.

Practical Legal Tips for More Effective Board Operations

Beth Petty, Mark Jones, Susan Ancarrow, Troutman Sanders

Effective Board operations are not only critical to the commercial success of a community bank. They are also essential to directors in discharging their obligations to their shareholders and the bank in a world of increasing regulatory and competitive complexity and director accountability. This session will focus on practical legal tips to help Boards function more effectively, including discussion of topics such as selection and integration of new directors, Board communications, recordkeeping, and Board evaluations.

Memory Lane - VACB Through the Years

Alice Frazier, Steve Yeakel and Many More!

Join VACB leadership, both past and present, and an illustrious cast of members who have had major impacts on the association since its beginnings in 1977. This historical overview will reinforce the original determination of the bankers who had the vision to create an organization that stands strongly today for community banks and bankers in Virginia.

Tuesday, October 3, 2017 - In Session Order

Community Banking Update from ICBA

Tim Zimmerman, ICBA Chairman Elect

ICBA Chairman Elect Tim Zimmerman will speak on the state of community banking, regulatory relief and the political scene in Washington, having spent time this year with community bankers and working with ICBA's staff representing her peers at events in Washington, and across the country.

The Critical Importance of Strategic Planning to Maximize Shareholder Value

Adam Mustafa, Invictus Group

Community bank executives in today's economic, regulatory and monetary environment are struggling to satisfy shareholders. They need a way to evaluate their plans, compare each outcome to different strategic options, and see how their decisions will affect shareholders in both an immediate and long-term basis. Existing models cannot do this. This session will explain to bank executives how to collapse three years of strategic planning into a model they can deliver to shareholders to see how strategies and operating decisions will affect value in the future and maximize profitability.

The Hero Effect - Being Your Best when it Matters Most

Kevin Brown

In this presentation, Kevin takes his most requested program and focuses **The HERO Effect** principles on leadership. Kevin has a simple philosophy when it comes to leadership. He believes that you are "**a leader of one or a leader of none.**" He believes that leadership begins with mastering self along with the daily habits required to become world class leaders, mentors and coaches to the teams we live and do business with. The foundation of this program can be summed up in one powerful idea...**we reproduce what we are!**

Business Session Presenters - *alphabetically listed*

Susan Ancarrow - Troutman Sanders

Susan Ancarrow's practice focuses on the public reporting, corporate governance and executive compensation needs of public companies. She represents numerous public companies with respect to periodic disclosure obligations, corporate governance issues, annual and special meetings of shareholders, exchange and OTCBB listing issues, beneficial ownership reporting, and securities law aspects of executive compensation. Susan also advises public companies with respect to equity and debt offerings, stock repurchase programs, mergers and acquisitions.

Kevin Brown - Kevin Brown Speaks

Kevin Brown understands what drives organizational excellence and customer loyalty. He knows first hand how great brands think, feel and act. He is a branding and culture expert with a career in franchise development that spans 30 years. He spent the past 19 years as part of a leadership team that built a little known family business into the #1 franchise in their industry with annual revenues exceeding \$2 billion dollars. In 2017 he retired from corporate America to take his message around the world. Kevin began his career in sales and worked his way from the front lines in business to the executive boardroom. He believes that everyone is in sales and everyone is responsible for delivering world class service regardless of title or position.

Rebecca Wright Dodson - Strategic Risk Associates

Rebecca is Director of technology for SRA and applies those skills to consulting, IT risk assessments, process improvement, merger integration, and IT audit. She works with our Community Bank clients by understanding the increasingly complex relationship between business, technology and risk and has a keen ability to translate complex technical issues to business language and tough business challenges into technical solutions.

Michael Glotz - Strategic Risk Associates

Michael is a Founding Partner of SRA. Mr. Glotz is the firms' practice leader for internal audit and risk management activities and has led many Audit and Enterprise Risk Management engagement efforts. Immediately before starting SRA, Mr. Glotz was a Managing Vice President with Capital One Financial Corporation. Mr. Glotz held a number of positions with Capital One including Managing Vice President of Corporate Audit and Credit Review Services for Capital One Bank (\$80 Billion in Assets), which included the oversight and development of over 100 professionals.

Scott Hildenbrand - Sandler O'Neill + Partners

Scott Hildenbrand is a Principal and Chief Balance Sheet Strategist of Sandler O'Neill + Partners, L.P. He heads the Balance Sheet Analysis and Strategy group, working with financial institutions on balance sheet strategy development, which includes interest rate risk management, investment portfolio strategy, retail and wholesale funding management, capital planning, budgeting, and stress testing. Mr. Hildenbrand also works closely with the firm's Investment Banking Group to identify and develop strategic opportunities for clients involved in mergers and acquisitions.

Mark W. Jones - Troutman Sanders

Mark W. Jones' practice focuses on the transactional, corporate governance and disclosure needs of public and private companies, with an emphasis on capital raising transactions and mergers and acquisitions. He also advises public companies with respect to reporting under the Exchange Act and compliance with SEC regulations and market listing standards.

Adam Mustafa - Invictus Group

Adam Mustafa is a co-founder of Invictus Group and has been providing strategic analytics, M&A and capital adequacy advisory services to banks, regulators, bank investors, and bank D&O insurers since the beginning of the financial crisis. Within the community banking space, he has advised acquisitive and high growth banks, banks under enforcement action and significant regulatory pressures, and de novo banks. He has also been a featured speaker on stress testing for community banks at a number of conferences, including those hosted by regulators.

Matthew Neels - Strategic Risk Associates

Matt is SRA's Senior Managing Director for Compliance Management and has extensive experience in Compliance, Anti-Money Laundering, and BSA. Prior to joining SRA, he was the Senior Vice President for Compliance and Anti-Money Laundering at Capital One Financial, the Corporate Compliance & BSA Officer for MBNA Corporation, and the Chief Compliance Officer for MBNA Canada.

M. Elizabeth Petty - Troutman Sanders

Beth Petty is an associate at Troutman Sanders LLP in the Financial Institutions practice. Her practice focuses on the corporate governance and securities reporting and compliance, as well as capital raising activities, for financial institution clients. Beth also handles regulatory matters before the State Corporation Commission.

Timothy K. Zimmerman - Standard Bank / ICBA

Timothy K. Zimmerman is chairman-elect of the Independent Community Bankers of America® (ICBA), the only national trade association that exclusively represents community banks. President and CEO of Standard Bank in Monroeville, Pa., Zimmerman has been a community banker for more than 35 years and is a member of ICBA's Executive Committee and board of directors. During his affiliation with ICBA, he has served in many leadership roles, including chairman of ICBA Securities.



Sunday, October 1

Small Group Dinners



In an effort to provide an additional networking opportunity, VACB will coordinate small group dinners at several restaurants near Kingsmill Resort. **We**

will have details about the restaurants as well as sign up sheets at the Convention Registration Desk.

This is an excellent way to get to know more peers from across the state, as well as our Associate Members.

Registration is open to all Convention attendees and is offered on a first-come, first-served basis.



Departures for dinner will follow the close of the Welcoming Reception with our Exhibitors.

Luncheon on the Green

Monday Afternoon, October 2



After the Monday morning Business Session, attendees will gather at Kingsmill's Links Landing, a large, tented space off the 18th hole, and overlooking the James

River, for a buffet lunch. Come gather with longtime friends and new acquaintances for an afternoon of fun and fellowship al fresco.

For your fun and entertainment, we will host a Bier Garden with a local brewery. In addition to being able to taste the beverages, you will get to



learn more about the craft beer craze that has taken the Commonwealth by storm. There will also be lawn game like cornhole and



ladder golf for attendees to enjoy throughout the afternoon.



Eat, drink, learn, play, relax. These are the order of the day for the afternoon's convention activities!

Chairman's Banquet

Monday Night, October 2



Join us as we celebrate Alice Frazier, our Chairman for 2017, and VACB's 40th Anniversary with our themed celebration and banquet.

Attendees are asked to break out their best 70s couture and get ready to party like it's 1977. Be a sport and come to dinner in your best bell bottoms, leisure suit, platform shoes and anything else that channels your inner-70s persona!



We will have a costume contest to find the two best men's and women's costumes, a DJ spinning all the hits from the 70s and beyond, a chance to test your VACB and other trivia knowledge, and much, much more!



We have a fun-filled night of fun and festivities planned that will be sure to amuse and delight.

Monday, October 2

Room Escape Williamsburg



What is an Escape Room Experience?

An escape room is an interactive activity where teams race against the clock to solve puzzles and unlock codes to complete the mission and/or escape. There is NO fear factor or strenuous physical activity involved in the game, just fun!

Escape Room Schedule

Depart Kingsmill	2:45 pm
Escape Room Experience	3:15 pm
Return to Kingsmill	5:00 pm

Excursion Fee

FEE: \$55 per person and includes transportation and escape room fees. Please register on the CONVENTION REGISTRATION FORM.

Space Limited to 35 Participants

<<<<<<PLEASE DUPLICATE FOR EACH ADDITIONAL REGISTRANT>>>>>>

VACB 40th Annual Convention Registration – **BANKER/GUEST**
October 1 – 3, 2017 • Kingsmill Resort

Name (please print) _____ Badge Name _____

Bank _____ Address _____

City _____ State _____ ZIP _____ Email _____

Telephone _____ Fax _____

Spouse/Guest Name _____ Badge _____

ADA Needs _____ Email for Confirmation Letter: _____

AGAIN THIS YEAR!!! ADDITIONAL INCENTIVE PRICING FOR BANKERS IF THEY HAVE NEVER ATTENDED, HAVEN'T ATTENDED SINCE 2013 OR IF THEY ARE THE THIRD OR SUBSEQUENT REGISTRANT FROM THE SAME BANK!!

2017 Member Banker Pricing	By September 5	After September 5
<input type="checkbox"/> Banker Attendee	\$450.....	\$525
<input type="checkbox"/> NEW Attendee Banker Registration	\$295.....	\$370
<input type="checkbox"/> Banker Attendee NOT Registered Since 2013.....	\$295.....	\$370
<input type="checkbox"/> THIRD & Additional Banker Registration	\$295.....	\$370
<input type="checkbox"/> Banker Spouse/Guest	\$295.....	\$370
<input type="checkbox"/> Will You Attend the Chairman's Reception and Banquet? _____ YES _____ NO _____ Number Attending		
<input type="checkbox"/> SUBTOTAL.....		\$ _____

Additional Convention Activities	
<input type="checkbox"/> I am interested in Sunday's Small Group Dinners – SUNDAY 10/1	
	There will be _____ in my party. Please contact me.
<input type="checkbox"/> Escape Room Excursion (Limited to first 35) – MONDAY 10/2.....	\$55
<input type="checkbox"/> Spouse/Guest Escape Room Excursion – MONDAY 10/2.....	\$55
<input type="checkbox"/> SUBTOTAL.....	\$ _____

TOTAL CONVENTION AMOUNT DUE → \$ _____

Non-Member Bankers Please Call VACB for Pricing.

PAYMENT INFORMATION - If Not Registering Online at www.vacb.org

Bill me Check enclosed Credit Card VISA MasterCard Discover

Credit Card#: _____ Exp. Date: _____ CCV: _____

Name: _____ Billing Address: _____

CANCELLATION POLICY – CONVENTION REGISTRANTS CANCELLING ON OR BEFORE SEPTEMBER 15, 2017, WILL RECEIVE A 100 PERCENT REFUND; ON OR BEFORE SEPTEMBER 26, A 50 PERCENT REFUND; ON OR AFTER SEPTEMBER 27, NO REFUND.

Please make checks payable to and return to:
Virginia Association of Community Banks ● 7204 Glen Forest Drive, Suite 101 ● Richmond, VA 23226
Phone: 804-673-8250 ● Fax: 804-673-8251