



Strategic Facilitation Proposal

OUR PROMISE

As your potential partner in this vital endeavor, Seifried & Brew LLC (“S&B”) promises to provide the _____ (the “Bank”) with the knowledge and expertise needed to keep moving forward – during times of prosperity and economic downturns.

THE S&B PHILOSOPHY

S&B provides dynamic content, context, and education to community financial institutions through client-specific access. The mediums available to clients are nationally recognized speaking engagements, facilitations, books, articles, analyses, internet-based presentations, risk models, and the proprietary Seifried & Brew Total Risk Index (the “S&B Risk Index”).

Through significant experience, S&B has expertise in national and regional economic perspectives. For community financial institutions, the partnership has industry-wide influence on strategic planning, risk management, asset liability management, capital planning, financial trending, investment portfolio review, and conflict resolution. Whether the needs are at the board level, with the senior management team, or customer events, S&B’s philosophy is founded on traditional, conservative, and profitable community banking that creates an environment for our nation to prosper.

Conventional concepts are the root of every insight we offer. They historically are, and always will be, the foundation and strength of our financial system.

THE S&B PROCESS

Only from a vantage point founded on traditional banking values and proper risk management can community banks forge strategic plans dynamic enough to withstand any economic cycle. Through the decades, we’ve perfected the facilitation of this very critical and highly customized process.

From the baseline projection of value to the eventual retreat and final documentation, our process is outlined herein for your consideration. The S&B Process includes the following integral components:

- Determining what your responsibility is and what you need to know before you get to the table;
- How to set initial, *attainable* benchmarks that reflect the nature of your institution;
- Educating your board and management team as to which indicators must be considered to make educated decisions;
- Understanding current and future risk so you’re prepared to manage and leverage it;
- Encouraging management and board participation to ensure ownership and consensus on issues and goals; and
- How to use modeling to ensure your plan is realistic and stays on track.



S&B Performance Risk Report

The S&B Performance Risk Report (“S&B PRR”) is an all-inclusive report of the Bank’s performance and risk profile which includes the proprietary Seifried & Brew Total Risk Index (“S&B Risk Index”).

The S&B PRR will provide the Bank with a thorough review of its balance sheet, income statement, and other financial and strategic information. The S&B PRR also provides comparisons to a state peer group and national benchmark. (A customized peer group can be substituted for the state peer group at an additional fee.) Trend analysis is also an important element of this report.

S&B will also utilize its proprietary S&B Risk Index to incorporate our risk evaluation of the Bank’s business model and to examine the Bank’s risk exposure taking into account the economic environment. This includes capital risk, credit risk, liquidity risk, earnings at risk, national economic risk, and state economic risk.

The S&B PRR is the core working document for the strategic planning process. S&B’s analytics division will work with you to truly represent your Bank thoroughly and accurately.

EVE Strategic Planning Model

S&B’s pre-session interactions with the Bank’s management team will yield a baseline projection of value that is viewed as feasible and attainable. This provides the foundation for the development of a tangible three-, five-, and 10-year EVE Strategic Planning Model.

The Strategic Planning Process

S&B will facilitate board consensus on which EVE Strategic Planning Model scenario to proceed with, and, ultimately, provide the road map for the Bank’s strategic plan. As part of this process, S&B will:

- Ensure the plan succinctly and accurately reflects the long-term, value-generating goals of the Bank;
- Ensure all participants have an awareness of how the Bank defines, creates, and multiplies value so that its future strategic goals can be profitably attained;
- Ensure that appropriate risk parameters for that strategic vision have been set so the Bank can readily adhere to and optimize its balance of risk and reward; and
- Ensure the appropriate benchmarks are in place and the expectations are clearly defined for the future, both of which are paramount for achieving and monitoring a successful plan.

Further, S&B will build consensus on the principle that the people who enact the strategic plan are the building blocks to the success of the plan. By investing in the people responsible for the implementation of the strategic plan, and making them part of the strategic planning process, they will have a sense of “ownership” in the plan and will be committed to its effective execution. This investment is what will be one of your key differentiators as you move forward in achieving the Bank’s strategic goals. This investment begins at the board level.

S&B’s experience in the strategic planning process has taught us that it is important to specifically identify, as soon as possible, issues that may interrupt the process. Often these issues may need to be moved off the table via a pre-session meeting or allotted a separate time slot within the agenda. Either way, it is

vital to ensure that you plan accordingly if any of these issues are only appropriate for board discussion. S&B can guide you through these types of issues so that you stay on track.

Questionnaires and One-on-One Interviews

The agenda for the Management Session or Strategic Retreat needs to be focused on the unique needs of your community financial institution. To prepare this agenda, S&B will:

- Develop Management Questionnaires;
- Develop Director Questionnaires;
- Conduct One-on-One Management Meetings; and
- Conduct One-on-One Directors' Meetings.

Management Session

This Management Session is a vital piece of the strategic planning process. The Management Session reveals issues and opens doors to ideas that ultimately assist the board in crafting the Bank's value proposition. It is the management team's opportunity to help mold the direction of the strategic planning process creating a sense of ownership of the strategic plan by the management team resulting in an effective launch of the plan.

Strategic Retreat

The Strategic Retreat is the merging of planning and communication culminating in the strategic plan. The offshoots of a well-thought-out, documented and executed strategic plan create:

- Defined director duties and responsibilities;
- Determination of institutional value;
- Defined long-term profitability goals;
- Economic awareness;
- Facilitation of issues;
- Tactical execution plans;
- Relevancy;
- Prudent assessment of risk and concrete risk parameters;
- A balance of information control and micromanagement; and
- A seamless transition due to promotion, retirement, or temporary absence.

Materials Needed

At the Management Session and Retreat, we will need a white screen, projector, easel, post-it pad paper, and markers.

Documentation

After the retreat, S&B will document the entire process inclusive of strategic and tactical recommendations based on the goals and results of the retreat. This draft will be forwarded for your review.

The Bank and S&B will analyze the draft document to ensure your value proposition has been modeled accurately, your goals are laid out succinctly, and your vision has been encapsulated effectively. Working



from this final document, the Bank can then develop the detailed action plan with management or further engage S&B to continue working with the management team in this capacity.

THE S&B BOOKSTORE

S&B has published books that can help directors and senior management increase their knowledge of community banking and to prepare for their sessions. The S&B Bookstore includes:

- Post-Financial Crisis Strategic Planning for Community Banks
- The Art of Capital Planning – The “How-To” Guide
- How the Seifried & Brew Total Risk Index Predicted 99% of Failed Banks/Managing Risk Post-Financial Crisis
- The Art of Risk
- The Art of Tax Efficiency



Strategic Facilitation Engagement Letter

Seifried & Brew LLC (“S&B”) agrees to perform all outlined services for _____ (the “Bank”) in a timely manner and to the Bank’s satisfaction. This signed Engagement Letter will engage both the Bank and S&B to perform these strategic exercises together for the joint purpose of examining and planning for the long-term value of the Bank.

Services:

✓ Check Desired Services	Services :	Pricing	Amount Due For Services Checked
	Management Questionnaires	\$1,000	
	Directors’ Questionnaires	\$1,000	
	One-on-One Management Meetings¹	\$5,000	
	One-on-One Directors’ Meetings¹	\$5,000	
	S&B Performance and Risk Report²	\$3,500	
	Eve Modeling³	\$2,500	
	Management Session⁴	\$5,000	
	With Written Documentation	\$3,000	
	Strategic Retreat⁴	\$5,000	
	With Written Documentation	\$3,000	
Total Amount Due For All Services			\$

¹ The One-on-One Meetings can be conducted over the telephone or in person. In either case, they are designed to be conducted by one facilitator over an entire day. For in-person meetings, there will be an additional charge for travel expenses.

² The S&B Performance and Risk Report covers one (1) quarter. This report is also available on an annual basis, covering four (4) quarters, at an aggregate price of \$7,500. The annual fee also includes one (1) telephone conference with Jamie Sumner and Kyle Kuster.

³ The Economic Value of Equity Model includes up to three (3) Balance Sheet and Income Statement Simulations as well as the necessary strategic, analytical, and tactical preparation needed. If you require more than three (3) simulations, there is an additional fee of \$1,000 per additional simulation.

⁴ Pricing includes one (1) facilitator for (1) day and does not include applicable travel expenses. If you would like to schedule more than one facilitator or multiple days, please contact us for pricing.



Strategic Facilitation Engagement Letter

Scheduling the Meeting:

If the Bank has engaged S&B to conduct a Management Session and/or Strategic Retreat, then the following date(s) and facilitator(s) will apply.

Dates:

- S&B will facilitate a Management Session on _____, 201_.
- S&B will facilitate a Strategic Retreat on _____, 201_.

Facilitator:

- Jamie Sumner

TOTAL AMOUNT DUE FOR SERVICES	\$
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Contract pricing is guaranteed for 30 days from the date of execution of the Engagement Letter by S&B.

Full payment is due on execution of the Engagement Letter by the Bank. *Please remit payment to Seifried & Brew LLC, 817 West Broad Street, Bethlehem, PA 18018.*

Confidentiality:

In order to provide the services outlined herein, the Bank understands and agrees that it will be necessary to provide certain financial data and other information to S&B that the Bank considers confidential and proprietary. To ensure proper confidential treatment of this information, the Bank acknowledges that it has read the Confidentiality Agreement on the next page, and agrees with and accepts that the terms of the Confidentiality Agreement are sufficient to properly protect its confidential and proprietary information.

By signing this Engagement Letter, the Bank is authorizing S&B to complete and deliver the services indicated above. With notification, additional services may be added.

_____ **Bank**

Signature
Name: _____
Title: _____
Date: _____

Seifried & Brew LLC

Signature
Name: _____
Title: _____
Date: _____



Strategic Facilitation Confidentiality Agreement

In connection with the services to be provided by Seifried & Brew LLC (the “S&B Services”), we acknowledge that you will provide us with access to confidential financial and other proprietary information about the Bank and its operations (the “Confidential Information”). S&B hereby agrees as follows:

Confidentiality

We will use the Confidential Information only for the purpose of performing and completing the S&B Services for you and we will not disclose or reveal the Confidential Information other than as directed by you in writing. The foregoing notwithstanding, the Confidential Information or portions thereof may be disclosed to those of our directors, officers, employees, advisors and agents (collectively, “Representatives”) who need to know such information for the purpose of performing and completing the S&B Services for you (it being understood that the Representatives will be informed of the confidential nature of the Confidential Information and will agree to comply with this Confidentiality Agreement).

Confidential Information

The term “Confidential Information” does not include information which (i) at the time of disclosure or thereafter is generally available to and known by the public (other than as a result of its disclosure by us or our Representatives in violation of this Agreement), (ii) was available to us on a non-confidential basis from a source other than you, or (iii) has been independently acquired or developed by us without violating any of our obligations under this Agreement.

Required Disclosure

In the event that we or any of our Representatives are requested pursuant to or required by applicable law, regulation or legal process to disclose any of the Confidential Information, we will notify you promptly so that you may seek a protective order or other appropriate remedy or, in your sole discretion, waive compliance with the terms of this Agreement. In the event that no such protective order or other remedy is obtained, or that you waive compliance with the terms of this Agreement, we will furnish only that portion of the Confidential Information which we are advised by counsel is legally required and will exercise all reasonable efforts to obtain reliable assurance that confidential treatment will be accorded the Confidential Information.

Electronic Transmission of Information

Because standard e-mail is not a confidential communication mechanism, S&B strongly recommends that all Confidential Information transmitted from you to us and all Confidential Information, as well as any other information, you request to have transmitted from us to you be sent utilizing our web-based secure file upload utility. This utility will improve the security of such transmissions. For more information about our file upload utility or to begin using it to send us Confidential Information, please contact our team by phone or email or utilize the “Contact Us” section of our website. If you choose to communicate with us and/or receive information or data from us via standard e-mail and without the use of our secure file upload utility, you may do so. In any event, however, it is understood and agreed



**Strategic Facilitation
Confidentiality Agreement**

by both you and S&B that S&B cannot be and is not responsible for any breach of confidentiality because of the unauthorized access to electronic communications by others.

Please provide your communication preference by initialing one of the options below:

Web-Based Secure File Upload Utility E-mail

Seifried & Brew LLC

Signature
Name: _____
Title: _____
Date: _____