Keys to Entrepreneurial Success Roundtable

Caroline Harkins
Senior Vice President/Southern California Region Director
Bridge Bank

BridgeBank
Be bold, venture wisely.

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Tom Wagner
Executive Vice President and Head of Corporate Finance
Pacific Mercantile Bank

Pacific Mercantile Bank
Business Banking Beyond the Obvious

Chris Walsh
President and CEO
Sunwest Bank

Sunwest Bank

KEYS TO ENTREPRENEURIAL SUCCESS ROUNDTABLE PARTICIPANTS

Bridge Bank

Bridge Bank is a division of Western Alliance Bank, the go-to-bank for business in its growing markets. Bridge Bank was founded in 2001 in Silicon Valley to offer a better way to bank for small-market and middle-market businesses across many industries. Geared to serving corporate and asset-based clients as well as technology companies, Bridge Bank offers a broad scope of financial solutions including growth capital, equipment and working capital credit facilities, sustainable energy project finance, venture debt, treasury management, asset-based lending, SBA and commercial real estate loans, ESOP finance and a full line of international products and services. Based in San Jose, Bridge Bank has eight offices in major markets across the country including the Southern California regional office in Costa Mesa, along with Western Alliance Bank's national platform of specialized financial services. Western Alliance Bank is the primary subsidiary of Phoenix-based Western Alliance Bancorporation. With more than $13 billion in assets, Western Alliance Bancorporation (NYSE:WAL) is one of the fastest-growing bank holding companies in the U.S. For more information, visit www.bridgebank.com.

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Jeffrey M. Verdon Law Group LLP

At the Jeffrey M. Verdon Law Group, LLP, we believe in helping our clients make sense out of the complex tax code and wealth transfer opportunities available to the well informed. Our boutique Trust & Estates law firm located in Newport Beach, California, serves affluent families and business owners with estates of $10M to $500M. Through our Comprehensive Estate Planning platform, we optimize income and estate tax deferral opportunities found in the Tax Code and approved by the IRS in its private and public rulings, while placing effective "firewalls" around the assets to protect against future unforeseen lawsuits.

With over 30 years of experience, we have established relationships with some of the "best in breed" strategic advisors, true experts in diverse fields who can further assist in designing and implementing the ideal strategy for our clients. Upon request, we will match our clients with the right strategic advisor to meet the need, whatever it may be, and save our clients from worrying about any uncertainties when seeking the services of skilled legal, investment and financial professionals integral to a well-qualified team.

JEFFREY M. VERDON LAW GROUP, LLP

MUFG Union Bank, N.A.

MUFG Union Bank, N.A., is a full-service bank with offices across the United States. We provide a wide spectrum of corporate, commercial, retail banking, and wealth management solutions to meet the needs of customers. The bank also offers an extensive portfolio of value-added solutions for customers, including investment banking, personal and corporate trust, capital markets, global custody, transaction banking, and other services. With assets of $113.0 billion as of March 31, 2015, the bank has strong capital reserves, credit ratings, and capital ratios relative to peer banks. MUFG Union Bank is a proud member of the Mitsubishi UFJ Financial Group (NYSE:MTU), one of the world's largest financial organizations with total assets of approximately ¥286.1 trillion or $2.4 trillion (USD) [1] as of March 31, 2015. MUFG Americas Holdings Corporation, the financial holding company, and MUFG Union Bank, N.A., have corporate headquarters in New York City.

[1] Exchange rate of USD=¥120.13 (J-GAAP) as of March 31, 2015.

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Pacific Mercantile Bank

Pacific Mercantile is one of the largest banks headquartered in Orange County. We serve small- and middle-market businesses with a full range of loan, deposit and cash management products and services. We are proud that our clients look to us for business banking beyond the obvious. Our clients choose Pacific Mercantile for experienced perspective and wise counsel on enterprise issues critical to their business success, including company growth strategy, optimizing capital structure, and creative and flexible financing solutions.

Our clients seek to master unique challenges and leverage rare opportunities not addressed by "once size fits all" banking. They aspire to achieve their business vision, and they want experienced, empowered bankers to assist along the way. We finance visions, not just receivables or real estate. We strive to be an integral part of our clients' success, now and into the future.

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BUSINESS BANKING BEYOND THE OBVIOUS

SingerLewak

SingerLewak is a leading accounting, consulting and tax services firm headquartered in California. Serving the western region since 1959, with offices throughout California and Denver, SingerLewak has developed a reputation for excellence as professionals with unparalleled expertise in the accounting and management consulting industry. Our professionals pride themselves in guiding and helping entrepreneurs and family owned businesses succeed by providing the services of a large firm with a personal approach to individual needs. We pride ourselves in being part accountants, part growth agents and guiding our clients through any stage of their business cycle. **Business Growth takes the right partner.**

SingerLewak
Accountants & Consultants

Sunwest Bank

An established community bank, Sunwest Bank has offices in California, Arizona, Washington, Idaho and Utah. Sunwest Bank offers a wide range of financial products to individuals, professionals, homeowner associations, and small- to mid-sized businesses. The Bank's solution-driven, relationship-based approach to banking provides accessibility to decision makers and enhances value through strong partnerships with our clients. For more information about Sunwest Bank, visit www.SunwestBank.com or call 714.730.4454.

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"One of the best ways a business can reduce its operating costs, including taxes, is to evaluate whether a small captive insurance company formed under IRC Sec. 831(b) should be implemented.

– Jeffrey Verdon, Esq.
Managing Partner
Jeffrey M. Verdon Law Group LLP"

▶Taxes in California are some of the highest in the nation, should entrepreneurs consider moving their businesses to a more tax-friendly state?

Jeffrey Verdon, Esq., Jeffrey M. Verdon Law Group LLP: California is a unitary tax state, so moving operations to another state may not be so effective. One of the best ways a business can reduce its operating costs, including taxes, is to evaluate whether a small captive insurance company formed under IRC Sec. 831(b) should be implemented. The small captive can achieve savings both in liability insurance premiums through more efficient risk management, coupled with the unique income tax benefits sanctioned by the Internal Revenue Code for qualifying 831(b) captives.

David Krajanowski, SingerLewak: What do you want out of your life? People live in California for a reason – the lifestyle. If that is your real reason for being in California, then you should not move. Taxes are a cost of that decision. However, consider undergoing a thorough tax diagnostic to make sure you are taking advantage of all possible tax deductions and credits to reduce your state taxes (and federal as well). Reasons for relocating are often motivated by non-tax reasons. For example, if in the past you relocated from another state and want to go back or your kids have moved away and relocation will put you closer, then consider a move. When doing your analysis, consider all taxes when comparing states including income taxes, sales taxes and property taxes. California may audit to make sure that you pay taxes up until the point in time you actually became resident of the other state.

▶How can business owners structure their organization and/or residency to reduce their tax bill?

Jeffrey Verdon, Esq., Jeffrey M. Verdon Law Group LLP: Insurance risk management and tax planning using the small captive established under IRC Sec. 831(b) is one of the most effective means to reduce insurance costs and income taxes and should be considered by most small business owners. Premiums paid by the business to the small captive for business related business insurance may be deducted by the business. The captive may receive up to $1.2 million in premiums without paying any federal or state income tax. When profits are distributed to the owners of the captive, the dividends qualify as "qualified dividends" and are taxed at the more favorable long-term capital gains rate.

▶A common problem that many organizations face, whether it is a start-up or an established company, is not getting the employees they need. What can be done to attract the right talent? How do you keep them once you have them?

Chris Walsh, Sunwest Bank: Recently, we've seen a shift in what employees look for when searching for a position and their expectations for a job. Millennials represent a large portion of the

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"Investors and bankers want to know what the story is, what the need is and what their money is going to be used for. The ability to clearly and concisely present the business will go a long way to convincing an investor to buy a stake in your business."

– Caroline Harkins
Senior Vice President/
Southern California Region Director
Bridge Bank

talent pool, and their desires and expectations differ from past generations. Studies show that Millennials want their job to be more than just work; they want to improve the communities in which they live.

At Sunwest Bank, we understand that giving back is a top consideration for today's workforce, just as it is for our leadership. With that in mind, we make community service a part of our employee review process and sponsor charitable programs that our staff is interested in, including trips overseas. Implementing programs that align with our staff's values has gone a long way in helping us to recruit and retain top talent.

▶What is the key thing to know or the most effective method to secure the capital necessary to grow a business?

Caroline Harkins, Bridge Bank: To start, make sure you have qualified and reputable service providers, in particular, a strong CPA firm, so that financial information is credible and independently verified.

Investors and bankers want to know what the story is, what the need is and what their money is going to be used for. The ability to clearly and concisely present the business will go a long way to convincing an investor to buy a stake in your business.

You should of course consider the role of both debt AND equity when it is time to raise capital. Be prepared to present financial forecasts. Show investors the best-case financial scenario, as they assess what your company can do with equity under the right conditions. Bankers are lenders, not investors, so they will want to look at the worst-case scenario to assess the companies' ability to repay debt.

Chris Walsh, Sunwest Bank: As entrepreneurs or small business owners look to grow their businesses, it is important for them to understand that a bank can be more than just a source of capital; it can be an excellent resource and trusted advisor for business growth planning. A reputable bank with small business or niche lending expertise will likely have encountered a situation similar to yours before, and can apply and customize that knowledge to your situation.

Finding a lending partner that will be in your corner throughout the lifecycle of your business is key to sustaining growth. A knowledgeable lending partner will be able to help you evaluate your business in its current state, review future plans and objectives, and present you with the financing options that will be best for taking your business to the next level.

Tom Wagner, Pacific Mercantile Bank: Make sure the right amount of capital is retained in the business in the first place. Fast-growing companies need the flexibility of equity. The best source of equity is retaining the cash flow from previous years. If you have pulled the money out, hopefully it's still liquid and can be put back in. Friends and family are the next best source of flexible capital. Finding professional private equity is a long shot at best, and usually comes with terms that are unattractive anyway. Real estate is easy to finance as long as there is strong equity in the property, and most capital equipment comes with some pretty attractive leasing options. Working capital and short-term (five to seven years) financing is the specialization of the banks. So start with the bank. If you pick the right banker, he or she can help you navigate through the rest of the process.

Kjell Gronvold, MUFG Union Bank, N.A.: First, understand the purpose for raising capital and when you need it. Next, provide a well-defined business plan and financial projections in order to articulate why you need the capital. This gives lenders the information they need to evaluate the financing request and also illustrates your ability to repay the loan.

It is also important for you to learn about and consider different sources for capital, including banks and other types of capital providers.[1]

▶What are other common recommendations you have made to your clients to help them grow their business?

Tom Wagner, Pacific Mercantile Bank: Planning is critical. Anything you dream of for your company, can and should be codified into a financial forecast. Take some time with your accountant or banker and build a five-year forecast of your balance sheet, income statement and cash flow. Understand the coming investment requirements before they arrive. What is your plant capacity? Can you run three shifts a day? Do you have the storage and delivery capacity? Be careful of growth for growth's sake. We have seen many instances where top line revenue came at the sacrifice of margins and cash flow. In those cases, working capital demands and underutilized plant and equipment squeezed liquidity, and actually reduced the value of the operation. Contingency planning is about navigating challenges as well as capitalizing on opportunities, looking into the future, far beyond a company's day-to-day activities. At Pacific Mercantile Bank, we call it *Horizon Analytics.*

▶How can acquisitions help to increase the value of a business faster?

David Krajanowski, SingerLewak: Most businesses grow organically, which is usually characterized as steady growth, unless you are constantly adding new services or product lines. Growing your business through acquisition can significantly increase your rate of growth (and value of your company). Not only can you acquire an entire business, but consider acquiring strategic parts which can solve operational problems as well as increase value. For instance, maybe you need a new sales location in another geographic area, a research and development component, a manufacturing process that you currently outsource, talent in a certain area, etc. Many times, deals can be found in larger companies that are looking to dispose of operations no longer suited for them or operators of smaller businesses who are not good operators.

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"... Higher risk borrowing structures come with higher costs. For example, raising equity may be important, but can be a costly long-term solution for your business."

– Kjell Gronvold
Managing Director and Regional Manager of Orange County Commercial Banking
MUFG Union Bank, N.A.

"The right lending partner is one who will invest the time to understand your company and will structure the debt to fit the normal changes in cash flow of your business."

– Tom Wagner
Executive Vice President and Head of Corporate Finance
Pacific Mercantile Bank

▶What are some keys to selecting the right lending partner?

Tom Wagner, Pacific Mercantile Bank: The right lending partner is one who will invest the time to understand your company and will structure the debt to fit the normal changes in cash flow of your business. This usually is neither the cheapest nor least restrictive lender out there. Below market pricing with no structural controls may well mean your lender has no idea what they are doing. A consultative banker will help the client assess the bigger picture. A credit score tells a business how much they can borrow. A financial partner reminds the business owner: Once you have reached the limit of your borrowing capacity, many other strategic options will be off the table. The right lender is the one who spends time with you and demonstrates an understanding of your operations and objectives, plus, equally important, is able to effectively communicate this information inside their own organization.

Caroline Harkins, Bridge Bank: Look to your trusted advisors, such as your CPA, your attorney or insurance agent for referrals. Someone that knows your business will be familiar with your company's banking needs.

Your bank should get to know you and be comfortable with you. Conversely, you should be comfortable with the bank and view your banker as a partner in your business. Such a partner should be able to help you through all stages of your business. As your business changes and grows, you should have a bank that is flexible and adapts to your needs.

In addition to lending, cash management and international services are an important consideration when it comes to choosing a bank. Businesses need a banking partner that will ask the right questions and advise them on products that will help improve cash flow and ultimately, the bottom line.

Chris Walsh, Sunwest Bank: When selecting a lending partner for your business, it is imperative that the partner really gets to know your business. The more time that the lending partner spends learning about how your business operates, its specific revenue and cash flow cycles, and your industry, the better the lender will be able to anticipate your needs and suggest types of financing that will boost growth and sustainability. Ultimately, having a lending partner that takes the time to understand the ins and outs of your business will not only benefit your bottom line, but also the confidence that the lender has in your company.

Kjell Gronvold, MUFG Union Bank, N.A.: Steps to take to help select the ideal lending partner:

■ Look for a lending partner that understands and supports your business plan and can be your advocate. At banks, this is typically your Relationship Manager.

■ Establish a financing request that is in line with the lender's criteria for lending. For example, in some instances, if you require significant capital, you may need equity in addition to senior debt financing.

■ Ask yourself: am I financing a transaction or looking for a relationship-oriented longer-term solution? For example, if you need to lease equipment, the transaction does not necessarily require a relationship, so look for the best deal. On the other hand, if you are looking for a term loan and/or financing for a building, you need a lender you can work with on a long-term basis.

■ Understand the terms, conditions, covenants, and pricing to ensure you get a good deal and can meet the criteria for repayment. [1]

▶How do you determine what form of debt financing is right for your business?

Chris Walsh, Sunwest Bank: Debt financing has many distinct advantages for a company looking to grow. Traditionally, it is cheaper relative to selling equity, it allows you to maintain ownership of your business, and it has predictability in its payment schedule.

There is no "one size fits all" solution for debt financing, and determining the best form of debt financing for your business should be the result of a consultation with your finance partners, including your bank relationship manager. These partners can help you to examine your balance sheet and business plan, and recommend a variety of flexible and customized solutions. In some instances where revenue is high, a line of credit may be recommended to bridge a gap in cash flow. Where long-term financing is needed, a term loan may be the solution.

Kjell Gronvold, MUFG Union Bank, N.A.: There are many sources of capital, including private, angel, and hedge fund investors as well as bank loans and leases. Keep in mind that higher risk borrowing structures come with higher costs. For example, raising equity may be important, but can be a costly long-term solution for your business. On the other hand, senior-secured bank debt generally has the lowest cost.

Seek advice from trusted business partners including CPAs, attorneys, insurance brokers, investors, and peer business owners before you make financing decisions.

Assess the proposed terms to make sure they are reasonable and achievable for you. Understand that there are knowledge and experience behind maximum amounts and loan structures offered to you. When working with banks, check with several banks to ascertain what is appropriate for your situation. [1]

▶What type of company is asset-based lending for?

Caroline Harkins, Bridge Bank: Generally, these loans are a great fit for startups, high growth companies, and companies doing mergers and acquisitions, as well as those that may have had inconsistent financial performance.

Since collateral is the primary source of repayment on asset based loans, the bank will focus more on that one source.

Tom Wagner, Pacific Mercantile Bank: When working capital requirements move quickly or are unpredictable, an asset-based lender may be your best choice. They are usually ready to lend as long

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"Financing based on recurring revenue can be a good way for some businesses to stabilize their cash flow and increase their available cash.

– Chris Walsh
President and CEO
Sunwest Bank"

as the working capital assets justify it. Many smaller companies service large customers, and receivables can expand in large, concentrated chunks. Larger clients also usually mean an extended collection period. It's a bit like dancing with elephants. Notwithstanding the limitations on eligible assets, an asset-based lender will be more flexible and reliable in injecting liquidity when the collateral base is there. With an asset-based line of credit, profitability performance is secondary to the presence of working capital assets. At Pacific Mercantile Bank, we monitor credit and collateral, allowing us to underwrite loans that are typically outside traditional bank lending criteria. We take the time to thoroughly understand the business so that we can offer creative and flexible working capital financing solutions.

Kjell Gronvold, MUFG Union Bank, N.A.: Asset-based lending may be a good choice for companies with both accounts receivables and inventory that can be leveraged in order to access the significant working capital required to manage their businesses. Frequently, distribution and manufacturing companies can use asset-based lending to finance their inventory.

Companies that use asset-based lending need an experienced staff to administer that type of borrowing arrangement due to specialized accounting and audit requirements. Companies may also want to consult with experienced and trusted advisers, such as an accounting firm, when considering asset-based lending.[1]

▶What do lenders look at when financing based on recurring revenue?

Chris Walsh, Sunwest Bank: Financing based on recurring revenue can be a good way for some businesses to stabilize their cash flow and increase their available cash. Because this type of financing results in payment at regular intervals, lenders will carefully scrutinize the certainty and sustainability of a business's revenue stream when entering into a recurring revenue financing deal. Specifically, lenders will analyze your business's capability to maintain a steady customer base and the predictability of your costs, among other factors.

Caroline Harkins, Bridge Bank: Companies with a subscription or SaaS (Software as a Service) model across many industries may be able to leverage the recurring revenue stream with debt which may reduce the amount of venture capital needed.

Banks will analyze the quality of the recurring revenue stream using several metrics including churn, customer acquisition costs and the lifetime value of a customer. Ideally the lifetime value of a customer should not be less than three times your customer acquisition costs.

If revenue is growing, churn is low and the lifetime value of the customer forecasts out to support customer acquisition costs, a bank can apply a lending multiple to the monthly recurring revenue stream to support a line of credit.

▶When is a good time for owners to sell their business?

David Krajanowski, SingerLewak: Always run your business as if you want to sell tomorrow. That will make you focus daily on building value though increasing sales, developing new products and services, developing a management team that can operate the business with or without you, having a diversified customer base, and a business built on solid systems and processes. All of these things create great value which will increase the multiple you can sell for. If you do this, you will NEVER have to sell, it will always be your choice, which makes you control the process and the end result. You never know when the deal of a lifetime will approach you. Many owners who manage their companies this way find they can control when and if they want to sell. This also creates alternatives including allowing to consider whether they want to wait and pass the business on to another generation.

Caroline Harkins, Bridge Bank: The best time for owners to sell at top price is when the market is frothy, financing costs are low, or when there is a strategic buyer with the resources to pay a premium price.

Businesses with institutional investors focus on the best time and identify potential buyers for their exit strategy on an ongoing basis. The economy and the strength of the businesses' industry as well as the potential market upside will impact the multiples paid for the company.

Privately held businesses often wait to consider a sale until the owners want to create liquidity or retire. If owners want to ease into retirement and provide ownership benefits to their employees, an ESOP (Employee Stock Ownership Plan) can be a good option. The selling shareholders can sell part or all of their business to the ESOP and enjoy significant tax benefits.

Jeffrey Verdon, Esq., Jeffrey M. Verdon Law Group LLP: This question is one that has plagued business owners for ions. Often, when the business is performing on all cylinders and has the greatest value, the owners fall in love with the business and won't sell. Also, business owners find it a challenge to obtain similar returns on outside investments from the sales proceeds that they get from their businesses and, therefore, won't sell. Waiting too long to sell could cost the business owner more than the lesser investment returns. Finally, businesses can be sold with tax efficiencies or, if ignored, they are stunned to learn how much they will net after payment of taxes and, therefore, do not decide to sell. There are some very good financial planning firms that specialize in this area who should be consulted to help the owner settle some of their vexing questions.

Kjell Gronvold, MUFG Union Bank, N.A.: Leaving behind a business is a big personal change, so consider your mental readiness to sell for retirement, health, lifestyle, or career reasons. Consider loyal employees who have relied on your business for their livelihoods.

After you have determined you are ready to sell, look for a time when the company is in a strong position due to company performance, the economy, and/or industry dynamics. Sell when things are going well, but don't necessarily look for

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the top of the market. Seek advice from trusted advisors to determine the best way and time to sell. [1]

▶I'm getting ready to sell my business and am hearing a lot of, "What's your number?" How do I determine it? If there is a differential between the current and desired number, what steps do I take build to that?

Tom Wagner, Pacific Mercantile Bank: A company's capacity to produce free cash flow relative to the total capital required to produce it is the heart of company valuation. Fundamentally, all that matters is how much cash a company can generate for its owners less the investment necessary to get it. How do you figure it out? Work with your banker and build a forecast of your balance sheet, income statement and cash flow. Now discount the cash flows for time and a return premium you want to earn on your capital. Compare that number to the bid you have been offered. If the bid exceeds what your forecast says you can produce, then you should consider accepting the bid. If it is less, then holding and operating the company will create more value for you. If you are earning, or expect to earn, cash returns in excess of your cost of capital, you are creating value.

David Krajanowski, SingerLewak: Remember that what your business is worth is based on what a buyer is willing to pay for it. Not how much you need, after tax, as a stockpile of cash so that you can get a return on your investments to live the rest of your life on. First, talk with several investment bankers who will estimate what your business is worth today (normally free of charge). After talking to several, you will have a good estimate. If this value is not what you want or expected, inquire what drivers have to be improved upon to increase your value. Then sit down with your advisors and develop strategies to get there over the next one to three years to achieve your goal of getting the value you want. Meet quarterly with your advisors to make sure you are on track and are held accountable for achieving your goal.

▶When a business is sold, what post-sale risks is the seller exposed to?

Jeffrey Verdon, Esq., Jeffrey M. Verdon Law Group LLP: When a business is sold, the seller would be wise to take the sales proceeds and park them into an offshore asset protection trust (APT). It is quite common for a buyer who unsuccessfully operates the business to suddenly get "buyer's remorse," hire a lawyer and try to recover all or some of the price paid. Whether the buyer's claims are bona fide or made up, the seller will be threatened with a lawsuit and more costs and aggravation. Even though the seller may put up a vigorous defense, most litigation settles. With the sales proceeds safely tucked away in the APT, there will be little incentive for the buyer to sue for recovery due to its inability to recover money if successful. Thus, plan to protect the sales proceeds from the sale immediately after the sale and not when things go bad.

▶How can the small business owner protect the business assets from future lawsuits?

Jeffrey Verdon, Esq., Jeffrey M. Verdon Law Group LLP: Businesses face risks of lawsuits daily, some of which can be financially devastating. California Civil Code of Procedure 704.115 provides a complete exemption from creditors where the business establishes a Private Retirement Plan for the owner(s) and funds the Plan with assets of the business. Once inside the Plan, future creditors of the business or the owner may not reach inside the plan to satisfy any future claim. Moreover, future distributions of retirement benefits are exempt from creditors, making the Plan one of the best asset protection planning techniques available to California residents.

▶What are the benefits of using a professional service firm that specializes in entrepreneurial firms?

David Krajanowski, SingerLewak: Entrepreneurs are a unique breed of business owners. They started something when most people did not see a problem, they created a vision and against incredible odds, opened a company bootstrapping their existence over several touch and go years to become successful. Entrepreneurial owners do not need compliance professionals (while I would say most professionals handle compliance adequately, experience has taught me otherwise). They need advisors who understand the entrepreneurial owner and how to help him or her focus on the issues. Owners want someone who will help them understand the past, challenge them to focus on the issues at hand and then help them focus on game breaking decisions to springboard their companies to greater success in the future. Ask yourself this: What was the last "ah-ha" moment you had from your professionals (whether it be your accountant, lawyer, banker or other professionals). That will be a great clue to you if you have the right team supporting you!

[1] Financing subject to credit and collateral approval. Other restrictions may apply. Terms and conditions subject to change.

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