



## S. Alan Rosen

### OF COUNSEL

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### OVERVIEW

Alan represents banks, bank holding companies, and their subsidiaries in connection with corporate, corporate securities, regulatory, and transactional matters.

With a half-century of legal experience, Alan supports the firm's Banking & Finance team in bank mergers, acquisitions, and dispositions; debt and equity capital raising in public and private offerings; and regulatory reporting. He has served in a lead role in both buy-side and sell-side mergers and acquisitions as well as de novo bank formations, and he has handled transactions with values in the hundreds of millions and billions.

Alan has also overseen a successful regulatory administrative appeal and has represented underwriters of financial institution-related offerings.

### Industry

Financial Services & Capital Markets

### Services

Banking & Finance

Corporate

Financial Institutions M&A and Regulatory Compliance

Mergers & Acquisitions

Securities & Corporate Governance

## Experience

- Represented Valley Republic Bancorp in negotiating its merger, an all-stock transaction valued at approximately \$165.5 million, with TriCo Bancshares to combine two service-focused banks and make Tri Counties Bank the largest community bank by deposits in Bakersfield and Kern County, California.
- Represented First Choice Bancorp (Nasdaq: FCBP), the holding company of FirstChoice Bank, in its sale to Enterprise Financial Services Corp (Nasdaq: EFSC), the holding company of Enterprise Bank & Trust, in an all-stock merger valued at nearly \$400 million.
- Represented Southern California Bancorp, the holding company for Bank of Southern California, N.A. (BCAL), in completing its acquisition of Bank of Santa Clarita, which merged with and into BCAL; the banks' combined assets total approximately \$2.2 billion.
- Represented Southern California Bancorp, the holding company for Bank of Southern California, N.A., in connection with its sale of three bank branches located in Orange, Redlands, and Santa Fe Springs, California, to Friendly Hills Bank (OTCMKTS: FHLB) of Los Angeles.
- Represented Southern California Bancorp in its \$42 million capital raise through the issuance of common stock in a private placement to institutional and accredited individual investors at a price of \$12 per share.
- Filed an Application for Authority to Organize Bank with the California Department of Business Oversight and an Application for Federal Deposit Insurance with the Federal Deposit Insurance Corporation for a de novo bank, New Enterprise Bank (proposed), to be located in the Silicon Valley.
- Represented American Riviera Bank (OTC Markets: ARBV), a full-service community bank, in its \$8.5 million capital-raise of common stock, the net proceeds of which will support growth and expansion in California's Central Coast.
- Represented Bank of Southern California in its \$33 million acquisition of CalWest Bancorp and its wholly-owned bank subsidiary, CalWest Bank.

## Experience

- Represented Valley Republic Bancorp, a bank holding company, in its \$20 million fixed-to-floating rate subordinated debt offering to institutional and private accredited investors.
- Represented Bank of Southern California in an acquisition including negotiating and documenting the merger agreement, conducting a fairness hearing before the California Dept. of Business Oversight for a stock permit, preparing the joint proxy materials and preparing the regulatory applications.
- Represented Bank of Southern California in a private placement to support a then-pending merger and to support anticipated continued growth in assets that included preparation of offering related documents, regulatory filings, and ancillary amendment to Articles to increase authorized capital.
- Represented Willamette Community Bank in a private placement to support anticipated continued growth in assets that included preparation of offering related documents and regulatory filings, and coordination of the closing.
- Represented Gateway Bank, F.S.B., headquartered in Oakland, California focused on servicing the Asian ethnic community, in its private placement offering of common stock, resulting in raising \$10.5 million in capital (a significant part of the Bank's achieving compliance with the regulatory order to which the Bank is a party and returning the Bank to positive financial performance).
- Represented CBC Bancorp in its acquisition of Bay Community Bancorp, an all-cash transaction valued at \$14 per common share. The acquisition merged institutions from two of California's largest banking markets, resulting in approximately \$3.5 billion in combined assets.
- Represented PCB Financial in its recently announced acquisition of Northern California Bancorp where NCB and its wholly owned subsidiary Monterey County Bank are now wholly owned subsidiaries of PCB.

## Recognition

- Jewish Federation Valley Alliance Chazak Award, 2017
- Martindale-Hubbell® AV Preeminent® Peer Review Rated

## Education

- J.D., University of California, Los Angeles School of Law
  - *UCLA Law Review*, Associate Editor
  - Order of the Coif
- B.A., University of California, Los Angeles
  - *summa cum laude*
  - Phi Beta Kappa

## Admissions

- California

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\*Contact Alan to set up an in-person consultation by appointment in the Los Angeles office.