

**COLORADO STATE BANKING BOARD**  
**Record of Proceedings - Regular Session**  
**April 18, 2013**

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Chairman Stephen (Steve) A. Sherlock was unable to attend in person and Board member James (Jim) Basey (Acting Chair Basey) served as Acting Chair for the meeting's proceedings. The Colorado State Banking Board (Board) was called to order by Acting Chair Basey at 10:06 a.m., April 18, 2013, at 1560 Broadway, Suite 975, DORA 975 Conference Room, Denver, Colorado. Attending in person were Acting Chair Basey and Board members Diane Barrett, and Cynthia (Cindy) Dash. Board members Ashley Burt, Richard (Rich) Martinez Jr., Emily Robinson, and Steve Sherlock participated via teleconference. Board member Donald (Don) Sall was absent. A quorum was declared; 10:06 a.m.

Also in attendance were State Bank Commissioner Fred Joseph (Commissioner Joseph), Deputy Bank Commissioner William Mickles (Deputy Commissioner Mickles), Financial Credit Examiner Jennifer Kim (J. Kim), Assistant Attorney General Cathern Smith (AAG Smith), and Board Secretary Diana Gutierrez (Board Secretary).

**➤ Record of Proceedings Approval**

Acting Chair Basey called for a motion to approve the March 21, 2013 minutes. A few minor grammatical revisions were made to the minutes. Motion by Cindy Dash to approve the March 21, 2013, Record of Proceedings, Regular Session as revised. Second by Diane Barrett. Motion carried unanimously; 10:08 a.m.

Acting Chair Basey called for a motion that the Banking Board convene in Executive Session, without or when appropriate with an applicant, to discuss confidential information, including biographical information, financial information of individuals and business entities, proprietary information, examination information, and other supervisory information of the following financial institutions and financial service providers and affiliated entities with applications or other matters on the agenda of today's meeting of the Colorado Banking Board:

1. Bank of Colorado, Fort Collins, CO; and
2. New West Banks of Colorado, Inc. / New West Bank, Greeley, CO

stating that such matters must be kept confidential as required by the Colorado Banking Code, sections 11-102-103(8), 11-102-305, and 11-102-306.

Authorization for the Executive Session is in the Open Meetings Law, Section 24-6-402(3)(a)(III), C.R.S.

Motion by Cindy Dash to convene in Executive Session. Second by Diane Barrett. Motion carried unanimously; 10:10 a.m.

Motion by Steve Sherlock to adjourn the Executive Session and reconvene the Regular Session of the April 18, 2013, Banking Board meeting. Second by Ashley Burt. Motion carried unanimously; 10:25 a.m.

➤ **Applications Hearing**

- Purchase and Assumption / Establishment of Branches / Relocation of two Branches – Bank of Colorado, Fort Collins, CO and New West Bank, Greeley, CO

Present for the hearing in person was Mr. Justin Horst, CFO of Pinnacle Bancorp, Inc., the holding company for Bank of Colorado (BOC), and participating via teleconference were Messrs. Craig Lichtenwalner, BOC's Senior Vice President, and John Zeilinger of Baird Holm LLP, BOC's external counsel.

BOC proposes to purchase certain assets and assume specified liabilities of New West Bank (NWB), specifically, the main facility in Greeley and the Eaton branch. Upon completion of the purchase, BOC plans to convert the acquired banking facilities into BOC branches and relocate/consolidate the existing BOC Greeley and Eaton branches into the respective new locations.

J. Kim provided a brief overview of the transaction schedule and BOC's financials. She further stated that the Division found no material concerns, the proposed transaction was considered fair and not contrary to the public interest, and met all regulatory requirements.

At this time, Mr. Horst addressed the Board. Board discussion.

Upon completion of the Board's discussion, J. Kim recommended the Board approve the application of Bank of Colorado, Fort Collins, CO, to purchase certain assets and assume specified liabilities of New West Bank, Greeley, CO. Additionally, approve the conversion of the acquired New West Bank location at 3459 West 20th Street, Suite 114, Greeley, CO, and the Eaton branch at 55 South Elm Avenue, Eaton, CO, to Bank of Colorado branches. Further, approve the relocating and consolidating of Bank of Colorado's existing Greeley branch, located at 3640 West 10th Street, Greeley, and its existing Eaton branch, located at 312 Collins Street, Eaton, to and into the respective newly acquired locations.

Motion by Diane Barrett to approve the application as stated in the Division's recommendation. Second by Cindy Dash. Discussion. Motion carried unanimously; 10:31 a.m.

Mr. Horst thanked the Board and departed the meeting.

- Sale of Assets / Amendment of Articles of Incorporation – New West Banks of Colorado, Inc. / new West Bank, Greeley, CO / Bank of Colorado, Fort Collins, CO

Present for the hearing were Mr. Leroy Leavitt, NWB's Board Chairman, and Mr. Tennyson Grebenar, counsel for the applicant.

NWB proposes to sell certain assets and specified liabilities to BOC. Upon completion of the purchase, NWB will cease to exist as a state-chartered commercial bank and will relinquish its charter. The acquired NWB banking facilities will become BOC branches.

Additionally, NWB and its holding company, New West Banks of Colorado, Inc., are requesting approval to amend and restate their individual Articles of Incorporation (Articles) to remain Colorado corporations, operating under the names ‘NWB Company’ and ‘NWB Holding Company’, respectively.

J. Kim provided a brief overview of NWB’s financials and stated that the Division found no material concerns, the proposed transaction was considered fair and not contrary to the public interest, and met all regulatory requirements.

At this time, Mr. Leavitt addressed the Board, after which, the Board posed questions with regard to the transaction timeline and proposed restructuring of NWB. At the conclusion of this dialogue, the Board discussed the application.

Upon completion of the Board's discussion, J. Kim recommended the Board approve the application of New West Bank, Greeley, CO, to sell certain assets and specified liabilities to Bank of Colorado, Fort Collins, CO. Additionally, approve the requests for New West Banks of Colorado, Inc. and New West Bank, to amend and restate their individual Articles of Incorporation to remain Colorado corporations and to operate under the names ‘NWB Holding Company’ and ‘NWB Company’, respectively.

Motion by Cindy Dash to approve the application as stated in the Division’s recommendation. Second by Emily Robinson. Discussion. Motion carried unanimously; 10:43 a.m.

Messrs. Leavitt and Grebenar thanked the Board and departed the meeting.

#### ➤ **Division of Banking/Commissioner’s Report**

1) Delegated Authority Report. Commissioner Joseph briefly presented the delegated items for the month, stating that the Division had approved a request to establish two branches, a Loan Production Office, and the closure of a branch.

3) Activities Report. Commissioner Joseph briefed the Board on his activities for the month, which included attending additional Sunset hearings for the Division of Banking and the Money Transmitters Act; and the confirmation hearings for Board members Diane Barrett, Ashley Burt, and Cindy Dash. He also attended the ICB conference held in Las Vegas and briefed the Board on the topics presented at the conference.

There were no further items for discussion in open session; therefore, Acting Chair Basey called for a motion to convene in Executive Session to discuss:

1) aggregate statistical data regarding processing of examinations, consumer complaints, applications, and collateral change requests, reports, and correspondence related to the Public Deposit Protection Act;

2) aggregate statistical data summarizing examination results and outstanding enforcement actions;

3) institutions, money transmitters, and financial service providers that are or may be the subject of formal or informal enforcement action or have recently been examined, including banks under liquidation; and

4) the current status of applications approved by the Banking Board at prior meetings stating that such matters must be kept confidential as required by the Colorado Banking Code, Sections 11-102-103(8), 11-102-305, and 11-102-306.

Authorization for the Executive Session is in the Open Meetings Law, Section 24-6-402(3) (a) (III), C.R.S.

Motion by Diane Barrett to convene the Executive Session of the April 18, 2013, Banking Board meeting. Second by Ashley Burt. Motion carried unanimously; 10:49 a.m.

The Board retired to Executive Session, which was tape recorded only.

Acting Chair Basey called for a motion to adjourn from the Executive Session and reconvene the Regular Session of the April 18, 2013, Banking Board meeting. Motion by Rich Martinez to reconvene the Regular Session. Second by Emily Robinson. Motion carried unanimously; 10:59 a.m.

**➤Other Items for Discussion**

There were no other items for discussion.

Motion by Cindy Dash to adjourn the Regular Session of the April 18, 2013, Banking Board meeting. Second by Diane Barrett. Motion carried unanimously; 11:00 a.m.

Meeting adjourned.

*I certify that the foregoing information substantially reflects the substance of the discussions as transcribed from my handwritten notes.*

  
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Diana S. Gutierrez, Secretary  
Colorado State Banking Board

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April 24, 2013  
Date