

FEDERAL RESERVE BANK OF SAN FRANCISCO

101 MARKET STREET, SAN FRANCISCO, CALIFORNIA 94105

September 5, 2013

ELECTION OF DIRECTORS

To the Member Banks of the Twelfth Federal Reserve District

In accordance with the provisions of Section 4 of the Federal Reserve Act and the announcement dated July 17, 2013, the Federal Reserve Bank of San Francisco is conducting an election of directors to succeed Ms. Betsy Lawer, a Class A director, elected by banks in Group Two, and Ms. Nicole C. Taylor, a Class B director, elected by banks in Group One, whose terms end on December 31, 2013. There are given herein the names of the candidates nominated and the names of the banks which made the nominations.

Except for subsidiary banks of bank holding companies, which have designated another bank to participate in this election, enclosed for each bank in Groups Two and One is a preferential ballot for use in voting for a Class A and a Class B director, respectively. An envelope bearing on its face the certificate in regard to the vote and a blue envelope marked "Ballot Only," in which the ballot is to be sealed, also are enclosed.

The ballot and certificate on the envelope must be executed by an officer who has been authorized to cast the vote. A revised list of the banks in Groups One and Two, showing the officers authorized to cast the vote of such banks, forms a part of this circular. In order that the votes may be confidential, please do not write the name of the bank and the voting officer on the ballot but only on the certificate envelope. The following procedure is required in the case of Class A and Class B ballots:

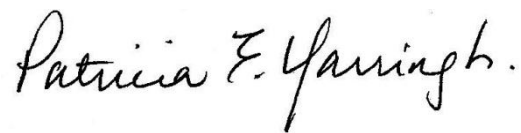
- (1) Mark the preferential ballot.
- (2) Place the completed ballot in the blue envelope marked "Ballot Only" and seal the envelope.
- (3) Place the sealed "Ballot Only" envelope in the white certificate envelope, complete the required information on the envelope, and seal the certificate envelope.
- (4) Return the certificate envelope containing the sealed ballot envelope in the enclosed self-addressed envelope.

The ballot must be returned so as to reach me within the period the polls are open. The polls will be open at 9:00 a.m. on September 12, and close at 2:00 p.m. on September 27, 2013. At that time the ballot box will be opened in the Board Room of this Bank, the votes counted, and the election results announced. The candidates are invited to be present or represented on that occasion.

While the banks in Group Three will not vote in this election, this circular is sent to them, without ballots, for their information.

Inquiries concerning this letter should be directed to Mr. Gerald C. Tsai, Secretary of the Board of Directors, at (415) 974-3415.

Sincerely yours,



PATRICIA E. YARRINGTON
Chair of the Board

Candidate for Class B Director – Group One

Name of Candidate

Nominated by the following Group One Banks

NICOLE C. TAYLOR

California

**President and Chief Executive Officer
Thrive Foundation for Youth
Menlo Park, California**

Santa Clara.....Silicon Valley Bank

Hawaii

Honolulu..... Bank of Hawaii

Professional Experience:

Ms. Nicole Taylor is President and Chief Executive Officer of Thrive Foundation for Youth, which is focused on helping millions of youth across the country reach their full potential. The Foundation develops and disseminates research-based, innovative tools, training and support to youth and youth serving organizations. She was previously president and CEO of East Bay Community Foundation, the largest source of philanthropic support in the eastern region of the San Francisco Bay Area encompassing Alameda and Contra Costa Counties. The Community Foundation serves as a catalyst for change by connecting community needs with individuals, families and organizations interested in charitable giving. It does this work through grantmaking, leading initiatives, advocacy and partnerships with business, government and private foundations.

Ms. Taylor is a veteran executive with 20 years of experience in the Bay Area non-profit community. Before going to the Community Foundation in September 2007, she was managing director of the Haas Center for Public Service at Stanford University. Prior to her service at Stanford, she was the CEO of College Track, a nonprofit organization that works to get underrepresented students successfully through high school and college. And prior to College Track, she was the director of Oakland’s Fund for Children and Youth. Ms. Taylor began her career as a teacher and also worked on school-reform efforts within urban school districts.

Current Affiliations:

Board Member

Federal Reserve Bank of San Francisco (2011 – present); Audit and Risk Management Committee Chair (2012 – present); Bank Performance Committee Member (2011 – present)
East Bay Economic Development Alliance, Vice Chair (2007 – present)
Common Sense Media (2012 – present)
League of California Community Foundations (2009 – present)

Current Affiliations:

Board Member (cont’d)

Council on Foundations Community Foundation Leadership Team (2010 – present)
Northern California Grantmakers (2010 – present)

Other Current Affiliations:

Board Member of Family Foundations (2007 – present): Cordes Foundation, Helzel Family Foundation, Rogers Family Foundation
Bay Area Blacks in Philanthropy (2010 – present)

Former Affiliations:

Board Member

John Gardner Center for Youth & Their Families, Stanford University (2008 – 2010)
Community Foundations Services Corporation (2008 – 2010)
California Governor and First Lady’s Conference on Women (2007 – 2010)
Community Network for Youth Development (2003 – 2006)

Awards and Recognitions:

San Francisco Business Times

“Most Admired CEO’s” (2010)
“Most Influential Women in Business in the Bay Area” (2011, 2010 and 2009)
List of “East Bay Women of Distinction” (2009)

Education:

Stanford University, B.S., Human Biology
Stanford University, M.A., Education
Holy Names University, Honorary Doctor of Human Letters

GROUP ONE

**18 Banks, each having a combined capital and surplus
of \$200,000,000 or more**

ONE Class B Director to be elected

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
ARIZONA (1 Bank)		
Phoenix	National Bank of Arizona	Chairman, President, Vice President or Cashier
CALIFORNIA (13 Banks)		
Los Angeles	The Bank of New York Mellon Trust Company, N.A.	Chairman, President, Vice President or Cashier
Los Angeles	City National Bank	Chairman, President, Vice President or Cashier
Los Angeles	Far East National Bank	Chairman, President, Vice President or Cashier
Los Angeles	Hanmi Bank	Chairman, President, Vice President or Cashier
Pasadena	East West Bank	Chairman, President, Vice President, Cashier or Secretary
Roseville	RaboBank, N.A.	Chairman, President or Executive Vice President
San Francisco	Bank of America California, N.A.	Chairman, President, Vice President, Cashier or Secretary
San Francisco	BlackRock Institutional Trust Company, N.A.	Chairman, President, Executive Vice President or Cashier
San Francisco	JPMorgan Bank and Trust Company, N.A.	Undesignated
San Francisco	Union Bank, N.A.	Chairman, President or Secretary
San Francisco	Wells Fargo Bank, N.A.	Chairman, Vice Chairman, President, Executive Vice President, Senior Vice President, Vice President or Cashier
San Rafael	Westamerica Bank	Undesignated
Santa Clara	Silicon Valley Bank	Chairman, President, Vice President, or Cashier
HAWAII (1 Bank)		
Honolulu	Bank of Hawaii	*Chairman, Vice Chairman, President or Chief Executive Officer
UTAH (2 Banks)		
Odgen	Wells Fargo Bank Northwest, N.A.	Chairman, President, Vice President or Cashier
Salt Lake City	Zions First National Bank	Chairman, President, Vice President or Cashier
WASHINGTON (1 Bank)		
Seattle	Washington Federal, N. A.	Undesignated

The officer(s) listed are authorized to nominate candidates **and cast the vote in director elections.*

Candidate for Class A Director – Group Two

Name of Candidate

Nominated by the following Group Two Bank

STEVEN R. GARDNER

California

**President and Chief Executive Officer
Pacific Premier Bank and
Pacific Premier Bancorp
Irvine, California**

Irvine..... Pacific Premier Bank

Professional Experience:

Steven R. Gardner is the President and Chief Executive Officer of Pacific Premier Bancorp, Inc. and its primary operating subsidiary, Pacific Premier Bank. Pacific Premier Bancorp, Inc. is a \$1.6 billion commercial banking holding company headquartered in Irvine, California. In the past two years, Pacific Premier Bank has acquired four banks; two through FDIC assisted transactions representing approximately \$350 million in assets and liabilities and two whole bank transactions totaling nearly \$600 million in assets. Pacific Premier focuses on serving small and middle market businesses and operates 13 full service branches in Southern California and has offices in Dallas, Texas and Phoenix, Arizona.

Mr. Gardner has more than 30 years of experience as a commercial banking executive. He has extensive financial institutions management experience in all areas including small and middle market business banking, securities and loan portfolio management, risk management and retail banking. Prior to joining Pacific Premier in 2000, Mr. Gardner served as an executive with Hawthorne Financial, responsible for credit and lending administration, and was part of the management team that led a turnaround of that institution in the mid 1990's.

Current Affiliations:

Federal Reserve Bank of San Francisco,
Community Depository Institutions Advisory
Council Member (October 2011 – present);
and Vice Chairman (January 2013 – present)
Independent Community Bankers of America
(ICBA), Director (2006 – present)
ICBA Holding Company, Director
(March 2013 – present)
ICBA Securities, Director (2009 – present)
California Independent Bankers, Board Member
and Executive Committee Member
(2006 – present)

Former Affiliations:

ICBA Executive Committee Secretary
(2011 – 2013)
California Independent Bankers, President and
Chairman (2004 – 2006)

Education:

California State University Fullerton, B.A.

Candidate for Class A Director – Group Two

Name of Candidate

Nominated by the following Group Two Bank

BETSY LAWER

Alaska

**Vice Chair and President
First National Bank Alaska
Anchorage, Alaska**

Anchorage..... First National Bank Alaska

Professional Experience:

Ms. Betsy Lawer is Vice Chair and President of First National Bank Alaska. As a third generation Alaskan banker, Ms. Lawer grew up with many of Alaska's business and community leaders. She learned the banking business at her father's knee, earning her degree from Duke University and returned to work her way up to the leadership position she holds today, built on a foundation of experience in loan documentation, marketing, electronic data processing, bank operations, investor loan production and commercial lending.

Current Affiliations:

Board Member

First National Bank Alaska, Vice Chair (1992 – present); President (2013 – present); and Director (1982 – present)
Federal Reserve Bank of San Francisco (2011 – present); Community and Public Affairs Committee Chair (2013 – present); Audit and Risk Management Committee Member (2011 – present)
University of Alaska Foundation, Board of Trustees (2009 – present)
Smithsonian National Board Member (2008 – present)
Smithsonian Institution Traveling Exhibition Service (SITES) (2011 – present)
Alyeska Pipeline Service Company, President's Community Panel Member (2001 – present)

Other Current Affiliations

Athena Society, Member (1998 – present)
Commonwealth North, Member (1985 – present)
Providence Health Care Foundation, Director Emeritus
Lawer Family Winery, President (2005 – present)

Former Affiliations:

Board Member

Commonwealth North, Director (2001 – 2009)
Federal Reserve Bank of San Francisco, Seattle Branch (1997 – 2003)

Awards and Recognitions:

U.S. Banker 25 Women to Watch (2003)
Alaska Journal of Commerce Top 25 Most Powerful Alaskans (1999 – 2003)
Anchorage Athena Society, Athena Award (2001)

Education:

Duke University, B.A., Economics

GROUP TWO

**47 Banks, each having a combined capital and surplus
of \$17,500,000 or more and less than \$200,000,000**

ONE Class A Director to be elected

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
ALASKA (1 Bank)		
Anchorage	First National Bank Alaska	Chairman, Vice Chairman or President
ARIZONA (1 Bank)		
Phoenix	Meridian Bank, N.A.	Chairman, President, Vice President or Cashier
CALIFORNIA (38 Banks)		
Alhambra	TomatoBank, N.A.	President only
Arcadia	American Plus Bank, N.A.	Chairman, President or Vice President
Beverly Hills	EH National Bank	Chairman, President, Chief Executive Officer, Vice President or Cashier
Brentwood	National Bank of California	Chairman, President, Vice President or Cashier
Costa Mesa	Pacific Mercantile Bank	President only
El Segundo	Bank of Manhattan, N.A.	President only
Fresno	United Security Bank	President only
Goleta	Community West Bank, N.A.	Chairman, President, Vice President or Cashier
Irvine	California First National Bank	President or Cashier
Irvine	California Republic Bank	Chief Executive Officer only
Irvine	CommerceWest Bank, N.A.	President only
Irvine	Pacific Enterprise Bank	Chairman, President or Senior Executive Vice President
Irvine	Pacific Premier Bank	Chairman, President or Vice President
La Jolla	Regents Bank, N.A.	Chairman, President, Vice President or Cashier
La Jolla	Silvergate Bank	Undesignated
Los Angeles	1 st Century Bank, N.A.	Chairman, President, Executive Vice President/Chief Operating Officer, Vice President or Cashier
Los Angeles	Commonwealth Business Bank	Chairman, President or Executive Vice President
Los Angeles	Deutsche Bank National Trust Company	Chairman, President, Vice President, Managing Director or Director
Los Angeles	Pacific Commerce Bank	Chairman, President, Vice President or Cashier
Napa	Bank of Napa, N.A.	Chairman, President, Vice President or Cashier
Newport Beach	American Security Bank	Chairman, President/Chief Executive Officer, President, Vice President or Cashier
Newport Beach	Commerce National Bank	Chairman, President, Vice President or Cashier
Oakdale	Oak Valley Community Bank	President only
Redding	North Valley Bank	Chairman, President, Vice President or Cashier
Riverside	First National Bank of Southern California	Chairman, President, Senior Vice President, Vice President or Cashier
Sacramento	Bank of Sacramento	Chairman, President, Vice President or Cashier
San Diego	Bank of Southern California, N.A.	Chairman, President, Senior Vice President or Cashier
San Francisco	Bank of the Orient	Chairman only
San Francisco	Presidio Bank	Chairman, President or Chief Financial Officer

GROUP TWO (Continued)

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
CALIFORNIA (Continued)		
San Jose	Bridge Bank, N.A.	Chairman or President and Chief Executive Officer
San Jose	Heritage Bank of Commerce	Chairman, Chief Executive Officer or Chief Operating Officer
San Luis Obispo	Mission Community Bank	President or Executive Vice President/Chief Financial Officer
Santa Rosa	Alta Pacific Bank	Chairman, President, Executive Vice President, Senior Vice President or Vice President
Simi Valley	Recontrust Company, N.A.	Chairman or President
South San Francisco	First National Bank of Northern California	Chairman, President, Vice President or Cashier
South San Francisco	Liberty Bank	President only
Walnut Creek	Bay Commercial Bank	Undesignated
Walnut Creek	Pacific Coast Bankers' Bank	President and Chief Executive Officer only
NEVADA (1 Bank)		
Las Vegas	Credit One Bank, N.A.	Chairman, President, Vice President or Cashier
UTAH (3 Banks)		
Provo	Green Dot Bank	Chairman, President or Vice President
Salt Lake City	First Utah Bank	President only
Salt Lake City	Marlin Business Bank	Chairman, President, Vice President or Assistant Secretary
WASHINGTON (3 Banks)		
Everett	Coastal Community Bank	Chairman, President or Executive Vice President/Chief Financial Officer
Seattle	The Commerce Bank of Washington, N.A.	Chairman, President, Managing Director, Vice President or Cashier
Tacoma	Commencement Bank	Chairman, President or Chief Financial Officer

Directors of the Federal Reserve Bank of San Francisco

As of September 5, 2013

Name	Occupation	Elected by Banks in Group	Class	Term Expires December 31
Betsy Lawer	Vice Chair and President First National Bank Alaska Anchorage, Alaska	2	A	2013
Megan F. Clubb	President and Chief Executive Officer Baker Boyer National Bank Walla Walla, Washington	3	A	2014
Peter S. Ho	Chairman, President and Chief Executive Officer Bank of Hawaii and Bank of Hawaii Corporation Honolulu, Hawaii	1	A	2015
Nicole C. Taylor	President and Chief Executive Officer Thrive Foundation for Youth Menlo Park, California	1	B	2013
Richard A. Galanti	Executive Vice President and Chief Financial Officer Costco Wholesale Corporation Issaquah, Washington	2	B	2014
Steven E. Bochner	Partner Wilson, Sonsini, Goodrich & Rosati, P.C. Palo Alto, California	3	B	2015
Patricia E. Yarrington <i>Chair of the Board</i>	Vice President and Chief Financial Officer Chevron Corporation San Ramon, California	Appointed by the Board of Governors of the Federal Reserve System	C	2013
Roy A. Vallee <i>Deputy Chairman</i>	Retired Executive Chairman and Chief Executive Officer Avnet, Inc. Phoenix, Arizona	Appointed by the Board of Governors of the Federal Reserve System	C	2014
Alexander R. Mehran	President and Chief Executive Officer Sunset Development Corporation San Ramon, California	Appointed by the Board of Governors of the Federal Reserve System	C	2015