

**PROXY STATEMENT**  
**ANNUAL MEETING OF SHAREHOLDERS**  
**OF**  
**AMERICAN RIVIERA BANK**

**To Be Held June 19, 2019**

This proxy statement ("Proxy Statement") is furnished in connection with the solicitation of proxies to be used by the Board of Directors of American Riviera Bank (the "Bank") at the Annual Meeting of Shareholders of the Bank currently scheduled to be held at American Riviera Bank, 1033 Anacapa Street, Santa Barbara, California 93101, on Wednesday June 19, 2019 at 5:30 p.m., and at any adjournments thereof (the "Meeting").

The matters to be considered and voted upon at the Meeting will include:

1. ELECTION OF DIRECTORS. To elect the following nine (9) directors of the Bank to serve as directors of the Bank until the next Annual Meeting of Shareholders and until their respective successors are elected and have qualified:

Frank Burgess	Darren D. Caesar
Joe Campanelli	Jeff DeVine
Leonard Himelsein	Jody Dolan Holehouse, CPA
Weldon U. Howell, Jr., Esq	Lawrence Koppelman
Douglas Margerum	

2. RATIFICATION OF THE SELECTION OF CROWE LLP AS THE BANK'S INDEPENDENT AUDITORS: To ratify the selection of Crowe LLP as the Bank's independent registered public accounting firm, as described in Proposal 2 herein.

3. OTHER BUSINESS. To consider and transact such other business as may properly come before the meeting and any adjournment or adjournments thereof.

This Proxy Statement and the accompanying form of proxy are being mailed on approximately Friday, May 17, 2019 to all persons who were shareholders as of Wednesday, April 10, 2019.

**Revocability of Proxies**

A form of proxy for voting your shares at the Meeting is enclosed. Any shareholder who executes and delivers a proxy has the right to revoke it at any time before it is voted by filing with the Secretary of the Bank an instrument revoking it or a duly executed proxy bearing a later date. In addition, the powers of the proxyholders will be revoked if the person executing the proxy is present at the Meeting and advises the Chairman of his or her election to vote in person. Shares represented by a properly executed proxy received prior to the Meeting will be voted in accordance with the shareholder's specifications, as noted on the proxy, or if not otherwise specified, and unless revoked, such shares will be voted only in favor of the proposals recommended by the Board of Directors as specified herein.

The proxy also confers discretionary authority to vote the shares represented thereby on any matter that was not known at the time this Proxy Statement was mailed which may properly be presented for action at the Meeting and may include: action with respect to procedural matters pertaining to the conduct of the Meeting; and election of any person to any office for which a bona fide nominee is named herein if such nominee is unable to serve or will not serve.

## **Persons Making the Solicitation**

The Bank's Board of Directors is soliciting the enclosed proxy. The principal solicitation of proxies is being made by mail, although additional solicitation may be made by telephone, facsimile or personal visits by directors, officers and employees of the Bank. The total expense of this solicitation will be borne by the Bank and will include reimbursement paid to brokerage firms and others for their expenses in forwarding soliciting material.

## **VOTING SECURITIES**

### **Outstanding Shares and Record Date**

Shareholders of record as of the close of business on April 10, 2019 ("Record Date") will be entitled to notice of and to vote at the Meeting. As of such date, the Bank had issued and outstanding 4,885,644 shares of common stock, no par value ("Common Stock") and 135,185 granted but unvested restricted stock awards ("Unvested RSA").

### **Voting Rights**

For each matter submitted to the vote of the shareholders, each holder of Common Stock and each holder of Unvested RSA will be entitled to one vote, in person or by proxy, for each share he or she held of record on the books of the Bank as of the Record Date or any matter submitted to the vote of shareholders, except that in connection with the election of directors, shares may be voted cumulatively if a candidate's or candidates' name(s) have been properly placed in nomination prior to the voting and a shareholder present at the Meeting gives notice at the Meeting, prior to the voting for election of directors, of his or her intention to vote cumulatively. If any shareholder of the Bank gives such notice, then all shareholders eligible to vote will be entitled to cumulate their votes. Cumulative voting allows a shareholder to cast a number of votes equal to the number of shares held in his or her name as of the Record Date, multiplied by the number of directors elected. These votes may be cast for any one nominee, or may be distributed among as many nominees as the shareholder sees fit. In the election of directors, the nine (9) nominees receiving the highest number of votes will be elected. In connection with the other proposals, a majority of the issued and outstanding shares are required to approve those proposals.

The presence, in person or by proxy, of a majority of the shares entitled to vote will constitute a quorum for the Meeting. Votes cast by proxy or in person at the Meeting will be counted by appointed inspectors of election. The inspectors of election will treat shares represented by proxies that reflect abstentions as shares that are present and entitled to vote, for purposes of determining the presence of a quorum and for purposes of determining the outcome of any matter submitted to the shareholders for a vote. Abstentions, however, do not constitute a vote "for" or "against" any matter and thus will be disregarded in the calculation of a plurality or of "votes cast." The inspectors of election will treat shares referred to as "broker non-votes" (i.e., shares held by brokers or nominees as to which instructions have not been received from the beneficial owners or persons entitled to vote or that the broker or nominee does not have discretionary power to vote on a particular matter) as shares that are present and entitled to vote for purposes of determining the presence of a quorum. However, for purposes of determining the outcome of any matter as to which the broker has physically indicated on the proxy that it does not have discretionary authority to vote, those shares will be treated as not present and not entitled to vote with respect to that matter even though those shares are considered entitled to vote for quorum purposes and may be entitled to vote on other matters.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tables set forth information as of April 10, 2019 pertaining to beneficial ownership of the Bank's Common Stock by persons known to the Bank to own five percent (5%) or more of such stock, current directors and nominees for election as directors, Executive Officers of the Bank, and all current directors and Executive Officers of the Bank as a group. The information contained herein has been obtained from the Bank's records, from information furnished directly by the individual or entity to the Bank, or by public or regulatory notice.

The tables should be read with the understanding that more than one (1) person may be the beneficial owner or possess certain attributes of beneficial ownership with respect to the same securities.

<b><u>Name and Address of Beneficial Owner</u></b> <sup>2</sup>	<b><u>Title</u></b>	<b><u>Amount and Nature of Beneficial Ownership</u></b>	<b><u>Percent of Class</u></b>
Frank Burgess	Director	170,129	3.36%
Darren D. Caesar	Director, Vice Chair of the Board	77,845	1.54%
Joe Campanelli	Director	29,805	0.59%
Eusebio Cordova Jr.	EVP, Chief Credit Officer	24,991 <sup>3</sup>	0.49%
Jeff DeVine	Director, President and CEO	118,558 <sup>4</sup>	2.34%
Joanne Funari	EVP, Chief Operating Officer	53,920 <sup>5</sup>	1.06%
Leonard Himelsein	Director	309,872 <sup>6</sup>	6.11%
Jody Dolan Holehouse, CPA	Director	6,980	0.14%
Weldon U. Howell, Jr., Esq	Director	15,680	0.31%
Lawrence Koppelman	Director, Chair of the Board	70,296	1.39%
Douglas Margerum	Director	50,398	0.99%
Michelle Martinich	EVP, Chief Financial & Administrative Officer	26,616 <sup>8</sup>	0.52%
All Directors and Executive Officers as a Group (12 in number)		955,090 <sup>10</sup>	18.84%

<b><u>Shareholders known to Bank owning 5% or more</u></b> <sup>11</sup>	<b><u>Title</u></b>	<b><u>Amount and Nature of Beneficial Ownership</u></b>	<b><u>Percent of Class</u></b>
Banc Funds Co LLC	Shareholder	335,940	6.63%

<sup>1</sup> As used throughout this document, the term "Executive Officers" means the President and Chief Executive Officer; the Executive Vice President and Chief Operating Officer; the Executive Vice President and Chief Financial and Administrative Officer; and the Executive Vice President and Chief Credit Officer.

<sup>2</sup> Beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has: (a) voting power, which includes the power to vote, or to direct the voting of such security; and/or (b) investment power, which includes the power to dispose, or to direct the disposition, of such security. Beneficial owner includes any person who has the right to acquire beneficial ownership of such security as defined above within 60 days of the Record Date. The address for all directors and Executive Officers is 1033 Anacapa Street, Santa Barbara, CA 93101.

<sup>3</sup> Includes 2,000 options granted under the Bank's Stock Incentive Plan which are exercisable within 60 days of the Record Date. Includes 11,035 granted but not yet vested restricted stock awards.

<sup>4</sup> Includes 36,024 granted but not yet vested restricted stock awards.

<sup>5</sup> Includes 39,649 options granted under the Bank's Stock Incentive Plan which are exercisable within 60 days of the Record Date. Includes 12,100 granted but not yet vested restricted stock awards.

<sup>6</sup> Includes 7,549 options granted under the Bank's Stock Incentive Plan which are exercisable within 60 days of the Record Date.

<sup>7</sup> Not used

<sup>8</sup> Includes 13,175 granted but not yet vested restricted stock awards.

<sup>9</sup> Not used

<sup>10</sup> Includes 49,198 options granted under the Bank's Stock Incentive Plan which are exercisable within 60 days of the Record Date and 72,334 granted but not yet vested restricted stock awards.

<sup>11</sup> This list only includes shareholders owning 5% or more based on the Bank's Shareholder of Record information, public filings or regulatory filings and as such this list may inadvertently omit other shareholders owning 5% or more. Any Director or Executive Officer with 5% or greater ownership is excluded from this table and is listed in the previous table.

## **PROPOSAL 1: ELECTION OF DIRECTORS**

### **Nominees for Election as Directors**

The persons named below will be nominated for election as directors to serve until the 2020 Annual Meeting of Shareholders and until their successors are elected and have qualified. Votes will be cast in such a way as to effect the election of all nine (9) nominees, or as many thereof as possible under the rules of cumulative voting.

If any nominee should become unable or unwilling to serve as a director, the proxies will be voted for such substitute nominee as shall be designated by the Board of Directors. The Board of Directors presently has no knowledge that any of the nominees will be unable or unwilling to serve. Additional nominations can be made only by complying with the notice provisions included in the Bank's Bylaws. The Bylaw provision is designed to give the Board of Directors advance notice of competing nominations, if any, and the qualifications of nominees, and may have the effect of precluding third-party nominations if the procedures specified therein are not followed. The nine (9) nominees receiving the highest number of votes at the Meeting shall be elected.

None of the directors, nominees or Executive Officers of the Bank was selected pursuant to any arrangement or understanding, other than with the directors and Executive Officers of the Bank, acting within their capacities as such. There are no family relationships between the directors and Executive Officers of the Bank. Except for Mr. Burgess, none of the directors or Executive Officers of the Bank serve as directors of any company which has a class of securities registered under, or which is subject to the periodic reporting requirements of, the Securities Exchange Act of 1934 or any investment company registered under the Investment Company Act of 1940.

The following table provides certain information as of the Record Date with respect to each person nominated and recommended to be elected by the current Board of Directors of the Bank. Reference is made to the section entitled "SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT" for information pertaining to stock ownership of the nominees.

<u>Name and Office Held</u>	<u>Age as of 4/10/2019</u>	<u>Principal Occupation For Past Five (5) Years</u>	<u>Director or Executive Officer of Bank Since</u>
Frank Burgess Director	76	President/CEO, Madison Investment Advisors, Inc.	2006
Darren D. Caesar Director, Vice Chair of Board	51	Senior Executive Vice President, HUB International of California	2006
Joe Campanelli Director	70	Business Consultant	2006
Jeff DeVine Director, President and CEO	50	Banker American Riviera Bank	2008
Leonard Himelsein Director	73	President, National Pacific Corporation	2016
Jody Dolan Holehouse, CPA Director, Audit Chair	59	CPA, Nasif, Hicks, Harris & Co LLP	2011
Weldon U. Howell, Jr., Esq Director	71	Attorney at Law, Howell, Moore & Gough LLP	2012
Lawrence Koppelman Director, Chair of the Board	78	President Koppelman & Co	2006
Douglas Margerum Director	59	Owner Margerum Wine Company Inc.	2006

**THE BOARD OF DIRECTORS INTENDS TO VOTE ALL SHARES OF COMMON STOCK SUBSCRIBED FOR BY IT IN FAVOR OF ELECTION OF EACH OF THE NOMINEES. YOU ARE URGED TO VOTE FOR PROPOSAL 1: TO ELECT THE NINE (9) NOMINEES SET FORTH HEREIN TO SERVE UNTIL THE 2020 ANNUAL MEETING OF SHAREHOLDERS AND UNTIL THEIR RESPECTIVE SUCCESSORS SHALL BE ELECTED AND QUALIFIED.**

## **The Board of Directors and Committees**

The Bank commenced business on July 18, 2006. In 2018, the Board of Directors of the Bank held twelve (12) regular meetings and one (1) additional meeting. In addition to meeting as a group to review the Bank's business, certain members of the Board of Directors ("Board") of the Bank also devote their time and talents to the following standing committees:

The Bank's Executive and Governance Committee, which currently consists of Darren Caesar (Chair), Joe Campanelli, Jeff DeVine, Leonard Himelsein, Weldon Howell, and Lawrence Koppelman serve as the administrative arm of the Board and held two (2) regular meetings in 2018. The Executive Committee is empowered to act for the full Board in its absence. This committee handles matters requiring Board review that arise between full Board meetings. The Executive Committee may relieve the full Board of detailed reviews of information and operational activities. All major functions of the Bank will be subject to review and approval by the Executive Committee. The Executive Committee coordinates the work of other Board committees. The Executive Committee does not have the authority to exercise all of the Board's powers; for example, the full Board generally reserves the right to execute extraordinary contracts such as mergers and acquisitions.

The Bank's Audit Committee, which currently consists of Jody Dolan Holehouse (Chair), Darren Caesar, Lawrence Koppelman and Douglas Margerum, monitors Bank management, financial statements, internal and external audit reports, and staff compliance with Board policies, laws and regulations and held six (6) regular meetings in 2018. This committee establishes policy and provides overall supervision and control to ensure the integrity of financial information and establish an effective accounting and internal control system. This committee evaluates procedures and controls of the Bank's operations, oversees audit matters along with the independent accountants, and investigates the affairs of the Bank as may be deemed necessary.

The Bank's Loan Committee, which currently consists of Joe Campanelli (Chair), Jody Dolan Holehouse, Jeff DeVine, Leonard Himelsein, with Lawrence Koppelman serving as an alternate member, ensures that the established loan policies are current, relevant and properly followed and held forty seven (48) regular meetings in 2018. This committee also reviews and approves all loans in excess of officer lending limits and which may require special attention.

The Bank's Asset/Liability Management Committee (ALCO), which currently consists of Leonard Himelsein (Chair), Frank Burgess, Darren Caesar, Jeff DeVine and Lawrence Koppelman ensures that the Bank has adequate asset and liability practices and procedures are implemented by management to enable the Bank to achieve its goals while adhering to prudent banking practices and held four (4) regular meetings in 2018. This committee confirms, reviews and approves the Asset/Liability, liquidity and investment reports on a quarterly basis. This committee establishes policy and provides overall supervision and control in the area of investments and confirms, reviews and approves all investments on a quarterly basis.

The Bank's Personnel/Compensation Committee, which currently consists of Douglas Margerum (Chair), Lawrence Koppelman, and Weldon Howell establishes, reviews and monitors the personnel policies of the Bank and held five (5) regular meetings in 2018. This committee determines goals and objectives for the Bank and CEO, reviews the CEO's performance and determines the CEO's compensation. This committee reviews goals and objectives for the other Executive Officers as recommended by the CEO and must concur on the compensation of such other Executive Officers as recommended by the CEO.

Each of the directors attended at least 75% of the Board meetings in 2018.

## Director Compensation

The following table sets forth as to each of the persons who currently serve as an outside director on the Board of the Bank, such person's compensation earned for service on the Board for the year ended December 31, 2018. No fees are paid to Jeff DeVine for his service on the Board.

<u>Name</u>	<u>Annual Retainer<sup>14</sup></u>	<u>Extra Retainer<sup>15</sup></u>	<u>Board Meeting Fees<sup>16</sup></u>	<u>Stock Awards<sup>17</sup></u>
Frank Burgess <sup>18</sup>	\$10,000	\$0	\$8,500	\$7,500
Darren D. Caesar	\$10,000	\$3,000	\$13,000	\$7,500
Joe Campanelli	\$10,000	\$8,000	\$13,000	\$7,500
Leonard Himelsein	\$10,000	\$8,000	\$13,000	\$7,500
Jody Dolan Holehouse <sup>19</sup>	\$10,000	\$9,000	\$12,000	\$7,500
Weldon U. Howell, Jr	\$10,000	\$0	\$13,000	\$7,500
Lawrence Koppelman	\$10,000	\$7,500	\$12,250	\$7,500
Douglas Margerum	\$10,000	\$3,000	\$11,500	\$7,500

<sup>12-13</sup> Not used.

<sup>14</sup> The Bank pays each outside director an annual retainer of \$10,000 which is paid in cash after election at the annual shareholder meeting.

<sup>15</sup> The Bank pays additional or extra annual retainers to outside directors that serve as committee chairs and members of the loan committee. The Board Chair receives \$5,000. Each Committee Chair receives \$3,000, except Audit Committee Chair receives \$4,000. Loan Committee members received \$5,000 and alternates received \$2,500.

<sup>16</sup> Board meeting fees are based on attendance. The level in effect for 2018 was \$1,000 per board meeting attended in person, \$750 per meeting attended via video and \$500 for each meeting attended via phone.

<sup>17</sup> It has been the practice of the Bank to grant \$7,500 value of common stock to the outside directors annually after election at the annual shareholder meeting.

<sup>18</sup> Mr. Burgess has chosen to not take cash payment for his annual retainer, extra retainer and board meeting fees, and instead, the funds are used by the Bank for charitable donations.

<sup>19</sup> Ms. Holehouse donated \$2,000 of director fees to be used by the Bank for charitable donations.

## Executive Officers

The following table sets forth as to each of the persons who currently serves as an Executive Officer of the Bank, such person's age, such person's principal occupation during the past five (5) years, such person's current position with the Bank, and the period during which the person has served in such position.

<u>Name</u>	<u>Age As of 4/10/19</u>	<u>Position with Bank</u>	<u>Principal Occupation For Past Five (5) Years</u>	<u>Year Appointed to Position</u>
Jeff DeVine <sup>20</sup>	50	President and Chief Executive Officer	Banker	2008
Joanne Funari <sup>21</sup>	59	EVP and Chief Operating Officer	Banker	2016
Michelle Martinich <sup>22</sup>	45	EVP and Chief Financial and Administrative Officer	Banker	2006
Eusebio Cordova, Jr. <sup>24</sup>	37	EVP and Chief Credit Officer	Banker	2016

<sup>20</sup> Mr. DeVine was appointed President and Chief Executive Officer of the Bank on August 21, 2008. Mr. DeVine previously was employed as Statewide Division Manager of commercial real estate by Rabobank, N.A. Prior to that, he was Regional President for the Greater Santa Barbara and Santa Ynez Valley Region of Mid-State Bank & Trust. He has held senior officer positions in a range of banking firms, serving roles in commercial, real estate, private and investment banking during his 20+ year career. He graduated with honors from the Pacific Coast Banking School at the University of Washington and received his Bachelors of Science from the University of California, San Diego in Quantitative Economics.

<sup>21</sup> Ms. Funari was appointed Executive Vice President and Chief Operating Officer of the Bank on January 1, 2016. Ms. Funari was previously employed as Executive Vice President and Chief Operating Officer and served as a Director for The Bank of Santa Barbara. Prior to joining The Bank of Santa Barbara, she served as Executive Vice President and Santa Barbara and Ventura Counties Market President for Business First Bank, a Division of Heritage Oaks Bank. She was also a founder and president of Business First National Bank and held senior officer positions at Santa Barbara Bank & Trust, City Commerce Bank and Bank of New York. She has served the Santa Barbara market for the past 30 years as a community banker. Her education includes a graduate degree with honors from the Pacific Coast Banking School at the University of Washington and University of California, Los Angeles.

<sup>22</sup> Ms. Martinich was appointed Senior Vice President and Chief Financial Officer of the Bank on April 20, 2006 and currently serves as the Executive Vice President and Chief Financial and Administrative Officer. Mrs. Martinich previously was employed by Pacific Capital Bancorp (PCB), dba Santa Barbara Bank & Trust. Mrs. Martinich's financial and banking experience spans 20+ years, first as an external auditor with Arthur Andersen and then with responsibility for various functions in the Finance Department of PCB, reporting directly to the CFO. She graduated from UC Santa Barbara with a Bachelors of Arts in Business Economics.

<sup>23</sup> Not used.

<sup>24</sup> Mr. Cordova was appointed Senior Vice President and Chief Credit Officer of the Bank on July 20, 2016 and currently serves as the Executive Vice President and Chief Credit Officer. Mr. Cordova joined the Bank in 2009 and was serving as the Commercial Team Leader prior to his appointment as CCO. Prior to working at American Riviera Bank, Mr. Cordova was a Vice President, Commercial Banking Officer for Mid-State Bank and Trust, which was acquired by Rabobank. Mr. Cordova has held various positions during his 18 year banking career. Mr. Cordova graduated with a Bachelor of Science Degree in Business and minor in Economics from CSU Channel Islands. He is currently attending Pacific Coast Banking School at the University of Washington.



## Executive Compensation

The following summary compensation table sets forth, for the last three (3) fiscal years, the cash and certain other compensation paid by the Bank to the Bank's Executive Officer team whose total annual salary and bonus for the fiscal year ended December 31, 2018 exceeded \$100,000.

(A) Name and Principal Position	(B) Fiscal Year	Annual Compensation			Long-Term Compensation
		(C) Salary (\$)	(D) Bonus (\$)	(E) <sup>25</sup> Other Annual Compensation	Stock Awards (#)
Jeff DeVine President & CEO	2018	\$ 350,000	\$ 150,000	\$ 712,878	2,821
	2017	\$ 308,750	\$ 140,000	\$ 107,991	3,102
	2016	\$ 288,667	\$ 112,000	\$ 197,880	-
Joanne Funari EVP, COO	2018	\$ 231,750	\$ 66,000	\$ 23,398	1,487
	2017	\$ 225,563	-	\$ 15,767	1,122
	2016	\$ 225,000	\$ 225,000	\$ 19,600	39,649
Michelle Martinich EVP, CFAO	2018	\$ 225,000	\$ 70,000	\$ 79,159	1,692
	2017	\$ 211,250	\$ 67,000	\$ 63,682	1,716
	2016	\$ 195,417	\$ 48,000	\$ 80,651	-
Eusebio Cordova, Jr. EVP, CCO	2018	\$ 190,000	\$ 50,000	\$ 104,252	923
	2017	\$ 176,250	\$ 43,000	\$ 39,933	4,116
	2016	\$ 155,000	\$ 27,000	\$ 25,095	-

The following summary compensation table sets forth the breakout of Other Annual Compensation earned in 2018.

	Car Allowance	Car Lease Benefit	401k Match	RSA Vesting	Intrinsic Value of Options Exercised	Total
Jeff DeVine	\$ -	\$ 5,040	\$ 11,000	\$ 122,018	\$ 574,820	\$ 712,878
Joanne Funari	\$ 9,000	\$ -	\$ 8,933	\$ 5,465	\$ -	\$ 23,398
Michelle Martinich	\$ 9,000	\$ -	\$ 11,000	\$ 59,159	\$ -	\$ 79,159
Eusebio Cordova Jr	\$ 9,000	\$ -	\$ 9,600	\$ 46,552	\$ 39,100	\$ 104,252

<sup>25</sup> Represents the dollar value of other annual compensation not properly categorized as salary or bonus; including (i) perquisites and other personal benefits, securities or property unless the aggregate amount of such compensation is the lesser of either \$50,000 or 10% of the total annual salary and bonus reported for the named executive officer in columns (C) and (D); (ii) above-market or preferential earnings on restricted stock, options, stock appreciation rights ("SARs") or deferred compensation paid during the fiscal year or payable during that period but deferred at the election of the named executive officer; (iii) earnings on long-term incentive plan ("LTIP") compensation paid during the fiscal year or payable during that period but deferred at the election of the named executive officer; (iv) amounts recognized as income due to the vesting of restricted stock awards (RSA) granted in prior years; (v) amounts reimbursed during the fiscal year for the payment of taxes; and (vi) the dollar value of the difference between the price paid by a named Executive Officer for any security of the Bank purchased/exercised from the Bank (through deferral of salary or bonus, stock option or otherwise), and the fair market value of such security at the date of purchase/exercise, unless that discount is available generally, either to all security holders or to all salaried employees of the registrant. Actual amounts are reflected in the table above.

The Bank has entered into an employment agreement to pay Mr. Jeff DeVine an annual base salary not less than \$350,000, discretionary bonus, an automobile allowance of \$1,250 per month, or lease value equivalent, and group insurance coverage. Performance based stock awards granted were in the form of restricted stock grants with vesting over 4 years at 25% each year. Retention stock awards granted were in the form of restricted stock grants with vesting over 5 years at 0% in years 1 and 2, 20% in years 3 and 4 and 60% in year 5. If Mr. DeVine is terminated without Good Cause as defined in the employment agreement, Mr. DeVine would receive a severance payment in the amount of twelve (12) months of his base salary plus paid COBRA insurance coverage. If Mr. DeVine's employment is terminated by Mr. DeVine for any reason within six (6) months following a Change of Control as defined in the employment agreement, or by us or our successor without Good Cause within twelve (12) months following a Change of Control, then Mr. DeVine will be entitled to receive from us or our successor a cash lump sum in an amount equal to two (2) times his then annual salary, bonus, automobile allowance and annual COBRA insurance expense as defined in the employment agreement.

The Bank has entered into an employment agreement to pay Ms. Joanne Funari an annual base salary not less than \$231,750, discretionary bonus, an automobile allowance of \$750 per month and group insurance coverage. Performance based stock awards granted were in the form of restricted stock grants with vesting over 4 years at 25% each year. Retention stock awards granted were in the form of restricted stock grants with vesting over 5 years at 0% in years 1 and 2, 20% in years 3 and 4 and 60% in year 5. In 2016, Ms. Funari received a one-time retention bonus of \$225,000 in connection with the merger with The Bank of Santa Barbara. If Ms. Funari is terminated without Good Cause as defined in the employment agreement, Ms. Funari would receive a severance payment in the amount of nine (9) months of her base salary plus paid COBRA insurance coverage. If Ms. Funari's employment is terminated by Ms. Funari for any reason within six (6) months following a Change of Control as defined in the employment agreement, or by us or our successor without Good Cause within twelve (12) months following a Change of Control, then Ms. Funari will be entitled to receive from us or our successor a cash lump sum in an amount equal to one (1) times her then annual salary, bonus, automobile allowance and annual COBRA insurance expense as defined in the employment agreement.

The Bank has entered into an employment agreement to pay Ms. Michelle Martinich an annual base salary not less than \$225,000, discretionary bonus, an automobile allowance of \$750 per month and group insurance coverage. Performance based stock awards granted were in the form of restricted stock grants with vesting over 4 years at 25% each year. Retention stock awards granted were in the form of restricted stock grants with vesting over 5 years at 0% in years 1 and 2, 20% in years 3 and 4 and 60% in year 5. If Ms. Martinich is terminated without Good Cause as defined in the employment agreement, Ms. Martinich would receive a severance payment in the amount of twelve (12) months of her base salary plus paid COBRA insurance coverage. If Ms. Martinich's employment is terminated by Ms. Martinich for any reason within six (6) months following a Change of Control as defined in the employment agreement, or by us or our successor without Good Cause within twelve (12) months following a Change of Control, then Ms. Martinich will be entitled to receive from us or our successor a cash lump sum in an amount equal to two (2) times her then annual salary, bonus, automobile allowance and annual COBRA insurance expense as defined in the employment agreement.

The Bank has entered into an employment agreement to pay Mr. Eusebio Cordova an annual base salary not less than \$215,000, discretionary bonus, an automobile allowance of \$750 per month and group insurance coverage. Performance based stock awards granted were in the form of restricted stock grants with vesting over 4 years at 25% each year. Retention stock awards granted were in the form of restricted stock grants with vesting over 5 years at 0% in years 1 and 2, 20% in years 3 and 4 and 60% in year 5. If Mr. Cordova is terminated without Good Cause as defined in the employment agreement, Mr. Cordova would receive a severance payment in the amount of nine (9) months of his base salary plus paid COBRA insurance coverage. If Mr.

Cordova's employment is terminated by Mr. Cordova for any reason within six (6) months following a Change of Control as defined in the employment agreement, or by us or our successor without Good Cause within twelve (12) months following a Change of Control, then Mr. Cordova will be entitled to receive from us or our successor a cash lump sum in an amount equal to one (1) times his then annual salary, bonus, automobile allowance and annual COBRA insurance expense as defined in the employment agreement.

### **Omnibus Stock Plan**

On December 31, 2018, the Bank had two share-based compensation plans, which are described below. The plans do not provide for the settlement of awards in cash and new shares are issued upon option exercise or restricted share grants. The plans are designed to attract and retain employees and directors. The amount, frequency, and terms of share-based awards may vary based on competitive practices, the Bank's operating results and government regulations.

On September 2, 2015, the Bank adopted the American Riviera Bank 2015 Omnibus Stock Incentive Plan (the "Plan") which has been approved by its shareholders and permits the grant of equity compensation in the form of Options, Restricted Stock Awards, Performance Awards, and Restricted Stock Units for up to 1,091,782 shares of the Bank's common stock. The remaining shares available for issuance are reduced by shares reserved under the 2009 Plan and shares outstanding under the 2015 Plan, leaving 477,523 available for issuance under the Plan at December 31, 2018.

In October 2009, the Bank adopted the American Riviera Bank 2009 Omnibus Stock Incentive Plan (the "2009 Plan") for which 2,000 shares remain reserved for issuance for options already granted to employees and directors under incentive and nonstatutory agreements and 25,953 shares of restricted stock awards are outstanding to be vested. While outstanding arrangements to issue shares under this plan continue in force until their expiration, no new options or awards will be granted under this plan. The 2009 Plan became effective October 15, 2009, subsequent to shareholder approval and replaced the 2006 Stock Option Plan (the "2006 Plan").

Option shares are subject to written option agreements entitling the optionee to purchase shares pursuant to incentive stock options or non-qualified options. Options will be granted at 100% of fair market value at the time of grant as determined by the Board of Directors. Options will be exercisable over a term up to 10 years pursuant to the discretion of the Board of Directors. In the case of persons employed by the Bank, the options may qualify as "incentive stock options" under Internal Revenue Code §422 and such options may entitle the holder to certain income tax benefits.

Pursuant to the terms of their employment, the Bank granted to its Executive Officers under the current Plan, 2009 Plan and the previous 2006 Plan, incentive stock options to purchase shares of Common Stock. Detailed discussions regarding equity incentives to Executive Officers in the prior three years is included in the "Executive Compensation" section of this Proxy Statement. For the year ending December 31, 2018, there were no new options granted to and 51,360 options exercised by Executive Officers, directors or employees.

Pursuant to the terms of the Plan, the Bank can also grant restricted stock awards to its Executive Officers, directors and other key employees at a value equal to the then current market value on the day of the grant, and such grants typically vest over a 3 to 5 year period. For the year ending December 31, 2018, the Board granted a total of 26,125 shares to directors and key employees.

The following tables provide certain information as of December 31, 2018 regarding options exercised, restricted stock awards outstanding and related values by: (i) each Executive Officer; and (ii) all directors, officers and employees as a group:

**OPTIONS OUTSTANDING, OPTIONS EXERCISED, AND RESTRICTED STOCK AWARDS  
OUTSTANDING  
AT DECEMBER 31, 2018**

Name	2018 Shares Acquired on Exercise (#)	2018 Value <sup>26</sup> Realized (\$)	Number of Unexercised Options at 12/31/18(##) Exercisable/ Unexercisable	Value of Unexercised In-the-Money Options at 12/31/18 (\$)/ Exercisable/Unexercisable	Number of Shares of Stock Awards Not Yet Vested and Market Value # / \$Value
Jeff DeVine	48,360	574,820	0/0	\$0/\$0	18,496/\$330,154
Joanne Funari	-0-	-0-	39,649/0	\$255,340/\$0	2,328/\$41,555
Michelle Martinich	-0-	-0-	0/0	\$0/\$0	9,514/\$169,825
Eusebio Cordova, Jr.	3,000	39,100	2,000/0	\$23,700/\$0	7,356/\$131,305
All Directors, Officers and Employees	51,360	\$613,920	66,290/0	\$437,879/\$0	80,018/\$1,428,321

From time to time, the Bank expects to grant equity incentives to other key salaried employees, officers, directors, and consultants, at the fair market value of the Common Stock on the date of grant. In February 2019, the Board granted 21,108 restricted stock awards to Executive Officers and key employees as a part of the annual performance plan. These shares will vest over 4 years at 25% each year. In February 2019, the Board granted 72,675 restricted stock awards to Executive Officers and key employees as a part of the retention plan. These shares will vest over 5 years at 0% in years 1 and 2, 20% in years 3 and 4, and 60% in year 5. Any additional grantees have not, as of this date, been selected and it is impossible at this time to identify such grantees or the number of options to be granted to them.

### Other Benefits

The Bank provides monthly car allowances to certain officers of the Bank in the range of \$565 to \$750 per month. In 2006, the Bank adopted the American Riviera Bank 401(k) Profit Sharing Plan and Trust (the "401(k) Plan"). All employees 21 years of age or older are immediately enrolled in the 401(k) Plan. Eligible employees may elect to make tax deferred contributions up to the maximum amount allowed by law. The Bank makes "safe harbor" matching contributions and the Bank may make additional profit sharing contributions to the 401(k) Plan at the discretion of the Board of Directors. "Safe harbor" Bank contributions vest immediately for all employees. The Bank contributed a total of \$281,000 in the form of employer matching contributions to the 401(k) Plan during 2018.

### Certain Transactions

Other Transactions. It is anticipated that the Executive Officers and directors of the Bank, and the companies with which they are associated, will have banking transactions with the Bank in the ordinary course of business. It is the firm intention of the Board of Directors that any loans and commitments to loan included in such transactions will be made in accordance with applicable laws

<sup>26</sup> Value realized equals the market value of the options on the day of exercise less exercise price.

and on substantially the same terms, including interest rates and collateral, as those prevailing at the same time for comparable transactions with persons of similar creditworthiness that are not insiders of the Bank, and only if such loans do not present any undue risk of collectability or present other unfavorable features. The aggregate limit that the Bank may lend to its insiders as a class is not greater than the Bank's unimpaired capital and unimpaired surplus. As of December 31, 2018, the Bank had commitments of credit to the Bank's Executive Officers and directors, together with their associates in the aggregate, totaling approximately \$70,000, or less than 1%, of the Bank's equity capital.

Darren Caesar, a member of the Board of Directors, is an officer with HUB International, the insurance brokerage company which supplies the Bank's health insurance coverage. During 2018, the Bank paid \$10,420 to HUB International for these services. Jody Dolan Holehouse, a member of the Board of Directors, is a partner with the accounting firm which provides fixed asset accounting services for the Bank. Total amounts paid during 2018 were \$8,075 to Nasif, Hicks, Harris & Co for these services. Weldon Howell, a member of the Board of Directors is a partner with a law firm which provides counsel for issues related to the bank. Total amounts paid during 2018 were \$2,701. All services provided to the Bank by these related parties were based on the prevailing terms and conditions as for any other entity.

Indemnification. The Bank's Articles of Incorporation provide that a director of the Bank will not incur any personal liability to the Bank or its shareholders for monetary damages for certain breaches of fiduciary duty as a director. A director's liability, however is not eliminated with respect to (i) any breach of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) paying a dividend or approving a stock repurchase which is illegal under certain provisions of state law, or, (iv) any transaction from which the director derived an improper personal benefit. The Bank's Articles of Incorporation and Bylaws also provide, among other things, for the indemnification of the Bank's directors, officers and agents, and authorize the Board of Directors to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against, such agents in connection with any personal legal liability incurred by the individual while acting for the Bank within the scope of his or her duties (subject to certain limitations). It is the policy of the Board of Directors that the Bank's directors, officers and agents shall be indemnified to the maximum extent permitted under applicable law and the Bank's Articles of Incorporation and Bylaws, and management anticipates obtaining director and officer liability insurance, when and if available, covering all of the Bank's officers and directors.

## **PROPOSAL 2: RATIFICATION OF THE BANK'S INDEPENDENT AUDITORS**

**RATIFICATION OF THE SELECTION OF CROWE LLP AS THE BANK'S INDEPENDENT AUDITORS:** The Board of Directors, upon the approval of its Audit Committee, has ratified the selection of Crowe LLP to serve as our independent registered public accounting firm for 2019. It is anticipated that a representative of Crowe LLP will be present at the Meeting to respond to appropriate questions from shareholders.

We are asking our shareholders to ratify the selection of Crowe LLP as our independent registered public accounting firm. Although ratification is not required by our Bylaws or otherwise, the Board is submitting the selection of Crowe LLP to our shareholders for ratification because we value our shareholders' views on the Bank's independent public accounting firm and as a matter of good corporate practice. In the event that our shareholders fail to ratify the selection, it will be considered a direction to the Board of Directors and the Audit Committee to consider selection of a different firm. Even if the selection is ratified, the Audit Committee, in its discretion, may select a different independent registered public accounting firm, subject to ratification by the Board, at any time during the year if it determines that such a change would be in the best interests of the Bank and our shareholders.

### **THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE BANKS INDEPENDENT PUBLIC ACCOUNTANTS**

### **PROPOSALS BY SHAREHOLDERS AT 2019 ANNUAL MEETING**

In order to be eligible for inclusion in the Bank's proxy statement and proxy card for the next Annual Meeting of Shareholders, shareholder proposals must be received by the Secretary of the Bank at its principal executive offices no later than December 31, 2019. However, in order for such shareholder proposals to be eligible to be brought before the shareholders at the next annual meeting, the shareholder submitting such proposals must also comply with the procedures, including the deadlines, required by Article II of the Bank's Bylaws. Shareholder nominations of directors are not shareholder proposals and are not eligible for inclusion in the Bank's proxy statement.

### **OTHER BUSINESS**

Management does not know of any matters to be presented at the Meeting other than those set forth above. However, if other matters properly come before the Meeting, it is the intention of the persons named in the accompanying proxy to vote said proxy in accordance with the recommendations of the Board of Directors and authority to do so is included in the proxy.

**THE ENCLOSED PROXY SHOULD BE COMPLETED, DATED, SIGNED AND RETURNED IN THE ENCLOSED POSTAGE-PAID ENVELOPE. YOUR PROMPT MAILING OF THE SIGNED PROXY WILL BE APPRECIATED.**

**AMERICAN RIVIERA BANK**



Jeff DeVine  
President and Chief Executive Officer

April 10, 2019