



75 RIVER STREET  
SANTA CRUZ, CALIFORNIA 95060

April 29, 2025

Dear Shareholders:

We are pleased to enclose our 2024 Annual Report, 2024 Consolidated Financial Statements and Independent Auditor's Report, 2025 Notice of Annual Meeting, Proxy Statement and proxy card.

You are cordially invited to attend the 2025 annual meeting of shareholders of West Coast Community Bancorp ("Bancorp") which will be held in person on Wednesday, June 11, 2025, at 4:00 p.m. PDT at Cocoanut Grove Ballroom located at 400 Beach Drive, Santa Cruz, California.

The accompanying notice of annual meeting and proxy statement provide information pertaining to the matters to be considered and acted upon at the annual meeting. Whether or not you plan to attend, please submit a proxy to vote your shares in one of three ways: via Internet, telephone or mail. Instructions regarding Internet and telephone voting are included on the proxy card. If you choose to submit a proxy by mail, please mark, sign and date the proxy and return it in the enclosed postage-paid envelope. You may revoke your proxy at any time before it is exercised as explained in the proxy statement.

Shareholders will be asked to vote in accordance with the Board of Director's recommendations "FOR" the following proposals:

1. The election of ten (10) persons named in the proxy statement to the Board of Directors of Bancorp to serve until the 2026 Annual Meeting of Shareholders and until their successors are elected and have been qualified; and
2. The ratification of the appointment of Crowe LLP as the Corporation's independent registered public accounting firm for 2025. The Board of Directors considers Crowe LLP to be well-qualified to serve as the Corporation's independent registered public accounting firm.

Please indicate on the enclosed proxy card your vote on the matters presented and sign, date and return the proxy card. As in past years, it remains important that your shares be represented.

On behalf of your West Coast Community Bancorp Board of Directors, thank you for your investment in West Coast Community Bancorp.

Sincerely,

A handwritten signature in black ink, appearing to read "Stephen D. Pahl".

Stephen D. Pahl  
Chairman of the Board

A handwritten signature in black ink, appearing to read "Krista Snelling".

Krista Snelling  
President & Chief Executive Officer

**Notice of Annual Meeting of Shareholders**

**The Proxy Statement and  
2024 Annual Report and 2024 Consolidated Financial Statements and  
Independent Auditor's Report  
are available at <http://www.envisionreports.com/SCZC>**

The annual meeting of shareholders of West Coast Community Bancorp ("Bancorp") will be held on Wednesday, June 11, 2025, at 4:00 p.m. PDT at Cocoanut Grove Ballroom located at 400 Beach Drive, Santa Cruz, California. Whether or not you attend the annual meeting, it is very important that your shares be represented at the annual meeting, so please submit a proxy to vote your shares in one of three ways: via Internet, telephone or mail. If you choose to submit a proxy by mail, please mark, sign and date the proxy and return it in the enclosed postage-paid envelope.

The 2025 annual meeting of shareholders of Bancorp will be held only for the purpose of considering and voting upon the following matters:

- Election of Directors.** To elect the following ten director-nominees to serve as directors of Bancorp until the next annual meeting of shareholders and until their successors are elected and qualified:

John C. Burroughs	Kurt J. Gollnick
Caroline D. Chapin	Daniel R. Hightower, M.D.
Kenneth R. Chappell	Stephen D. Pahl
Wayne S. Doiguchi	Krista Snelling
Craig A. French	James L. Weisenstein
- Ratification of Selection of Accountants.** To ratify the selection of Crowe LLP, independent public accountants, for the year ending December 31, 2025.
- Other Business.** To consider and transact such other business as may properly come before the annual meeting and at any and all adjournments or postponements thereof.

Shareholders of record at the close of business on April 15, 2025, are entitled to notice of and to vote at the annual meeting.

Article II, Section 2.11 of Bancorp's Bylaws governs nominations for election of members of the Board of Directors as follows:

"Nominations for election of members of the board may be made by the board or by any shareholder of any outstanding class of capital stock of the corporation entitled to vote for the election of directors. Notice of intention to make any nominations (other than for persons named in the notice of the meeting at which such nomination is to be made) shall be made in writing and shall be delivered or mailed to the president of the corporation by the later of: the close of business twenty-one (21) days prior to any meeting of shareholders called for the election of directors or ten (10) days after the date of mailing notice of the meeting to

shareholders. Such notification shall contain the following information to the extent known to the notifying shareholder: (a) the name and address of each proposed nominee; (b) the principal occupation of each proposed nominee; (c) the number of shares of capital stock of the corporation owned by each proposed nominee; (d) the name and residence address of the notifying shareholder; (e) the number of shares of capital stock of the corporation owned by the notifying shareholder; and (f) the written consent of the proposed nominee, a copy of which shall be furnished with the notification and whether the proposed nominee has ever been convicted of or pleaded nolo contendere to any criminal offense involving dishonesty or breach of trust, filed a petition in bankruptcy or been adjudged bankrupt. The notice shall be signed by the nominating shareholder and by the nominee. Nominations not made in accordance herewith shall be disregarded by the chairperson of the meeting, and upon the chairperson's instructions, the inspectors of election shall disregard all votes cast for each such nominee."

Article III, Section 3.2 of Bancorp's Bylaws sets forth certain qualifications for directors as follows:

"No person shall serve as a member of the board:

(a) who is a director, officer, employee, agent, nominee, material consulting accountant, analyst, attorney or policy decision maker for any other FDIC-insured financial institution, lender or bank holding company or affiliate or subsidiary thereof; or

(b) who has been or is the assignee or nominee of anyone who has any contract, arrangement or understanding with any other financial institution, lender or bank holding company or affiliate or subsidiary thereof, or with any officer, director, employee, agent, nominee, material consulting accountant, analyst, attorney or policy decision maker thereof, pursuant to which that person could be called upon to reveal or in any way utilize information obtained as a director or will, directly or indirectly, attempt to effect or encourage any action of this corporation;

(c) provided, however, that the board, in its sole discretion, may permit a person who does not satisfy one or more of the qualifications listed above to serve as a member of the board following the board's determination that such action will not compromise the business plan or strategic focus of the corporation."

By Order of the Board of Directors,



April 29, 2025  
Santa Cruz, California

John C. Burroughs  
Corporate Secretary

**Proxy Voting:** *Your vote is important. Unless you plan to vote in person at the annual meeting, please submit your proxy as soon as possible either via the Internet, telephone or mail.*

**Proxy Statement**  
**Annual Meeting of Shareholders**  
**June 11, 2025**

**INTRODUCTION**

This proxy statement is furnished to the shareholders of West Coast Community Bancorp (“Bancorp”) in connection with the solicitation of proxies by the Board of Directors of Bancorp for use at the annual meeting of shareholders (the “annual meeting”) to be held on Wednesday, June 11, 2025, at 4:00 p.m. PDT, at Cocoanut Grove Ballroom located at 400 Beach Drive, Santa Cruz, California, and at any and all adjournments or postponements thereof.

This proxy statement is being mailed starting on or about April 29, 2025. This proxy statement, the 2024 Annual Report and the 2024 Consolidated Financial Statements and Independent Auditor’s Report are available at <http://www.envisionreports.com/SCZC>.

**General Information**

**Voting By Proxy.** You may submit a proxy to vote the **shares registered in your name** via Internet, telephone or mail as more fully described below:

- By Internet: Go to [www.envisionreports.com/SCZC](http://www.envisionreports.com/SCZC) and follow the instructions. You will need information from your proxy card to submit your proxy.
- By Telephone: Call 800.652.8683 and follow the voice prompts. You will need information from your proxy card to submit your proxy.
- By Mail: Mark your vote, sign your name exactly as it appears on your proxy card, date your proxy card and return it in the envelope provided.

**If a bank, broker or other nominee holds your shares, you will receive separate voting instructions directly from the holder of record.** All shares represented by valid proxies that we receive through this solicitation, and that are not revoked, will be voted in accordance with your instructions on the proxy card or as instructed via Internet or telephone. If you properly submit a proxy without giving specific voting instructions, your shares will be voted in accordance with the Board of Directors’ recommendations “FOR”:

- Proposal 1: Election to the Board of Directors (“Board”) of the ten nominees named in this proxy statement; and
- Proposal 2: Ratification of our independent registered public accounting firm for 2025.

If other matters properly come before the annual meeting, the persons appointed to vote the proxies will vote on such matters in accordance with their best judgment. Such persons also have discretionary authority to vote to adjourn the annual meeting, including for the purpose of soliciting proxies to vote in accordance with the Board’s recommendations on any of the above items.

## **Revocability of Proxies**

You may revoke your proxy at any time before it is exercised by:

- providing written notice of revocation delivered to the Corporate Secretary;
- providing a properly executed proxy of a later date mailed to Bancorp;
- casting a new vote by telephone or Internet; or
- voting in person at the annual meeting.

## **Solicitation of Proxies**

The solicitation of proxies is being made by Bancorp's board of directors. The expense of preparing, assembling, printing and mailing this proxy statement and the materials used in the solicitation of proxies for the annual meeting will be borne by Bancorp. It is contemplated that proxies will be solicited principally through the use of the mail and Internet, but directors, officers and employees of Bancorp and West Coast Community Bank (the "Bank") may solicit proxies personally or by telephone, without receiving special compensation therefore. Bancorp may reimburse banks, brokerage houses and other custodians, nominees and fiduciaries for their reasonable expenses in forwarding the proxy materials to shareholders whose stock in Bancorp is held of record by such entities. In addition, Bancorp may use the services of individuals or companies it does not regularly employ in connection with this solicitation of proxies, if the Board and management determine it to be advisable.

## **Voting Securities; Record Date; Cumulative Voting**

There were issued and outstanding 10,571,208 shares of Bancorp's common stock on April 15, 2025, (the "record date"), which has been fixed as the record date for the purpose of determining shareholders entitled to notice of, and to vote at, the annual meeting. On any matter submitted to the vote of the shareholders, each holder of Bancorp's common stock will be entitled to one vote, in person or by proxy, for each share of common stock he or she held of record on the books of Bancorp as of the record date. Votes cast will be counted by the inspector of election for the annual meeting. The inspector will treat abstentions and "broker non-votes" as shares that are present and entitled to vote for purposes of determining the presence of a quorum. Broker non-votes are shares held by brokers or nominees as to which instructions have not been received from the beneficial owners or persons entitled to vote and the broker or nominee does not have discretionary voting power under applicable rules of the stock exchange or other self-regulatory organization of which the broker or nominee is a member.

In the election of directors, the nominees receiving the highest number of votes will be elected. Approval of any proposal (other than the election of directors) requires the affirmative vote of a majority of the shares represented and voting at the annual meeting (unless a greater number is required as disclosed in a proposal), which also constitutes at least a majority of required quorum. Abstentions and broker non-votes will have no effect upon Proposal 1 to elect directors. Abstentions and broker non-votes with respect to Proposal 2 will have the same effect as a vote against Proposal 2, however abstentions and broker non-votes will be counted towards the quorum.

In connection with the election of directors, shares may be voted cumulatively if a shareholder present at the annual meeting gives notice to the Chairman at the annual meeting, prior to the voting for election of directors, of such shareholder's intention to vote cumulatively. If any shareholder of Bancorp gives such notice, then all shareholders eligible to vote will be entitled to cumulate their shares in voting for election of directors. In such event, the proxyholders will have discretionary authority to cumulate votes represented by proxies delivered pursuant to this proxy statement, in accordance with the recommendations of the Board. Cumulative voting allows a shareholder to cast a number of votes equal to the shares held in his or her name as of the record date multiplied by the number of directors to be elected. These votes may be cast for any one nominee or may be distributed among as many nominees as the shareholder sees fit.

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

### **Director Nominees**

Bancorp's Bylaws provide that the number of directors of Bancorp shall not be less than seven (7) nor more than thirteen (13) until changed by an amendment to the Bylaws adopted by Bancorp's shareholders. The Bylaws further provide that the exact number of directors may be set by resolution of the Board or shareholders. The Board has fixed the number of directors at ten (10). As such, Bancorp will only be electing ten directors.

The persons named below, all of whom are incumbent directors, are nominated for election as directors at the annual meeting to serve until the 2026 annual meeting of shareholders and until their successors are elected and have qualified. Unless otherwise instructed, votes will be cast by the proxyholders in such a way to effect, if possible, the election of the ten (10) incumbent director-nominees named below including, in the event of cumulative voting, the authority of the proxyholders to cumulate votes represented by the shares covered by proxies in the election of directors. The ten (10) nominees for director receiving the most votes will be elected as directors. In the event that any of the nominees should be unable to serve as a director, it is intended that the proxies received will be voted by the proxyholders for the election of such substitute nominee, if any, as shall be designated by the Board. The Board has no reason to believe that any of the nominees named below will be unable to serve if elected.

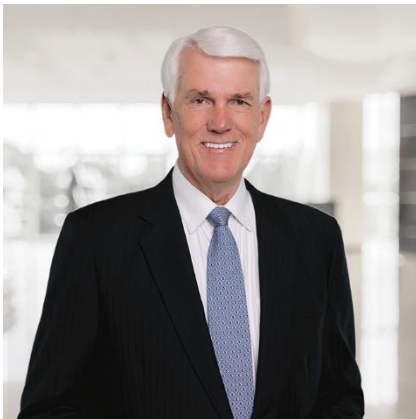
The following sets forth the names of and certain information, as of January 1, 2025, concerning the persons nominated by the Board for election as directors of Bancorp.

### **John C. Burroughs**

#### **Secretary of the Board**

**Age:** 80

**Appointed:** 2019



Mr. Burroughs is the Secretary of the Board of the Bank and Bancorp and is a retired certified financial planner and wealth manager. He was the Chairman of the Board of Directors of Foothill Securities, Inc., Santa Clara, California until the firm closed in 2018 and a founder of and longtime board member for Coast Commercial Bank. Mr. Burroughs previously was the owner and founder of Burroughs Financial Services and Burroughs-Braleay Wealth Management, based in Santa Cruz, California where he served as a registered investment advisor from 2003 through 2017. He is also the former Chairman of the Board of Lighthouse Bank which merged into West Coast Community Bank in 2019. Mr. Burroughs has an extensive history serving his community through numerous charitable organizations including Santa Cruz Symphony, Rotary Club of Santa Cruz, Cabrillo College, Dominican Hospital and the Santa Cruz Elks Lodge. Mr. Burroughs received his Bachelor of Science degree in agriculture from the University of Illinois Urbana-Champaign. Mr. Burroughs was selected as a nominee by the Board because of his financial expertise, business acumen, leadership qualities, lengthy experience as a bank director and accumulated knowledge of banking operations.



## Caroline D. Chapin

**Director**

**Age:** 45

**Appointed:** 2023



Ms. Chapin is a civil engineer and is the Executive Vice President and Chief Operating Officer of The Don Chapin Company, Inc., Salinas, California. In this role, Ms. Chapin oversees all aspects of the operations including financial reporting and analysis, operational efficiency and the development and implementation of business strategy. Ms. Chapin also serves as Chief Contract Administrator for public works and private contracts and ensures regulatory compliance with public agencies. She is also the General Manager of Landset Engineers, Inc., a Civil Engineering Firm based in Salinas, California. Ms. Chapin serves on the Board of the Salinas Valley Basin Groundwater Sustainability Agency and as Treasurer of the Don and Barbara Chapin Foundation. She is a graduate of Leadership Salinas Valley and Focus Agriculture, a program of the educational nonprofit organization Agri-Culture. Ms. Chapin has a Bachelor of Science degree in civil engineering from Texas A&M University and is a Professional Civil Engineer. Ms. Chapin was selected as a nominee by the Board because of her business acumen, leadership qualities and knowledge of both the Salinas Valley market and construction industry.

## Kenneth R. Chappell

**Director**

**Age:** 73

**Appointed:** 2003



Mr. Chappell is a Certified Public Accountant and is a Partner Emeritus of the Watsonville, California office of the accounting firm of Hutchinson and Bloodgood LLP. Ken's areas of expertise include the taxation of closely held corporations, partnerships, individuals, estates and trusts. Ken specializes in serving clients in the agribusiness industry, including growers, processors and brokers. He also works with contractors, retailers and wholesalers. Mr. Chappell has served at the board level of numerous local charitable and community service organizations. He received a Bachelor of Science degree from California State University, San Diego, where he majored in accounting, and received his MS degree in taxation from Golden Gate University. Mr. Chappell is a member of the American Institute of Certified Public Accountants. Mr. Chappell is a founder of West Coast Community Bank. Mr. Chappell was selected as a nominee by the Board because of his involvement in the formation of the Bank, his lengthy experience as a bank director, accumulated knowledge of banking operations, leadership qualities and financial expertise gained through his many years practicing as a Certified Public Accountant.

## Wayne S. Doiguchi

**Director**

**Age:** 74

**Appointed:** 2024



Mr. Doiguchi is a retired banking executive and community leader. He was the founding board member of Pan Pacific Bank and later became Chairman and CEO of the bank. He has previously served on the board of California Bank of Commerce, a wholly owned subsidiary of California Bancorp, a Nasdaq-listed bank holding company, where he served on its Directors Loan Committee, Asset/Liability committee, and chaired the Strategic Banking committee and Governance and Nominating committee. He has also been active in community work, where he has served on the boards of the San Jose Sports Authority, Silicon Valley Capital Club, Japanese Chamber of Commerce of Northern California and as a member of the Silicon Valley Japan Platform. He also currently serves on the board of El Camino Health Care as a member of the Finance Committee and chair of the Executive Compensation Committee. He received his Bachelor of Arts degree from the University of California Los Angeles, his MBA from Santa Clara University and a Banking degree from the Pacific Coast Banking School at the University of Washington. Mr. Doiguchi was selected as a nominee by the Board because of his business acumen, familiarity with the Silicon Valley market, his lengthy experience as a bank director of an SEC registrant and accumulated knowledge of banking operations.

## Craig A. French

**Director**

**Age:** 74

**Appointed:** 2019



Mr. French is a private investor. Previously he served as the President of French Resources Group, Inc., a real estate investment and development company, based in Santa Cruz, California. He is a former director of Lighthouse Bank which merged into West Coast Community Bank in 2019. Mr. French also served for 15 years as Managing Director of Redtree Partners, LP, a Santa Cruz based real estate company during which he managed all aspects of the operations, including acquisitions, exchanges, entitlement, development and leasing. Mr. French is active in the community and has served as a director on the boards of many local nonprofit organizations. Mr. French obtained a Bachelor of Science degree in business from California State University San Jose. Mr. French was selected as a nominee by the Board because of his business acumen, knowledge of the commercial real estate market, lengthy experience as a bank director and accumulated knowledge of banking operations.



## Kurt J. Gollnick

### Vice Chairman of the Board

**Age:** 66

**Appointed:** 2024



Mr. Gollnick is the Vice Chairman of the Board of the Bank and Bancorp. He is the co-owner and farmer of Rodnick Farms. Mr. Gollnick served as the Chief Operating Officer (COO) prior to his retirement from Scheid Vineyards, Inc., dba Scheid Family Wines, one of the country's largest independent growers of premium grapes which produces in excess of two million cases of wine per year. In his role as COO, Mr. Gollnick managed all aspects of the operations including financial planning, land development, farming, wine production and packaging. He was a founding director and former Chairman of 1st Capital Bank Board of Directors which merged with West Coast Community Bank in 2024. Mr. Gollnick completed his undergraduate studies in agriculture business at California Polytechnic State University, San Luis Obispo. Mr. Gollnick is the 2006 recipient of the National Steinbeck Center's Emerging Agricultural Leader Award. He also has served on various nonprofit boards throughout Monterey County, including holding the titles of President or Chairman. Mr. Gollnick was selected as a nominee by the Board because of his involvement in the formation of 1<sup>st</sup> Capital Bank, his lengthy experience as a bank director, accumulated knowledge of banking operations, leadership qualities and knowledge of both the Monterey County market and agriculture.

## Daniel R. Hightower, M.D.

### Director

**Age:** 69

**Appointed:** 2024



Dr. Hightower is a physician at Montage Health where he serves as the Vice Chairman of the Department of Medicine which duties include oversight of clinical quality and patient care standards, leadership of departmental strategy and operations, coordination of multidisciplinary medical teams and guidance on physician recruitment and professional development. He was previously the Chief of Medical Staff, Vice Chief of Staff and Treasurer of the Medical Staff for Community Hospital of the Monterey Peninsula, predecessor of Montage Health. He is currently on the medical staff in the Department of Radiology. He was a founder and former Vice Chairman of 1st Capital Bank Board of Directors which merged into West Coast Community Bank in 2024. Dr. Hightower obtained a Bachelor of Science degree in Biological Sciences from the University of Southern California. He earned his medical degree from the University of California, San Francisco, School of Medicine. Dr. Hightower is a past President and former trustee of the Carmel Unified School District Board of Education and a former trustee of the Community Hospital of the Monterey Peninsula. Dr. Hightower was selected as a nominee by the Board because of his involvement in the formation of 1<sup>st</sup> Capital Bank, lengthy experience as a bank director, accumulated knowledge of banking operations, leadership qualities and knowledge of the Monterey County market.

## Stephen D. Pahl

### **Chairman of the Board**

**Age:** 68

**Appointed:** 2019



Mr. Pahl is the Chairman of the Board of the Bank and Bancorp. He is a partner in the national law firm of Spencer Fane, a Limited Liability Partnership based in San Jose, California. Previously he served as the Senior Partner and Chairman of Pahl & McCay, a professional law corporation also located in San Jose, California. Stephen Pahl's practice concentrates in the areas of real property transactions and litigation, employment matters representing exclusively management, commercial litigation and financial institutions law. He is the former Vice Chairman of Lighthouse Bank which merged into West Coast Community Bank in 2019. Mr. Pahl has been an active member of the United States District Courts and served a three-year term on the Executive Committee of the Ninth Circuit Judicial Conference and the Judicial Council. He has also previously served several terms as Vice President of the Federal Bar Association (Northern District of California). Outside of law, he is also active in business and local government, previously serving on the Los Altos Hills Planning Commission and currently serves on the boards of several organizations. Mr. Pahl received a Bachelor of Arts from University of California, Santa Barbara and a Juris Doctor from Santa Clara University School of Law. Mr. Pahl was selected as a nominee by the Board because of his business acumen, knowledge of the commercial real estate market, lengthy experience as a bank director and accumulated knowledge of banking operations.

## Krista Snelling

### **President, Chief Executive Officer and Director**

**Age:** 51

**Appointed:** 2021



Ms. Snelling is the President and Chief Executive Officer of the Bank and Bancorp. She is the former Executive Vice President, Chief Operating Officer and Chief Financial Officer of Five Star Bank, Roseville, California from February 2017 to February 2021. During her tenure, she was instrumental in Five Star Bank's IPO and Nasdaq listing process. She is also the former Chief Financial Officer of Inspire Communities, Rancho Cordova, California from February 2013 to February 2017. Ms. Snelling graduated from the University of the Pacific with a Bachelor of Science degree with a double major in Mathematics and Economics. She also holds a Master of Arts degree in Economics from the University of California, Davis and is a California Certified Public Accountant (inactive). She serves as the Chair of the Board of the California Bankers Association and was recently elected to the Federal Reserve Twelfth District's Community Depository Institutions Advisory Council. Ms. Snelling was recognized in the American Banker Magazine's Most Powerful Women in Banking Watch List for 2023 and 2024 by the Silicon Valley Business Journal in their 2023 and 2024 Power 100 Lists. Ms. Snelling was selected as a nominee by the Board because of her proven Bancorp leadership role, her extensive financial experience and broad industry knowledge.

## James L. Weisenstein

### Director

Age: 69

Appointed: 2019



Mr. Weisenstein is a retired Intel executive and private investor. At Intel, he served as general manager of the 64-bit architecture microprocessor cartridge development team, managed the development and ramp of the PC Card faxmodem business and managed the engineering and manufacturing teams of the nonvolatile memory division. After Intel, Mr. Weisenstein served as founder and CEO of Graystone Consulting LLC, providing business consulting and executive coaching services to business leaders in the Monterey Bay Region. He was also active as a business consultant, executive coach, angel investor, business school instructor, board member and founder in a variety of new business ventures. He is a former director of Lighthouse Bank which merged into West Coast Community Bank in 2019. Mr. Weisenstein serves as Treasurer on the Board of the Community Foundation of Santa Cruz County and as Senior Director of Rotary Club of Santa Cruz. He previously served as Vice President and board member of the Santa Cruz County Symphony Association and as a business counselor at Cabrillo College's Small Business Development Corp. Mr. Weisenstein obtained a Bachelor of Science degree in electrical engineering and a Master of Engineering from Cornell University. Mr. Weisenstein was selected as a nominee by the Board because of his business acumen, leadership expertise, lengthy experience as a bank director and accumulated knowledge of banking operations.

None of the directors were selected pursuant to any arrangement or understanding other than with the directors and officers of Bancorp acting within their capacities as such. There are no family relationships between any two or more of the directors, officers or persons nominated or chosen by the Board of Directors to become a director or officer.

No director or officer of the Bank or Bancorp serves as a director 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 of any company registered as an investment company under the Investment Company Act of 1940. None of the nominees were subject to any legal proceedings involving violations of securities laws, convictions in a criminal proceeding (excluding traffic violations and minor offenses) or had a petition under bankruptcy laws filed against themselves or an affiliate within the last five years.

**THE BOARD RECOMMENDS A VOTE "FOR" ALL THE ABOVE-NAMED NOMINEES  
FOR ELECTION AS DIRECTORS.**

## **Director Compensation**

The following table sets forth information regarding compensation paid, earned or awarded to each of our non-employee directors of the Bank and Bancorp during the year ended December 31, 2024, for service as members of our board of directors and committees. Ms. Snelling is not shown in this table because she is compensated as an officer and did not receive any additional director compensation during the year ended December 31, 2024.

<b>Name</b>	<b>Director Fees Earned</b>	<b>Stock Awards <sup>(1)</sup></b>	<b>Total</b>
John C. Burroughs	\$45,000	\$29,660	\$74,660
Caroline D. Chapin	\$42,000	\$29,660	\$71,660
Kenneth R. Chappell	\$45,000	\$29,660	\$74,660
Wayne S. Doiguchi	\$11,250	--	\$11,250 <sup>(2)</sup>
Craig A. French	\$48,000	\$29,660	\$77,660
Kurt J. Gollnick	\$10,500	--	\$10,500 <sup>(2)</sup>
Daniel R. Hightower	\$10,500	--	\$10,500 <sup>(2)</sup>
Stephen D. Pahl	\$62,000	\$29,660	\$91,660
James L. Weisenstein	\$45,000	\$29,660	\$74,660

(1) The amounts shown reflect the applicable full grant date fair values for stock awards in accordance with FASB ASC Topic 718 and are reported for the fiscal year during which the stock awards were issued.

(2) Amount represents a portion of the annual director compensation for Messrs. Doiguchi, Gollnick and Hightower for their service on the Board beginning October 1, 2024, when they joined the board.

During 2024, each member serving on Bancorp Board and the Bank Board, serving solely as a director, received a monthly board retainer for each Board and committee meeting. The monthly board retainer fee was \$3,500 per director and additional monthly cash payments based on the director's committee chair responsibilities in accordance with the following schedule:

<b>Committee Responsibility</b>	<b>Additional Payment</b>
Board Chairperson	\$1,667
Compensation Committee Chairperson	\$250
Audit Committee Chairperson	\$250
Loan Committee Chairperson	\$500
Asset Liability Committee Chairperson	\$250
Nominating and Governance Committee Chairperson	\$250

## **Corporate Governance**

### **Board Oversight of Risk Management**

Bancorp is committed to strong corporate governance practices. The Board of Directors (the "Board") oversees our business and monitors the performance of management. In accordance with corporate governance principles, the Board does not involve itself in day-to-day operations. The Board has two primary methods for overseeing risk. The first method is oversight by the Board as a whole, and the second method is through the committees of the Board. All Board committees may address risks directly with management or, where appropriate, may elevate a risk for consideration by the full Board. As a result, all Board members become familiar with a wide range of matters affecting Bancorp and are able to oversee risk through a more complete picture of Bancorp, its people and its processes. The Board also encourages Board members to attend all committee meetings, when possible, except when the committee determines it is more appropriate to have a meeting limited to committee members.



The Audit Committee is primarily responsible for monitoring and oversight of the accounting and financial reporting process of Bancorp, the audits of Bancorp's financial statements and the effectiveness of Bancorp's internal control over financial reporting. The Audit Committee also focused on assisting the Board in discharging its oversight duties with respect to risk management activities, including the establishment of Bancorp's enterprise risk management framework and associated policies and practices. The Risk Committee is also focused on assisting the Board in its monitoring and oversight of credit processes and asset quality and compliance with applicable regulatory requirements. In accordance with its charter, the Audit Committee is responsible for ensuring that Bancorp has in place an appropriate enterprise-wide process to identify, prioritize, measure, monitor and report alignment of Bancorp's practices with its defined risk appetite, including for example, operational, fraud, third-party relationships involving critical activities and/or risks, technology, information security, anti-money laundering, compliance, model, legal, reputational, strategic, credit, interest rate and liquidity risks, with the management of interest rate and liquidity risks.

Each of the Audit Committee, Compensation Committee and Nominating and Governance Committee has a charter in place that meets applicable legal and/or regulatory requirements and reflects our Board's emphasis on independence and Executive sessions of independent directors are held at the Board and Committee levels. Bancorp has an Insider Trading Policy in place that includes provisions prohibiting pledging and hedging.

### **Code of Ethics**

The Board of Directors has adopted a "code of ethics" that requires Bancorp's directors, officers (including the principal executive officer, principal financial officer, principal accounting officer or controller and persons performing similar functions) and employees to conduct business in accordance with the highest ethical standards and in compliance with all laws, rules and regulations applicable to Bancorp. The code of ethics may be obtained by any shareholder, without charge for one copy, by writing to West Coast Community Bancorp, P.O. Box 8426, Santa Cruz, California 95061-9958, Attention: John C. Burroughs, Corporate Secretary.

### **Director Independence**

Bancorp has adopted the NASDAQ listing rules definition of "independence" to determine the independence of its directors and nominees for election as directors. Each member of the Board of Directors and each nominee for election as a director, except the President and Chief Executive Officer, qualify as "independent" under such Nasdaq definition. Mr. Chappell qualifies as an audit committee financial expert as such term is defined under SEC rules.

### **Board Committee and Attendance**

During calendar year 2024, the Board of Directors met thirteen times for regularly scheduled and special meetings. Average director attendance at the combination of Board and committee meetings was 98% in 2024.

**Audit Committee.** The Audit Committee reviews all examination reports from regulatory authorities and conducts, in accordance with an Audit Committee Charter and procedures approved by the Board, third party examinations and audits. The auditors report directly to the Audit Committee. The Audit Committee regularly reports to the Board its findings, conclusions and recommendations, if any, relating to the adequacy of internal controls and procedures in accordance with applicable laws, regulations and sound financial accounting principles. Director Chappell serves as the Chairman, and Directors Chapin, Doiguchi, Hightower and Pahl serve as members of the Audit Committee. Each Audit Committee member



is deemed “independent” as defined under Nasdaq listing rules and financially sophisticated and qualified to review Bancorp’s financial statements. Mr. Chappell qualifies as an audit committee financial expert as such term is defined under SEC rules. The Audit Committee met eight times during 2024. The Audit Committee Charter is available at [www.envisionreports.com/SCZC](http://www.envisionreports.com/SCZC) as Appendix A.

#### *Audit Committee Report*

The Audit Committee has reviewed and discussed the audited financial statements of Bancorp for the fiscal year ended December 31, 2024, with management and Crowe LLP, Bancorp’s independent public accountants. The Committee has also discussed with Crowe LLP the matters required to be discussed by Statement of Auditing Standards No. 114 (The Auditor’s Communication With Those Charged With Governance) as may be modified or supplemented. The Committee has also reviewed the independent auditors’ communications with the Committee concerning independence, and the Committee has discussed the independence of Crowe LLP with that firm. Based on the Committee’s review and discussions noted above, the Committee recommended to the Board of Directors that Bancorp’s audited financial statements be approved for the fiscal year ended December 31, 2024.

Submitted by:

/s/ Caroline D. Chapin                      /s/ Kenneth R. Chappell                      /s/ Wayne S. Doiguchi  
/s/ Daniel R. Hightower, M.D.              /s/ Stephen D. Pahl

**Compensation Committee.** The Compensation Committee is responsible for overseeing the compensation structure, policies and programs. The Compensation Committee makes recommendations to the Board of Directors regarding the compensation and benefit plans and employee programs. Director Weisenstein serves as the Chairman, and Directors Doiguchi, French, Hightower and Pahl serve as members of the Compensation Committee. Each member of the Compensation Committee is deemed “independent” as defined under applicable Nasdaq listing rules. Ms. Snelling may provide peer bank information from recognized banking industry sources regarding compensation and benefits for directors, officers (including executive officers) and employees to be considered by the members of the Compensation Committee along with her recommendations regarding compensation and benefits for officers (including other executive officers) and employees. No compensation consultants were engaged to provide advice regarding compensation and benefits during 2024. The Compensation Committee met three times during 2024. The Compensation Committee Charter is available at [www.envisionreports.com/SCZC](http://www.envisionreports.com/SCZC) as Appendix B.

#### *Compensation Committee Report*

The Compensation Committee reviewed and discussed the Compensation Discussion and Analysis included in this proxy statement with management. Based on such review and discussion, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

Submitted by:

/s/ Wayne S. Doiguchi                      /s/ Craig A. French                      /s/ Daniel R. Hightower, M.D.  
/s/ Stephen D. Pahl                      /s/ James L. Weisenstein

**Nominating and Governance Committee.** The Nominating and Governance Committee is responsible for evaluation and recommendation of candidates for nomination as directors of the Bank and Bancorp. Candidates are selected by a majority of directors who are “independent” as defined under the Nasdaq listing rules. Director Doiguchi serves as the Chairman, and Directors Chapin, Hightower, Pahl and Weisenstein serve as members of the Compensation Committee. The Board of Directors operates in accordance with a Nominating and Governance Committee Charter and policies established by the Board of Directors. Any recommendations by shareholders will be evaluated by the Board of Directors in the same manner as any other recommendation. Shareholders who desire to recommend candidates for consideration by Bancorp’s Board of Directors must mail or deliver written recommendations to Bancorp

addressed as follows: Board of Directors, West Coast Community Bancorp, 75 River Street, Santa Cruz, California 95060. Any recommendation must include biographical information indicating the background and experience of the candidate that qualifies the candidate for consideration as a director for evaluation by the Board of Directors.

In addition to minimum standards of “independence” for non-employee directors and financial literacy, the Board of Directors considers various other criteria including the candidate’s experience and expertise, financial resources, ability to devote the time and effort necessary to fulfill the responsibilities of a director and involvement in community activities in the market areas served by Bancorp that may enhance the reputation of Bancorp. Bancorp operates in a highly-regulated industry and is subject to the supervision, regulation and periodic examination by state and federal banking regulatory authorities including the California Commissioner of the Department of Financial Protection and Innovation and the Federal Deposit Insurance Corporation. Directors of Bancorp are subject to certain rules and regulations and potential liabilities not otherwise applicable to directors of non-banking organizations. Consequently, evaluation of candidates by Bancorp’s Board of Directors may include more extensive inquiries into personal background information including confirmation of the accuracy and completeness of background information by such means as (a) requiring candidates to complete questionnaires to elicit information of the type required to be disclosed by Bancorp in reports filed with such state and federal banking regulatory authorities, (b) conducting background investigations by qualified independent organizations experienced in conducting criminal and civil investigatory reviews and (c) such other personal and financial reviews and analyses as the Board of Directors may deem appropriate in connection with the consideration of candidates. Shareholders who wish to nominate a candidate for election to Bancorp’s Board of Directors, as opposed to recommending a potential nominee for consideration by the Board of Directors, are required to comply with the advance notice and any other requirements of Bancorp’s bylaws, applicable laws and regulations. The Board of Directors of West Coast Community Bancorp may elect to use third parties in the future to identify or evaluate candidates for consideration by the Board of Directors. The Committee met four times during 2024. The Nominating and Governance Charter is available at [www.envisionreports.com/SCZC](http://www.envisionreports.com/SCZC) as Appendix C.

## **PROPOSAL 2**

### **RATIFICATION OF THE SELECTION**

### **OF INDEPENDENT PUBLIC ACCOUNTANTS**

Crowe LLP and its predecessor Perry-Smith LLP have served as our independent public accountants since 2009. Crowe LLP provided various services as described below for the 2024 fiscal year consisting of audit services and tax services including preparation of tax returns.

Crowe LLP has no interests, financial or otherwise, in Bancorp and Bancorp has had no disagreements with its accountants with respect to accounting principles, practices or financial statement disclosure. It is anticipated that one or more representatives of Crowe LLP will be present at the annual meeting and will be able to make a statement if they so desire and answer appropriate questions.

The following table summarizes the services rendered to Bancorp by Crowe LLP during the 2024 and 2023 fiscal years.

Category of Services	Fiscal Year 2024	Fiscal Year 2023
Audit Fees <sup>(1)</sup>	\$444,086	\$295,800
Audit-Related Fees <sup>(2)</sup>	\$80,841	\$27,500
Tax Fees <sup>(3)</sup>	\$70,114	\$29,039
All Other Fees	--	--
Total Accounting Fees	\$595,041	\$352,339

- (1) *Audit fees consisted of fees billed for services rendered by Crowe LLP in connection with the audits of Bancorp's Consolidated Financial Statements for the years ended December 31, 2024 and December 31, 2023. The fees also include audit of Internal Control over Financial Reporting as required by FDIC regulations as a result of the Bank surpassing \$1 billion in total assets in 2019, CECL testing of ASU No. 2016-13 adopted on January 1, 2023, audit procedure related to the acquisition of 1<sup>st</sup> Capital Bancorp in October 2024 and change in CECL methodology in 2024.*
- (2) *Audit-related fees consisted of fees billed for services rendered by Crowe LLP in connection with the audit of our retirement plan for the years ended December 31, 2023 and 2022, and review of the Joint Proxy and Prospectus related to the 1<sup>st</sup> Capital Bancorp merger in 2024.*
- (3) *Tax fees consisted primarily of assistance relating to tax compliance, including preparation of tax returns, tax advice, tax planning and related tax services for years 2024 and 2023. In addition, Crowe LLP rendered a Tax Opinion regarding Bancorp's merger with 1<sup>st</sup> Capital Bancorp in 2024 for a fee of \$42,000.*

The Audit Committee approved 100% of all professional services rendered by Crowe LLP during the 2024 and 2023 fiscal years, including pre-approval of all audit and permissible non-audit services, and considered whether the provision of such services was compatible with Crowe LLP maintaining its independence.

The Board of Directors has selected Crowe LLP to serve as Bancorp's independent public accountants for the year 2025. The ratification of the selection of Crowe LLP as Bancorp's independent public accountants requires the affirmative vote of the holders of a majority of the shares of Bancorp's common stock represented and voting at the annual meeting. If shareholders do not ratify the selection of Crowe LLP, the Board of Directors will reconsider the selection. The Board of Directors reserves the right, in its discretion, to select alternative independent public accountants notwithstanding ratification by shareholders, at any time that the Board of Directors determines that such a change would be in the best interests of Bancorp and its shareholders.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE SELECTION OF CROWE LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR 2025.**

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Management of Bancorp knows of no person who owns, beneficially or of record, either individually or together with associates, 5 percent or more of the outstanding shares of Bancorp's common stock. The following table sets forth, as of January 1, 2025, the number and percentage of shares of Bancorp's common stock beneficially owned, directly or indirectly, by each of Bancorp's directors, principal shareholders, the executive officers named in the Summary Compensation Table and all of the individuals named in the table as a group. Beneficial ownership generally includes shares over which a person named below has sole or shared voting or investment power and shares which such person has the right to acquire within 60 days of January 1, 2025. Unless otherwise indicated, the persons listed below have sole voting and investment powers with respect to the shares beneficially owned.

Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
<b>Directors</b>		
John C. Burroughs	205,070 <sup>(2)</sup>	1.9%
Caroline D. Chapin	7,698	*
Kenneth R. Chappell	164,300	1.6%
Wayne S. Doiguchi	1,000	*
Craig A. French	59,540 <sup>(3)</sup>	*
Kurt J. Gollnick	23,782	*
Daniel R. Hightower, M.D.	62,006	*
Stephen D. Pahl	141,169 <sup>(4)</sup>	1.3%
Krista Snelling	20,587 <sup>(5)</sup>	*
James L. Weisenstein	74,132 <sup>(6)</sup>	*
<b>Named Executive Officers who are not Directors <sup>(1)</sup></b>		
Cecilia Situ	4,647 <sup>(7)</sup>	*
Angelo DeBernardo Jr.	32,637 <sup>(8)</sup>	*
Jon P. Sisk	89,824 <sup>(9)</sup>	*
<b>Directors and named executive officers as a group (numbering 13)</b>	<b>886,392<sup>(10)</sup></b>	<b>8.3%<sup>(11)</sup></b>

\* Less than one percent.

(1) As used in this proxy statement, the term "executive officer" of Bancorp and the Bank on a consolidated basis includes the President and Chief Executive Officer, Executive Vice President and Chief Financial Officer, Executive Vice President and Chief Lending Officer and Executive Vice President and Chief Banking Officer and Regional President.

(2) Mr. Burroughs has shared voting and investment powers as to 94,378 shares.

(3) Mr. French has shared voting and investment powers as to 1,604 shares.

(4) Mr. Pahl has shared voting and investment powers as to 92,767 shares.

(5) Ms. Snelling has shared voting and investment powers as to 17,125 shares.

(6) Mr. Weisenstein has shared voting and investment powers as to 72,340 shares.

(7) Ms. Situ has 208 shares subject to exercisable stock options.

(8) Mr. DeBernardo has 7,700 shares subject to exercisable stock options.

(9) Mr. Sisk has 55,000 shares subject to exercisable stock options.

(10) Total includes 62,908 shares subject to exercisable stock options.

(11) Percentage is based upon shares outstanding as of the record date April 15, 2025.

## **EXECUTIVE COMPENSATION**

The following sets forth the names of and certain information, as of January 1, 2025, concerning Bancorp and/or the Bank's named executive officers, except for Krista Snelling, President and Chief Executive Officer, as to whom such information is disclosed in the director-nominee table above in Proposal 1.

### **Cecilia Situ**

**Executive Vice President  
Chief Financial Officer**

**Age:** 46

**Officer Since:** 2022



Ms. Situ joined the Bank in October 2022. She is currently the Executive Vice President and Chief Financial Officer of the Bank and Bancorp. She previously served as the Senior Vice President and Treasurer at Bank of Marin Bancorp, a Nasdaq listed bank holding company in California. Ms. Situ has over 22 years of well-rounded financial management experience, including financial accounting and SEC reporting, interest rate risk management, investment portfolio management, business combination, financial planning, Sarbanes-Oxley internal control and procedures and team development. Her career began in public accounting at Deloitte & Touche with a specialty in auditing community banks, real estate firms, nonprofit organizations and other financial service companies. Ms. Situ is a Chartered Financial Analyst and California Certified Public Accountant and holds a Master of Accounting degree from the University of Florida, Fisher School of Accounting.

### **Angelo DeBernardo Jr.**

**Executive Vice President  
Chief Lending Officer**

**Age:** 55

**Officer Since:** 2004



Mr. DeBernardo is the Bank's Executive Vice President and Chief Lending Officer. He joined West Coast Community Bank at its inception in February 2004 as Vice President and Senior Business Lender and has 35 years of financial experience. He serves as Emeritus Director of the Dominican Hospital Foundation, President of the Rotary Club of Santa Cruz Community Fund, Immediate Past President of the Rotary Club of Santa Cruz, Executive Committee member for the Santa Cruz Area Chamber of Commerce and a member of the Board of Directors of Leadership Santa Cruz County. Mr. DeBernardo has dedicated many years to local youth organizations, educational fundraising and teaching financial literacy. He obtained a Bachelor of Science degree in Business Administration with an Accounting concentration from California State University San Jose. A graduate of Pacific Coast Banking School, the National Graduate School of Banking at the University of Washington, Mr. DeBernardo also has been an active faculty member and instructor since 2005.



**Executive Vice President  
Chief Banking Officer**

**Age:** 62

**Officer Since:** 2019



Mr. Sisk is Executive Vice President and Chief Banking Officer of West Coast Community Bank since 2019. Previously, he served as the President of Lighthouse Bank which merged into the Bank in October 2019. Mr. Sisk has 28 years of experience as a community banking leader in Santa Cruz County and previously served as Senior Vice President and Senior Relationship Manager at Coast Commercial Bank. Mr. Sisk currently serves in board, committee and advisory roles with the American Bankers Association, Dominican Hospital– Dignity Health, Santa Cruz Works, Santa Cruz Board Riders Club and the Museum of Art & History. He is a member of the Santa Cruz Sunrise Rotary, Santa Cruz Business Council and Cabrillo College Foundation President's Circle. Mr. Sisk was selected by the American Bankers Association to serve on ABA's Community Bankers Council. Mr. Sisk is a graduate of Saint Mary's College where he obtained a Bachelor of Science degree in Economics and Business Administration. He is also an alumnus of The Wharton School Advanced Management Program.

### **Compensation Discussion and Analysis**

The Compensation Committee is composed of independent directors who review and assess general compensation and benefits policies for Bancorp in accordance with its charter to this proxy statement as noted under the Compensation Committee section of Corporate Governance above.

The compensation policies of Bancorp are designed to attract and retain highly qualified personnel. Such compensation may include elements that reward long-term financial performance and growth of Bancorp in the form of restricted stock and grants of stock under the Bank's 2014 Omnibus Plan, 2024 Equity Based Compensation Plan, and retirement benefits under 401(k) Plan, in addition to short-term elements such as salary and bonus opportunity. The goal of stock option grants and other forms of equity compensation, which serve as long-term incentive compensation, is to attempt to more closely align the interests of the award recipient with the long-term interests of shareholders. Bancorp's general strategy, including the compensation paid to executive officers, is to pay annual compensation that is competitive with similar positions at peer group banks, with consideration given to Bancorp's overall financial condition and performance relative to banks in similar positions. Compensation for executive officers may also include participation in the Bank's Supplemental Executive Retirement Plan to provide competitive retirement benefits and termination severance benefits under executive employment agreements with the goal of retention of executive officers and continuity of management over the long-term development of Bancorp. In determining compensation benefits, including compensation of executive officers, the Compensation Committee obtains salary information and surveys from industry trade associations and may consult with independent compensation and benefits experts. The granting of stock options and other forms of equity incentive compensation is based on an officer's responsibilities and relative position in the Bank and is recommended by the Compensation Committee to the Board for approval.

See the discussion regarding the Compensation Committee's functions under the heading "Compensation Committee" above in this proxy statement for a more detailed description of the Compensation Committee's duties and responsibilities.

The following table reflects the cash and non-cash compensation earned and paid to Bancorp's Chief Executive Officer and the three other most highly compensated executive officers for the years indicated.

Summary Compensation Table

Name and Principal Position	Year	Salary <sup>(1)</sup>	Cash Bonus <sup>(2)</sup>	Non-Cash Bonus <sup>(2)</sup>	Stock Awards <sup>(3)</sup>	Change in Pension Value and Nonqualified Deferred Compensation Earnings <sup>(4)</sup>	All Other Compensation	Total
Krista Snelling	2024	\$532,000	\$398,601	\$199,899	--	\$31,824	\$35,814	\$1,198,138
President & CEO	2023	\$501,125	\$220,440	\$55,110	\$199,994	\$22,705	\$32,053	\$1,031,427
Cecilia Situ	2024	\$331,000	\$198,600	\$49,650	--	--	\$15,300	\$594,550
EVP & CFO	2023	\$326,233	\$92,800	\$19,200	\$199,994	--	\$14,657	\$652,884
Angelo DeBernardo	2024	\$301,000	\$135,450	\$30,100	--	\$40,495	\$22,674	\$529,719
EVP & CLO	2023	\$293,000	\$81,649	\$16,750	\$199,994	\$27,987	\$22,042	\$641,422
Jon P. Sisk	2024	\$369,000	--	--	--	\$128,832	\$38,115	\$535,947
EVP & CBO	2023	\$358,000	--	--	--	\$152,386	\$35,200	\$545,586

- (1) Amounts shown include cash and non-cash compensation earned and received by named executive officers as well as amounts earned but deferred at the election of those officers under the 401(k) Plan. The Bank entered into an employment agreement with Ms. Snelling dated March 1, 2021, Mr. DeBernardo dated April 21, 2021, Mr. Sisk dated June 13, 2022, and Ms. Situ dated October 27, 2022. These employment agreements are discussed hereafter in this proxy statement under the heading "Potential Post-Employment Payments."
- (2) Amounts shown reflect bonus incentives earned based on performance in the years indicated and are paid during the first quarter of the following year. Bonuses earned are paid in both cash and stock awards. Stock awards are reported as of the date of grant the following year and vest over a three-year period starting from the anniversary date of the original grant. Bonus incentives are awarded at the discretion of the Board, following an evaluation of financial results of operations at the end of the prior fiscal year, which amount is determined pursuant to the Bank's Incentive Compensation Plan.
- (3) The Bank has a 2014 Omnibus Plan ("2014 Plan") that expired in February 2025 and a new 2024 Equity Based Compensation Plan ("2024 Equity Plan"). The 2014 Plan and 2024 Equity Plan provides long-term incentives ("Awards") in the form of incentive and nonqualified stock options and restricted stock. Under both plans, Awards may be granted to directors and key employees. Awards of nonqualified stock options and restricted stock may be contingent upon achievement of qualifying performance criteria as set forth in the 2014 Plan and 2024 Equity Plan documents. The exercise price of stock options may not be less than the fair market value of common stock on the date of grant. Awards of shares of restricted stock may also be granted that are subject to the condition of (i) continued employment or directorship of the participant, and/or (ii) the attainment of performance criteria that shall be set forth in the restricted stock award agreement with the awardee-participant. For awards of stock, the aggregate grant date fair value is computed in accordance with FASB ASC Topic 718. The amounts shown reflect the applicable full grant-date fair values for stock awards in accordance with FASB ASC Topic 718 (excluding the effect of forfeitures) and are reported for the fiscal year during which the stock awards were issued. Additional discussion is set out in Note 15 to the audited financial statements included in Bancorp's 2024 Consolidated Financial Statements and Independent Auditor's Report that accompanies this proxy statement and is incorporated herein by reference.
- (4) Amounts shown reflect the change in value of the accumulated projected benefit obligation under the respective executive's salary continuation agreement.

(5) All other compensation consisted of the following items:

Name	Year	Auto Allowance	401(k) Matching Contributions	Club Membership	Split Dollar Bank Owned Life Insurance	Post-Retirement Benefit for Continuing Life Insurance	Health Insurance Premiums
Krista Snelling	2024	--	\$9,150	\$7,088	\$340	\$2,184	\$17,052
	2023	--	\$9,000	\$5,803	\$325	\$1,853	\$15,072
Cecilia Situ	2024	\$8,400	\$6,900	--	--	--	--
	2023	\$8,400	\$6,257	--	--	--	--
Angelo DeBernardo	2024	\$9,000	\$9,000	--	\$490	\$4,184	--
	2023	\$9,000	\$9,000	--	\$455	\$3,587	--
Jon P. Sisk	2024	\$9,000	\$9,150	--	\$1,296	\$18,669	--
	2023	\$9,000	\$9,000	--	\$1,242	\$15,958	--

The split dollar benefits and Bank owned life insurance are discussed hereafter in this proxy statement under the heading “Potential Post-Employment Payments – Supplemental Executive Retirement Plan (“SERP”)”.

#### Outstanding Equity Awards at December 31, 2024

##### *Restricted Stock Awards*

The following table sets forth information concerning outstanding stock awards under the 2014 Plan and 2024 Equity Plan at year-end 2024. Note that share counts reflect the two-for-one stock split which was effective on March 14, 2022.

Name	Grant Date	Number of Shares of Stock That Have Not Vested (#)	Market Value of Shares of Stock That Have Not Vested (#) <sup>(1)</sup>
Krista Snelling	03/16/2021	1,375	\$57,269
	12/20/2023	3,463	\$144,234
	03/20/2024	1,320	\$54,978
Cecilia Situ	12/20/2023	5,194	\$216,330
	03/20/2024	460	\$19,159
Angelo DeBernardo	12/20/2023	5,194	\$216,330
	03/20/2024	401	\$16,702
Jon P. Sisk	05/04/2021	4,480	\$186,592

(1) The market value of the shares of restricted stock that have not vested is calculated by multiplying the number of shares of unvested stock by the closing price of our common stock at December 31, 2024, which was \$41.65.

### *Option Awards*

The following table sets forth information concerning outstanding option awards under the 2014 Plan at fiscal year-end 2024. Note that share counts reflect the two-for-one stock split which was effective on March 14, 2022.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date
Cecilia Situ	208	2,084	--	\$25.11	11/15/2032
Angelo DeBernardo	7,700	--	--	\$22.72	01/17/2028
Jon P. Sisk	55,000	--	--	\$22.95	10/21/2029

### Option Exercises and Vested Stock Awards

The following table sets forth information concerning the exercise and vesting of stock options and vesting of shares of restricted stock for the year ended December 31, 2024, for each of the named executive officers:

Name	Number of Shares Acquired on Exercise (#)	Value Realized upon Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Krista Snelling	--	--	3,106	\$111,061
Cecilia Situ	2,708	\$29,327	1,731	\$72,217
Angelo DeBernardo	--	--	1,731	\$72,217
Jon P. Sisk	--	--	1,120	\$32,290

### Potential Post-Employment Payments

#### Employment Agreements

**Employment Agreement with Ms. Snelling.** Effective March 1, 2021, the Bank entered into an employment agreement with Ms. Snelling pursuant to which she serves as a member of the Board of Directors, and as the President and Chief Executive Officer of the Bank and Bancorp.

The agreement includes payment of a base salary per year of \$475,000, which is subject to an annual review by the Board and adjustments, if any, as may be approved at the discretion of the Board of Directors. At the end of each calendar year, the amount of bonus compensation, if any, to be paid to Ms. Snelling is to be determined in the sole discretion of the Board of Directors based upon the implementation of the Bank's strategic plan and profitability for each year. The agreement provides for other incidental compensation and benefits, including flexible vacation paid, group life, health, accident and disability coverages for Ms. Snelling and her dependents, and reimbursement for business expenses.

The agreement is an *at-will* contract that may be terminated by either party at any time. If the Bank terminates Ms. Snelling's employment for cause, she will not be entitled to any further amounts except as earned through her last day of employment. If the Bank terminates Ms. Snelling's employment without cause, she will be entitled to (i) her earned compensation through her last day of employment; (ii) a lump sum severance payment equal to twelve months of her annual base salary; and (iii) continuation of group insurance coverages for herself and her dependents for a period of twelve months from the date of termination at the Bank's expense. No severance payments or benefits are payable to Ms. Snelling if she terminates her employment voluntarily, except in connection with a "change in control" of the Bank as defined in the agreement. If Ms. Snelling's employment is terminated in connection with or within twenty-four months following a change in control, or if without her consent certain material changes occur in the nature and scope of her employment or compensation following a change in control, then Ms. Snelling is entitled to (i) her earned compensation through her last day of employment; (ii) a lump sum severance payment equal to eighteen months of her annual base salary; and (iii) continuation of group insurance coverages for herself and her dependents for a period of eighteen months from the date of termination at the Bank's expense. Effective January 1, 2025, the Bank entered into a new employment agreement with Ms. Snelling adjusting her base pay to \$675,000 and extending her change in control severance payment and group insurance from eighteen months to twenty-four months.

**Employment Agreement with Ms. Situ.** Effective October 27, 2022, the Bank entered into an employment agreement with Ms. Situ pursuant to which she currently serves as the Executive Vice President and Chief Financial Officer of the Bank and Bancorp.

The agreement includes payment of a base salary per year of \$320,000, which is subject to an annual review by the Compensation Committee of the Board and adjustments, if any, as may be approved in the discretion of the CEO and/or Board of Directors. At the end of each calendar year, the amount of bonus compensation, if any, to be paid to Ms. Situ is to be determined based upon the recommendation of the Chief Executive Officer and approval of the Board of Directors based upon the implementation of the Bank's strategic plan and profitability for each year. The agreement provides for other incidental compensation and benefits, including flexible vacation paid, group life, health, accident and disability coverages, an auto allowance and reimbursement for business expenses. The cost of insurance is shared by the Bank and Ms. Situ as detailed in the insurance plan contribution schedule.

The agreement is an *at-will* contract that may be terminated by either party at any time. If Ms. Situ's employment is terminated without cause by the Bank she is entitled to a lump sum severance payment equal to six months of her annual base salary in addition to benefits continuation for the same time period. No severance payments or benefits are payable to Ms. Situ if she terminates her employment voluntarily, except in connection with a "change in control" of the Bank as defined in the agreement. If Ms. Situ's employment is terminated in connection with or within twenty-four months following a change in control, or if without her consent certain material changes occur in the nature and scope of her employment or compensation following a change in control, then Ms. Situ is entitled to a lump sum severance payment equal to twelve months of her annual base salary and continuation of group insurance coverages for herself and her dependents for a period of twelve months from the date of termination as detailed in the Bank's Insurance Plan contribution schedule.

**Employment Agreement with Mr. DeBernardo.** Effective April 21, 2021, the Bank entered into an employment agreement with Mr. DeBernardo pursuant to which he currently serves as the Executive Vice President and Chief Lending Officer of the Bank.

The agreement includes payment of a base salary per year of \$265,000, which is subject to an annual review by the Compensation Committee of the Board and adjustments, if any, as may be approved in the discretion of the CEO and/or Board of Directors. At the end of each calendar year, the amount of bonus compensation, if any, to be paid to Mr. DeBernardo is to be determined based upon the recommendation of the Chief Executive Officer and approval of the Board of Directors based upon the implementation of



the Bank's strategic plan and profitability for each year. The agreement provides for other incidental compensation and benefits, including flexible vacation paid, group life, health, accident and disability coverages, an auto allowance and reimbursement for business expenses. The cost of insurance is shared by the Bank and Mr. DeBernardo as detailed in the insurance plan contribution schedule.

The agreement is an *at-will* contract that may be terminated by either party at any time. If Mr. DeBernardo's employment is terminated without cause by the Bank he is entitled to a lump sum severance payment equal to six months of his annual base salary in addition to benefits continuation for the same time period. No severance payments or benefits are payable to Mr. DeBernardo if he terminates his employment voluntarily, except in connection with a "change in control" of the Bank as defined in the agreement. If Mr. DeBernardo's employment is terminated in connection with or within twenty-four months following a change in control, or if without his consent certain material changes occur in the nature and scope of his employment or compensation following a change in control, then Mr. DeBernardo is entitled to a lump sum severance payment equal to twelve months of his annual base salary and continuation of group insurance coverages for himself and his dependents for a period of twelve months from the date of termination as detailed in the Bank's Insurance Plan contribution schedule.

**Employment Agreement with Mr. Sisk.** Effective April 21, 2021, the Bank entered into an employment agreement with Mr. Sisk pursuant to which he currently serves as the Executive Vice President and Chief Banking Officer of the Bank.

The agreement includes payment of a base salary per year of \$325,000, which is subject to an annual review by the Compensation Committee of the Board and adjustments, if any, as may be approved in the discretion of the CEO and/or Board of Directors. At the end of each calendar year, the amount of bonus compensation, if any, to be paid to Mr. Sisk is to be determined based upon the recommendation of the Chief Executive Officer and approval of the Board of Directors based upon the implementation of the Bank's strategic plan and profitability for each year. The agreement provides for other incidental compensation and benefits, including flexible vacation paid, group life, health, accident and disability coverages, an auto allowance and reimbursement for business expenses. The cost of insurance is shared by the Bank and Mr. Sisk as detailed in the insurance plan contribution schedule.

The agreement is an *at-will* contract that may be terminated by either party at any time. If Mr. Sisk's employment is terminated without cause by the Bank, he is entitled to a lump sum severance payment equal to twelve months of his annual base salary in addition to benefits continuation for the same time period. No severance payments or benefits are payable to Mr. Sisk if he terminates his employment voluntarily, except in connection with a "change in control" of the Bank as defined in the agreement. If Mr. Sisk's employment is terminated in connection with or within twenty-four months following a change in control, or if without his consent certain material changes occur in the nature and scope of his employment or compensation following a change in control, then Mr. Sisk is entitled to a lump sum severance payment equal to eighteen months of his annual base salary and continuation of group insurance coverages for himself and his dependents for a period of twelve months from the date of termination as detailed in the Bank's Insurance Plan contribution schedule.

#### Supplemental Executive Retirement Plan ("SERP")

During 2004, in an effort to attract and retain qualified officers, the Bank implemented a supplemental employee retirement plan for the benefit of certain executive officers of the Bank. Ms. Snelling, and Messrs. DeBernardo and Sisk participate in the SERP. The SERP consists of two benefit components – a defined retirement benefit and an endorsement split dollar death benefit. Each of the participating executives is a party to two agreements with the Bank – a Supplemental Executive Retirement Agreement and a Joint Beneficiary Agreement, that describe the participant's respective benefits and any restrictions that apply to those benefits.

Subject to stipulated tenure requirements contained in the Agreements, the defined retirement benefit portion of the SERP entitles Ms. Snelling and Messrs. DeBernardo and Sisk to a monthly retirement benefit for 15 years. Normal retirement occurs upon resignation after age 65 for Ms. Snelling and Mr. DeBernardo, and age 62.5 for Mr. Sisk. Early retirement is an option under stipulated circumstances. If they retire on a normal retirement date, the benefits for Ms. Snelling start at \$7,083.33 per month, the benefits for Messrs. DeBernardo and Sisk start at \$6,000 per month. The benefit ceases upon the participant's death. An early retirement election subjects the participant to lifetime benefit-amount penalties. For a stipulated number of years of continuous full-time employment with the Bank, the participant accumulates credit toward eligibility for a full benefit, in a manner analogous to vesting. However, such accumulated credit can be forfeited entirely under certain conditions, such as the participant's termination with cause, or the participant's voluntary resignation before reaching their early retirement age. Upon Disability as defined in the SERP, the participant will receive a single payment in the amount of the present value at 6.75% of the stream of the benefit payments that would have been payable to the participant had the participant been paid normal retirement benefit payments for a period from age 65 to age 74. Upon a change in control as defined in the SERP, the applicable percentage of the retirement benefit that the participant is entitled to receive upon normal retirement will accelerate to 100%.

The Bank's obligations under the defined retirement benefit portion of the SERP are not funded; however, the Bank has purchased bank-owned life insurance policies ("BOLI policies") on the lives of the participants that are actuarially designed to accrue income to the Bank in amounts that offset benefit liability expense accruals. Using pension benefit accounting, the Bank records as income the periodic increases in the cash values of the BOLI policies and records as benefit liability expense, net of an offsetting tax credit, the periodic increases to the benefit liability account. The SERP is designed to provide for a complete cash recovery of all plan related cash outlays upon the deaths of the participants. The Bank has paid the premiums for the BOLI policies in full in the amount of \$8,850,000. The Bank is the owner and beneficiary of these policies, as well as the policies the Bank acquired in the merger with Lighthouse Bank in 2019 and 1<sup>st</sup> Capital Bancorp in 2024, and is entitled to the increase in cash surrender value represented by the policies. The increase in cash surrender value is accrued monthly and reflected in the Bank's financial statements as a category under "Other non-interest income." Although the Bank believes that the actuarial assumptions it has made are reasonable and that BOLI policy income will offset substantially all of the Bank's expenses under the SERP, there is no formal tie between the BOLI policies and the Bank's obligations to pay retirement benefits to the participants. The Bank will be responsible for payment of the defined retirement benefit even if its assumptions prove to be incorrect or the Bank does not receive the death benefits called for by the BOLI policies at the time the Bank is required to pay retirement benefits to participants.

Participants are also provided a death benefit. This benefit is an endorsement split dollar life insurance benefit, in a defined amount that is the lesser of one million dollars, or eighty percent of the amount by which the death benefits of the respective BOLI policies exceed their cash values. The cash value equals the value at which the BOLI policies are carried on the books of the Bank. The Bank is entitled to the remainder of the policy proceeds. The Bank has no obligations to the participants to pay death benefits if the BOLI policies for any reason do not pay death benefits in excess of their respective cash values.

During 2024, the Bank recorded BOLI income of \$548,446 and net benefit liability expenses of \$332,247. The present value of accumulated benefits at December 31, 2024, was \$89,562 for Ms. Snelling, \$138,093 for Mr. DeBernardo, and \$616,952 for Mr. Sisk.

## **CHANGE OF CONTROL**

Management is not aware of any arrangements which may at a subsequent date result in a change of control of Bancorp.

## **TRANSACTIONS WITH RELATED PERSONS**

There have been no material transactions since January 1, 2024, nor are there any presently proposed transactions, to which Bancorp was or is to be a party in which the amount involved exceeds the lesser of \$120,000 or 1% of the average of Bancorp's total assets at year-end for the last two fiscal years, and in which any director, executive officer, nominee for director, or 5% shareholders, or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest. Bancorp solicited legal services from Spencer Fane, formerly Pahl & McCay, of which Director Pahl is a Partner. Legal expenses of \$109,000 were paid to Spencer Fane and did not exceed the limitations described above during 2024.

## **INDEBTEDNESS OF MANAGEMENT AND DIRECTORS**

Some of the directors and executive officers, as well as members of their immediate families and associates, are clients of, and have had banking transactions with West Coast Community Bank, a subsidiary of Bancorp, in the ordinary course of business, and expects to have such ordinary banking transactions with these persons in the future. In the opinion of management of the Bank, all loans and commitments to lend included in such transactions were made in the ordinary course of business on the same terms, including interest rates and collateral, as those prevailing for comparable transactions with other persons of similar creditworthiness, and do not involve more than the normal risk of collectability or present other unfavorable features. While there are not any limits on the aggregate amount it may lend to directors and executive officers as a group, loans to individual directors and executive officers must comply with the Bank's lending policies and statutory lending limits. In addition, prior approval of the Board of Directors is required for all such loans. The aggregate amount of indebtedness including extensions of credit or overdrafts, endorsements and guarantees outstanding at any time since the beginning of the last fiscal year and as of the latest practicable date did not exceed (i) the lesser of ten percent of the equity capital accounts of the Bank or five million dollars as to each such director or executive officer, as well as members of their immediate families and associates, or (ii) twenty percent of the equity capital accounts of the Bank as a group.

## **Shareholder Communications**

A majority of the members of the Board of Directors, each of whom is "independent" as defined under the NASDAQ listing rules, has established procedures for receipt and delivery of shareholder communications addressed to the Board of Directors. Any such shareholder communications, including communications by employees of Bancorp solely in their capacity as shareholders, should be mailed or delivered to Bancorp addressed as follows: Board of Directors, West Coast Community Bancorp, 75 River Street, Santa Cruz, California 95060.

## **Annual Meeting Attendance**

Each member of its Board of Directors is encouraged to attend Bancorp's annual meeting of shareholders each year. All directors attended the annual meeting of shareholders held in person in 2024.

## **OTHER INFORMATION**

### **Website Access**

You may visit [www.wccb.com](http://www.wccb.com) to obtain additional information regarding Bancorp.

### **Annual Report**

The Annual Report and Consolidated Financial Statements and Independent Auditor's Report for the year ended December 31, 2024 is being mailed concurrently with this proxy statement to all shareholders of record as of April 15, 2025, and is also available on the Internet at [www.envisionreports.com/SCZC](http://www.envisionreports.com/SCZC).

### **Annual Disclosure Statement**

Bancorp has prepared an annual disclosure statement as required by Federal Deposit Insurance Corporation regulations, a copy of which may be obtained upon written request to Bancorp, 75 River Street, Santa Cruz, California 95060, Attention: John C. Burroughs, Corporate Secretary.

### **Shareholders' Proposals**

Next year's annual meeting of shareholders is currently scheduled to be held on May 20, 2026. Any shareholder desiring to submit a proposal for action at the 2026 annual meeting of shareholders which is desired to be presented in Bancorp's proxy statement with respect to the 2026 annual meeting of shareholders, should mail the proposal by certified mail return receipt requested, to Bancorp, 75 River Street, Santa Cruz, California 95060, Attention: John C. Burroughs, Corporate Secretary. All such proposals must be received by Bancorp no later than December 14, 2025. Matters pertaining to such proposals, including the number and length thereto, eligibility of persons entitled to have such proposals included, and other aspects, are subject to all applicable laws and regulations.

## **OTHER MATTERS**

Management is not aware of any other matters to come before the annual meeting. If any other matter not mentioned in this proxy statement is brought before the annual meeting or any adjournments or postponements thereof, the persons named in the enclosed proxy card will have discretionary authority to vote all proxies with respect thereto in accordance with the recommendations of management.

### **WEST COAST COMMUNITY BANCORP**



John C. Burroughs  
Corporate Secretary

April 29, 2025  
Santa Cruz, California