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# Section 1: 10-Q (FORM 10-Q)

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**Form 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2018

OR

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number 001-34142

**OAK VALLEY BANCORP**

(Exact name of registrant as specified in its charter)

**California**

State or other jurisdiction of  
incorporation or organization

**26-2326676**

I.R.S. Employer  
Identification No.

**125 N. Third Ave., Oakdale, CA 95361**

(Address of principal executive offices)

**(209) 848-2265**

Issuer's telephone number

**Not applicable**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

**APPLICABLE ONLY TO CORPORATE ISSUERS**

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 8,183,005 shares of common stock outstanding as of May 1, 2018.

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**Oak Valley Bancorp  
March 31, 2018**

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**PART I – FINANCIAL STATEMENTS**

**OAK VALLEY BANCORP**  
**CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

(in thousands)	March 31, 2018	December 31, 2017
<b>ASSETS</b>		
Cash and due from banks	\$ 151,406	\$ 142,968
Federal funds sold	11,300	6,205
Cash and cash equivalents	162,706	149,173
Securities - available for sale	198,221	179,248
Securities – equity investments	3,071	3,112
Loans, net of allowance for loan loss of \$8,165 and \$8,166 at March 31, 2018 and December 31, 2017, respectively	638,902	652,989
Cash surrender value of life insurance	18,642	18,517
Bank premises and equipment, net	14,808	14,478
Other real estate owned	0	253
Goodwill and other intangible assets, net	4,027	4,056
Interest receivable and other assets	12,436	13,026
	<u>\$ 1,052,813</u>	<u>\$ 1,034,852</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Deposits	\$ 955,341	\$ 938,882
Interest payable and other liabilities	5,877	5,203
Total liabilities	961,218	944,085
Commitments and contingencies		
Shareholders' equity		
Common stock, no par value; 50,000,000 shares authorized, 8,183,005 and 8,098,605 shares issued and outstanding at March 31, 2018 and December 31, 2017, respectively	25,422	24,773
Additional paid-in capital	2,999	3,576
Retained earnings	63,015	61,429
Accumulated other comprehensive income, net of tax	159	989
Total shareholders' equity	91,595	90,767
	<u>\$ 1,052,813</u>	<u>\$ 1,034,852</u>

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**OAK VALLEY BANCORP**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)**

(dollars in thousands, except per share amounts)	THREE MONTHS ENDED MARCH 31,	
	2018	2017
<b>INTEREST INCOME</b>		
Interest and fees on loans	\$ 7,571	\$ 6,921
Interest on securities	1,228	1,074
Interest on federal funds sold	37	15
Interest on deposits with banks	571	301
Total interest income	<u>9,407</u>	<u>8,311</u>
<b>INTEREST EXPENSE</b>		
Deposits	290	229
Total interest expense	<u>290</u>	<u>229</u>
Net interest income	<u>9,117</u>	<u>8,082</u>
Provision for loan losses	0	0
Net interest income after provision for loan losses	<u>9,117</u>	<u>8,082</u>
<b>OTHER INCOME</b>		
Service charges on deposits	370	335
Debit card transaction fee income	278	264
Earnings on cash surrender value of life insurance	125	128
Mortgage commissions	32	62
Gains on sales and calls of securities	71	389
Gain on sale of OREO	193	0
Other	263	293
Total non-interest income	<u>1,332</u>	<u>1,471</u>
<b>OTHER EXPENSES</b>		
Salaries and employee benefits	4,019	3,612
Occupancy expenses	887	856
Data processing fees	416	346
Regulatory assessments (FDIC & DBO)	114	144
Other operating expenses	1,296	1,249
Total non-interest expense	<u>6,732</u>	<u>6,207</u>
Net income before provision for income taxes	<u>3,717</u>	<u>3,346</u>
Total provision for income taxes	915	1,139
Net Income	<u>\$ 2,802</u>	<u>\$ 2,207</u>
Net income per share	<u>\$ 0.35</u>	<u>\$ 0.27</u>
Net income per diluted share	<u>\$ 0.35</u>	<u>\$ 0.27</u>

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**OAK VALLEY BANCORP**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)**

(in thousands)	THREE MONTHS ENDED MARCH 31,	
	2018	2017
Net income	\$ 2,802	\$ 2,207
Other comprehensive income:		
Unrealized gains on securities:		
Unrealized holding (losses) gains arising during the period	(1,339)	1,038
Less: reclassification for net gains included in net income	(71)	(389)
Other comprehensive (loss) gain, before tax	(1,410)	649
Tax benefit (expense) related to items of other comprehensive income	417	(267)
Total other comprehensive (loss) gain	(993)	382
Comprehensive income	<u>\$ 1,809</u>	<u>\$ 2,589</u>

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**OAK VALLEY BANCORP**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED)**

(dollars in thousands)	YEAR ENDED DECEMBER 31, 2017 AND THREE MONTHS ENDED MARCH 31, 2018					
	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive	Total
	Shares	Amount			Income (Loss)	Shareholders' Equity
Balances, January 1, 2017	8,088,455	\$ 24,682	\$ 3,473	\$ 54,520	\$ (225)	\$ 82,450
Stock options exercised	9,000	91				91
Restricted stock issued	8,000					0
Restricted stock forfeited	(6,850)					0
Cash dividends declared				(2,022)		(2,022)
Stock based compensation			103			103
Other comprehensive income					1,051	1,051
DTA remeasurement reclassification				(163)	163	0
Net income				9,094		9,094
Balances, December 31, 2017	8,098,605	\$ 24,773	\$ 3,576	\$ 61,429	\$ 989	\$ 90,767
Restricted stock issued	84,400					0
Cash dividends declared				(1,053)		(1,053)
Stock based compensation			72			72
APIC reclassification		649	(649)			0
Other comprehensive loss					(993)	(993)
Reclassification from adoption of ASU 2016-01				(163)	163	0
Net income				2,802		2,802
Balances, March 31, 2018	8,183,005	\$ 25,422	\$ 2,999	\$ 63,015	\$ 159	\$ 91,595

*The accompanying notes are an integral part of these condensed consolidated financial statements*



**OAK VALLEY BANCORP**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

	THREE MONTHS ENDED MARCH 31,	
(dollars in thousands)	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 2,802	\$ 2,207
Adjustments to reconcile net income to net cash from operating activities:		
(Decrease) increase in deferred fees/costs, net	(89)	61
Depreciation	306	292
Amortization of investment securities, net	261	175
Stock based compensation	72	33
Gain on sale of OREO property	(193)	0
Gain on sales and calls of available for sale securities	(71)	(389)
Earnings on cash surrender value of life insurance	(125)	(128)
Increase in interest payable and other liabilities	674	1,082
Decrease in interest receivable	208	305
Decrease (increase) in other assets	826	(47)
Net cash from operating activities	4,671	3,591
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of available for sale securities	(26,666)	(12,453)
Purchases of equity securities	(21)	(21)
Proceeds from maturities, calls, and principal paydowns of securities available for sale	6,156	3,802
Net decrease (increase) in loans	14,176	(2,032)
Proceeds from sale of OREO	447	0
Net purchases of premises and equipment	(636)	(47)
Net cash used in investing activities	(6,544)	(10,751)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Shareholder cash dividends paid	(1,053)	(1,011)
Net increase (decrease) in demand deposits and savings accounts	19,149	(14,888)
Net decrease in time deposits	(2,690)	(36)
Net cash from (used in) financing activities	15,406	(15,935)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>13,533</b>	<b>(23,095)</b>
CASH AND CASH EQUIVALENTS, beginning of period	149,173	190,810
CASH AND CASH EQUIVALENTS, end of period	\$ 162,706	\$ 167,715
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>		
Cash paid during the period for:		
Interest	\$ 292	\$ 231
<b>NON-CASH INVESTING ACTIVITIES:</b>		
Change in unrealized gain on available-for-sale securities	\$ (1,410)	\$ 649

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**OAK VALLEY BANCORP**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 – BASIS OF PRESENTATION**

On July 3, 2008 (the “Effective Date”), a bank holding company reorganization was completed whereby Oak Valley Bancorp (“the Company”) became the parent holding company for Oak Valley Community Bank (the “Bank”). On the Effective Date, a tax-free exchange was completed whereby each outstanding share of the Bank was converted into one share of the Company and the Company became the sole wholly-owned subsidiary of the holding company.

The consolidated financial statements include the accounts of the parent company and its wholly-owned bank subsidiary. Unless otherwise stated, the “Company” refers to the consolidated entity, Oak Valley Bancorp, while the “Bank” refers to Oak Valley Community Bank. All material intercompany transactions have been eliminated. In the opinion of Management, the consolidated financial statements contain all adjustments necessary to present fairly the financial position, results of operations, changes in shareholders’ equity and cash flows. All adjustments are of a normal, recurring nature. The interim consolidated financial statements included in this report are unaudited but reflect all adjustments which, in the opinion of management, are necessary for a fair presentation of the financial position and results of operations for the interim periods presented. All such adjustments are of a normal recurring nature. The results of operations for the three and nine month periods ended March 31, 2018 are not necessarily indicative of the results of a full year’s operations. Certain prior year amounts have been reclassified to conform to the current year presentation. There was no effect on net income or shareholders’ equity as a result of reclassifications. For further information, refer to the audited consolidated financial statements and footnotes included in the Company’s Form 10-K for the year ended December 31, 2017.

Oak Valley Community Bank is a California state-chartered bank. The Company was incorporated under the laws of the State of California on May 31, 1990, and began operations in Oakdale on May 28, 1991. The Company operates branches in Oakdale, Sonora, Bridgeport, Bishop, Mammoth Lakes, Modesto, Manteca, Patterson, Turlock, Ripon, Stockton, and Escalon, California. The Bridgeport, Mammoth Lakes, and Bishop branches operate as a separate division, Eastern Sierra Community Bank. The Company’s primary source of revenue is providing loans to customers who are predominantly middle-market businesses.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant accounting estimates reflected in the Company’s consolidated financial statements include the allowance for loan losses, fair value measurements, and the determination, recognition and measurement of impaired loans. Actual results could differ from these estimates.

**NOTE 2 – RECENT ACCOUNTING PRONOUNCEMENTS**

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers (Topic 606). This ASU is a converged standard involving FASB and International Financial Reporting Standards that provides a single comprehensive revenue recognition model for all contracts with customers across transactions and industries. The core principal of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount and at a time that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Subsequent updates related to Revenue from Contracts with Customers (Topic 606) are as follows:

- August 2015 ASU No. 2015-14 - Deferral of the Effective Date, institutes a one-year deferral of the effective date of this amendment to annual reporting periods beginning after December 15, 2017. Early application is permitted only as of annual periods beginning after December 15, 2016, including interim reporting periods within that reporting period.
- March 2016 ASU No. 2016-08 - Principal versus Agent Considerations (Reporting Revenue Gross versus Net), clarifies the implementation guidance on principal versus agent considerations and on the use of indicators that assist an entity in determining whether it controls a specified good or service before it is transferred to the customer.
- April 2016 ASU No. 2016-10 - Identifying Performance Obligations and Licensing, provides guidance in determining performance obligations in a contract with a customer and clarifies whether a promise to grant a license provides a right to access or the right to use intellectual property.
- May 2016 ASU No. 2016-12 - Narrow Scope Improvements and Practical Expedients, gives further guidance on assessing collectability, presentation of sales taxes, noncash consideration, and completed contracts and contract modifications at transition.

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Topic 606 was adopted by the Company on January 1, 2018 and did not have a material impact on the Company's consolidated financial statements. No additional disaggregated revenue disclosures are necessary because interest income sources are scoped out and there are no additional significant noninterest income sources to break out on the consolidated statement of income.

In January 2016, the FASB issued ASU No. 2016-01, *Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. The amendments in this ASU make improvements to GAAP related to financial instruments that include the following as applicable to us.

- Equity investments, except for those accounted for under the equity method of accounting or those that result in consolidation of the investee, are required to be measured at fair value with changes in fair value recognized in net income. However, an entity may choose to measure equity investments that do not have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer.
- Simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment - if impairment exists, this requires measuring the investment at fair value.
- Eliminates the requirement for public companies to disclose the method(s) and significant assumptions used to estimate the fair value that is currently required to be disclosed for financial instruments measured at amortized cost on the balance sheet.
- Public companies will be required to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes.
- Requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements.
- The reporting entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets.

ASU 2016-01 is effective for public business entities for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. This ASU was adopted by the Company on January 1, 2018 and impacted our financial statement disclosures, however, it did not have a material impact on our financial condition or results of operations.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*. This ASU was issued to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities, including leases classified as operating leases under previous GAAP, on the balance sheet and requiring additional disclosures of key information about leasing arrangements. ASU 2016-02 is effective for annual periods, including interim periods within those annual periods beginning after December 15, 2018 and requires a modified retrospective approach to adoption. Early application of the ASU is permitted. While the Company has not quantified the impact to its balance sheet, it does expect the adoption of this ASU will result in a gross-up in its balance sheet as a result of recording a right-of-use asset and a lease liability for each lease.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326)*. This update changes the methodology used by financial institutions under current U.S. GAAP to recognize credit losses in the financial statements. Currently, U.S. GAAP requires the use of the incurred loss model, whereby financial institutions recognize in current period earnings, incurred credit losses and those inherent in the financial statements, as of the date of the balance sheet. This guidance results in a new model for estimating the allowance for loan and lease losses, commonly referred to as the Current Expected Credit Loss ("CECL") model. Under the CECL model, financial institutions are required to estimate future credit losses and recognize those losses in current period earnings. The amendments within the update are effective for fiscal years and all interim periods beginning after December 15, 2019, with early adoption permitted. Upon adoption of the amendments within this update, the Company will be required to make a cumulative-effect adjustment to the opening balance of retained earnings in the year of adoption. The Company is currently in the process of evaluating the impact the adoption of this update will have on its financial statements. While the Company has not quantified the impact of this ASU, it does expect changing from the current incurred loss model to an expected loss model will result in an earlier recognition of losses.

In January 2017, FASB issued ASU 2017-03, *Accounting Changes and Error Corrections (Topic 250) and Investments - Equity Method and Joint Ventures (Topic 323): Amendments to SEC Paragraphs Pursuant to Staff Announcements at the September 22, 2016 and November 17, 2016 EITF Meetings*. These amendments apply to ASU 2014-9 (Revenue from Contracts with Customers), ASU 2016-02 (Leases), and ASU 2016-13 (Financial Instruments - Credit Losses). The Company does not expect these amendments to have a significant impact on its consolidated financial statements.

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In February 2018, the FASB issued ASU 2018-02, *Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*. The ASU was issued to address certain stranded tax effects in accumulated other comprehensive income as a result of the Tax Cuts and Jobs Act of 2017. The ASU provides companies the option to reclassify stranded tax effects within AOCI to retained earnings in each period in which the effect of the change from the newly enacted corporate tax rate is recorded. The amount of the reclassification would be calculated on the basis of the difference between the historical and newly enacted tax rates for deferred tax liabilities and assets related to items within accumulated other comprehensive income. The ASU requires companies to disclose its accounting policy related to releasing income tax effects from AOCI, whether it has elected to reclassify the stranded tax effects, and information about the other income tax effects that are reclassified. The guidance is effective for fiscal years beginning after December 15, 2018, including interim periods, therein, and early adoption is permitted for public business entities for which financial statements have not yet been issued. As of December 31, 2017, the Company adopted the ASU and made a reclassification adjustment from accumulated other comprehensive income to retained earnings on the Consolidated Statements of Shareholders' Equity, related to the stranded tax effects due to the change in the federal corporate tax rate applied on the unrealized gains (losses) on investments on a portfolio basis, to reflect the provisions of this ASU.

**NOTE 3 – SECURITIES**

*Equity Securities*

The Company held equity securities with fair values of \$3,071,000 and \$3,112,000 at March 31, 2018 and December 31, 2017, respectively. There were no sales of equity securities during the three months ended March 31, 2018. Consistent with ASU 2016-01, these securities are carried at fair value with the changes in fair value recognized in the consolidated statement of income.

*Debit Securities*

Debt securities have been classified in the financial statements as available for sale. The amortized cost and estimated fair values of debt securities as of March 31, 2018 are as follows:

(dollars in thousands)	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
<b>Available-for-sale securities:</b>				
U.S. agencies	\$ 46,699	\$ 253	\$ (307)	\$ 46,645
Collateralized mortgage obligations	2,469	1	(53)	2,417
Municipalities	91,927	1,346	(609)	92,664
SBA pools	10,945	50	(5)	10,990
Corporate debt	19,426	123	(688)	18,861
Asset backed securities	26,466	216	(38)	26,644
	<u>\$ 197,932</u>	<u>\$ 1,989</u>	<u>\$ (1,700)</u>	<u>\$ 198,221</u>

The following tables detail the gross unrealized losses and fair values of debt securities aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at March 31, 2018.

(dollars in thousands)	<u>Less than 12 months</u>		<u>12 months or more</u>		<u>Total</u>	
	<u>Fair Value</u>	<u>Unrealized Loss</u>	<u>Fair Value</u>	<u>Unrealized Loss</u>	<u>Fair Value</u>	<u>Unrealized Loss</u>
<b>Description of Securities</b>						
U.S. agencies	\$ 15,848	\$ (102)	\$ 5,211	\$ (204)	\$ 21,059	\$ (306)
Collateralized mortgage obligations	1,540	(489)	876	(37)	2,416	(526)
Municipalities	37,451	(16)	5,531	(120)	42,982	(136)
SBA pools	3,717	(1)	626	(4)	4,343	(5)
Corporate debt	2,016	(49)	11,850	(639)	13,866	(688)
Asset backed securities	5,045	(30)	2,046	(9)	7,091	(39)
Total temporarily impaired securities	<u>\$ 65,617</u>	<u>\$ (687)</u>	<u>\$ 26,140</u>	<u>\$ (1,013)</u>	<u>\$ 91,757</u>	<u>\$ (1,700)</u>

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At March 31, 2018, there were nine corporate debts, six municipalities, four U.S. agencies, two SBA pools, two asset backed securities and one collateralized mortgage obligation that comprised the total debt securities in an unrealized loss position for greater than 12 months and fifty-one municipalities, thirteen U.S. agencies, three asset backed securities, three collateralized mortgage obligation, two SBA pools, and one corporate debt that make up the total debt securities in a loss position for less than 12 months. Management periodically evaluates each available-for-sale investment security in an unrealized loss position to determine if the impairment is temporary or other than temporary. This evaluation encompasses various factors including, the nature of the investment, the cause of the impairment, the severity and duration of the impairment, credit ratings and other credit related factors such as third party guarantees and volatility of the security's fair value. Management has determined that no investment security is other than temporarily impaired. The unrealized losses are due primarily to interest rate changes and the Company does not intend to sell the securities and it is not likely that we will be required to sell the securities before the earlier of the forecasted recovery or the maturity of the underlying investment security.

The amortized cost and estimated fair value of investment securities at March 31, 2018, by contractual maturity or call date, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

(dollars in thousands)

	<u>Amortized Cost</u>	<u>Fair Value</u>
Debt securities:		
Due in one year or less	\$ 24,003	\$ 24,302
Due after one year through five years	57,797	57,603
Due after five years through ten years	52,246	52,175
Due after ten years	63,886	64,141
	<u>\$ 197,932</u>	<u>\$ 198,221</u>

The amortized cost and estimated fair values of debt securities as of December 31, 2017, are as follows:

	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
Available-for-sale securities:				
U.S. agencies	\$ 29,741	\$ 374	\$ (143)	\$ 29,972
Collateralized mortgage obligations	2,628	1	(36)	2,593
Municipalities	91,201	2,174	(308)	93,067
SBA pools	11,818	46	(14)	11,850
Corporate debt	19,358	112	(681)	18,789
Asset backed securities	22,866	125	(14)	22,977
	<u>\$ 177,612</u>	<u>\$ 2,832</u>	<u>\$ (1,196)</u>	<u>\$ 179,248</u>

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The following tables detail the gross unrealized losses and fair values of debt securities aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at December 31, 2017.

(dollars in thousands)

<u>Description of Securities</u>	<u>Less than 12 months</u>		<u>12 months or more</u>		<u>Total</u>	
	<u>Fair Value</u>	<u>Unrealized Loss</u>	<u>Fair Value</u>	<u>Unrealized Loss</u>	<u>Fair Value</u>	<u>Unrealized Loss</u>
U.S. agencies	\$ 10,588	\$ (46)	\$ 5,437	\$ (97)	\$ 16,025	\$ (143)
Collateralized mortgage obligations	1,090	(11)	921	(26)	2,011	(37)
Municipalities	28,779	(236)	5,611	(72)	34,390	(308)
SBA pools	1,998	(4)	703	(9)	2,701	(13)
Corporate debt	1,994	(6)	13,815	(675)	15,809	(681)
Asset backed securities	6,154	(13)	333	(1)	6,487	(14)
Total temporarily impaired securities	<u>\$ 50,603</u>	<u>\$ (316)</u>	<u>\$ 26,820</u>	<u>\$ (880)</u>	<u>\$ 77,423</u>	<u>\$ (1,196)</u>

We recognized gross gains of \$1,000 for the three month period ended March 31, 2018, on certain available-for-sale securities that were called, which compares to \$389,000 in the same period of 2017. There was one sale of a municipal bond resulting in a gain of \$70,000 during the first three months of 2018, compared to no sales during the same period of 2017.

Debt securities carried at \$105,639,000 and \$109,158,000 at March 31, 2018 and December 31, 2017, respectively, were pledged to secure deposits of public funds.

## NOTE 4 – LOANS

Our customers are primarily located in Stanislaus, San Joaquin, Tuolumne, Inyo, and Mono Counties. As of March 31, 2018, approximately 78% of the Company's loans are commercial real estate loans which include construction loans. Approximately 11% of the Company's loans are for general commercial uses including professional, retail, and small business. Additionally, 6% of the Company's loans are for residential real estate and other consumer loans. The remaining 5% are agriculture loans. Loan totals were as follows:

(in thousands)	<u>March 31, 2018</u>	<u>December 31, 2017</u>
Commercial real estate:		
Commercial real estate- construction	\$ 23,531	\$ 31,265
Commercial real estate- mortgages	412,184	417,138
Land	11,164	10,072
Farmland	58,795	58,675
Commercial and industrial	69,636	69,610
Consumer	561	689
Consumer residential	36,359	37,161
Agriculture	36,137	37,934
Total loans	<u>648,367</u>	<u>662,544</u>
Less:		
Deferred loan fees and costs, net	(1,300)	(1,389)
Allowance for loan losses	(8,165)	(8,166)
Net loans	<u>\$ 638,902</u>	<u>\$ 652,989</u>

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*Loan Origination/Risk Management.* The Company has certain lending policies and procedures in place that are designed to maximize loan income within an acceptable level of risk. Management reviews and approves these policies and procedures on a regular basis. A reporting system supplements the review process by providing management with frequent reports related to loan production, loan quality, concentration of credit, loan delinquencies and non-performing and potential problem loans. Diversification in the loan portfolio is a means of managing risk associated with fluctuations in economic conditions.

Commercial and industrial loans are underwritten after evaluating and understanding the borrower's ability to operate profitably and prudently expand its business. Underwriting standards are designed to promote relationship banking rather than transactional banking. Once it is determined that the borrower's management possesses sound ethics and solid business acumen, our management examines current and projected cash flows to determine the ability of the borrower to repay their obligations as agreed. Commercial and industrial loans are primarily made based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected and the collateral securing these loans may fluctuate in value. Most commercial and industrial loans are secured by the assets being financed or other business assets such as accounts receivable or inventory and may incorporate a personal guarantee; however, some short-term loans may be made on an unsecured basis. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers.

Commercial real estate loans are subject to underwriting standards and processes similar to commercial and industrial loans, in addition to those of real estate loans. These loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts and the repayment of these loans is generally largely dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. The properties securing the Company's commercial real estate portfolio are diverse in terms of type and geographic location. This diversity helps reduce the Company's exposure to adverse economic events that affect any single market or industry. Management monitors and evaluates commercial real estate loans based on collateral, geography and risk grade criteria. As a general rule, the Company avoids financing single-purpose projects unless other underwriting factors are present to help mitigate risk. The Company also utilizes third-party experts to provide insight and guidance about economic conditions and trends affecting market areas it serves. In addition, management tracks the level of owner-occupied commercial real estate loans versus non-owner occupied loans. At March 31, 2018 and December 31, 2017, commercial real estate loans equal to approximately 44% and 43%, respectively, of the outstanding principal balance of our commercial real estate loans were secured by owner-occupied properties.

With respect to loans to developers and builders that are secured by non-owner occupied properties that the Company may originate from time to time, the Company generally requires the borrower to have had an existing relationship with the Company and have a proven record of success. Construction loans are underwritten utilizing feasibility studies, independent appraisal reviews, sensitivity analysis of absorption and lease rates and financial analysis of the developers and property owners. Construction loans are generally based upon estimates of costs and value associated with the complete project. These estimates may be inaccurate. Construction loans often involve the disbursement of substantial funds with repayment substantially dependent on the success of the ultimate project. Sources of repayment for these types of loans may be pre-committed permanent loans from approved long-term lenders, sales of developed property or an interim loan commitment from the Company until permanent financing is obtained. These loans are closely monitored by on-site inspections and are considered to have higher risks than other real estate loans due to their ultimate repayment being sensitive to interest rate changes, governmental regulation of real property, general economic conditions and the availability of long-term financing.

Agricultural production, real estate and development lending is susceptible to credit risks including adverse weather conditions, pest and disease, as well as market price fluctuations and foreign competition. Agricultural loan underwriting standards are maintained by following Company policies and procedures in place to minimize risk in this lending segment. These standards consist of limiting credit to experienced farmers who have demonstrated farm management capabilities, requiring cash flow projections displaying margins sufficient for repayment from normal farm operations along with equity injected as required by policy, as well as providing adequate secondary repayment and sponsorship including satisfactory collateral support. Credit enhancement obtained through government guarantee programs may also be used to provide further support as available.

The Company originates consumer loans utilizing common underwriting criteria specified in policy. To monitor and manage consumer loan risk, policies and procedures are developed and modified, as needed, jointly by line and staff personnel. This activity, coupled with relatively small loan amounts that are spread across many individual borrowers, minimizes risk. Additionally, trend and outlook reports are reviewed by management on a regular basis. Underwriting standards for 1-4 family, home equity lines and loans follow bank policy, which include, but are not limited to, a maximum loan-to-value percentage of 80%, a maximum housing and total debt ratio of 36% and 42%, respectively and other specified credit and documentation requirements.

The Company maintains an independent loan review department that reviews and validates the credit risk program on a periodic basis. Results of these reviews are presented to management. The loan review process complements and reinforces the risk identification and assessment decisions made by lenders and credit personnel, as well as the Bank's policies and procedures.

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*Non-Accrual and Past Due Loans.* Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Loans are placed on non-accrual status when, in management's opinion, the borrower may be unable to meet payment obligations as they become due, as well as when required by regulatory provisions. Loans may be placed on non-accrual status regardless of whether or not such loans are considered past due. When interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Non-accrual loans, segregated by class of loans, were as follows:

(in thousands)	March 31, 2018	December 31, 2017
Commercial real estate:		
Land	\$ 993	\$ 993
Commercial and industrial	302	302
Consumer residential	15	16
Total non-accrual loans	<u>\$ 1,310</u>	<u>\$ 1,311</u>

Had non-accrual loans performed in accordance with their original contract terms, we would have recognized additional interest income of approximately \$19,000 in the three month period ended March 31, 2018, as compared to \$37,000 in the same period of 2017.

The following table analyzes past due loans including the non-accrual loans in the above table, segregated by class of loans, as of March 31, 2018 (in thousands):

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Current	Total	Greater Than 90 Days Past Due and Still Accruing
<b>March 31, 2018</b>							
Commercial real estate:							
Commercial R.E. - construction	\$ 0	\$ 0	\$ 0	\$ 0	\$ 23,531	\$ 23,531	\$ 0
Commercial R.E. - mortgages	0	0	0	0	412,184	412,184	0
Land	0	0	993	993	10,171	11,164	0
Farmland	0	0	0	0	58,795	58,795	0
Commercial and industrial	8	0	302	310	69,326	69,636	0
Consumer	0	0	0	0	561	561	0
Consumer residential	0	0	0	0	36,359	36,359	0
Agriculture	0	0	0	0	36,137	36,137	0
Total	<u>\$ 8</u>	<u>\$ 0</u>	<u>\$ 1,295</u>	<u>\$ 1,303</u>	<u>\$ 647,064</u>	<u>\$ 648,367</u>	<u>\$ 0</u>



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The following table analyzes past due loans including the non-accrual loans in the above table, segregated by class of loans, as of December 31, 2017 (in thousands):

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Current	Total	Greater Than 90 Days Past Due and Still Accruing
<b>December 31, 2017</b>							
Commercial real estate:							
Commercial R.E. - construction	\$ 0	\$ 0	\$ 0	\$ 0	\$ 31,265	\$ 31,265	\$ 0
Commercial R.E. - mortgages	0	0	0	0	417,138	417,138	0
Land	0	0	993	993	9,079	10,072	0
Farmland	0	0	0	0	58,675	58,675	0
Commercial and industrial	19	0	302	321	69,289	69,610	0
Consumer	0	0	0	0	689	689	0
Consumer residential	0	0	0	0	37,161	37,161	0
Agriculture	0	0	0	0	37,934	37,934	0
Total	<u>\$ 19</u>	<u>\$ 0</u>	<u>\$ 1,295</u>	<u>\$ 1,314</u>	<u>\$ 661,230</u>	<u>\$ 662,544</u>	<u>\$ 0</u>

*Impaired Loans.* Loans are considered impaired when, based on current information and events, it is probable the Company will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Impairment is evaluated in total for smaller-balance loans of a similar nature and on an individual loan basis for other loans. If a loan is impaired, a specific valuation allowance is allocated, if necessary, so that the loan is reported net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. There was no interest income realized on impaired loans for the three months ended March 31, 2018 and 2017.

Impaired loans as of March 31, 2018 and December 31, 2017 are set forth in the following tables.

(in thousands)	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
<b>March 31, 2018</b>						
Commercial real estate:						
Commercial R.E. - construction	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Commercial R.E. - mortgages	0	0	0	0	0	0
Land	1,309	0	993	993	680	993
Farmland	0	0	0	0	0	0
Commercial and Industrial	334	302	0	302	0	302
Consumer	0	0	0	0	0	0
Consumer residential	15	15	0	15	0	15
Agriculture	0	0	0	0	0	0
Total	<u>\$ 1,658</u>	<u>\$ 317</u>	<u>\$ 993</u>	<u>\$ 1,310</u>	<u>\$ 680</u>	<u>\$ 1,310</u>

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(in thousands)	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
<b>December 31, 2017</b>						
Commercial real estate:						
Commercial R.E. - construction	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Commercial R.E. - mortgages	0	0	0	0	0	0
Land	1,309	0	993	993	680	1,760
Farmland	0	0	0	0	0	0
Commercial and Industrial	334	302	0	302	0	303
Consumer	0	0	0	0	0	0
Consumer residential	16	16	0	16	0	76
Agriculture	0	0	0	0	0	0
<b>Total</b>	<b>\$ 1,659</b>	<b>\$ 318</b>	<b>\$ 993</b>	<b>\$ 1,311</b>	<b>\$ 680</b>	<b>\$ 2,139</b>

*Troubled Debt Restructurings* – In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the modification. This evaluation is performed under the Company’s internal underwriting policy.

At March 31, 2018, there were 4 loans that were considered to be troubled debt restructurings, all of which are considered non-accrual totaling \$1,310,000. At December 31, 2017, there were 4 loans that were considered to be troubled debt restructurings, all of which are considered non-accrual totaling \$1,311,000. At March 31, 2018 and December 31, 2017 there were no unfunded commitments on loans classified as a troubled debt restructures. We have allocated \$680,000 of specific reserves to loans whose terms have been modified in troubled debt restructurings as of March 31, 2018 and December 31, 2017.

The modification of the terms of such loans typically includes one or a combination of the following: a reduction of the stated interest rate of the loan; an extension of the maturity date; or a temporary payment modification in which the payment amount allocated towards principal was reduced. In some cases, a permanent reduction of the accrued interest on the loan is conceded.

During the three months ended March 31, 2018 and 2017, no loans were modified as troubled debt restructurings. There were no loans modified as troubled debt restructurings within the previous twelve months and for which there was a payment default during the three month periods ended March 31, 2018 and 2017. A loan is considered to be in payment default once it is ninety days contractually past due under the modified terms.

*Loan Risk Grades*– Quality ratings (Risk Grades) are assigned to all commitments and stand-alone notes. Risk grades define the basic characteristics of commitments or stand-alone note in relation to their risk. All loans are graded using a system that maximizes the loan quality information contained in loan review grades, while ensuring that the system is compatible with the grades used by bank examiners.

We grade loans using the following letter system:

- 1 Exceptional Loan
- 2 Quality Loan
- 3A Better Than Acceptable Loan
- 3B Acceptable Loan
- 3C Marginally Acceptable Loan
- 4 (W) Watch Acceptable Loan
- 5 Other Loans Especially Mentioned
- 6 Substandard Loan
- 7 Doubtful Loan
- 8 Loss

1. Exceptional Loan - Loans with A+ credits that contain very little, if any, risk. Grade 1 loans are considered Pass. To qualify for this rating, the following characteristics must be present:

- A high level of liquidity and whose debt-servicing capacity exceeds expected obligations by a substantial margin.
- Where leverage is below average for the industry and earnings are consistent or growing without severe vulnerability to economic cycles.
- Also included in this rating (but not mandatory unless one or more of the preceding characteristics are missing) are loans that are fully secured and properly margined by our own time instruments or U.S. blue chip securities. To be properly margined cash collateral must be equal to, or greater than, 110% of the loan amount.

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2. Quality Loan - Loans with excellent sources of repayment that conform in all respects to bank policy and regulatory requirements. These are also loans for which little repayment risk has been identified. No credit or collateral exceptions. Grade 2 loans are considered Pass. Other factors include:

- Unquestionable debt-servicing capacity to cover all obligations in the ordinary course of business from well-defined primary and secondary sources.
- Consistent strong earnings.
- A solid equity base.

3A. Better than Acceptable Loan - In the interest of better delineating the loan portfolio's true credit risk for reserve allocation, further granularity has been sought by splitting the grade 3 category into three classifications. The distinction between the three are bank-defined guidelines and represent a further refinement of the regulatory definition of a pass, or grade 3 loan. Grade 3A is the stronger third of the pass category, but is not strong enough to be a grade 2 and is characterized by:

- Strong earnings with no loss in last three years and ample cash flow to service all debt well above policy guidelines.
- Long term experienced management with depth and defined management succession.
- The loan has no exceptions to policy.
- Loan-to-value on real estate secured transactions is 10% to 20% less than policy guidelines.
- Very liquid balance sheet that may have cash available to pay off our loan completely.
- Little to no debt on balance sheet.

3B. Acceptable Loan - 3B loans are simply defined as all loans that are less qualified than 3A loans and are stronger than 3C loans. These loans are characterized by acceptable sources of repayment that conform to bank policy and regulatory requirements. Repayment risks are acceptable for these loans. Credit or collateral exceptions are minimal, are in the process of correction, and do not represent repayment risk. These loans:

- Are those where the borrower has average financial strengths, a history of profitable operations and experienced management.
- Are those where the borrower can be expected to handle normal credit needs in a satisfactory manner.

3C. Marginally Acceptable - 3C loans have similar characteristics as that of 3Bs with the following additional characteristics: Requires collateral. A credit facility where the borrower has average financial strengths, but usually lacks reliable secondary sources of repayment other than the subject collateral. Other common characteristics can include some or all of the following: minimal background experience of management, lacking continuity of management, a start-up operation, erratic historical profitability (acceptable reasons-well identified), lack of or marginal sponsorship of guarantor, and government guaranteed loans.

4W Watch Acceptable - Watch grade will be assigned to any credit that is adequately secured and performing but monitored for a number of indicators. These characteristics may include any unexpected short-term adverse financial performance from budgeted projections or prior period's results (i.e., declining profits, sales, margins, cash flow, or increased reliance on leverage, including adverse balance sheet ratios, trade debt issues, etc.). Additionally, any managerial or personal problems of company management, decline in the entire industry or local economic conditions, or failure to provide financial information or other documentation as requested; issues regarding delinquency, overdrafts, or renewals; and any other issues that cause concern for the company. Loans to individuals or loans supported by guarantors with marginal net worth and/or marginal collateral. Weakness identified in a Watch credit is short-term in nature. Loans in this category are usually accounts the Bank would want to retain providing a positive turnaround can be expected within a reasonable time frame. Grade 4 loans are considered Pass.

5 Other Loans Especially Mentioned (Special Mention) - A special mention extension of credit is defined as having potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may, at some future date result in the deterioration of the repayment prospects for the credit or the institution's credit position. Extensions of credit that might be detailed in this category include the following:

- The lending officer may be unable to properly supervise the credit because of an inadequate loan or credit agreement.
- Questions exist regarding the condition of and/or control over collateral.
- Economic or market conditions may unfavorably affect the obligor in the future.
- A declining trend in the obligor's operations or an imbalanced position in the balance sheet exists, but not to the point that repayment is jeopardized.

6 Substandard Loan - A "substandard" extension of credit is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Extensions of credit so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard credits, does not have to exist in individual extensions of credit classified substandard.

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7 Doubtful Loan - An extension of credit classified “doubtful” has all the weaknesses inherent in one classified substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. The possibility of loss is extremely high but because of certain important and reasonably specific pending factors that may work to the advantage of and strengthen the credit, its classification as an estimated loss is deferred until its more exact status may be determined. Pending factors may include a proposed merger or acquisition, liquidation proceedings, capital injection, perfecting liens on additional collateral or refinancing plans. The entire loan need not be classified doubtful when collection of a specific portion appears highly probable. An example of proper use of the doubtful category is the case of a company being liquidated, with the trustee-in-bankruptcy indicating a minimum disbursement of 40 percent and a maximum of 65 percent to unsecured creditors, including the Bank. In this situation, estimates are based on liquidation value appraisals with actual values yet to be realized. By definition, the only portion of the credit that is doubtful is the 25 percent difference between 40 and 65 percent.

A proper classification of such a credit would show 40 percent substandard, 25 percent doubtful, and 35 percent loss. A credit classified as doubtful should be resolved within a ‘reasonable’ period of time. Reasonable is generally defined as the period between examinations. In other words, a credit classified doubtful at an examination should be cleared up before the next exam. However, there may be situations that warrant continuation of the doubtful classification a while longer.

8 Loss - Extensions of credit classified “loss” are considered uncollectible and of such little value that their continuance as bankable assets is not warranted. This classification does not mean that the credit has absolutely no recovery or salvage value, but rather that it is not practical or desirable to defer writing off, even though partial recovery may be affected in the future. It should not be the Company’s practice to attempt long-term recoveries while the credit remains on the books. Losses should be taken in the period in which they surface as uncollectible.

As of March 31, 2018 and December 31, 2017, there are no loans that are classified with a risk grade of 8- Loss.

The following table presents weighted average risk grades of our loan portfolio:

	<u>March 31, 2018</u>	<u>December 31, 2017</u>
	<u>Weighted Average Risk Grade</u>	<u>Weighted Average Risk Grade</u>
Commercial real estate:		
Commercial real estate - construction	3.11	3.08
Commercial real estate - mortgages	3.01	3.01
Land	3.64	3.71
Farmland	3.14	3.14
Commercial and industrial	3.08	3.09
Consumer	2.15	2.34
Consumer residential	3.01	3.01
Agriculture	3.24	3.19
Total gross loans	<u>3.05</u>	<u>3.05</u>

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The following table presents risk grade totals by class of loans as of March 31, 2018 and December 31, 2017. Risk grades 1 through 4 have been aggregated in the “Pass” line.

(in thousands)	Commercial R.E. Construction	Commercial R.E. Mortgages	Land	Farmland	Commercial and Industrial	Consumer	Consumer Residential	Agriculture	Total
<b>March 31, 2018</b>									
Pass	\$ 22,274	\$ 411,487	\$ 9,995	\$ 58,795	\$ 65,673	\$ 533	\$ 36,300	\$ 36,137	\$ 641,194
Special mention	1,257	-	-	-	3,653	-	-	-	4,910
Substandard	-	697	1,169	-	310	28	59	-	2,263
Doubtful	-	-	-	-	-	-	-	-	-
Total loans	<u>\$ 23,531</u>	<u>\$ 412,184</u>	<u>\$ 11,164</u>	<u>\$ 58,795</u>	<u>\$ 69,636</u>	<u>\$ 561</u>	<u>\$ 36,359</u>	<u>\$ 36,137</u>	<u>\$ 648,367</u>
<b>December 31, 2017</b>									
Pass	\$ 30,008	\$ 416,437	\$ 8,901	\$ 58,675	\$ 65,313	\$ 662	\$ 37,100	\$ 37,934	\$ 655,030
Special mention	1,257	-	-	-	3,762	-	-	-	5,019
Substandard	-	701	1,171	-	535	27	61	-	2,495
Doubtful	-	-	-	-	-	-	-	-	-
Total loans	<u>\$ 31,265</u>	<u>\$ 417,138</u>	<u>\$ 10,072</u>	<u>\$ 58,675</u>	<u>\$ 69,610</u>	<u>\$ 689</u>	<u>\$ 37,161</u>	<u>\$ 37,934</u>	<u>\$ 662,544</u>

**Allowance for Loan Losses.** The allowance for loan losses is a reserve established by the Company through a provision for loan losses charged to expense, which represents management’s best estimate of probable losses that have been incurred within the existing portfolio of loans. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses and risks inherent in the loan portfolio. The allowance for loan loss methodology includes allowance allocations calculated in accordance with ASC Topic 310, “Receivables” and allowance allocations calculated in accordance with ASC Topic 450, “Contingencies.” Accordingly, the methodology is based on historical loss experience by type of credit and internal risk grade, specific homogeneous risk pools and specific loss allocations, with adjustments for current events and conditions. The process for determining the appropriate level of the allowance for loan losses is designed to account for credit deterioration as it occurs. The provision for loan losses reflects loan quality trends, including the levels of and trends related to non-accrual loans, past due loans, potential problem loans, criticized loans and net charge-offs or recoveries, among other factors. The provision for loan losses also reflects the totality of actions taken on all loans for a particular period. In other words, the amount of the provision reflects not only the necessary increases in the allowance for loan losses related to newly identified criticized loans, but it also reflects actions taken related to other loans including, among other things, any necessary increases or decreases in required allowances for specific loans or loan pools.

The level of the allowance reflects management’s continuing evaluation of industry concentrations, specific credit risks, loan loss experience, current loan portfolio quality, present economic, political and regulatory conditions and unidentified losses inherent in the current loan portfolio. Portions of the allowance may be allocated for specific credits; however, the entire allowance is available for any credit that, in management’s judgment, should be charged off. While management utilizes its best judgment and information available, the ultimate adequacy of the allowance is dependent upon a variety of factors beyond the Company’s control, including, among other things, the performance of the Company’s loan portfolio, the economy, changes in interest rates and the view of the regulatory authorities toward loan classifications.

The Company’s allowance for loan losses consists of three elements: (i) specific valuation allowances determined in accordance with ASC Topic 310 based on probable losses on specific loans; (ii) historical valuation allowances determined in accordance with ASC Topic 450 based on historical loan loss experience for similar loans with similar characteristics and trends, adjusted, as necessary, to reflect the impact of current conditions; (iii) general valuation allowances determined in accordance with ASC Topic 450 based on general economic conditions and other qualitative risk factors both internal and external to the Bank and the Company; and (iv) unallocated allowance which represents the excess allowance not allocated to specific loans pools.

The allowances established for probable losses on specific loans are based on a regular analysis and evaluation of problem loans. Loans are classified based on an internal credit risk grading process that evaluates, among other things: (i) the obligor’s ability to repay; (ii) the underlying collateral, if any; and (iii) the economic environment and industry in which the borrower operates. This analysis is performed at the relationship manager level for all commercial loans. When a loan has a calculated grade of 5 or higher, a special assets officer analyzes the loan to determine whether the loan is impaired and, if impaired, the need to specifically allocate a portion of the allowance for loan losses to the loan. Specific valuation allowances are determined by analyzing the borrower’s ability to repay amounts owed, collateral deficiencies, the relative risk grade of the loan and economic conditions affecting the borrower’s industry, among other things.

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Historical valuation allowances are calculated based on the historical loss experience of specific types of loans and the internal risk grade of such loans at the time they were charged-off. The Company calculates historical loss ratios for pools of similar loans with similar characteristics based on the proportion of actual charge-offs experienced to the total population of loans in the pool. The historical loss ratios are periodically updated based on actual charge-off experience. A historical valuation allowance is established for each pool of similar loans based upon the product of the historical loss ratio and the total dollar amount of the loans in the pool. The Company's pools of similar loans include similarly risk-graded groups of commercial and industrial loans, commercial real estate loans, consumer real estate loans and consumer and other loans.

General valuation allowances are based on general economic conditions and other qualitative risk factors both internal and external to the Bank and the Company. In general, such valuation allowances are determined by evaluating, among other things: (i) the experience, ability and effectiveness of the Bank's lending management and staff; (ii) the effectiveness of the Bank's loan policies, procedures and internal controls; (iii) changes in asset quality; (iv) changes in loan portfolio volume; (v) the composition and concentrations of credit; (vi) the impact of competition on loan structuring and pricing; (vii) the effectiveness of the internal loan review function; (viii) the impact of environmental risks on portfolio risks; and (ix) the impact of rising interest rates on portfolio risk. Management evaluates the degree of risk that each one of these components has on the quality of the loan portfolio on a quarterly basis. Each component is determined to have either a high, moderate or low degree of risk. The results are then input into a "general allocation matrix" to determine an appropriate general valuation allowance.

Included in the general valuation allowances are allocations for groups of similar loans with risk characteristics that exceed certain concentration limits established by management. Concentration risk limits have been established, among other things, for certain industry concentrations, large balance and highly leveraged credit relationships that exceed specified risk grades, and loans originated with policy exceptions that exceed specified risk grades.

Loans identified as losses by management, internal loan review and/or bank examiners are charged-off. Furthermore, consumer loan accounts are charged-off automatically based on regulatory requirements.

The following table details activity in the allowance for loan losses by portfolio segment for the three months ended March 31, 2018 and 2017. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

### **Allowance for Loan Losses For the Three Months Ended March 31, 2018 and 2017**

(in thousands)	Commercial	Commercial and Industrial	Consumer	Consumer			Total
	Real Estate	Industrial	Consumer	Residential	Agriculture	Unallocated	
<b>Three Months Ended March 31, 2018</b>							
Beginning balance	\$ 6,331	\$ 813	\$ 27	\$ 300	\$ 693	\$ 2	\$ 8,166
Charge-offs	0	0	(4)	0	0	0	(4)
Recoveries	0	0	2	1	0	0	3
Provision for (reversal of) loan losses	(193)	(5)	(3)	(4)	(15)	220	0
Ending balance	<u>\$ 6,138</u>	<u>\$ 808</u>	<u>\$ 22</u>	<u>\$ 297</u>	<u>\$ 678</u>	<u>\$ 222</u>	<u>\$ 8,165</u>

(in thousands)	Commercial	Commercial and Industrial	Consumer	Consumer			Total
	Real Estate	Industrial	Consumer	Residential	Agriculture	Unallocated	
<b>Three Months Ended March 31, 2017</b>							
Beginning balance	\$ 6,185	\$ 697	\$ 51	\$ 325	\$ 504	\$ 70	\$ 7,832
Charge-offs	-	-	(7)	-	-	-	(7)
Recoveries	-	-	2	-	-	-	2
Provision for (reversal of) loan losses	81	38	(9)	(15)	(57)	(38)	-
Ending balance	<u>\$ 6,266</u>	<u>\$ 735</u>	<u>\$ 37</u>	<u>\$ 310</u>	<u>\$ 447</u>	<u>\$ 32</u>	<u>\$ 7,827</u>

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The following table details the allowance for loan losses and ending gross loan balances as of March 31, 2018, December 31, 2017 and March 31, 2017 summarized by collective and individual evaluation methods of impairment.

(in thousands)	Commercial Real Estate	Commercial and Industrial	Consumer	Consumer Residential	Agriculture	Unallocated	Total
<b>March 31, 2018</b>							
Allowance for loan losses for loans:							
Individually evaluated for impairment	\$ 680	\$ 0	\$ 0	\$ 0	\$ 0		\$ 680
Collectively evaluated for impairment	5,458	808	22	297	678	222	7,485
	<u>\$ 6,138</u>	<u>\$ 808</u>	<u>\$ 22</u>	<u>\$ 297</u>	<u>\$ 678</u>	<u>\$ 222</u>	<u>\$ 8,165</u>
Ending gross loan balances:							
Individually evaluated for impairment	\$ 993	\$ 302	\$ 0	\$ 15	\$ 0	\$ 0	\$ 1,310
Collectively evaluated for impairment	504,681	69,334	561	36,344	36,137	0	647,057
	<u>\$ 505,674</u>	<u>\$ 69,636</u>	<u>\$ 561</u>	<u>\$ 36,359</u>	<u>\$ 36,137</u>	<u>\$ 0</u>	<u>\$ 648,367</u>
<b>December 31, 2017</b>							
Allowance for loan losses for loans:							
Individually evaluated for impairment	\$ 680	\$ 0	\$ 0	\$ 0	\$ 0		\$ 680
Collectively evaluated for impairment	5,651	813	27	300	693	2	7,486
	<u>\$ 6,331</u>	<u>\$ 813</u>	<u>\$ 27</u>	<u>\$ 300</u>	<u>\$ 693</u>	<u>\$ 2</u>	<u>\$ 8,166</u>
Ending gross loans balances:							
Individually evaluated for impairment	\$ 993	\$ 303	\$ 0	\$ 15	\$ 0	\$ 0	\$ 1,311
Collectively evaluated for impairment	516,157	69,307	689	37,146	37,934	0	661,233
	<u>\$ 517,150</u>	<u>\$ 69,610</u>	<u>\$ 689</u>	<u>\$ 37,161</u>	<u>\$ 37,934</u>	<u>\$ 0</u>	<u>\$ 662,544</u>
<b>March 31, 2017</b>							
Allowance for loan losses for loans:							
Individually evaluated for impairment	\$ 680	\$ 0	\$ 0	\$ 0	\$ 0		\$ 680
Collectively evaluated for impairment	5,586	735	37	310	447	32	7,147
	<u>\$ 6,266</u>	<u>\$ 735</u>	<u>\$ 37</u>	<u>\$ 310</u>	<u>\$ 447</u>	<u>\$ 32</u>	<u>\$ 7,827</u>
Ending gross loan balances:							
Individually evaluated for impairment	\$ 2,108	\$ 305	\$ 0	\$ 154	\$ 0	\$ 0	\$ 2,567
Collectively evaluated for impairment	483,262	64,942	714	37,136	24,273	0	610,327
	<u>\$ 485,370</u>	<u>\$ 65,247</u>	<u>\$ 714</u>	<u>\$ 37,290</u>	<u>\$ 24,273</u>	<u>\$ 0</u>	<u>\$ 612,894</u>

Changes in the reserve for off-balance-sheet commitments were as follows:

	THREE MONTHS ENDED MARCH 31,	
	2018	2017
Balance, beginning of period	\$ 305	\$ 284
Provision to Operations for Off Balance Sheet Commitments	63	5
Balance, end of period	<u>\$ 368</u>	<u>\$ 289</u>

The method for calculating the reserve for off-balance-sheet loan commitments is based on a reserve percentage which is less than other outstanding loan types because they are at a lower risk level. This reserve percentage, based on many factors including historical losses and existing economic conditions, is evaluated by management periodically and is applied to the total undisbursed loan commitment balance to calculate the reserve for off-balance-sheet commitments. Reserves for off-balance-sheet commitments are recorded in interest payable and other liabilities on the condensed consolidated balance sheets.

At March 31, 2018 and December 31, 2017, loans carried at \$648,367,000 and \$662,544,000, respectively, were pledged as collateral on advances from the Federal Home Loan Bank.

**NOTE 5 – OTHER REAL ESTATE OWNED**

As of March 31, 2018, the Company owned one property classified as other real estate with no carrying value, as compared to two properties totaling \$253,000 as of December 31, 2017. The property owned at March 31, 2018 and December 31, 2017, was a residential land property that was written down to a zero balance because the public utilities have not been obtainable rendering these land lots unmarketable at this time. This OREO property and the other property owned at December 31, 2017 were acquired through loan foreclosures. During the three months ended March 31, 2018, there was one sale of an OREO property resulting in a gain on sale of \$193,000, and there were no OREO property acquisitions. During the three months ended March 31, 2017, there were no acquisitions or sales of OREO properties.

Real estate properties acquired through, or in lieu of, loan foreclosure are to be sold and are initially recorded at fair value as of the date of foreclosure less selling costs. Subsequent to foreclosure, valuations are periodically performed and any subject revisions in the estimate of fair value are reported as adjustment to the carrying value of the real estate, provided the adjusted carrying amount does not exceed the original amount at foreclosure.

Revenues and expenses from operations and changes in the valuation allowance are included in other operating expenses.

**NOTE 6 — GOODWILL AND OTHER INTANGIBLE ASSETS**

Intangible assets are comprised of goodwill and core deposit intangibles that were acquired through a business combination. Intangible assets with definite useful lives are amortized over their respective estimated useful lives. If an event occurs that indicates the carrying amount of an intangible asset may not be recoverable, management reviews the asset for impairment. Any goodwill and any intangible asset acquired in a purchase business combination determined to have an indefinite useful life is not amortized, but is evaluated for impairment, at a minimum, on an annual basis.

The core deposit intangible represents the estimated future benefits of acquired deposits and is booked separately from the related deposits. The value of the core deposit intangible asset was determined using a discounted cash flow approach to arrive at the cost differential between the core deposits (non-maturity deposits such as transaction, savings and money market accounts) and alternative funding sources. The core deposit intangible is amortized on an accelerated basis over an estimated ten-year life, and it is evaluated periodically for impairment. No impairment loss was recognized as of March 31, 2018. At December 31, 2017, the core deposit intangibles future estimated amortization expense is as follows:

<i>(in thousands)</i>	2018	2019	2020	2021	2022	Thereafter	Total
Core deposit intangible amortization	\$ 114	\$ 105	\$ 96	\$ 93	\$ 89	\$ 236	\$ 733

The Company applies a qualitative analysis of conditions in order to determine if it is more likely than not that the carrying value is impaired. In the event that the qualitative analysis suggests that the carrying value of goodwill may be impaired, the Company, with the assistance of an independent third party valuation firm, uses several quantitative valuation methodologies in evaluating goodwill for impairment including a discounted cash flow approach that includes assumptions made concerning the future earnings potential of the organization, and a market-based approach that looks at values for organizations of comparable size, structure and business model. The current year's review of qualitative factors did not indicate that impairment has occurred, as such no quantitative analysis was performed at March 31, 2018.

**NOTE 7 — FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS**

**Fair values of financial instruments** — The consolidated financial statements include various estimated fair value information as of March 31, 2018 and December 31, 2017. Such information, which pertains to the Company's financial instruments, does not purport to represent the aggregate net fair value of the Company. Further, the fair value estimates are based on various assumptions, methodologies, and subjective considerations, which vary widely among different financial institutions and which are subject to change.

Fair value measurements defines fair value, establishes a framework for measuring fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurement and enhances disclosure requirements for fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follow:

Level 1: Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.



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In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability. Transfers between levels of the fair value hierarchy are recognized on the actual date of the event or circumstance that caused the transfer, which generally corresponds with the Company's quarterly valuation process. There were no transfers between levels during the three month periods ended March 31, 2018 or 2017.

Following is a description of valuation methodologies used for assets and liabilities in the tables below:

Cash and cash equivalents – The carrying amounts of cash and cash equivalents approximate their fair value and are considered a level 1 valuation.

Restricted Equity Securities– The carrying amounts of the stock the Company's owns in FRB and FHLB approximate their fair value and are considered a level 2 valuation.

Loans receivable — The fair value of our loan portfolio is estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. The Company's fair value model takes into account many inputs including loan discounts due to credit risk, current market rates on new loans, the U.S. treasury yield curve, LIBOR yield curve, rate floors, rate ceilings, remaining maturity, and average life based on specific loan type. Adoption of ASU 2016-01 during the first quarter of 2018 resulted in the use of an exit price rather than an entrance price to determine the fair value of loans not measured at fair value on a non-recurring basis. Loans are considered to be a level 3 valuation.

Deposit liabilities — The fair values estimated for demand deposits (interest and non-interest checking, savings, and certain types of money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e. their carrying amounts). The carrying amounts for variable-rate, fixed-term money market accounts and certificates of deposit approximate their fair values at the reporting date. Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of the aggregate expected monthly maturities on time deposits. The fair value of deposits is determined by the Company's internal assets and liabilities modeling system that accounts for various inputs such as decay rates, rate floors, FHLB yield curve, maturities and current rates offered on new accounts. Fair value on deposits is considered a level 3 valuation.

Interest receivable and payable - The carrying amounts of accrued interest approximate their fair value and are considered to be a level 2 valuation.

Off-balance-sheet instruments — Fair values for the Bank's off-balance-sheet lending commitments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the credit standing of the counterparties. The Company considers the Bank's off balance sheet instruments to be a level 3 valuation.

The estimated fair values of the Company's financial instruments not measured at fair value at March 31, 2018 were as follows:

(in thousands)	Carrying Amount	Fair Value	Hierarchy Valuation Level
<b>Financial assets:</b>			
Cash and cash equivalents	\$ 162,706	\$ 162,706	1
Restricted equity securities	4,135	4,135	2
Loans, net	638,902	639,830	3
Interest receivable	2,963	2,963	2
<b>Financial liabilities:</b>			
Deposits	(955,341)	(833,945)	3
Interest payable	(43)	(43)	2
<b>Off-balance-sheet assets (liabilities):</b>			
Commitments and standby letters of credit		(1,435)	3

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The estimated fair values of the Company's financial instruments not measured at fair value at December 31, 2017 were as follows:

(in thousands)	Carrying Amount	Fair Value	Hierarchy Valuation Level
<b>Financial assets:</b>			
Cash and cash equivalents	\$ 149,173	\$ 149,173	1
Restricted equity securities	4,135	4,135	2
Loans, net	638,902	639,830	3
Interest receivable	3,170	3,170	2
<b>Financial liabilities:</b>			
Deposits	(938,882)	(829,992)	3
Interest payable	(45)	(45)	2
<b>Off-balance-sheet assets (liabilities):</b>			
Commitments and standby letters of credit		(1,180)	3

The following table presents the carrying value of recurring and nonrecurring financial instruments that were measured at fair value and that were still held in the condensed consolidated balance sheets at each respective period end, by level within the fair value hierarchy as of March 31, 2018 and December 31, 2017.

(in thousands)	Fair Value Measurements at March 31, 2018 Using			
	March 31, 2018	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets and liabilities measured on a recurring basis:</b>				
Available-for-sale securities:				
U.S. agencies	\$ 46,645	\$ 0	\$ 46,645	\$ 0
Collateralized mortgage obligations	2,417	0	2,417	0
Municipalities	92,664	0	92,664	0
SBA pools	10,990	0	10,990	0
Corporate debt	18,861	0	18,861	0
Asset backed securities	26,644	0	26,644	0
Equity Securities:				
Mutual fund	\$ 3,071	\$ 3,071	\$ 0	\$ 0
<b>Assets and liabilities measured on a non-recurring basis:</b>				
Impaired loans:*				
Land	\$ 313	\$ 0	\$ 0	\$ 313
Commercial and industrial	302	0	0	302
Consumer residential	15	0	0	15

**Fair Value Measurements at December 31, 2017 Using**

(in thousands)	December 31, 2017	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets and liabilities measured on a recurring basis:</b>				
Available-for-sale securities:				
U.S. agencies	\$ 29,972	\$ 0	\$ 29,972	\$ 0
Collateralized mortgage obligations	2,593	0	2,593	0
Municipalities	93,067	0	93,067	0
SBA pools	11,850	0	11,850	0
Corporate debt	18,789	0	18,789	0
Asset backed securities	22,977	0	22,977	0
Equity Securities:*				
Mutual fund	\$ 3,112	\$ 3,112	0	0
<b>Assets and liabilities measured on a non-recurring basis:</b>				
Impaired loans:				
Land	\$ 313	\$ 0	\$ 0	\$ 313
Commercial and industrial	302	0	0	302
Consumer residential	16	0	0	16
Other real estate owned	253	0	0	253

\* Effective January 1, 2018, the Company adopted ASU 2016-01, which requires equity securities with readily determinable fair values to be measured at fair value with changes in the fair value recognized through net income. See Note 1 for additional information on this new accounting standard.

**Available-for-sale and equity securities** - Investment securities are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted market prices, if available. If quoted market prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions, and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities issued by government sponsored entities, municipal bonds and corporate debt securities. Securities classified as Level 3 include asset-backed securities in less liquid markets where significant inputs are unobservable.

**Impaired loans** - ASC Topic 820 applies to loans measured for impairment using the practical expedients permitted by ASC Topic 310, *Accounting by Creditors for Impairment of a Loan*. The Company does not record loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and an allowance for loan losses is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Impaired loans where an allowance is established based on the fair value of collateral less the cost related to liquidation of the collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the impaired loan as non-recurring Level 3. Likewise, when an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the impaired loan as non-recurring Level 3.

**Other Real Estate Owned** - Other real estate assets ("OREO") acquired through, or in lieu of, foreclosure are held-for-sale and are initially recorded at the lower of cost or fair value, less selling costs. Any write-downs to fair value at the time of transfer to OREO are charged to the allowance for loan losses, subsequent to foreclosure. Appraisals or evaluations are then done periodically thereafter charging any additional write-downs or valuation allowances to the appropriate expense accounts. Values are derived from appraisals of underlying collateral and discounted cash flow analysis. OREO is classified within Level 3 of the hierarchy.

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Net realizable value of the underlying collateral is the fair value of the collateral less estimated selling costs and any prior liens. Appraisals, recent comparable sales, offers and listing prices are factored in when valuing the collateral. We review and verify the qualifications and licenses of the certified general appraisers used for appraising commercial properties or certified residential appraisers for residential properties. Real estate appraisals may utilize a combination of approaches including replacement cost, sales comparison and the income approach. Comparable sales and income data are analyzed by the appraisers and adjusted to reflect differences between them and the subject property such as type, leasing status and physical condition. When the appraisals are received, Management reviews the assumptions and methodology utilized in the appraisal, as well as the overall resulting value in conjunction with independent data sources such as recent market data and industry-wide statistics. We generally use a 6% discount for selling costs which is applied to all properties, regardless of size. Appraised values may be adjusted to reflect changes in market conditions that have occurred subsequent to the appraisal date, or for revised estimates regarding the timing or cost of the property sale. These adjustments are based on qualitative judgments made by management on a case-by-case basis. No fair value adjustments were made to OREO properties during the three months ended March 31, 2018.

There have been no significant changes in the valuation techniques during the period ended March 31, 2018.

### NOTE 8 – EARNINGS PER SHARE

Earnings per share (“EPS”) are based upon the weighted average number of common shares outstanding during each year. The following table shows: (1) weighted average basic shares, (2) effect of dilutive securities related to stock options and non-vested restricted stock, and (3) weighted average shares of common stock and common stock equivalents. Net income available to common stockholders is calculated as net income reduced by dividends accumulated on preferred stock, if any. Basic EPS are calculated by dividing net income available to common stockholders by the weighted average number of common shares outstanding during each period, excluding unvested restricted stock awards. Diluted EPS are calculated using the weighted average diluted shares, which reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. The dilutive shares included in year-to-date diluted EPS is a weighted average of the dilutive shares included in each quarterly diluted EPS computation under the treasury stock method. We have two forms of outstanding common stock: common stock and unvested restricted stock awards. Holders of restricted stock awards receive non-forfeitable dividends at the same rate as common stockholders and they both share equally in undistributed earnings. Therefore, under the two class method the difference in EPS is not significant for these participating securities.

The Company’s calculation of basic and diluted earnings per share (“EPS”) for the three month periods ended March 31, 2018 and 2017 are reflected in the table below.

(In thousands)	THREE MONTHS ENDED	
	MARCH 31,	
	2018	2017
<b>BASIC EARNINGS PER SHARE</b>		
Net income	\$ 2,802	\$ 2,207
Weighted average shares outstanding	8,075	8,042
Net income per common share	\$ 0.35	\$ 0.27
<b>DILUTED EARNINGS PER SHARE</b>		
Net income	\$ 2,802	\$ 2,207
Weighted average shares outstanding	8,075	8,042
Effect of dilutive stock options	2	5
Effect of dilutive non-vested restricted shares	24	25
Weighted average shares of common stock and common stock equivalents	8,101	8,072
Net income per diluted common share	\$ 0.35	\$ 0.27

During the three month periods ended March 31, 2018 and 2017, there were no anti-dilutive options to purchase shares of common stock, and there were no anti-dilutive non-vested restricted stock grants during the same periods.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion explains the significant factors affecting our operations and financial position for the periods presented. The discussion should be read in conjunction with our financial statements and the notes related thereto which appear or that are referenced to elsewhere in this report, and with the audited consolidated financial statements and accompanying notes included in our 2017 Annual Report on Form 10-K. Average balances, including balances used in calculating certain financial ratios, are generally comprised of average daily balances.

The discussion and analysis of our financial condition and results of operations is based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities at the date of our financial statements. Actual results may differ from these estimates under different assumptions or conditions. This discussion and analysis includes executive management's ("Management") insight of the Company's financial condition and results of operations of Oak Valley Bancorp and its subsidiary. Unless otherwise stated, the "Company" refers to the consolidated entity, Oak Valley Bancorp, while the "Bank" refers to Oak Valley Community Bank.

### Forward-Looking Statements

*Some matters discussed in this Form 10-Q may be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and therefore may involve risks, uncertainties and other factors which may cause our actual results to be materially different from the results expressed or implied by our forward-looking statements. These statements generally appear with words such as "anticipate," "believe," "estimate," "may," "intend," and "expect." Although management believes that the assumptions and expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. Factors that could cause actual results to differ from results discussed in forward-looking statements include, but are not limited to: economic conditions (both generally and in the markets where the Company operates); competition from other providers of financial services offered by the Company; changes in government regulation and legislation; changes in interest rates; material unforeseen changes in the financial stability and liquidity of the Company's credit customers; risks associated with concentrations in real estate related loans; changes in accounting standards and interpretations; and other risks as may be detailed from time to time in the Company's filings with the Securities and Exchange Commission, all of which are difficult to predict and which may be beyond the control of the Company. The Company undertakes no obligation to revise forward-looking statements to reflect events or changes after the date of this discussion or to reflect the occurrence of unanticipated events.*

*Forward-looking statements speak only as of the date they are made, and the Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made, whether as a result of new information, future developments or otherwise, except as may be required by law.*

### Critical Accounting Estimates

*Management has determined the following five accounting policies to be critical:*

#### *Allowance for Loan Losses*

Accounting for allowance for loan losses involves significant judgment and assumptions by management and is based on historical data and management's view of the current economic environment. At least on a quarterly basis, our management reviews the methodology and adequacy of allowance for loan losses and reports its assessment to the Board of Directors for its review and approval.

We base our allowance for loan losses on an estimation of probable losses inherent in our loan portfolio. Our methodology for assessing loan loss allowances are intended to reduce the differences between estimated and actual losses and involves a detailed analysis of our loan portfolio in three phases:

- the specific review of individual loans,
- the segmenting and review of loan pools with similar characteristics, and
- our judgmental estimate based on various subjective factors.

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The first phase of our methodology involves the specific review of individual loans to identify and measure impairment. We evaluate each loan by use of a risk rating system, except for homogeneous loans, such as automobile loans and home mortgages. Specific risk rated loans are deemed impaired if all amounts, including principal and interest, will likely not be collected in accordance with the contractual terms of the related loan agreement. Impairment for commercial and real estate loans is measured either based on the present value of the loan's expected future cash flows or, if collection on the loan is collateral dependent, the estimated fair value of the collateral, less selling and holding costs.

The second phase involves the segmenting of the remainder of the risk rated loan portfolio into groups or pools of loans, together with loans with similar characteristics, for evaluation. We determine the calculated loss ratio to each loan pool based on its historical net losses and benchmark it against the levels of other peer banks.

In the third phase, we consider relevant internal and external factors that may affect the collectability of loan portfolio and each group of loan pool. The factors considered are, but are not limited to:

- concentration of credits,
- nature and volume of the loan portfolio,
- delinquency trends,
- non-accrual loan trend,
- problem loan trend,
- loss and recovery trend,
- quality of loan review,
- lending and management staff,
- lending policies and procedures,
- economic and business conditions, and
- other external factors, including regulatory review.

Our management estimates the probable effect of such conditions based on our judgment, experience and known or anticipated trends. Such estimation may be reflected as an additional allowance to each group of loans, if necessary. Management reviews these conditions with our senior credit officers. To the extent that any of these conditions is evidenced by a specifically identifiable problem credit or portfolio segment as of the evaluation date, management's estimate of the effect of such condition may be reflected as a specific allowance applicable to such credit or portfolio segment. Where any of these conditions is not evidenced by a specific, identifiable problem credit or portfolio segment as of the evaluation date, management's evaluation of the inherent loss related to such condition is reflected in the unallocated allowance.

Central to our credit risk management and our assessment of appropriate loss allowance is our loan risk rating system. Under this system, the originating credit officer assigns borrowers an initial risk rating based on a thorough analysis of each borrower's financial capacity in conjunction with industry and economic trends. Approvals are made based upon the amount of inherent credit risk specific to the transaction and are reviewed for appropriateness by senior line and credit administration personnel. Credits are monitored by line and credit administration personnel for deterioration in a borrower's financial condition which may impact the ability of the borrower to perform under the contract. Although management has allocated a portion of the allowance to specific loans, specific loan pools, and off-balance sheet credit exposures (which are reported separately as part of other liabilities), the adequacy of the allowance is considered in its entirety.

### *Non-Accrual Loan Policy*

Interest on loans is credited to income as earned and is accrued only if deemed collectible. Accrual of interest is discontinued when a loan is over 90 days delinquent or if management believes that collection is highly uncertain. Generally, payments received on non-accrual loans are recorded as principal reductions. Interest income is recognized after all principal has been repaid or an improvement in the condition of the loan has occurred that would warrant resumption of interest accruals. Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due.

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### *Asset Impairment Judgments*

Certain of our assets are carried in our consolidated balance sheets at fair value or at the lower of cost or fair value. Valuation allowances are established when necessary to recognize impairment of such assets. We periodically perform analyses to test for impairment of various assets. In addition to our impairment analyses related to loans, another significant impairment analysis relates to other than temporary declines in the value of our securities.

Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired and are carried at fair value or below. Appraisals are done periodically on impaired loans and if required an allowance is established based on the fair value of collateral less the cost related to liquidation of the collateral. In some circumstances, an impaired loan may be charged off to bring the carrying value to fair value.

Other real estate assets (“OREO”) acquired through, or in lieu of, foreclosure are held-for-sale and are initially recorded at fair value, less selling costs. Any write-downs to fair value at the time of transfer to OREO are charged to the allowance for loan losses, subsequent to foreclosure. Appraisals or evaluations are then done periodically and any subsequent declines in the fair value of the OREO property after the date of transfer are recorded through a write-down of the asset. Any subsequent operating expenses or income, reduction in estimated fair values, and gains or losses on disposition of such properties are charged or credited to current operations.

Net realizable value of the underlying collateral is the fair value of the collateral less estimated selling costs and any prior liens. Appraisals, recent comparable sales, offers and listing prices are factored in when valuing the collateral. We review and verify the qualifications and licenses of the certified general appraisers used for appraising commercial properties or certified residential appraisers for residential properties. Real estate appraisals may utilize a combination of approaches including replacement cost, sales comparison and the income approach. Comparable sales and income data are analyzed by the appraisers and adjusted to reflect differences between them and the subject property such as type, leasing status and physical condition. When the appraisals are received, Management reviews the assumptions and methodology utilized in the appraisal, as well as the overall resulting value in conjunction with independent data sources such as recent market data and industry-wide statistics. We generally use a 6% discount for selling costs which is applied to all properties, regardless of size. Appraised values may be adjusted to reflect changes in market conditions that have occurred subsequent to the appraisal date, or for revised estimates regarding the timing or cost of the property sale. These adjustments are based on qualitative judgments made by management on a case-by-case basis.

Our available for sale portfolio is carried at estimated fair value, with any unrealized gains and losses, net of taxes, reported as accumulated other comprehensive income in shareholders’ equity. We conduct a periodic review and evaluation of the securities portfolio to determine if the value of any security has declined below its carrying value and whether such decline is other than temporary. If such decline is deemed other than temporary, we would adjust the carrying amount of the security by writing down the security to fair market value through a charge to current period income. The market values of our securities are significantly affected by changes in interest rates.

In general, as interest rates rise, the market value of fixed-rate securities will decrease; as interest rates fall, the market value of fixed-rate securities will increase. With significant changes in interest rates, we evaluate our intent and ability to hold the security for a sufficient time to recover the recorded principal balance. Estimated fair values for securities are based on published or securities dealers’ market values. Market volatility is unpredictable and may impact such values.

### *Fair Value Measurements*

We use fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. We base our fair values on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Securities available for sale, derivatives, and loans held for sale, if any, are recorded at fair value on a recurring basis. Additionally, from time to time, we may be required to record certain assets at fair value on a non-recurring basis, such as certain impaired loans held for investment and securities held to maturity that are other-than-temporarily impaired. These non-recurring fair value adjustments typically involve write-downs of individual assets due to application of lower-of-cost or market accounting.

We have established and documented a process for determining fair value. We maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements. Whenever there is no readily available market data, management uses its best estimate and assumptions in determining fair value, but these estimates involve inherent uncertainties and the application of management's judgment. As a result, if other assumptions had been used, our recorded earnings or disclosures could have been materially different from those reflected in these financial statements.

### *Income Taxes*

Deferred income taxes are provided for the temporary differences between the financial reporting basis and the tax basis of the Company’s assets and liabilities. Deferred tax assets and liabilities are reflected at currently enacted income tax rates applicable to the period in which the deferred tax assets or liabilities are expected to be realized or settled using the liability method. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

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The Company files income tax returns in the U.S. federal jurisdiction, and the state of California. With few exceptions, the Company is no longer subject to U.S. federal or state/local income tax examinations by tax authorities for years before 2012.

### **Introduction**

Effective July 3, 2008, Oak Valley Community Bank became a subsidiary of Oak Valley Bancorp, a newly established bank holding company. Oak Valley Bancorp operates Oak Valley Community Bank as a community bank in the general commercial banking business, with our primary market encompassing the California Central Valley around Oakdale and Modesto, and the Eastern Sierras. As such, unless otherwise noted, all references are about Oak Valley Bancorp.

Oak Valley Community Bank commenced operations in May 1991. We are an insured bank under the Federal Deposit Insurance Act and are a member of the Federal Reserve. Since its formation, the Bank has provided basic banking services to individuals and business enterprises in Oakdale, California and the surrounding areas. The focus of the Bank is to offer a range of commercial banking services designed for both individuals and small to medium-sized businesses in the two main areas of service of the Company: the Central Valley and the Eastern Sierras.

The Bank offers a complement of business checking and savings accounts for its business customers. The Bank also offers commercial and real estate loans, as well as lines of credit. Real estate loans are generally of a short-term nature for both residential and commercial purposes. Longer-term real estate loans are generally made with adjustable interest rates and contain normal provisions for acceleration. In addition, the Bank offers traditional residential mortgages through a third party.

The Bank also offers other services for both individuals and businesses including online banking, remote deposit capture, merchant services, night depository, extended hours, traveler's checks, wire transfer of funds, note collection, and automated teller machines in a national network. The Bank does not currently offer international banking or trust services although the Bank may make such services available to the Bank's customers through financial institutions with which the Bank has correspondent banking relationships. The Bank does not offer stock transfer services nor does it directly issue credit cards.

### **Overview of Results of Operations and Financial Condition**

The purpose of this summary is to provide an overview of the items management focuses on when evaluating the condition of the Company and its success in implementing its business and shareholder value strategies. The Company's business strategy is to operate the Bank as a well-capitalized, profitable and independent community-oriented bank. The Company's shareholder value strategy has three major objectives: (1) enhancing shareholder value; (2) making its retail banking franchise more valuable; and (3) efficiently utilizing its capital.

Management believes the following were important factors in the Company's performance during the three month period ended March 31, 2018:

- The Company recognized net income of \$2,802,000 for the three month period ended March 31, 2018, as compared to \$2,207,000 for the same period in 2017. The factors contributing to these results will be discussed below.
- The Company recognized no loan loss provisions during the three month periods ended March 31, 2018 and 2017, due to normal seasonal declines in loan demand.
- Net interest income increased \$1,035,000 or 12.8% for the three month period ended March 31, 2018, compared to the same period in 2017. The increase was primarily due growth of our loan and investment security portfolios.
- Non-interest income decreased by \$139,000 or 9.4% for the three months ended March 31, 2018, as compared to the same period in 2017, primarily due to a decrease in gains on called securities.
- Non-interest expense increased by \$525,000 or 8.5% for the three month period ended March 31, 2018, as compared to the same period in 2017. The increase was mainly due to increased salaries and benefits, and other general operating expenses required to support the loan and deposit growth.
- Total assets increased \$17,961,000 or 1.7% from December 31, 2017. Total net loans decreased by \$14,087,000 or 2.2% and investment securities increased by \$18,931,000 or 10.4% from December 31, 2017 to March 31, 2017, while deposits increased by \$16,459,000 or 1.8% for the same period. Consequently, cash and cash equivalent balances increased due to the decline in gross loans, and the growth in deposits and shareholders' equity, which was offset by the growth in investment securities.



**Income Summary**

For the three month period ended March 31, 2018, the Company recorded net income of \$2,802,000, representing an increase of \$595,000, as compared to \$2,207,000 recorded during the same period in 2017. Return on average assets (annualized) was 1.08% for the three months ended March 31, 2018, as compared to 0.91% for the same period in 2017. Annualized return on average common equity was 12.47% for the three months ended March 31, 2018, as compared to 10.73% for the same period of 2017.

Net income before provisions for income taxes increased \$371,000 for the three month period ended March 31, 2018, from the comparable 2017 period. The income statement components of these variances are as follows:

**Pre-Tax Income Variance Summary:**

(In thousands)

	<b>Effect on Pre-Tax Income Increase (Decrease) Three Months Ended March 31, 2018</b>
Change from 2017 to 2018 in:	
Net interest income	\$ 1,035
Provision for loan losses	0
Non-interest income	(139)
Non-interest expense	(525)
Change in net income before income taxes	<u>\$ 371</u>

These variances will be explained in the discussion below.

**Net Interest Income**

Net interest income is the largest source of the Company's operating income. For the three month period ended March 31, 2018, net interest income was \$9,117,000, which represented an increase of \$1,035,000 or 12.8%, from the comparable period in 2017. The increase is primarily due to loan and investment portfolio growth.

The net interest margin (net interest income as a percentage of average interest earning assets) was 3.80% for the three month period ended March 31, 2018, compared to 3.69% for the same period in 2017. The increase in net interest margin is primarily due to an increase in the average loan balance and yield on earning assets. In general, the Company has experienced net interest margin compression since the economic downturn in 2008 for several reasons: 1) deposit interest rates have essentially reached a threshold in which they cannot reasonably be further reduced, 2) competition in the lending market has driven new loan rates down and 3) deposit growth in recent years has resulted in high interest-bearing cash balances, which currently yield approximately 1.50%, has compressed our net interest margin.

Earning asset yield increased by 13 basis points for the three month period ended March 31, 2018, as compared to the same period of 2017, mainly due to an increase in loan volume, loan yield, and the yield on cash balances that have been recognized due to the recent FOMC rate hikes. Furthermore, the earning asset yield is trending upward as a result of deploying low yielding cash equivalent balances into the loan and investment portfolios which recognized average balance increases of \$43 million and \$25 million, respectively, in the three month period of 2018 as compared to 2017.

The cost of funds on interest-bearing liabilities increased by 3 basis points for the three month period of 2018, as compared to the same period in 2017, as deposit rates remain low and the banking industry has not reacted to the recent FOMC interest rate hikes thus far. The Company continues to recognize strong core deposit growth as evidenced by the increase in average non-interest-bearing demand deposit balances of \$24 million, for the three month period ended March 31, 2018, as compared to the same period of 2017.

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The following tables shows the relative impact of changes in average balances of interest earning assets and interest bearing liabilities, and interest rates earned and paid by the Company on those assets and liabilities for the three month periods ended March 31, 2018 and 2017:

**Net Interest Analysis**

	Three months ended March 31, 2018			Three months ended March 31, 2017		
	Average Balance	Interest Income / Expense	Avg Rate/ Yield (5)	Average Balance	Interest Income / Expense	Avg Rate/ Yield (5)
<i>(in thousands)</i>						
<b>Assets:</b>						
Earning assets:						
Gross loans (1) (2)	\$ 649,454	\$ 7,590	4.74%	\$ 607,037	\$ 6,928	4.63%
Investment securities (2)	187,748	1,383	2.99%	162,300	1,337	3.34%
Federal funds sold	9,815	37	1.53%	7,685	15	0.79%
Interest-earning deposits	143,941	572	1.61%	141,080	301	0.87%
Total interest-earning assets	990,958	9,582	3.92%	918,102	8,581	3.79%
Total noninterest earning assets	59,437			67,294		
Total assets	<u>1,050,395</u>			<u>985,396</u>		
<b>Liabilities and Shareholders' Equity:</b>						
Interest-bearing liabilities:						
Interest-earning DDA	227,764	93	0.17%	185,145	45	0.10%
Money market deposits	292,710	155	0.21%	291,360	112	0.16%
Savings deposits	71,704	8	0.05%	75,469	27	0.15%
Time certificates of deposit \$250,000 or more	19,648	15	0.31%	20,947	25	0.48%
Other time deposits	28,632	19	0.27%	33,265	20	0.24%
Total interest-bearing liabilities	640,458	290	0.18%	606,186	229	0.15%
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	313,730			290,074		
Other liabilities	5,049			5,699		
Total noninterest-bearing liabilities	318,779			295,773		
Shareholders' equity	91,158			83,437		
Total liabilities and shareholders' equity	<u>\$ 1,050,395</u>			<u>\$ 985,396</u>		
Net interest income		<u>\$ 9,292</u>			<u>\$ 8,352</u>	
Net interest spread (3)			3.74%			3.64%
Net interest margin (4)			3.80%			3.69%

(1) Loan fees have been included in the calculation of interest income.

(2) Yields and interest income on municipal securities and loans have been adjusted to their fully-taxable equivalents, based on a federal marginal tax rate of 21.0%.

(3) Represents the average rate earned on interest-earning assets less the average rate paid on interest-bearing liabilities.

(4) Represents net interest income as a percentage of average interest-earning assets.

(5) Annual interest rates are computed by dividing the interest income/expense by the number of days in the period multiplied by 365.

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Shown in the following tables are the relative impacts on net interest income of changes in the average outstanding balances (volume) of earning assets and interest bearing liabilities and the rates earned and paid by the Company on those assets and liabilities for the three month periods ended March 31, 2018 and 2017. Changes in interest income and expense that are not attributable specifically to either rate or volume are allocated to the rate column below.

**Rate / Volume Variance Analysis**

(In thousands)

(in thousands)	<b>For the Three Months Ended March 31, 2018 vs 2017</b>		
	<b>Increase (Decrease) in interest income and expense due to changes in:</b>		
	<b>Volume</b>	<b>Rate</b>	<b>Total</b>
<b>Interest income:</b>			
Gross loans (1) (2)	\$ 484	\$ 178	\$ 662
Investment securities (2)	210	(164)	46
Federal funds sold	4	18	22
Interest-earning deposits	7	264	271
<b>Total interest income</b>	<b>\$ 705</b>	<b>\$ 296</b>	<b>\$ 1,001</b>
<b>Interest expense:</b>			
Interest-earning DDA	\$ 10	\$ 38	\$ 48
Money market deposits	1	42	43
Savings deposits	(1)	(18)	(19)
Time CD \$250K or more	(2)	(8)	(10)
Other time deposits	(3)	2	(1)
<b>Total interest expense</b>	<b>\$ 5</b>	<b>\$ 56</b>	<b>\$ 61</b>
<b>Change in net interest income</b>	<b>\$ 700</b>	<b>\$ 240</b>	<b>\$ 940</b>

(1) Loan fees have been included in the calculation of interest income.

(2) Interest income on municipal securities and loans has been adjusted to their fully-taxable equivalents, based on a federal marginal tax rate of 21.0%.

The table above reflects an increase of \$240,000 in net interest income due to rate changes for the first quarter of 2018 as compared to the same period of 2017. This increase is the result of the positive impact of recent FOMC rate hikes on interest-earning cash balance accounts and loan yields, but was partially offset by the lower yields on investment securities. The lower yield on investment securities is due in part to the lesser impact in 2018 of the full tax equivalent benefit on tax-free municipal bonds due to the lower corporate tax rate. The increase in earning asset balances combined with the overall change in mix of balances resulted in an increase of \$700,000 to net interest income over the same period.

**Non-Interest Income**

Non-interest income represents service charges on deposit accounts and other non-interest related charges and fees, including fees from mortgage commissions and investment service fee income. For the three month period ended March 31, 2018, non-interest income was \$1,332,000, representing a decrease of \$139,000 or 9.4%, compared to the same period in 2017.

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The following tables show the major components of non-interest income:

(in thousands)	For the Three Months Ended March 31,			
	2018	2017	\$ change	% change
Service charges on deposits	\$ 370	\$ 335	\$ 35	10.4%
Debit card transaction fee income	278	264	14	5.3%
Earnings on cash surrender value of life insurance	125	128	(3)	(2.3%)
Mortgage commissions	32	62	(30)	(48.4%)
Gains on calls and sales of securities	71	389	(318)	(81.7%)
Gain on sale of OREO	193	0	193	#DIV/0!
Other income	263	293	(30)	(10.2%)
Total non-interest income	<u>\$ 1,332</u>	<u>\$ 1,471</u>	<u>\$ (139)</u>	<u>(9.4%)</u>

Service charges on deposits and debit card transaction fee income increased by \$35,000 and \$14,000, for the three months ended March 31, 2018 and 2017, respectively, compared to the same periods in 2017, due to an increase in the number of transaction deposit accounts and corresponding service fee income.

Mortgage commissions decreased by \$30,000 for the three months ended March 31, 2018, as compared to the same period of 2017, as the demand for home purchases and refinancing has declined.

Net gain on sales and calls of securities decreased by \$318,000 for the three months ended March 31, 2018, as compared to the same period in 2017, due to two large gains on called securities recorded during the first quarter of 2017.

The Company recorded a sale of an OREO property resulting in a gain of \$193,000 during the first quarter of 2018, compared to no OREO sale gains during the same period of 2017. Other income decreased by \$30,000 for the three month period ended March 31, 2017, as compared to the same period of 2017, due to normal volatility in various fee income categories including merchant card payment services.

### Non-Interest Expense

Non-interest expense represents salaries and benefits, occupancy expenses, professional expenses, outside services, and other miscellaneous expenses necessary to conduct business.

The following tables show the major components of non-interest expenses:

(in thousands)	For the Three Months Ended March 31,			
	2018	2017	\$ change	% change
Salaries and employee benefits	\$ 4,019	\$ 3,612	\$ 407	11.3%
Occupancy	887	856	31	3.6%
Data processing fees	416	346	70	20.2%
Regulatory assessments (FDIC & DBO)	114	144	(30)	(20.8%)
Other	1,296	1,249	47	3.8%
Total non-interest expense	<u>\$ 6,732</u>	<u>\$ 6,207</u>	<u>\$ 525</u>	<u>8.5%</u>

Non-interest expenses increased by \$525,000 or 8.5% for the three months ended March 31, 2018, as compared to the same period of 2017. Salaries and employee benefits increased \$407,000 for the three months ended March 31, 2018, as compared to the same period of 2017, primarily due to additional staffing required to support the continued loan and deposit growth.

Occupancy expenses increased by \$31,000 for the three months ended March 31, 2018, as compared to the same period of 2017, which is primarily due to rent and other overhead associated with the branch facilities. Data processing fees increased by \$70,000 for the three month period ended March 31, 2018, as a result of servicing costs on the growing number of loan and deposit accounts.

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FDIC and DBO (California Department of Business Oversight) regulatory assessments decreased by \$30,000 for the three months ended March 31, 2018, as compared to the same period in 2017. The initial base assessment rate for financial institutions varies based on the overall risk profile of the institution as defined by the FDIC and our risk profile has improved throughout 2017 and 2018, resulting in a reduction in our assessment rate. However, we expect it to be offset by deposit growth throughout 2018, as the FDIC assessment rates are applied to average quarterly total liabilities as the primary basis.

Other expense increased by \$47,000 for the three months ended March 31, 2018, compared to the same period in 2017, as a result of increases in a variety of general operating expenses as our business portfolios continue to expand.

Management anticipates that non-interest expense will continue to increase as we continue to grow. However, management remains committed to cost-control and efficiency, and we expect to keep these increases to a minimum relative to growth.

### **Income Taxes**

We reported provisions for income taxes of \$915,000 for the three month period ended March 31, 2018, representing a decrease of \$224,000 as compared to the provision reported in the comparable period of 2017. The effective income tax rates on income from continuing operations was 24.6% for the three months ended March 31, 2018, compared to 34.0% for the comparable period of 2017. These provisions reflect accruals for taxes at the applicable rates for federal income tax and California franchise tax based upon reported pre-tax income, and adjusted for the effects of all permanent differences between income for tax and financial reporting purposes (such as earnings on qualified municipal securities, BOLI and certain tax-exempt loans). The disparity between the effective tax rates for 2018 as compared to 2017 is primarily due to a decrease in the corporate tax rate from 34% in 2017 to 21% in 2018 related to the Tax Cuts and Jobs Act of 2017. This decrease to our income tax provision was offset by tax credits from and low income housing projects as well as tax free-income on municipal securities and loans that comprised a larger proportion of pre-tax income in 2017 as compared to 2018.

### **Asset Quality**

Non-performing assets consist of loans on non-accrual status, including loans restructured on non-accrual status, where the terms of repayment have been renegotiated resulting in a reduction or deferral of interest or principal, loans 90 days or more past due and still accruing interest and other real estate owned (“OREO”).

Loans are generally placed on non-accrual status when they become 90 days past due, unless management believes the loan is adequately collateralized and in the process of collection. The past due loans may or may not be adequately collateralized, but collection efforts are continuously pursued. Loans may be restructured by management when a borrower has experienced some changes in financial status, causing an inability to meet the original repayment terms, and where we believe the borrower will eventually overcome those circumstances and repay the loan in full. OREO consists of properties acquired by foreclosure or similar means and which management intends to offer for sale.

Non-accrual loans totaled \$1,310,000 at March 31, 2018, as compared to \$1,311,000 at December 31, 2017. The non-accrual loans as of March 31, 2018 are loans made to two borrowers primarily for residential real estate development. As of March 31, 2018, we had four loans considered troubled debt restructurings totaling \$1,310,000 million, all of which are included in non-accrual loans.

OREO as of March 31, 2018 consisted of one property, a residential land acquired through foreclosure that was written down to a zero balance because the public utilities have not been obtainable rendering these land lots unmarketable at this time. There was one sale of an OREO property resulting in a gain of \$193,000 during the first quarter, which was a residential property with a carrying value of \$253,000 as of December 31, 2017 that was acquired through foreclosure.

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The following table presents information about the Bank's non-performing assets, including asset quality ratios as of March 31, 2018 and December 31, 2017:

### **Non-Performing Assets**

(in thousands)

	<b>March 31, 2018</b>	<b>December 31, 2017</b>
Loans in non-accrual status	\$ 1,310	\$ 1,311
Loans past due 90 days or more and accruing	0	0
Total non-performing loans	1,310	1,311
Other real estate owned	0	253
Total non-performing assets	<u>\$ 1,310</u>	<u>\$ 1,564</u>
Allowance for loan losses	\$ 8,165	\$ 8,166
Asset quality ratios:		
Non-performing assets to total assets	0.12%	0.15%
Non-performing loans to total loans	0.20%	0.20%
Allowance for loan losses to total loans	1.26%	1.24%
Allowance for loan losses to total non-performing loans	623.2%	622.9%

Non-performing assets decreased by \$254,000 as of March 31, 2018, as compared to December 31, 2017, due to the sale of one OREO property with a carrying value of \$253,000 and principal payments of \$1,000 on one non-accrual loan. The Company did not acquire any OREO properties and there were no fair value adjustments to OREO properties during the first three months of 2018.

### **Allowance for Loan and Lease Losses ("ALLL")**

Due to credit risk inherent in our lending business, we routinely set aside allowances through charges to earnings. Such charges are not only made for the outstanding loan portfolio, but also for off-balance sheet items, such as commitments to extend credits or letters of credit. Charges made for the outstanding loan portfolio have been credited to the allowance for loan losses, whereas charges for off-balance sheet items have been credited to the reserve for off-balance sheet items, which is presented as a component of other liabilities. The Company recorded no loan loss provisions during the three months ended March 31, 2018 and 2017, due to seasonal soft loan demand during the first quarter.

The allowance for loan losses decreased by \$1,000, to \$8,165,000 at March 31, 2018, as compared to \$8,166,000 at December 31, 2017, due to net loan charge-off of \$1,000 recorded during the three month period of 2018. Stable credit quality combined with the decline in the quarter-end loan portfolio resulted in an increase to the allowance for loan losses as a percentage of total loans to 1.26% at March 31, 2018 as compared to 1.23% at December 31, 2017.

The Company will continue to monitor the adequacy of the allowance for loan losses and make additions to the allowance in accordance with the analysis referred to above. Because of uncertainties inherent in estimating the appropriate level of the allowance for loan losses, actual results may differ from management's estimate of credit losses and the related allowance.

The Company makes provisions for loan losses when required to bring the total allowance for loan and lease losses to a level deemed appropriate for the level of risk in the loan portfolio. At least quarterly, management conducts an assessment of the overall quality of the loan portfolio and general economic trends in the local market. The determination of the appropriate level for the allowance is based on that review, considering such factors as historical experience, the volume and type of lending conducted, the amount of and identified potential loss associated with specific non-performing loans, regulatory policies, general economic conditions, and other factors related to the collectability of loans in the portfolio.

Although management believes the allowance at March 31, 2018 was adequate to absorb probable losses from any known and inherent risks in the portfolio, no assurance can be given that the adverse effect of current and future economic conditions on our service areas, or other variables, will not result in increased losses in the loan portfolio in the future.

### **Investment Activities**

Investments are a key source of interest income. Management of our investment portfolio is set in accordance with strategies developed and overseen by our Investment Committee. Investment balances, including cash equivalents and interest-bearing deposits in other financial institutions, are subject to change over time based on our asset/liability funding needs and interest rate risk management objectives. Our liquidity levels take into consideration anticipated future cash flows and all available sources of credits, and are maintained at levels management believes are appropriate to assure future flexibility in meeting anticipated funding needs.

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### *Cash Equivalents*

The Company holds federal funds sold, unpledged available-for-sale securities and salable government guaranteed loans to help meet liquidity requirements and provide temporary holdings until the funds can be otherwise deployed or invested. As of March 31, 2018, and December 31, 2017, we had \$162,706,000 and \$149,173,000, respectively, in cash and cash equivalents.

### *Investment Securities*

Management of our investment securities portfolio focuses on providing an adequate level of liquidity and establishing an interest rate-sensitive position, while earning an adequate level of investment income without taking undue risk. Investment securities that we intend to hold until maturity are classified as held-to-maturity securities, and all other investment securities are classified as available-for-sale or equity securities. Currently, all of our investment securities are classified as available-for-sale except for one mutual fund classified as an equity security with a carrying value of \$3,071,000 as of March 31, 2018. The carrying values of available-for-sale investment securities are adjusted for unrealized gains or losses as a valuation allowance and any gain or loss is reported on an after-tax basis as a component of other comprehensive income. The carrying values of equity securities are adjusted for unrealized gains or losses through noninterest income in the consolidated statement of income.

Management has evaluated the investment securities portfolio to determine if the impairment of any security in an unrealized loss position is temporary or other than temporary. We conduct a periodic review and evaluation of the securities portfolio to determine if the value of any security has declined below its carrying value. If such decline is deemed other than temporary, we would adjust the carrying amount of the security by writing down the security to fair value through a charge to current period income or a charge to accumulated other comprehensive income depending on the nature of the impairment and managements intent or requirement to sell the security. Management has determined that no investment security is other than temporarily impaired. The unrealized losses are due primarily to interest rate changes.

### **Goodwill**

Goodwill arises when the Company's purchase price exceeds the fair value of the net assets of an acquired business. Goodwill represents the value attributable to intangible elements acquired. The value of goodwill is supported ultimately by profit from the acquired business. A decline in earnings could lead to impairment, which would be recorded as a write-down in the Company's consolidated statements of earnings. Events that may indicate goodwill impairment include significant or adverse changes in results of operations of the acquired business or asset, economic or political climate; an adverse action or assessment by a regulator; unanticipated competition; and a more-likely-than-not expectation that a reporting unit will be sold or disposed of at a loss. While goodwill is not amortized, the Company does conduct periodic impairment analysis on goodwill at least annually or more often as conditions require. At March 31, 2018, the Company had goodwill in the amount of \$3,313,000.

### **Deposits**

Total deposits at March 31, 2018 were \$955,341,000, a \$16,459,000 or 1.8% increase from the deposit total of \$938,882,000 at December 31, 2017. Average deposits increased \$57,928,000 to \$954,188,000 for the three month period ended March 31, 2018 as compared to the same period in 2017. We believe we attracted deposits due to the safety and soundness of the Bank and our focus on customer service.

### *Deposits Outstanding*

<i>(in thousands)</i>	<b>March 31,</b>	<b>December 31,</b>	<b>Three Month Change</b>	
	<b>2018</b>	<b>2017</b>	<b>\$</b>	<b>%</b>
Demand	\$ 542,394	\$ 539,383	\$ 3,011	0.6%
MMDA	293,548	280,342	13,206	4.7%
Savings	72,562	69,630	2,932	4.2%
Time < \$250K	28,074	29,424	(1,350)	(4.6%)
Time > \$250K	18,763	20,103	(1,340)	(6.7%)
	<b>\$ 955,341</b>	<b>\$ 938,882</b>	<b>\$ 16,459</b>	<b>1.8%</b>

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Because our client base is comprised primarily of commercial and industrial accounts, individual account balances are generally higher than those of consumer-oriented banks. Five of our clients carry deposit balances of more than 1% of our total deposits, one of which had a deposit balance of more than 3% of total deposits at March 31, 2018. We believe that our funding concentration risk is not significant, and is mitigated by the ample sources of funds the Bank has access to.

Since our deposit growth strategy emphasizes core deposit growth we have avoided relying on brokered deposits as a consistent source of funds. The Company had no brokered deposits as of March 31, 2018 and December 31, 2017.

### **Borrowings**

Although deposits are the primary source of funds for our lending and investment activities and for general business purposes, we may obtain advances from the Federal Home Loan Bank of San Francisco (“FHLB”) as an alternative to retail deposit funds. Our outstanding FHLB advances remained a zero balance at December 31, 2017 and March 31, 2018, as we continue to rely on deposit growth as our primary source of funding. See “Liquidity Management” below for the details on the FHLB borrowings program.

### **Capital Ratios**

The Company is regulated by the Board of Governors of the Federal Reserve Board (FRB) and is subject to the securities registration and public reporting regulations of the Securities and Exchange Commission. As a California state-chartered bank, our banking subsidiary is subject to primary supervision, examination and regulation by the California Department of Business Oversight (DBO) and the Federal Reserve Board. The Federal Reserve Board is the primary federal regulator of state member banks. The Bank is also subject to regulation by the FDIC, which insures the Bank’s deposits as permitted by law. We are not aware of any recommendations of regulatory authorities or otherwise which, if they were to be implemented, would have a material effect on our liquidity, capital resources, or operations.

The Company must comply with regulatory capital requirements established by the FRB. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Our capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. These capital standards require us to maintain minimum ratios of “Tier 1” capital to total risk-weighted assets and total capital to risk-weighted assets of 6.00% and 8.00%, respectively. Tier 1 capital is comprised of total shareholders’ equity calculated in accordance with generally accepted accounting principles, excluding accumulated other comprehensive income (loss), less intangible assets, and total capital is comprised of Tier 1 capital plus certain adjustments, the largest of which is our allowance for loan losses. Risk-weighted assets refer to our on- and off-balance sheet exposures, adjusted for their related risk levels using formulas set forth in FRB and FDIC regulations.

In addition to the risk-based capital requirements described above, we are subject to a leverage capital requirement, which calls for a minimum ratio of Tier 1 capital (as defined above) to quarterly average total assets of 4.00%.

In July 2013, the U.S. banking agencies approved the U.S. version of Basel III. The federal bank regulatory agencies adopted version of Basel III revises the risk-based and leverage capital requirements and the method for calculating risk-weighted assets to make them consistent with Basel III and to meet the requirements of the Dodd-Frank Act. Although many of the rules contained in these final regulations are applicable only to large, internationally active banks, some of them will apply on a phased in basis to all banking organizations, including the Company and the Bank. Among other things, the rules establish a new minimum common equity Tier 1 ratio (4.5% of risk-weighted assets), a higher minimum Tier 1 risk-based capital requirement (6.0% of risk-weighted assets) and a minimum non-risk-based leverage ratio (4.00% eliminating a 3.00% exception for higher rated banks). The new additional capital conservation buffer of 2.5% of risk weighted assets over each of the required capital ratios will be phased in from 2016 to 2019 and must be met to avoid limitations on the ability of the Bank to pay dividends, repurchase shares or pay discretionary bonuses. The additional “countercyclical capital buffer” is also required for larger and more complex institutions. The new rules assign higher risk weighting to exposures that are more than 90 days past due or are on nonaccrual status and certain commercial real estate facilities that finance the acquisition, development or construction of real property. The rules also change the permitted composition of Tier 1 capital to exclude trust preferred securities, mortgage servicing rights and certain deferred tax assets and include unrealized gains and losses on available for sale debt and equity securities (with a one-time opt out option for Standardized Banks (banks with less than \$250 billion of total consolidated assets and less than \$10 billion of foreign exposures)). The rules, including alternative requirements for smaller community financial institutions like the Company, would be phased in through 2019. The implementation of the Basel III framework for the Company and the Bank commenced on January 1, 2015.

Failure to meet minimum capital requirements can trigger regulatory actions that could have a material adverse effect on our financial statements and operations. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that rely on quantitative measures of our assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. Our capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.



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The following table shows our capital ratios, as calculated under regulatory guidelines, compared to the regulatory minimum capital ratios and the regulatory minimum capital ratios needed to qualify as a “well-capitalized” institution at March 31, 2018 and December 31, 2017:

	Actual		For capital adequacy purposes (1)		To be well capitalized under prompt corrective action provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<i>(in thousands)</i>						
<b>Capital ratios for Bank:</b>						
<b>As of March 31, 2018</b>						
Total capital (to Risk- Weighted Assets)	\$ 95,540	11.3%	\$ 83,219	≥9.875%	\$ 84,272	≥10.0%
Tier I capital (to Risk- Weighted Assets)	\$ 87,007	10.3%	\$ 66,364	≥7.875%	\$ 67,418	≥8.0%
Common Equity Tier 1 Capital (to Risk Weighted Assets)	\$ 87,007	10.3%	\$ 53,724	≥6.375%	\$ 54,777	≥6.5%
Tier I capital (to Average Assets)	\$ 87,007	8.3%	\$ 41,846	≥4.0%	\$ 52,308	≥5.0%
<b>As of December 31, 2017</b>						
Total capital (to Risk- Weighted Assets)	\$ 93,933	11.3%	\$ 77,102	≥9.25%	\$ 83,354	≥10.0%
Tier I capital (to Risk- Weighted Assets)	\$ 85,462	10.3%	\$ 60,431	≥7.25%	\$ 66,683	≥8.0%
Common Equity Tier 1 Capital (to Risk Weighted Assets)	\$ 85,462	10.3%	\$ 47,928	≥5.75%	\$ 54,180	≥6.5%
Tier I capital (to Average Assets)	\$ 85,462	8.4%	\$ 40,820	≥4.0%	\$ 51,025	≥5.0%
<b>Capital ratios for the Company:</b>						
<b>As of March 31, 2018</b>						
Total capital (to Risk- Weighted Assets)	\$ 95,942	11.4%	\$ 83,244	≥9.875%	N/A	N/A
Tier I capital (to Risk- Weighted Assets)	\$ 87,409	10.4%	\$ 66,384	≥7.875%	N/A	N/A
Common Equity Tier 1 Capital (to Risk Weighted Assets)	\$ 87,409	10.4%	\$ 53,740	≥6.375%	N/A	N/A
Tier I capital (to Average Assets)	\$ 87,409	8.4%	\$ 41,855	≥4.0%	N/A	N/A
<b>As of December 31, 2017</b>						
Total capital (to Risk- Weighted Assets)	\$ 94,354	11.3%	\$ 77,119	≥9.25%	N/A	N/A
Tier I capital (to Risk- Weighted Assets)	\$ 85,883	10.3%	\$ 60,445	≥7.25%	N/A	N/A
Common Equity Tier 1 Capital (to Risk Weighted Assets)	\$ 85,883	10.3%	\$ 47,939	≥5.75%	N/A	N/A
Tier I capital (to Average Assets)	\$ 85,883	8.4%	\$ 40,823	≥4.0%	N/A	N/A

(1) The adequately capitalized thresholds in the table above, includes the capital conservation buffers of 1.875% in 2018 and 1.25% in 2017, that became effective January 1, 2016. These ratios are not reflected on a fully phased-in basis, which will occur in January 2019.

The Bank is also subject to capital requirements similar to those discussed above. The Bank’s capital ratios do not vary materially from our capital ratios presented above. At March 31, 2018, the Bank exceeded the minimum ratios established by the FRB.

## **Liquidity Management**

Since the Company is a holding company and does not conduct regular banking operations, its primary sources of liquidity are dividends from the Bank. Under the California Financial Code, payment of a dividend from the Bank to the Company is restricted to the lesser of the Bank’s retained earnings or the amount of the Bank’s undistributed net profits from the previous three fiscal years. The primary uses of funds for the Company are stockholder dividends, investment in the Bank and ordinary operating expenses. Management anticipates that there will be sufficient earnings at the Bank level to provide dividends to the Company to meet its funding requirements for the next twelve months.

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Maintenance of adequate liquidity requires that sufficient resources be available at all times to meet our cash flow requirements. Liquidity in a banking institution is required primarily to provide for deposit withdrawals and the credit needs of its customers and to take advantage of investment opportunities as they arise. Liquidity management involves our ability to convert assets into cash or cash equivalents without incurring significant loss, and to raise cash or maintain funds without incurring excessive additional cost. For this purpose, we maintain a portion of our funds in cash and cash equivalents, salable government guaranteed loans and securities available for sale. We obtain funds from the repayment and maturity of loans as well as deposit inflows, investment security maturities and paydowns, Federal funds purchased, FHLB advances, and other borrowings. Our primary uses of funds are the origination of loans, the purchase of investment securities, withdrawals of deposits, maturity of certificate of deposits, repayment of borrowings and dividends to common and preferred stockholders. Our liquid assets at March 31, 2018 were \$289.6 million compared to \$254.8 million at December 31, 2017. Our liquidity level measured as the percentage of liquid assets to total assets was 27.5% at March 31, 2018, compared to 24.6% at December 31, 2017. We anticipate that cash and cash equivalents on hand and other sources of funds will provide adequate liquidity for our operating, investing and financing needs and our regulatory liquidity requirements for the next twelve months. Management monitors our liquidity position daily, balancing loan funding/payments with changes in deposit activity and overnight investments.

As a secondary source of liquidity, we rely on advances from the FHLB to supplement our supply of lendable funds and to meet deposit withdrawal requirements. Advances from the FHLB are typically secured by a portion of our loan portfolio. The FHLB determines limitations on the amount of advances by assigning a percentage to each eligible loan category that will count towards the borrowing capacity. As of March 31, 2018, our borrowing capacity from the FHLB was approximately \$249.2 million and there were no outstanding advances. We also maintain 2 lines of credit with correspondent banks to purchase up to \$30 million in federal funds, for which there were no advances as of March 31, 2018.

### **Off-Balance-Sheet Arrangements**

During the ordinary course of business, we provide various forms of credit lines to meet the financing needs of our customers. These commitments, which represent a credit risk to us, are not represented in any form on our balance sheets.

As of March 31, 2018 and December 31, 2017, we had commitments to extend credit of \$143.5 million and \$118.0 million, respectively, which includes obligations under letters of credit of \$1.8 million and \$1.9 million.

The effect on our revenues, expenses, cash flows and liquidity from the unused portion of the commitments to provide credit cannot be reasonably predicted because there is no guarantee that the lines of credit will be used.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

No Material Changes since the Form 10-K for year ended December 31, 2017, which was filed with the SEC on March 15, 2018.

### **Item 4. Controls and Procedures**

The Company's Chief Executive Officer and its Chief Financial Officer, after evaluating the effectiveness of the Company's disclosure controls and procedures, as defined in Exchange Act Rules 13a-15(e) and 15(d)-15(e) promulgated under the Exchange Act, as of the end of the period covered by this report (the "Evaluation Date") have concluded that as of the Evaluation Date, the Company's disclosure controls and procedures were effective to ensure that material information relating to the Company would be made known to them by others within the Company, particularly during the period in which this report was being prepared. Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There were no significant changes in our internal control over financial reporting during the quarter ended March 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting subsequent to the Evaluation Date.

## PART II - OTHER INFORMATION

### **Item 1. Legal Proceedings**

There are no pending, or to management's knowledge, any threatened, material legal proceedings to which we are a defendant, or to which any of our properties are subject. There are no material legal proceedings to which any director, any nominee for election as a director, any executive officer, or any associate of any such director, nominee or officer is a party adverse to us.

### **Item 1A. Risk Factors**

There have been no material changes in our risk factors from those disclosed in our 2017 Annual Report on Form 10-K.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

### **Item 3. Defaults Upon Senior Securities**

None.

### **Item 4. Mine Safety Disclosures**

None.

### **Item 5. Other Information**

McCarty Executive Employment Agreement

The occurrence or potential occurrence of a change in control could create uncertainty regarding the continued employment of our executive officers. We believe that providing a combination of term employment and equity incentive benefits allows our executive officers to continue to focus and serve in the best interest of us and our shareholders.

Accordingly, on March 20, 2018 we entered into an executive employment agreement with Richard A. McCarty, our Senior Executive Vice President and Chief Operating Officer. Mr. McCarty's agreement provides for a three-year term of employment with a base annual salary of \$241,823 and bonus eligibility. In addition, the agreement provides for a severance payment in the event of termination of employment other than for cause equal to the gross salary payable to the executive during the remainder of the term. The agreement also provides for the executive to participate in benefit programs under the same terms and conditions as our other executive officers, and provides perquisites appropriate to an executive officer position.

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**Item 6. Exhibits**

The following exhibits are filed as part of this report:

<b>Exhibit No.</b>	<b>Exhibit Description</b>
10.9	<a href="#">Executive Employment Agreement between Richard A. McCarty and Oak Valley Bancorp dated March 20, 2018</a>
31.01	<a href="#">Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
31.02	<a href="#">Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
32.01	<a href="#">Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

\*In accordance with Rule 406T of Regulation S-T, the information in these exhibits is “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.



**Indemnification**

- 2.04. Employer shall indemnify Executive to the full extent permitted by law from all liability, cost or expense incurred by or paid by Executive in connection with any action, suit or proceeding arising out of or related to the performance by Executive of his duties or responsibilities for Employer.

**Disclosure of Information**

- 2.05. Executive shall not, unless required by law, either before or after termination of this Agreement, disclose to anyone any information relating to Employer or any financial information, trade and business secrets or know-how germane to the business and operation of Employer that is not otherwise public. Executive recognizes and acknowledges that any financial information concerning any of Employer's customers, as it may exist from time to time, is strictly confidential and is a valuable, special and unique asset of Employer's business. Executive shall not, either before or after termination of this Agreement, disclose to anyone said financial information or any part thereof, for any reason or purpose whatsoever.

**Surety Bond**

- 2.06. Executive agrees that he will furnish all information and take any other steps necessary to enable the Employer to obtain or maintain a fidelity bond conditional on the rendering of a true account by the Executive of all moneys, goods, or other property which may come into the custody, charge, or possession of the Executive during the term of his employment. The surety company issuing the bond and the amount of the bond must be acceptable to the Employer. All premiums on the bond are to be paid by the Employer. If Executive cannot qualify for a surety bond at any time during the term of this Agreement, Employer shall have the option to terminate this Agreement immediately.

**Compensation**

- 3.01. As compensation for the services to be performed hereunder, Executive shall receive a salary of \$241,823 for the year subject to usual withholding for taxes, payable in equal installments not less than twice a month, during the employment term, subject to annual adjustment as determined by the Board of Directors. Executive's performance shall be reviewed and discussed with Executive at least once each year during the term of this Agreement.

**Bonus**

- 3.02. Executive shall be entitled to a cash bonus, as outlined in the Employer's Bonus Plan, as in effect from time to time.

## **Benefits**

- 4.01. Executive shall be entitled to standard benefits available to other executive employees, including but not limited to:
  - 4.01.1. Participation in incentive equity plans as adopted from time to time.
  - 4.01.2. Participation in salary continuation and retirement benefits programs.
  - 4.01.3. Automobile allowance and expense account.

## **Vacation and PTO**

- 5.01. Executives shall be entitled to vacation and paid time off benefits as generally available from time to time to the executive employees of the Employer.

## **Business Expenses**

- 6.01 It is understood and agreed by the parties that the services required of Employer will require Executive to incur entertainment and other expenses on behalf of Employer. Employer hereby agrees to reimburse Executive for all reasonable and necessary expenses incurred or to be incurred by Executive in carrying out his duties.  
Executive shall, however, furnish to Employer adequate records and other documentary evidence required by Federal and State Statutes and regulations for the substantiation of each such expenditure as an income tax deduction or other records as may be required by the Board of Directors.

## **Termination at the Will of Employer**

- 7.01. One of the primary needs of the Employer is to maintain flexibility in its upper management. Employer shall therefore have the right, at Employer's sole discretion, to terminate the employment of Executive at the will of Employer. In the event of such termination, provided that such termination is not for Cause, and except as provided in Section 7.04 below, Executive shall be entitled to severance pay in the total amount equal to three (3) months of Employee's current annual salary, payable in three (3) equal monthly payments from date of such termination. The severance pay shall cease upon the end of the three (3) months. Such severance pay is the sole and exclusive remedy for Employee terminated at the will of Employer.

## **Termination for Cause**

- 7.02. This Agreement shall terminate immediately upon the occurrence of any one of the following events:
  - (1) The occurrence of circumstances that make it impossible or impractical for the business of the Employer to be continued.
  - (2) The death of the Executive.
  - (3) The loss by Executive of legal capacity.
  - (4) The willful breach of duty by the Executive in the course of his employment, unless waived by the Employer.

- (5) The habitual neglect by the Executive of his employment duties, unless waived by the Employer.
- (6) Executive is disabled for a period in excess of six (6) months unless waived by the Employer.
- (7) The continued unsatisfactory performance of duties by Executive as determined solely by the Board of Directors of Employer.

In the event of the termination of this Agreement prior to the completion of the term of employment specified herein for one of the causes enumerated in this paragraph, no severance pay is due or payable to employee, except for salary and car allowance to date of termination.

#### **Termination at Will by Executive**

- 7.03 Executive shall have the right at Executive's sole discretion to terminate his employment at the will of Executive. In such event, Executive shall give three (3) months (90 days) notice to Employer of said determination to sever employment.

#### **Effect of Merger, Transfer of Assets, or Dissolution**

- 7.04 A Change in Control means the occurrence of any of the following:
- (a) any acquisition of the Employer's stock or any reorganization as defined in section 368 (a) (1) of the Internal Revenue Code (Code) to which Employer is a party and in which the Employer is not the surviving corporation or is not immediately after the reorganization engaged in the active conduct of a trade or business or in which the stockholders of the Company will own; less than fifty (50%) of the voting securities of the surviving corporation; or
  - (b) any sale or conveyance of substantially all of the net assets of the Employer, unless immediately after such sale Employer is engaged in the active conduct of a trade or business.

In the event of a Change in Control, this Agreement shall automatically be terminated, in which case Executive shall be entitled as severance pay under this Agreement to an amount such that the net amount received by Executive, after taking into account federal, state and local income taxes payable as a result of such severance payments equals two (2) years salary based on the compensation in effect under this Agreement plus the amount equal to the sum of the prior two (2) years bonus (the "Severance Payment"). Notwithstanding the foregoing sentence, if the surviving, continuing, successor, or purchasing corporation, as the case may be (the "Acquiring Corporation"), enters into a new employment agreement with Executive (the "Replacement Agreement") on terms acceptable to Executive, which acceptance shall not be unreasonable withheld, this Agreement shall be terminated but no Severance Payment shall be due to Executive. Unless a Replacement Agreement is entered into on or before the Change in Control, Employer shall pay the Severance Payment to Executive in a single lump sum payment on or before any such Change in Control.



## **General Provisions**

### **Notices**

- 8.01. Any notices to be given hereunder by either party to the other shall be in writing and may be transmitted by personal delivery or by mail, registered or certified, postage prepaid with return receipt requested. Mailed notices shall be addressed to the parties at the addresses listed as follows:

Employer: 125 N Third Ave., Oakdale, CA 95361

Executive: P.O. Box 279, Clements, CA 95227

but each party may change that address by written notice in accordance with this section. Notices delivered personally shall be deemed communicated as of the date of actual receipt; mailed notices shall be deemed communicated as of the date of mailing.

### **Arbitration**

- 8.02. (a) Any controversy between Employer and Executive involving the construction or application of any of the terms, provisions, or conditions of this Agreement shall on the written request of either party served on the other be submitted to arbitration. Arbitration shall comply with and be governed by the provisions of the California Arbitration Act and shall be governed by California law.
- (b) Employer and Executive shall each appoint one person to hear and determine the dispute. If the two persons so appointed are unable to agree, then those persons shall select a third impartial arbitrator whose decision shall be final and conclusive upon both parties.
- (c) The cost of arbitration shall be borne by the losing party or in such proportions as the arbitrators decide.

### **Entire Agreement**

- 8.03. This Agreement supersedes any and all other agreements, either oral or in writing, between the parties hereto with respect to the employment of Executive by Employer and contains all of the covenants and agreements between the parties with respect to that employment in any manner whatsoever. Each party to this Agreement acknowledges that no other representation, inducements, promises, or agreements, orally or otherwise, have been made by any party, or anyone acting on behalf of any party, which are not embodied herein, and that no other agreement, statement, or promise not contained in this Agreement shall be valid or binding on either party.

### **Modifications**

- 8.04. Any modification of this Agreement will be effective only if it is in writing and signed by both parties.

### Effect of Waiver

- 8.05. The failure of either party to insist on strict compliance with any of the terms, covenants, or conditions of this Agreement by the other party will not be deemed a waiver of that term, covenant, or condition, nor shall any waiver or relinquishment of any right or power at any one time or times be deemed a waiver or relinquishment of that right or power for all or any other times.

### Partial Invalidity

- 8.06. If any provision in this Agreement is held by a court of competent jurisdiction to be invalid, void, or unenforceable, the remaining provisions shall nevertheless continue in full force without being impaired or invalidated in any way.

### Law Governing Agreement

- 8.07. This Agreement shall be governed by and construed in accordance with the laws of the State of California.

### Sums Due Deceased Executive

- 8.08. If Executive dies prior to the expiration of the term of his employment, any sums that may be due him from Employer under this Agreement as of the date of death shall be paid to Executive's executors, administrators, heirs, personal representatives, successors, and assigns.

This Amended Employment Agreement is effective as of March 20, 2018.

OAK VALLEY COMMUNITY BANK

By: /s/ Chris Courtney  
Chris Courtney

Title: President & CEO

EXECUTIVE

/s/ Richard A. McCarty  
Richard A. McCarty

Date: March 20, 2018  
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## Section 3: EX-31.01 (EXHIBIT 31.01)

**Exhibit 31.01**

### CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Christopher M. Courtney, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Oak Valley Bancorp;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined

in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2018

/s/ CHRISTOPHER M. COURTNEY

**Christopher M. Courtney**

**President and Chief Executive Officer**

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## **Section 4: EX-31.02 (EXHIBIT 31.02)**

**Exhibit 31.02**

### **CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jeffrey A. Gall, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Oak Valley Bancorp;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to

materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2018

/s/ JEFFREY A. GALL

**Jeffrey A. Gall**  
**Chief Financial Officer**

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## Section 5: EX-32.01 (EXHIBIT 32.01)

**Exhibit 32.01**

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Christopher M. Courtney, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Oak Valley Bancorp on Form 10-Q for the quarterly period ended March 31, 2018, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Oak Valley Bancorp.

Date: May 10, 2018

By: /s/ CHRISTOPHER M. COURTNEY  
Name: **Christopher M. Courtney**  
Title: **President and Chief Executive Officer**

I, Jeffrey A. Gall, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Oak Valley Bancorp on Form 10-Q for the quarterly period ended March 31, 2018, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Oak Valley Bancorp.

Date: May 10, 2018

By: /s/ JEFFREY A. GALL  
Name: **Jeffrey A. Gall**  
Title: **Chief Financial Officer**

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