# ANNUAL REPORT

## FISCAL YEAR 2017

United Security Bancshares

...response ability

## MISSION

Protect and Enhance Shareholder Value by

- providing superior customer service;
- attracting and supporting high quality team members;
- supporting and celebrating the communities we serve;
- abiding by the highest standards of regulatory safety and soundness

# UNITED SECURITY BANCSHARES

## *Corporate Profile*

Headquartered in Fresno, California, United Security Bancshares was formed in 2001 as a bank holding company to provide commercial banking services through its wholly owned subsidiary, United Security Bank. Founded in 1987, United Security Bank is a state-chartered community bank, which operates eleven full-service branches, construction, commercial and consumer lending operations, and a financial services office in Fresno, Madera, Kern, and Santa Clara counties. United Security is a customer-oriented financial institution engaged in providing a wide range of competitively priced commercial banking services primarily to the business community and individuals located in the central and southern San Joaquin Valley, as well as the Campbell area in Santa Clara County.

At United Security Bancshares, we are committed to improving shareholder value and delivering the highest quality products and services while being responsive to the changing needs of our customers and business markets. Our primary business strategy is to increase market share in the local communities we serve, as well as to expand into new markets when sound business opportunities present themselves.

United Security Bancshares' common stock is traded on NASDAQ under the symbol "UBFO". For more information, please visit us at www.unitedsecuritybank.com.

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# MESSAGE FROM THE PRESIDENT

To Our Shareholders, Customers and Friends,

2017 was another successful year for the Company as we grew core earnings, deposits, and loans for the fourth consecutive year. The Company received Bauer Financial's highest Five-Star Rating based on 2017 financial data.

The Company continues to navigate the challenges of regulatory requirements and complex accounting and reporting requirements while looking to increase profitability. Despite these hurdles, the Company has achieved success and is investing in our future and strengthening our foundation. Throughout 2017, we made additional enhancements to our customer-facing applications, such as our online and mobile banking platforms and continue to look for ways to expand our footprint by launching new ATMs. We are continuously working to ensure our networks, data systems, and internal processes are secure and have taken steps to reduce our vulnerability to cyber-attacks and fraud.

During 2017, we focused on executing our strategic plan, which included loan and deposit growth, enhancing shareholder value, maintaining strong capital levels, and strengthening corporate governance. The Company resumed payment of a quarterly cash dividend during second quarter of 2017.

For the year ended December 31, 2017, we generated net income of $8.6 million or $0.51 per share basic and diluted, as compared to $7.4 million or $0.44 per share basic and diluted during 2016.

Total assets of the Company grew to $805.8 million for the year ended December 31, 2017, reflecting an increase of $17.9 million, or 2.3% over the prior year. While working through increased competition in our marketplace, we grew market share in loans and deposits. Gross loans at year-end totaled $601.3 million, reflecting an increase of $31.6 million, or 5.5% over 2016. Deposits increased to $687.7 million, which was an increase of $11.1 million, or 1.6% over the prior year.

The Company remains focused on reducing problem asset levels. Nonperforming assets consist of nonaccrual loans, troubled debt restructurings, and OREO. Nonperforming assets totaled $17.6 million at December 31, 2016, reflecting a $2.5 million, or 12.5% reduction from the prior year. As a result of growth in our loan portfolio, reductions in problem assets, and strengthening credit quality, the allowance for credit losses totaled $9.3 million at the end of 2017, representing 1.54% of the total loan portfolio.

*Core Earnings*

Core earnings are defined as net interest income plus noninterest income less "normalized" noninterest expense and provision for credit losses. Core earnings increased 29.7% in 2017 over core earnings in 2016.

Net interest income before provision for credit losses totaled $31.2 million, reflecting an increase of $3.1 million, or 11.2% over the prior year. The Company's cost of funds remains low at 0.24%

The growth in the loan portfolio resulted in reporting a provision for credit losses totaling $24,000 for the year ended December 31, 2017 as compared to a recovery of provision of $21,000 for the year ended December 31, 2016. Overall the total provision for credit losses as a percentage of total loans continues to decrease. This decrease is representative of strengthening credit quality and our prudent underwriting standards.

Noninterest income is comprised primarily of customer service fees, but also includes other items such as income derived from the cash surrender value of bank-owned life insurance, rental income, as well as other gains or losses associated with the Company's assets. Customer service fees totaled $3.9 million or 89.4% of the $4.3 million recorded in total noninterest income for the year ended December 31, 2017. Noninterest expense totaled $19.8 million for the year ended December 31, 2017, a decrease of 2.7% from $20.3 million for the year ended December 31, 2016.

*On the Horizon:*

As the Company continues to grow we will look for additional opportunities to better the customer experience. One way we will look to achieve this goal is to launch two interactive teller machines (ITMs) in 2018. The addition of the ITM technology will make the Company the first commercial bank to do so within our market.

Our talented team of dedicated employees is committed to providing superior service to our customers. We are grateful to our loyal customers who entrust us with their business and our shareholders for their support and partnership. We are enthusiastic about the possibilities that lie ahead and look forward to serving you for many years to come.

Sincerely,

Dennis R. Woods
Chairman of the Board & President

Robert M. Mochizuki
Lead Director

# SELECTED FINANCIAL HIGHLIGHTS

| *(In thousands except per share data and ratios)* | For the Year Ended December 31, | | | | |
|---|---|---|---|---|---|
| | **2017** | **2016** | **2015** | **2014** | **2013** |
| Summary of Year-to-Date Earnings: | | | | | |
| Interest income and loan fees | **$ 32,930** | $ 29,473 | $ 27,410 | $ 24,962 | $ 23,002 |
| Interest expense | **1,730** | 1,409 | 1,281 | 1,345 | 1,611 |
| Net interest income | **31,200** | 28,064 | 26,129 | 23,617 | 21,391 |
| Provision (benefit) for credit losses | **24** | (21) | (41) | (845) | (1,098) |
| Net interest income after Provision for credit losses | **31,176** | 28,085 | 26,170 | 24,462 | 22,489 |
| Noninterest income | **4,306** | 4,514 | 4,735 | 5,161 | 3,968 |
| Noninterest expense | **19,803** | 20,345 | 19,598 | 19,215 | 19,083 |
| Income before taxes on income | **15,679** | 12,254 | 11,307 | 10,408 | 7,374 |
| Taxes on income | **7,039** | 4,869 | 4,497 | 4,192 | 105 |
| Net income | **$ 8,640** | $ 7,385 | $ 6,810 | $ 6,216 | $ 7,269 |
| Per Share Data*: | | | | | |
| Net income– Basic | **$ 0.51** | $ 0.44 | $ 0.40 | $ 0.37 | $ 0.47 |
| Net income – Diluted | **$ 0.51** | $ 0.44 | $ 0.40 | $ 0.37 | $ 0.47 |
| Average shares outstanding – Basic | **16,885,587** | 16,881,379 | 16,880,563 | 16,686,896 | 15,398,911 |
| Average shares outstanding – Diluted | **16,904,915** | 16,889,028 | 16,882,787 | 16,692,646 | 15,399,516 |
| Financial Position at Period-end: | | | | | |
| Total assets | **$805,836** | $787,972 | $725,644 | $663,169 | $635,929 |
| Total net loans and leases | **593,123** | 561,931 | 505,663 | 446,824 | 384,025 |
| Total deposits | **687,693** | 676,629 | 621,805 | 565,373 | 542,489 |
| Total shareholders' equity | **101,353** | 96,654 | 89,635 | 82,826 | 76,544 |
| Book value per share | **$ 6.00** | $ 5.79 | $ 5.58 | $ 5.37 | $ 5.17 |
| Selected Financial Ratios: | | | | | |
| Return on average assets | **1.07%** | 0.98% | 0.98% | 0.93% | 1.13% |
| Return on average shareholders' equity | **8.63%** | 7.86% | 7.88% | 7.80% | 10.09% |
| Average shareholders' equity to average assets | **12.46%** | 12.43% | 12.41% | 11.88% | 11.20% |
| Allowance for credit losses as a percentage of total nonperforming assets | **52.62%** | 47.15% | 30.26% | 36.41% | 34.28% |
| Net (recoveries) charge-offs to average loans | **(.06)%** | 0.14% | 0.20% | (0.14)% | (0.08)% |
| Allowance for credit losses as a percentage of period-end loans | **1.54%** | 1.56% | 1.88% | 2.35% | 2.78% |
| Dividend payout ratio | **33.22%** | 0.00% | 0.00% | 0.00% | 0.00% |

*Per share data for 2015 and 2014 has been retroactively restated for stock dividends.

# Consolidated Balance Sheets

## December 31, 2017 and 2016

| *(In thousands except shares)* | December 31, 2017 | December 31, 2016 |
|---|---|---|
| **Assets** | | |
| Cash and non-interest bearing deposits in other banks | **$ 35,237** | $ 25,781 |
| Cash and due from Federal Reserve Bank | **72,697** | 87,251 |
| Cash and cash equivalents | **107,934** | 113,032 |
| Interest-bearing deposits in other banks | **—** | 650 |
| Investment securities available for sale (at fair value) | **45,722** | 57,491 |
| Loans | **601,351** | 569,759 |
| Unearned fees and unamortized loan origination costs, net | **1,039** | 1,075 |
| Allowance for credit losses | **(9,267)** | (8,902) |
| Net loans | **593,123** | 561,932 |
| Accrued interest receivable | **6,526** | 3,895 |
| Premises and equipment – net | **10,165** | 10,445 |
| Other real estate owned | **5,745** | 6,471 |
| Goodwill | **4,488** | 4,488 |
| Cash surrender value of life insurance | **19,752** | 19,047 |
| Investment in limited partnerships | **1,601** | 757 |
| Deferred tax assets – net | **2,389** | 3,298 |
| Other assets | **8,391** | 6,466 |
| **Total assets** | **$805,836** | $787,972 |
| | | |
| **Liabilities & Shareholders' Equity** | | |
| **Liabilities** | | |
| Deposits | | |
| Noninterest bearing | **$307,299** | $262,697 |
| Interest bearing | **380,394** | 413,932 |
| Total deposits | **687,693** | 676,629 |
| Accrued interest payable | **44** | 76 |
| Accounts payable and other liabilities | **7,017** | 5,781 |
| Junior subordinated debentures (at fair value) | **9,730** | 8,832 |
| Total liabilities | **704,484** | 691,318 |
| | | |
| **Shareholders' Equity** | | |
| Common stock, no par value 20,000,000 shares authorized, 16,885,615 issued and outstanding at December 31, 2017, and 16,705,594 at December 31, 2016 | **57,880** | 56,557 |
| Retained earnings | **44,182** | 40,701 |
| Accumulated other comprehensive loss | **(710)** | (604) |
| Total shareholders' equity | **101,352** | 96,654 |
| Total liabilities and shareholders' equity | **$805,836** | $787,972 |

See notes to consolidated financial statements

# Consolidated Statements of Income

## Years Ended December 31, 2017, 2016, and 2015

| *(In thousands except shares and EPS)* | December 31, 2017 | December 31, 2016 | December 31, 2015 |
|---|---|---|---|
| **Interest Income** | | | |
| Loans, including fees | **$ 30,817** | $ 28,182 | $ 26,469 |
| Investment securities – AFS – taxable | **901** | 825 | 722 |
| Interest on deposits in FRB | **1,207** | 458 | 213 |
| Interest on deposits in other banks | **5** | 8 | 6 |
| Total interest income | **32,930** | 29,473 | 27,410 |
| **Interest Expense** | | | |
| Interest on deposits | **1,426** | 1,167 | 1,056 |
| Interest on other borrowings | **304** | 242 | 225 |
| Total interest expense | **1,730** | 1,409 | 1,281 |
| **Net Interest Income Before Recovery of Provision for Credit Losses** | **31,200** | 28,064 | 26,129 |
| **Provision (recovery of provision) for Credit Losses** | **24** | (21) | (41) |
| **Net Interest Income after Provision for Credit Losses** | **31,176** | 28,085 | 26,170 |
| **Noninterest Income** | | | |
| Customer service fees | **3,851** | 3,792 | 3,620 |
| Increase in cash surrender value of bank owned life insurance | **534** | 530 | 519 |
| Loss on fair value of financial liability | **(882)** | (518) | (73) |
| Gain on redemption of JR subordinated debentures | **—** | — | 78 |
| Gain on sale of premises and equipment | **73** | — | 10 |
| Gain (loss) on sale of other investment | **3** | — | (23) |
| Other | **727** | 710 | 604 |
| Total noninterest income | **4,306** | 4,514 | 4,735 |
| **Noninterest Expense** | | | |
| Salaries and employee benefits | **10,821** | 10,628 | 9,921 |
| Occupancy expense | **4,254** | 4,222 | 4,042 |
| Data processing | **119** | 148 | 126 |
| Professional fees | **1,433** | 1,493 | 1,137 |
| Regulatory assessments | **391** | 767 | 959 |
| Director fees | **289** | 284 | 277 |
| Loss on California tax credit partnership | **109** | 158 | 73 |
| Net (gain) cost on operation and sale of OREO | **(150)** | 263 | 619 |
| Other | **2,537** | 2,382 | 2,444 |
| Total noninterest expense | **19,803** | 20,345 | 19,598 |
| **Income Before Provision for Taxes** | **15,679** | 12,254 | 11,307 |
| **Provision for Taxes on Income** | **7,039** | 4,869 | 4,497 |
| **Net Income** | **$ 8,640** | $ 7,385 | $ 6,810 |
| **Net Income per common share** | | | |
| Basic | **$ 0.51** | $ 0.44 | $ 0.40 |
| Diluted | **$ 0.51** | $ 0.44 | $ 0.40 |
| **Shares on which net income per common share were based** | | | |
| Basic | **16,885,587** | 16,881,379 | 16,880,563 |
| Diluted | **16,904,915** | 16,889,027 | 16,882,797 |

See notes to consolidated financial statements

# Consolidated Statements of Comprehensive Income

## Years Ended December 31, 2017, 2016, and 2015

| | Year Ended December 31, | | |
|---|---|---|---|
| *(In thousands)* | **2017** | **2016** | **2015** |
| Net Income | **$8,640** | $7,385 | $6,810 |
| Unrealized holdings gains (losses) on securities | **16** | (648) | (265) |
| Unrealized losses on unrecognized post retirement costs | **(6)** | (22) | 224 |
| Other comprehensive income (loss), before tax | **10** | (670) | (41) |
| Tax (expense) benefit related to securities | **(6)** | 259 | 106 |
| Tax (expense) benefit related to unrecognized post-retirement costs | **3** | 9 | (92) |
| Total other comprehensive income (loss) | **7** | (402) | (27) |
| Comprehensive income | **$8,647** | $6,983 | $6,783 |

See notes to consolidated financial statements

# Consolidated Statements of Changes in Shareholders' Equity

## Years Ended December 31, 2017, 2016, and 2015

| | Common stock | | | Accumulated | |
|---|---|---|---|---|---|
| *(In thousands except shares)* | Number of Shares | Amount | Retained Earnings | Other Comprehensive Income | Total |
| **Balance January 1, 2015 (1)** | 15,425,086 | $49,271 | $33,730 | $(175) | $ 82,826 |
| (1) Excludes 0 unvested restricted shares | | | | | |
| Other comprehensive loss | | | | (27) | (27) |
| Common stock dividends | 626,320 | 3,275 | (3,275) | | |
| Stock-based compensation expense | | 26 | | | 26 |
| Net Income | | | 6,810 | | 6,810 |
| **Balance December 31, 2015 (2)** | 16,051,406 | $52,572 | $37,265 | $(202) | $ 89,635 |
| (2) Excludes 15,019 unvested restricted shares | | | | | |
| Other comprehensive loss | | | | (402) | (402) |
| Common stock dividends | 651,725 | 3,949 | (3,949) | | — |
| Stock options exercised | 2,463 | 6 | | | 6 |
| Stock-based compensation expense | | 30 | | | 30 |
| Net Income | | | 7,385 | | 7,385 |
| **Balance December 31, 2016 (3)** | 16,705,594 | $56,557 | $40,701 | $(604) | $ 96,654 |
| (3) Excludes 12,015 unvested restricted shares | | | | | |
| Other comprehensive income | | | | 7 | 7 |
| Reclassification of income tax effects from accumulated other comprehensive income | | | 113 | (113) | — |
| Common stock dividends | 167,082 | 1,220 | (1,220) | | — |
| Dividends on common stock | | | (2,870) | | (2,870) |
| Dividends payable | | | (1,182) | | (1,182) |
| Stock options exercised | 2,514 | 6 | | | 6 |
| Restricted stock units released | 10,425 | | | | |
| Stock-based compensation expense | | 97 | | | 97 |
| Net Income | | | 8,640 | | 8,640 |
| **Balance December 31, 2017 (4)** | 16,885,615 | $57,880 | $44,182 | $(710) | $101,352 |

(4) Excludes 46,511 unvested restricted shares    See notes to consolidated financial statements

# Consolidated Statements of Cash Flows

## Years Ended December 31, 2017, 2016, and 2015

| (In thousands) | December 31, 2017 | December 31, 2016 | December 31, 2015 |
|---|---|---|---|
| **Cash Flows From Operating Activities:** | | | |
| Net Income | **$ 8,640** | $ 7,385 | $ 6,810 |
| Adjustments to reconcile net income to cash provided by operating activities: | | | |
| Provision (recovery of provision) for credit losses | **24** | (21) | (41) |
| Depreciation and amortization | **1,335** | 1,428 | 1,462 |
| Amortization of investment securities | **534** | 481 | 266 |
| Accretion of investment securities | **(8)** | (28) | (44) |
| Increase in accrued interest receivable | **(2,631)** | (1,676) | (293) |
| (Decrease) increase in accrued interest payable | **(32)** | 47 | (11) |
| Decrease (increase) in unearned fees | **36** | (1,017) | (382) |
| (Increase) decrease in income taxes receivable | **(734)** | 957 | (229) |
| Stock-based compensation expense | **97** | 30 | 26 |
| Provision for deferred income taxes | **906** | 2,199 | 1,640 |
| (Decrease) increase in accounts payable and accrued liabilities | **(39)** | (146) | 29 |
| (Gain) loss on sale of investment in limited partnership | **(3)** | — | 23 |
| Gain on sale of other real estate owned | **(336)** | (37) | (16) |
| Impairment loss on other real estate owned | **—** | — | 188 |
| Loss on fair value option of financial liabilities | **882** | 518 | 73 |
| Gain on redemption of junior subordinated debentures | **—** | — | (78) |
| Increase in surrender value of life insurance | **(534)** | (530) | (519) |
| Loss on tax credit limited partnership interest | **109** | 158 | 73 |
| (Gain) on disposal of premises and equipment | **(73)** | — | (10) |
| Net decrease (increase) in other assets | **(618)** | (290) | 297 |
| Net cash provided by operating activities | **7,555** | 9,458 | 9,264 |
| **Cash Flows From Investing Activities:** | | | |
| Net increase (decrease) in interest-bearing deposits with banks | **650** | 878 | (6) |
| Purchase of correspondent bank stock | **(495)** | (101) | (147) |
| Maturities and calls on available-for-sale securities | **—** | 2,600 | 11,000 |
| Principal payments on available-for-sale securities | **11,260** | 4,687 | 5,922 |
| Purchases of available-for-sale securities | **—** | (34,987) | — |
| Purchase of bank-owned life insurance/company-owned life insurance | **—** | (220) | (220) |
| Net increase in loans | **(31,251)** | (51,465) | (58,642) |
| Cash proceeds from sales of other real estate owned | **1,062** | 3,378 | 1,192 |
| Payoff of senior liens on other real estate owned | **—** | (705) | — |
| Cash proceeds from sale of premises and equipment | **—** | — | 23 |
| Capital expenditures for premises and equipment | **(1,128)** | (1,073) | (725) |
| (Investment in) distributions from limited partnership | **(954)** | 1 | (119) |
| Net cash used in investing activities | **(20,856)** | (77,007) | (41,722) |
| **Cash Flows From Financing Activities:** | | | |
| Net increase in demand deposit and savings accounts | **49,226** | 20,993 | 65,418 |
| Net (decrease) increase in certificates of deposit | **(38,159)** | 33,831 | (8,986) |
| Proceeds from exercise of stock options | **6** | 6 | — |
| Cash dividend | **(2,870)** | — | — |
| Redemption of junior subordinated debentures | **—** | — | (1,800) |
| Net cash provided by financing activities | **8,203** | 54,830 | 54,632 |
| **Net (decrease) increase in cash and cash equivalents** | **(5,098)** | (12,719) | 22,174 |
| **Cash and cash equivalents at beginning of year** | **113,032** | 125,751 | 103,577 |
| **Cash and cash equivalents at end of year** | **$107,934** | $113,032 | $125,751 |

See notes to consolidated statements

# Notes to Consolidated Financial Statements

## Years Ended December 31, 2017 and 2016

### 1. *Organization and Summary of Significant Accounting and Reporting Policies*

***Basis of Presentation*** – The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States and with prevailing practices within the banking industry. The consolidated financial statements include the accounts of United Security Bancshares, and its wholly owned subsidiaries, United Security Bank and subsidiary (the "Bank") and USB Capital Trust II (the "Trust"). The Trust is deconsolidated pursuant to ASC 810. As a result, the Trust Preferred Securities are not presented on the Company's consolidated financial statements as equity, but instead they are presented as Junior Subordinated Debentures are presented as a separate liability category. (see Note 8 to the Company's consolidated financial statements). Intercompany accounts and transactions have been eliminated in consolidation. In the following notes, references to the Bank are references to United Security Bank. References to the Company are references to United Security Bancshares, (including the Bank). United Security Bancshares operates as one business segment providing banking services to commercial establishments and individuals primarily in the San Joaquin Valley of California.

***Nature of Operations*** – United Security Bancshares is a bank holding company, incorporated in the state of California for the purpose of acquiring all the capital stock of the Bank through a holding company reorganization (the "Reorganization") of the Bank. The Reorganization, which was accounted for in a manner similar to a pooling of interests, was completed on June 12, 2001. Management believes the Reorganization has provided the Company greater operating and financial flexibility and has permitted expansion into a broader range of financial services and other business activities.

During July 2007 the Company formed USB Capital Trust II and issued $15.0 million in Trust Preferred Securities with terms similar to those originally issued under USB Capital Trust I. During 2015, the Bank purchased $3.0 million of the Company's junior subordinated debentures related to the Company's trust preferred securities at a fair value discount of 40%. Subsequently, the Company purchased those shares from the Bank and canceled $3.0 million in par value of the junior subordinated debentures, realizing a $78,000 gain on redemption. The contractual principal balance of the Company's debentures relating to its trust preferred securities is $12.0 million as of December 31, 2017. (See Note 8. "Junior Subordinated Debt/Trust Preferred Securities").

USB Investment Trust Inc was incorporated effective December 31, 2001, as a special purpose real estate investment trust ("REIT") under Maryland law. The REIT is a subsidiary of the Bank and was funded with $133.0 million in real estate-secured loans contributed by the Bank. USB Investment Trust was originally formed to give the Bank flexibility in raising capital, and reduce the expenses associated with holding the assets contributed to USB Investment Trust.

The Bank was founded in 1987 and currently operates eleven branches and one construction lending office in an area from eastern Madera County to western Fresno County, as well as Taft and Bakersfield in Kern County, and Campbell in Santa Clara County. The Bank also operates one financial services department located in Fresno, California. The Bank's primary source of revenue is interest income through providing loans to customers, who are predominantly small and middle-market businesses and individuals. The Bank engages in a full compliment of lending activities, including real estate mortgage, commercial and industrial, real estate construction, agricultural and consumer loans, with particular emphasis on short and medium term obligations.

The Bank offers a wide range of deposit instruments. These include personal and business checking accounts and savings accounts, interest-bearing negotiable order of withdrawal (NOW) accounts, money market accounts and time certificates of deposit. Most of the Bank's deposits are attracted from individuals and from small and medium-sized business-related sources.

The Bank also offers a wide range of specialized services designed to attract and service the needs of commercial customers and account holders. These services include cashiers checks, travelers checks, money orders, and foreign drafts. In addition, the Bank offers Internet banking services to its commercial and retail customers, and offers certain financial and wealth management services through its financial services department. The Bank does not operate a trust department, however it makes arrangements with its correspondent bank to offer trust services to its customers upon request.

***Use of Estimates in the Preparation of Financial Statements*** – 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 that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change, relate to the determination of the allowance for loan losses, determination of goodwill, fair value of junior subordinated debt and certain collateralized mortgage obligations, and the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans.

***Subsequent events*** – The Company has evaluated events and transactions for potential recognition or disclosure through the day the financial statements were issued.

***Significant Accounting Policies*** – The Company follows accounting standards set by the Financial Accounting Standards Board, commonly referred to as "FASB." FASB sets generally accepted accounting principles (GAAP) that the Company follows to ensure the consistent reporting of its consolidated financial condition, consolidated results of operations, and consolidated cash flows. References to GAAP issued by FASB in these footnotes are to *FASB Accounting Standards Codification*, sometimes referred to as the Codification or ASC. The following is a summary of significant policies:

a. *Cash and cash equivalents* – Cash and cash equivalents include cash on hand, amounts due from banks, federal funds sold and repurchase agreements. At times throughout the year, balances can exceed FDIC insurance limits. Generally, federal funds sold and repurchase agreements are sold for one-day periods. The Bank did not have any repurchase agreements during 2017 or 2016, or at December 31, 2017 and 2016. All cash and cash equivalents have maturities when purchased of three months or less.

b. *Securities* – Debt and equity securities classified as available for sale are reported at fair value, with unrealized gains and losses excluded from net income and reported, net of tax, as a separate component of comprehensive income and shareholders' equity. Debt securities classified as held to maturity are carried at amortized cost. Gains and losses on disposition are reported using the specific identification method for the adjusted basis of the securities sold. Premiums and discounts are recognized in interest income using the interest method over the period to maturity.

The Company classifies its securities as available for sale or held to maturity, and periodically reviews its investment portfolio on an individual security basis. Securities that are to be held for indefinite periods of time (including, but not limited to, those that management intends to use as part of its asset/liability management strategy, those which may be sold in response to changes in interest rates, changes in prepayments or any such other factors) are classified as securities available for sale. Securities which the Company has the ability and intent to hold to maturity are classified as held to maturity.

Investments with fair values that are less than amortized cost are considered impaired. Impairment may result from either a decline in the financial condition of the issuing entity or, in the case of fixed interest rate investments, from rising interest rates. At each financial statement date, management assesses each investment to determine if impaired investments are temporarily impaired or if the impairment is other-than-temporary based upon the positive and negative evidence available. Evidence evaluated includes, but is not limited to, industry analyst reports, credit market conditions, and interest rate trends. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the entire difference between the amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: (1) OTTI related to credit loss, which must be recognized in the income statement; and (2) OTTI related to other factors, which is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. For equity securities, the entire amount of impairment is recognized through earnings.

c. *Loans* – Interest income on loans is credited to income as earned and is calculated by using the simple interest method on the daily balance of the principal amounts outstanding. Loans are placed on non-accrual status when principal or interest is past due for 90 days and/or when management believes the collection of amounts due is doubtful. For loans placed on nonaccrual status, the accrued and unpaid interest receivable may be reversed at management's discretion based upon management's assessment of collectability, and interest is thereafter credited to principal to the extent necessary to eliminate doubt as to the collectability of the net carrying amount of the loan.

   Nonrefundable fees and related direct costs associated with the origination or purchase of loans are deferred and netted against outstanding loan balances. The net deferred fees and costs are generally amortized into interest income over the loan term using the interest method. Other credit-related fees, such as standby letter of credit fees, loan placement fees and annual credit card fees are recognized as noninterest income during the period the related service is performed.

d. *Allowance for Credit Losses and Reserve for Unfunded Loan Commitments* – The allowance for credit losses is maintained to provide for losses that can reasonably be anticipated. The allowance is based on ongoing quarterly assessments of the probable losses inherent in the loan portfolio, and to a lesser extent, unfunded loan commitments. The reserve for unfunded loan commitments is a liability on the Company's consolidated financial statements and is included in other liabilities. The liability is computed using a methodology similar to that used to determine the allowance for credit losses, modified to take into account the probability of a drawdown on the commitment.

   The allowance for credit losses is increased by provisions charged to operations during the current period and reduced by negative provisions and loan charge-offs, net of recoveries. Loans are charged against the allowance when management believes that the collection of the principal is unlikely. The allowance is an amount that management believes will be adequate to absorb losses inherent in existing loans, based on evaluations of the probability of collection. In evaluating the probability of collection, management is required to make estimates and assumptions that affect the reported amounts of loans, allowance for credit losses and the provision for credit losses charged to operations. Actual results could differ significantly from those estimates. These evaluations take into consideration such factors as the composition of the portfolio, overall portfolio quality, loan concentrations, specific problem loans, and current economic conditions that may affect the borrowers' ability to pay.

   The Company's methodology for assessing the adequacy of the allowance for credit losses consists of several key elements, which include:

   - the formula allowance
   - specific allowances for problem graded loans identified as impaired
   - and the unallocated allowance

   The formula allowance is calculated by applying loss factors to outstanding loans. Loss factors are based on the Company's historical loss experience and on the internal risk grade of those loans and, may be adjusted for significant factors, including economic factors that, in management's judgment, affect the collectability of the portfolio as of the evaluation date. Management determines the loss factors for problem graded loans (substandard, doubtful, and loss), special mention loans, and pass graded loans, based on a loss migration model. The migration analysis incorporates loan losses over the previous quarters as determined by management (time horizons adjusted as business cycles or environment changes) and loss factors are adjusted to recognize and quantify the loss exposure from changes in market conditions and trends in the Company's loan portfolio. Those factors include 1) trends in delinquent and nonaccrual loans, 2) trends in loan volume and terms, 3) effects of changes in lending policies, 4) concentrations of credit, 5) competition, 6) national and local economic trends and conditions, 7) experience of lending staff, 8) loan review and Board of Directors oversight, 9) high balance loan concentrations, and 10) other business conditions. For purposes of this analysis, loans are grouped by internal risk classifications, which are "pass," "special mention," "substandard," "doubtful," and "loss." Certain loans are homogeneous in nature and are therefore pooled by risk grade. These homogeneous loans include consumer installment and home equity loans.

Specific allowances are established based on management's periodic evaluation of loss exposure inherent in impaired loans. For impaired loans, specific allowances are determined based on the collateralized value of the underlying properties, the net present value of the anticipated cash flows, or the market value of the underlying assets.

A loan is considered impaired when management determines that it is probable that the Company will be unable to collect all amounts due according to the original contractual terms of the loan agreement. Impairment is measured by the difference between the original recorded investment in the loan and the estimated present value of the total expected future cash flows, discounted at the loan's effective rate, or the fair value of the collateral, less estimated selling costs, if the loan is collateral dependent.

The unallocated portion of the allowance is based upon management's evaluation of various conditions that are not directly measured in the determination of the formula and specific allowances. The conditions may include, but are not limited to, general economic and business conditions affecting the key lending areas of the Company, credit quality trends, collateral values, loan volumes and concentrations, and other business conditions.

e. *Premises and Equipment* – Premises and equipment are carried at cost less accumulated depreciation. Depreciation expense is computed principally on the straight-line method over the estimated useful lives of the assets. Estimated useful lives are as follows:

| | |
|---|---|
| Buildings | 31 years |
| Furniture and equipment | 3-7 years |

f. *Other Real Estate Owned* – Real estate properties acquired through, or in lieu of, loan foreclosure are to be sold and are initially recorded at fair value of the property, less estimated costs to sell. The excess, if any, of the loan amount over the fair value is charged to the allowance for credit losses. Subsequent declines in the fair value of other real estate owned, along with related revenue and expenses from operations, are charged to noninterest expense.

g. *Intangible Assets and Goodwill* – Intangible assets are comprised of core deposit intangibles, other specific identifiable intangibles, and goodwill acquired in branch acquisitions where the consideration given exceeded the fair value of the net assets acquired.

Intangible assets and goodwill are reviewed at least annually for impairment. All core deposit intangibles related to previous mergers have been fully amortized. During 2017 and 2016, the Company recognized no impairment losses on the core deposit intangible related to the deposits purchased in the Legacy merger consummated during February 2007. The Company estimates no aggregate amortization expense related to intangible assets for the next five years.

Goodwill amounts resulting from the acquisitions of Taft National Bank during April 2004, and Legacy Bank during February 2007 are considered to have an indefinite life and are not amortized. At December 31, 2017, goodwill related to Taft National Bank totaled \$1.6 million, and goodwill related to Legacy Bank totaled \$2.9 million. Impairment testing of goodwill is performed at the reporting level during December of each year for Taft, and during March of each year for Legacy. During 2017 and 2016, the Company did not recognize impairment adjustments on the goodwill related to the Legacy or Taft Bank mergers (see Note 19 to the Company's consolidated financial statements contained herein for details of the goodwill impairment.)

h. *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 using the liability method, and 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. For the use in estimates the enacted tax rate of the period is utilized.

i. *Net Income per Share* – Basic income per common share is computed based on the weighted average number of common shares outstanding. Diluted income per share includes the effect of stock options and other potentially dilutive securities using the treasury stock method to the extent they have a dilutive impact. Net income per share has been retroactively adjusted for all stock dividends declared. The number of potentially dilutive common shares included in quarterly diluted income per share is computed using the average market prices during the three months included in the reporting period under the treasury stock method. The number of potentially dilutive common shares included in year-to-date diluted income per share is a year-to-date weighted average of potentially dilutive common shares included in each quarterly diluted net income per share computation.

j. *Cash Flow Reporting* – For purposes of reporting cash flows, cash and cash equivalents include cash on hand, noninterest-bearing amounts due from banks, federal funds sold and securities purchased under agreements to resell. Federal funds and securities purchased under agreements to resell are generally sold for one-day periods. Net cash flows are reported for interest-bearing deposits with other banks, loans to customers, and deposits held for customers.

k. *Transfers of Financial Assets* – Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

l. *Advertising Costs* – The Company expenses marketing costs as they are incurred. Advertising expense was $154,000, $126,000, and $127,000 for the years ended December 31, 2017, 2016, and 2015, respectively.

m. *Stock Based Compensation* – The Company has a stock-based employee compensation plan, which is described more fully in Note 10. The Company accounts for all share-based payments to employees, including grants of employee stock options and restricted stock units and awards, to be recognized in the financial statements based on the grant date fair value of the award. The fair value is amortized over the requisite service period (generally the vesting period). Included in salaries and employee benefits for the years ended December 31, 2017, 2016, and 2015 are $97,000, $30,000, an $26,000, respectively, of share-based compensation. The related tax benefit, recorded in the provision for income taxes, was not significant. All share data contained within the financial statements has been retroactively restated for stock based transactions (i.e. stock splits and stock dividends.)

n. *Federal Home Loan Bank stock and Federal Reserve Stock* – As a member of the Federal Home Loan Bank (FHLB), the Company is required to maintain an investment in capital stock of the FHLB. In addition, as a member of the Federal Reserve Bank (FRB), the Company is required to maintain an investment in capital stock of the FRB. The investments in both the FHLB and the FRB are carried at cost, which approximates their fair value, in the accompanying consolidated balance sheets under other assets and are subject to certain redemption requirements by the FHLB and FRB. Stock redemptions are at the discretion of the FHLB and FRB.

While technically these are considered equity securities, there is no market for the FHLB or FRB stock. Therefore, the shares are considered as restricted investment securities. Management periodically evaluates the stock for other-than-temporary impairment. Management's determination of whether these investments are impaired is based on its assessment of the ultimate recoverability of cost rather than by recognizing temporary declines in value. The determination of whether a decline affects the ultimate recoverability of cost is influenced by criteria such as (1) the significance of any decline in net assets of the FHLB or FRB as compared to the capital stock amount of the FHLB or FRB and the length of time this situation has persisted, (2) commitments by the FHLB or FRB to make payments required by law or regulation and the level of such payments in relation to the operating performance of the FHLB or FRB, (3) the impact of legislative and regulatory changes on institutions and, accordingly, the customer base of the FHLB or FRB, and (4) the liquidity position of the FHLB or FRB.

o. *Comprehensive Income* – Comprehensive income is comprised of net income and other comprehensive income. Other comprehensive income includes items recorded directly to equity, such as unrealized gains and losses on securities available-for-sale and unrecognized costs of salary continuation defined benefit plans. Comprehensive income is presented in the Consolidated Statements of Other Comprehensive Income.

p. *Segment Reporting* – The Company's operations are solely in the financial services industry and include providing to its customers traditional banking and other financial services. The Company operates primarily in the San Joaquin Valley region of California.

Management makes operating decisions and assesses performance based on an ongoing review of the Company's consolidated financial results. Therefore, the Company has a single operating segment for financial reporting purposes.

q. *New Accounting Standards*:

In May 2014, the Financial Accounting Standard Board (FASB) issued Accounting Standard Update (ASU) 2014-9 (ASU 2014-09), Revenue from Contracts with Customers. The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance also specifies the accounting for some costs to obtain or fulfill a contract with a customer, as well as enhanced disclosure requirements. In August 2015, the FASB issued ASU 2015-14 which deferred the effective date of ASU 2014-09 to fiscal years, and interim reporting periods within those fiscal years, beginning after December 15, 2017. In March 2016, the FASB issued ASU 2016-08 which clarified the revenue recognition implementation guidance on principal versus agent considerations and is effective during the same period as ASU 2014-09. In April 2016, the FASB issued ASU 2016-10 which clarified the revenue recognition guidance regarding the identification of performance obligations and the licensing implementation and is effective during the same period as ASU 2014-09. In May 2016, the FASB issued ASU 2016-12 which narrowly amended the revenue recognition guidance regarding collectability, noncash consideration, presentation of sales tax and transition. ASU 2016-12 is effective during the same period as ASU 2014-09.

The majority of the Company's revenue consists of net interest income on financial assets and financial liabilities, which is explicitly excluded from the scope of ASU 2014-09. The Company adopted the new standard beginning January 1, 2018. The Company completed its analysis for determining the extent ASU 2014-09 will affect its noninterest income, primarily in the area of fees and service charges on deposit accounts. Based on the analysis performed, the Company did not have a material change in the timing or measurement of revenues related to noninterest income. The Company will continue to evaluate the effect that this guidance will have on other revenue streams within its scope, as well as changes in disclosures required by the new guidance. However, the Company do not expect this to have a material impact on the Company's consolidated financial statements.

In January 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2016-01 *Financial Instruments-Overall: Recognition and Measurements of Financial Assets and Financial Liabilities*. This ASU requires equity investments to be measured at fair value, with changes in fair value recognized in net income. The amendment also simplifies the impairment assessment of equity investments for which fair value is not readily determinable by requiring an entity to perform a qualitative assessment to identify impairment. Further, this ASU eliminates the requirement to disclose the methods and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet, requires the use of the exit price notion when measuring the fair value of financial instruments for disclosure purposes, and requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. The ASU is effective for fiscal years beginning after December 15, 2017, and interim periods therein. The Company notes the impact of this standard was to recognize as of January 1, 2018 $262,000 in previously unrealized losses, related to its equity investments classified as available-for-sale, as an adjustment to retained earnings, and to reclassify $2,103,000 from retained earnings to accumulated other comprehensive income related to the instrument-specific credit risk of the Company's trust preferred securities (TRUPS). The Company does not expect any other significant impact from this ASU.

In February 2016, FASB issued ASU 2016-02, Leases (Topic 842). The FASB is issuing this Update to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. To meet that objective, the FASB is amending the FASB Accounting Standards Codification® and creating Topic 842, Leases. This

Update, along with IFRS 16, Leases, are the results of the FASB's and the International Accounting Standards Board's (IASB's) efforts to meet that objective and improve financial reporting. This ASU will be effective for public business entities for annual periods beginning after December 15, 2018 (i.e., calendar periods beginning on January 1, 2019), and interim periods therein. Although an estimate of the impact of the new leasing standard has not yet been determined, the Company expects a significant new lease asset and related lease liability on the balance sheet due to the number of leased branches and standalone ATM sites the Bank currently has that are accounted for under current operating lease guidance.

In June 2016, FASB issued ASU 2016-13, Financial Instruments- Credit Losses (Topic 326). The FASB is issuing this Update to improve financial reporting by requiring timelier recording of credit losses on loans and other financial instruments held by financial institutions and other organizations. The Update requires enhanced disclosures and judgments in estimating credit losses and also amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. This amendment is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company has established a project team for the implementation of this new standard. The team has started by working with a vendor to put a new Allowance for Loan Loss software in place and is collecting additional historical data to estimate the impact of this standard. An estimate of the impact of this standard has not yet been determined, however, the impact is expected to be significant.

As of January 1, 2017, the Company adopted the Financial Accounting Standards Board's (FASB) Accounting Standard Update ("ASU") No. 2016-09, Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. ASU 2016-09, seeks to simplify several aspects of the accounting for employee share-based payment transactions, including income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. As required by ASU 2016-09, all adjustments are reflected as of the beginning of the fiscal year, January 1, 2016. By applying this ASU, the Company no longer adjusts common stock for the tax impact of shares released, instead the tax impact is recognized as tax expense in the period the shares are released. This simplifies the tracking of the excess tax benefits and deficiencies, but could cause volatility in tax expense for the periods presented. The statement of cash flows has been adjusted to reflect the provisions of this ASU. The application of this ASU did not have a material impact on the consolidated financial statements.

In January 2017, FASB issued ASU 2017-04, Intangibles – Goodwill and Other (Topic 350). The FASB is issuing this Update to eliminate the requirement to calculate the implied fair value of goodwill to measure a goodwill impairment charge. Instead, entities will record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value. This ASU will be effective for public business entities for annual periods beginning after December 15, 2019 (i.e. calendar periods beginning on January 1, 2020, and interim periods therein. The Company does not expect any impact on the Company's consolidated financial statements resulting from the adoption of this Update.

In March 2017, FASB issued ASU 2017-08 – Receivables – Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities. The provisions of the update require premiums recognized upon the purchase of callable debt securities to be amortized to the earliest call date in order to avoid losses recognized upon call. For public business entities that are SEC filers the amendments of the update will become effective in fiscal years beginning after December 15, 2018. The Company does not expect the requirements of this Update to have a material impact on the Company's financial position, results of operations or cash flows.

In February 2018, FASB issued ASU 2018-02 – Income Statement – Reporting Comprehensive Income (Topic 220). The provisions of this Update allow a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act. The Company has elected to adopt this Update as of December 31, 2017, and notes that the resulting effect of adoption has had an immaterial impact on these financial statements.

r. *Reclassifications* – Certain reclassifications have been made to prior year financial statements to conform to the classifications used in 2017. None of the reclassifications had an impact on equity or net income.

## 2. Investment Securities

*Following is a comparison of the amortized cost and approximate fair value of investment securities at December 31, 2017 and December 31, 2016:*

| *(In thousands)* **December 31, 2017** Securities available for sale: | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value (Carrying Amount) |
|---|---|---|---|---|
| U.S. Government agencies | $19,683 | $312 | (41) | $19,954 |
| U.S. Government sponsored entities & agencies collateralized by mortgage obligations | 22,391 | 56 | (416) | 22,031 |
| Mutual Funds | 4,000 | — | (263) | 3,737 |
| Total securities available for sale | $46,074 | $368 | $(720) | $45,722 |
| **December 31, 2016** | | | | |
| Securities available for sale: | | | | |
| U.S. Government agencies | $22,992 | $280 | $(69) | $23,203 |
| U.S. Government sponsored entities & agencies collateralized by mortgage obligations | 30,867 | 107 | (402) | 30,572 |
| Mutual Funds | 4,000 | — | (284) | 3,716 |
| Total securities available for sale | $57,859 | $387 | $(755) | $57,491 |

There were no sales of securities and no gross realized losses on available-for-sale securities and no gross gains during the years ended December 31, 2017, 2016, and 2015. There were no other-than-temporary impairment losses during the years ended December 31, 2017, 2016, and 2015.

The amortized cost and fair value of securities available for sale at December 31, 2017, by contractual maturity, are shown below. Actual maturities may differ from contractual maturities because issuers have the right to call or prepay obligations with or without call or prepayment penalties. Contractual maturities on collateralized mortgage obligations cannot be anticipated due to allowed paydowns. Mutual funds are included in the "due in one year or less" category below.

| | December 31, 2017 | |
|---|---|---|
| *(In thousands)* | Amortized Cost | Fair Value (Carrying Amount) |
| Due in one year or less | $ 4,000 | $ 3,737 |
| Due after one year through five years | — | — |
| Due after five years through ten years | 688 | 699 |
| Due after ten years | 18,995 | 19,255 |
| U.S. Government sponsored entities & agencies collateralized by mortgage obligations | 22,391 | 22,031 |
| | $46,074 | $45,722 |

At December 31, 2017 and 2016, available-for-sale securities with an amortized cost of approximately $34,780,746 and $19,653,625 (fair value of $34,542,543 and $16,670,290) were pledged as collateral for FHLB borrowings and public funds balances, respectively.

The Company had no held-to-maturity or trading securities at December 31, 2017 and 2016.

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.

*The following summarizes temporarily impaired investment securities at December 31, 2017 and 2016:*

| | Less than 12 Months | | 12 Months or More | | Total | |
|---|---|---|---|---|---|---|
| *(In thousands)* **December 31, 2017** Securities available for sale: | **Fair Value (Carrying Amount)** | **Unrealized Losses** | **Fair Value (Carrying Amount)** | **Unrealized Losses** | **Fair Value (Carrying Amount)** | **Unrealized Losses** |
| U.S. Government agencies | $ 1,728 | $ (3) | $ 6,625 | $ (38) | $ 8,353 | $ (41) |
| U.S. Government sponsored entities & agencies collateralized by mortgage obligations | 7,483 | (154) | 13,583 | (262) | 21,066 | (416) |
| Mutual Funds | — | — | 3,737 | (263) | 3,737 | (263) |
| Total impaired securities | $ 9,211 | $(157) | $23,945 | $(563) | $33,156 | $(720) |
| **December 31, 2016** | | | | | | |
| Securities available for sale: | | | | | | |
| U.S. Government agencies | $12,281 | $ (69) | $ — | $ — | $12,281 | $ (69) |
| U.S. Government sponsored entities & agencies collateralized by mortgage obligations | 25,904 | (402) | — | — | 25,904 | (402) |
| Mutual Funds | — | — | 3,716 | (284) | 3,716 | (284) |
| Total impaired securities | $38,185 | $(471) | $ 3,716 | $(284) | $41,901 | $(755) |

Temporarily impaired securities at December 31, 2017, were comprised of three U.S. Government agency securities, eleven U.S. Government sponsored entities & agencies collateralized by mortgage obligations and one mutual fund with an undefined maturity date. Temporarily impaired securities at December 31, 2016, were comprised of four U.S. Government agency securities, eleven U.S. Government sponsored entities & agencies collateralized by mortgage obligations and one mutual fund, with an undefined maturity date.

The Company evaluates investment securities for other-than-temporary impairment ("OTTI") at least quarterly, and more frequently when economic or market conditions warrant such an evaluation. The investment securities portfolio is evaluated for OTTI by segregating the portfolio into two general segments and applying the appropriate OTTI model. Investment securities of high credit quality are generally evaluated for OTTI under ASC Topic 320-10, *"Investments – Debt and Equity Instruments."* Certain purchased beneficial interests, including non-agency mortgage-backed securities, asset-backed securities, and collateralized debt obligations, are evaluated under ASC Topic 325-40, *"Beneficial Interest in Securitized Financial Assets."*

In the first segment, the Company considers many factors in determining OTTI, including: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions, and (4) whether the Company has the intent to sell the debt security or more likely than not will be required to sell the debt security before its anticipated recovery. The assessment of whether an other-than-temporary decline exists involves a high degree of subjectivity and judgment and is based on the information available to the Company at the time of the evaluation.

The second segment of the portfolio uses the OTTI guidance that is specific to purchased beneficial interests including private label mortgage-backed securities. Under this model, the Company compares the present value of the remaining cash flows as estimated at the preceding evaluation date to the current expected remaining cash flows. An OTTI is deemed to have occurred if there has been an adverse change in the remaining expected future cash flows.

Other-than-temporary-impairment occurs when the Company intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis. If an entity intends to sell or more likely than not will be required to sell the security before recovery of its amortized cost basis, the other-than-temporary-impairment shall be recognized in earnings equal to the entire difference between the investment's amortized cost basis and its fair value at the balance sheet date. If an entity does not intend to sell the security and it is not more likely than not that the entity will be required to sell the security before recovery of its amortized cost basis, the other-than-temporary-impairment shall be separated into the amount representing the credit loss and the amount related to all other factors. The amount of the total other-than-temporary-impairment related to the credit loss is recognized in earnings, and is determined based on the difference between the present value of cash flows expected to be collected and the current amortized cost of the security. The amount of the total other-than-temporary-impairment related to other factors shall be recognized in other comprehensive (loss) income, net of applicable taxes. The previous amortized cost basis less the other-than-temporary-impairment recognized in earnings shall become the new amortized cost basis of the investment.

At December 31, 2017, the decline in fair value of the impaired mutual fund and U.S. government agency security is attributable to changes in interest rates, and not credit quality. Because the Company does not have the intent to sell these impaired securities, and it is not more likely than not that it will be required to sell these securities before its anticipated recovery, the Company does not consider these securities to be other-than-temporarily impaired at December 31, 2017.

### *3. Loans*

*Loans are comprised of the following.*

| | **December 31,** | |
|---|---|---|
| *(In thousands)* | **2017** | **2016** |
| Commercial and Business loans | $ 46,065 | $ 47,464 |
| Government Program Loans | 961 | 1,541 |
| Total Commercial and Industrial | 47,026 | 49,005 |
| Real estate – Mortgage: | | |
| Commercial Real Estate | 221,032 | 200,213 |
| Residential Mortgages | 84,804 | 87,388 |
| Home Improvement and Home Equity loans | 457 | 599 |
| Total Real Estate Mortgage | 306,293 | 288,200 |
| Real Estate Construction and Development | 122,970 | 130,687 |
| Agricultural | 59,481 | 56,918 |
| Installment | 65,581 | 44,949 |
| Total Loans | $601,351 | $569,759 |

The Company's loans are predominantly in the San Joaquin Valley, and the greater Oakhurst/East Madera County area, as well as the Campbell area of Santa Clara County, although the Company does participate in loans with other financial institutions, primarily in the state of California.

Commercial and industrial loans represent 7.8% of total loans at December 31, 2017, and are generally made to support the ongoing operations of small-to-medium sized commercial businesses. Commercial and industrial loans have a high degree of industry diversification and provide, working capital, financing for the purchase of manufacturing plants and equipment, or funding for growth and general expansion of businesses. A substantial portion of commercial and industrial loans are secured by accounts receivable, inventory, leases or other collateral including real estate. The remainder are unsecured; however, extensions of credit are predicated upon the financial capacity of the borrower. Repayment of real estate mortgage loans generally comes from the cash flow of the borrower.

Real estate mortgage loans, representing 50.9% of total loans at December 31, 2017, are secured by trust deeds on primarily commercial property, but are also secured by trust deeds on single family residences. Repayment of real estate mortgage loans is generally from the cash flow of the borrower.

- Commercial real estate mortgage loans comprise the largest segment of this loan category and are available on all types of income producing and commercial properties, including: office buildings, shopping centers; apartments and motels; owner occupied buildings; manufacturing facilities and more. Commercial real estate mortgage loans can also be used to refinance existing debt. Although real estate associated with the business is the primary collateral for commercial real estate mortgage loans, the underlying real estate is not the source of repayment. Commercial real estate loans are made under the premise that the loan will be repaid from the borrower's business operations, rental income associated with the real property, or personal assets.
- Residential mortgage loans are provided to individuals to finance or refinance single-family residences. Residential mortgages are not a primary business line offered by the Company, and a majority are conventional mortgages that were purchased as a pool. Most residential mortgages originated by the Company are of a shorter term than conventional mortgages, with maturities ranging from three to fifteen years on average.
- Home Improvement and Home Equity loans comprise a relatively small portion of total real estate mortgage loans, and are offered to borrowers for the purpose of home improvements, although the proceeds may be used for other purposes. Home equity loans are generally secured by junior trust deeds, but may be secured by 1st trust deeds.

Real estate construction and development loans, representing 20.4% of total loans at December 31, 2017, consist of loans for residential and commercial construction projects, as well as land acquisition and development, or land held for future development. Loans in this category are secured by real estate including improved and unimproved land, as well as single-family residential, multi-family residential, and commercial properties in various stages of completion. All real estate loans have established equity requirements. Repayment on construction loans is generally from long-term mortgages with other lending institutions obtained at completion of the project.

Agricultural loans represent 9.9% of total loans at December 31, 2017, and are generally secured by land, equipment, inventory and receivables. Repayment is from the cash flow of the borrower.

Installment loans represent 10.9% of total loans at December 31, 2017 and generally consist of loans to individuals for household, family, student loans, and other personal expenditures such as credit cards, automobiles or other consumer items. Included in installment loans are $60,595,000 in student loans made to medical and pharmacy school students. Upon graduation the loan is automatically placed on deferment for 6 months. This may be extended up to 48 months for graduates enrolling in Internship, Medical Residency or Fellowship. As approved the student may receive additional deferment for hardship or administrative reasons in the form of forbearance for a maximum of 24 months throughout the life of the loan. These loans are typically insured through a Surety Bond issued by ReliaMax Surety Company and provide the Company reasonable expectation of collection. Accrued interest on loans that have not entered repayment status totaled $4,261,000 at December 31, 2017. At December 31, 2017 there were 180 loans within repayment, deferment, and forbearance which represented $6,473,000, $1,128,000, and $1,981,000 respectively.

In the normal course of business, the Company is party to financial instruments with off-balance sheet risk to meet the financing needs of its customers. At December 31, 2017 and 2016, these financial instruments include commitments to extend credit of $99,958,000 and $120,485,000, respectively, and standby letters of credit of $2,058,000 and $1,201,000, respectively. These instruments involve elements of credit risk in excess of the amount recognized on the balance sheet. The contract amounts of these instruments reflect the extent of the involvement the Company has in off-balance sheet financial instruments.

The Company's exposure to credit loss in the event of nonperformance by the counterparty to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amounts of those instruments. The Company uses the same credit policies as it does for on-balance sheet instruments.

Commitments to extend credit are agreements to lend to a customer, as long as there is no violation of any condition established in the contract. Substantially all of these commitments are at floating interest rates based on the Prime rate. Commitments generally have fixed expiration dates. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary, is based on management's credit evaluation. Collateral held varies but includes accounts receivable, inventory, leases, property, plant and equipment, residential real estate and income-producing properties.

Standby letters of credit are generally unsecured and are issued by the Company to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers.

*Loans to directors, officers, principal shareholders and their affiliates are summarized below:*

| | December 31, | | |
|---|---|---|---|
| *(In thousands)* | **2017** | **2016** | **2015** |
| Aggregate amount outstanding, beginning of year | $5,838 | $3,754 | $2,120 |
| New loans or advances during year | 440 | 3,788 | 3,946 |
| Repayments during year | (2,549) | (1,704) | (2,312) |
| Aggregate amount outstanding, end of year | $3,729 | $5,838 | $3,754 |
| Undisbursed commitments, end of year | $7,470 | $4,891 | $7,431 |

_Past Due Loans_

The Company monitors delinquency and potential problem loans on an ongoing basis through weekly reports to the Loan Committee and monthly reports to the Board of Directors.

*The following is a summary of delinquent loans at December 31, 2017 (in thousands):*

| December 31, 2017 | Loans 30-60 Days Past Due | Loans 61-89 Days Past Due | Loans 90 or More Days Past Due | Total Past Due Loans | Current Loans | Total Loans | Accruing Loans 90 or More Days Past Due |
|---|---|---|---|---|---|---|---|
| Commercial and Business Loans | $ — | $ — | $ 212 | $ 212 | $ 45,853 | $ 46,065 | $ — |
| Government Program Loans | — | — | — | — | 961 | 961 | — |
| Total Commercial and Industrial | — | — | 212 | 212 | 46,814 | 47,026 | — |
| Commercial Real Estate Loans | 779 | — | — | 779 | 220,253 | 221,032 | — |
| Residential Mortgages | — | — | 94 | 94 | 84,710 | 84,804 | — |
| Home Improvement and Home Equity Loans | — | — | — | — | 457 | 457 | — |
| Total Real Estate Mortgage | 779 | — | 94 | 873 | 305,420 | 306,293 | — |
| Real Estate Construction and Development Loans | — | — | 360 | 360 | 122,610 | 122,970 | 360 |
| Agricultural Loans | — | — | — | — | 59,481 | 59,481 | — |
| Consumer Loans | — | — | — | — | 65,446 | 65,446 | 125 |
| Overdraft protection Lines | — | — | — | — | 38 | 38 | — |
| Overdrafts | — | — | — | — | 97 | 97 | — |
| Total Installment | — | — | — | — | 65,581 | 65,581 | 125 |
| Total Loans | $779 | $ — | $ 666 | $1,445 | $599,906 | $601,351 | $ 485 |

*The following is a summary of delinquent loans at December 31, 2016 (in thousands):*

| December 31, 2016 | Loans 30-60 Days Past Due | Loans 61-89 Days Past Due | Loans 90 or More Days Past Due | Total Past Due Loans | Current Loans | Total Loans | Accruing Loans 90 or More Days Past Due |
|---|---|---|---|---|---|---|---|
| Commercial and Business Loans | $ — | $432 | $ — | $ 432 | $ 48,009 | $ 48,441 | $ — |
| Government Program Loans | — | — | 290 | 290 | 1,251 | 1,541 | — |
| Total Commercial and Industrial | — | 432 | 290 | 722 | 49,260 | 49,982 | — |
| Commercial Real Estate Loans | — | — | — | — | 199,810 | 199,810 | — |
| Residential Mortgages | — | — | — | — | 87,388 | 87,388 | — |
| Home Improvement and Home Equity Loans | — | — | — | — | 599 | 599 | — |
| Total Real Estate Mortgage | — | — | — | — | 287,797 | 287,797 | — |
| Real Estate Construction and Development Loans | 166 | — | 1,250 | 1,416 | 128,697 | 130,113 | 1,250 |
| Agricultural Loans | — | — | — | — | 56,918 | 56,918 | — |
| Consumer Loans | — | — | 965 | 965 | 43,785 | 44,750 | — |
| Overdraft protection Lines | — | — | — | — | 48 | 48 | — |
| Overdrafts | — | — | — | — | 151 | 151 | — |
| Total Installment | — | — | 965 | 965 | 43,984 | 44,949 | — |
| Total Loans | $166 | $432 | $2,505 | $3,103 | $566,656 | $569,759 | $1,250 |

*Nonaccrual Loans*

Commercial, construction and commercial real estate loans are placed on non-accrual status under the following circumstances:

- When there is doubt regarding the full repayment of interest and principal.
- When principal and/or interest on the loan has been in default for a period of 90-days or more, unless the asset is both well secured and in the process of collection that will result in repayment in the near future.
- When the loan is identified as having loss elements and/or is risk rated "8" Doubtful.

Other circumstances which jeopardize the ultimate collectability of the loan including certain troubled debt restructurings, identified loan impairment, and certain loans to facilitate the sale of OREO.

Loans meeting any of the preceding criteria are placed on non-accrual status and the accrual of interest for financial statement purposes is discontinued. Previously accrued but unpaid interest is reversed and charged against interest income.

For student loans there is a reasonable expectation of collection, principal and accrued interest, as these loans are typically insured through a Surety Bond issued by ReliaMax Surety Company. If a loan were to be delinquent 120 days a claim would be filed through ReliaMax and typically paid within 180 days. At that point in time if a student loan is due and unpaid for 180 days or more it would be placed on non-accrual and the accrual of interest for financial statement purposes would be discontinued.

All other loans where principal or interest is due and unpaid for 90 days or more are placed on non-accrual, provided they are not well secured and in the process of collection, and the accrual of interest for financial statement purposes is discontinued. Previously accrued but unpaid interest is reversed and charged against interest income.

When a loan is placed on non-accrual status and subsequent payments of interest (and principal) are received, the interest received may be accounted for in two separate ways.

Cost recovery method: If the loan is in doubt as to full collection, the interest received in subsequent payments is diverted from interest income to a valuation reserve and treated as a reduction of principal for financial reporting purposes.

Cash basis: This method is only used if the recorded investment or total contractual amount is expected to be fully collectible, under which circumstances the subsequent payments of interest is credited to interest income as received.

Loans on non-accrual status are usually not returned to accruing status unless and until all delinquent principal and/or interest has been brought current, there is no identified element of loss, and current and continued satisfactory performance is expected (loss of the contractual amount not the carrying amount of the loan). Repayment ability is generally demonstrated through the timely receipt of at least six monthly payments on a loan with monthly amortization.

There were no remaining undisbursed commitments to extend credit on nonaccrual loans at December 31, 2017 and 2016.

*The following is a summary of nonaccrual loan balances at December 31, 2017 and 2016 (in thousands).*

| | December 31, | |
|---|---|---|
| | **2017** | **2016** |
| Commercial and Business Loans | $ 212 | $ 275 |
| Government Program Loans | — | 290 |
| Total Commercial and Industrial | 212 | 565 |
| Commercial Real Estate Loans | 454 | 1,126 |
| Residential Mortgages | 288 | — |
| Home Improvement and Home Equity Loans | — | — |
| Total Real Estate Mortgage | 742 | 1,126 |
| Real Estate Construction and Development Loans | 4,342 | 4,608 |
| Agricultural Loans | — | — |
| Consumer Loans | — | 965 |
| Total Installment | — | 965 |
| Total Loans | $5,296 | $7,264 |

*Impaired Loans*

A loan is considered impaired when based on current information and events, it is probable that the Company will be unable to collect all amounts due, including principal and interest, according to the contractual terms of the loan agreement.

The Company applies its normal loan review procedures in making judgments regarding probable losses and loan impairment. The Company evaluates for impairment those loans on nonaccrual status, graded doubtful, graded substandard or those that are troubled debt restructures. The primary basis for inclusion in impaired status under generally accepted accounting pronouncements is that it is probable that the Bank will be unable to collect all amounts due according to the contractual terms of the loan agreement.

A loan is not considered impaired if there is merely an insignificant delay or shortfall in the amounts of payments and the Company expects to collect all amounts due, including interest accrued, at the contractual interest rate for the period of the delay.

Review for impairment does not include large groups of smaller balance homogeneous loans that are collectively evaluated to estimate the allowance for loan losses. The Company's present allowance for loan losses methodology, including migration analysis, captures required reserves for these loans in the formula allowance.

For loans determined to be impaired, the Company evaluates impairment based upon either the fair value of underlying collateral, discounted cash flows of expected payments, or observable market price.

- For loans secured by collateral including real estate and equipment, the fair value of the collateral less selling costs will determine the carrying value of the loan. The difference between the recorded investment in the loan and the fair value, less selling costs, determines the amount of impairment. The Company uses the measurement method based on fair value of collateral when the loan is collateral dependent and foreclosure is probable. For loans that are not considered collateral dependent, a discounted cash flow methodology is used.
- The discounted cash flow method of measuring the impairment of a loan is used for impaired loans that are not considered to be collateral dependent. Under this method, the Company assesses both the amount and timing of cash flows expected from impaired loans. The estimated cash flows are discounted using the loan's effective interest rate. The difference between the amount of the loan on the Bank's books and the discounted cash flow amounts determines the amount of impairment to be provided. This method is used for most of the Company's troubled debt restructurings or other impaired loans where some payment stream is being collected.

- The observable market price method of measuring the impairment of a loan is only used by the Company when the sale of loans or a loan is in process.

The method for recognizing interest income on impaired loans is dependent on whether the loan is on nonaccrual status or is a troubled debt restructure. For income recognition, the existing nonaccrual and troubled debt restructuring policies are applied to impaired loans. Generally, except for certain troubled debt restructurings which are performing under the restructure agreement, the Company does not recognize interest income received on impaired loans, but reduces the carrying amount of the loan for financial reporting purposes.

Loans other than certain homogeneous loan portfolios are reviewed on a quarterly basis for impairment. Impaired loans are written down to estimated realizable values by the establishment of specific reserves for loan utilizing the discounted cash flow method, or charge-offs for collateral-based impaired loans, or those using observable market pricing.

*The following is a summary of impaired loans at December 31, 2017 (in thousands).*

| **December 31, 2017** | **Unpaid Contractual Principal Balance** | **Recorded Investment With No Allowance (1)** | **Recorded Investment With Allowance (1)** | **Total Recorded Investment** | **Related Allowance** | **Average Recorded Investment (2)** | **Interest Recognized (2)** |
|---|---|---|---|---|---|---|---|
| Commercial and Business Loans | $ 3,255 | $ 381 | $2,887 | $ 3,268 | $ 534 | $ 3,791 | $229 |
| Government Program Loans | 49 | 50 | — | 50 | — | 219 | 5 |
| Total Commercial and Industrial | 3,304 | 431 | 2,887 | 3,318 | 534 | 4,010 | 234 |
| Commercial Real Estate Loans | 1,233 | — | 1,245 | 1,245 | 385 | 1,138 | 79 |
| Residential Mortgages | 3,040 | 1,199 | 1,852 | 3,051 | 103 | 2,745 | 142 |
| Home Improvement and Home Equity Loans | — | — | — | — | — | — | — |
| Total Real Estate Mortgage | 4,273 | 1,199 | 3,097 | 4,296 | 488 | 3,883 | 221 |
| Real Estate Construction and Development Loans | 5,951 | 5,972 | — | 5,972 | — | 6,660 | 418 |
| Agricultural Loans | 1,200 | 1 | 1,203 | 1,204 | 866 | 1,179 | 48 |
| Consumer Loans | — | — | — | — | — | 241 | — |
| Total Installment | — | — | — | — | — | 241 | — |
| Total Impaired Loans | $14,728 | $7,603 | $7,187 | $14,790 | $1,888 | $15,973 | $921 |

(1) The recorded investment in loans includes accrued interest receivable of $62.
(2) Information is based on the twelve month period ended December 31, 2017.

*The following is a summary of impaired loans at December 31, 2016 (in thousands).*

| December 31, 2016 | Unpaid Contractual Principal Balance | Recorded Investment With No Allowance (1) | Recorded Investment With Allowance (1) | Total Recorded Investment | Related Allowance | Average Recorded Investment (2) | Interest Recognized (2) |
|---|---|---|---|---|---|---|---|
| Commercial and Business Loans | $ 4,635 | $ 495 | $4,158 | $ 4,653 | $ 757 | $ 5,050 | $302 |
| Government Program Loans | 356 | 356 | — | 356 | — | 372 | 20 |
| Total Commercial and Industrial | 4,991 | 851 | 4,158 | 5,009 | 757 | 5,422 | 322 |
| Commercial Real Estate Loans | 1,454 | — | 1,456 | 1,456 | 450 | 1,503 | 89 |
| Residential Mortgages | 2,467 | 526 | 1,949 | 2,475 | 153 | 2,874 | 138 |
| Home Improvement and Home Equity Loans | — | — | — | — | — | — | — |
| Total Real Estate Mortgage | 3,921 | 526 | 3,405 | 3,931 | 603 | 4,377 | 227 |
| Real Estate Construction and Development Loans | 6,267 | 6,274 | — | 6,274 | — | 8,794 | 361 |
| Agricultural Loans | — | — | — | — | — | 5 | 8 |
| Consumer Loans | 965 | 965 | — | 965 | — | 968 | 35 |
| Total Installment | 965 | 965 | — | 965 | — | 968 | 35 |
| Total Impaired Loans | $16,144 | $8,616 | $7,563 | $16,179 | $1,360 | $19,566 | $953 |

(1) The recorded investment in loans includes accrued interest receivable of $35.
(2) Information is based on the twelve month period ended December 31, 2016.

*The following is a summary of impaired loans at December 31, 2015 (in thousands).*

| December 31, 2015 | Unpaid Contractual Principal Balance | Recorded Investment With No Allowance (1) | Recorded Investment With Allowance (1) | Total Recorded Investment | Related Allowance | Average Recorded Investment (2) | Interest Recognized (2) |
|---|---|---|---|---|---|---|---|
| Commercial and Business Loans | $ 4,855 | $ 541 | $ 4,333 | $ 4,874 | $ 530 | $ 2,537 | $ 302 |
| Government Program Loans | 327 | 327 | — | 327 | — | 358 | 29 |
| Total Commercial and Industrial | 5,182 | 868 | 4,333 | 5,201 | 530 | 2,895 | 331 |
| Commercial Real Estate Loans | 1,243 | — | 1,243 | 1,243 | 477 | 1,618 | 74 |
| Residential Mortgages | 4,032 | 1,051 | 2,999 | 4,050 | 158 | 4,092 | 185 |
| Home Improvement and Home Equity Loans | — | — | — | — | — | 11 | — |
| Total Real Estate Mortgage | 5,275 | 1,051 | 4,242 | 5,293 | 635 | 5,721 | 259 |
| Real Estate Construction and Development Loans | 12,489 | 5,340 | 7,179 | 12,519 | 1,282 | 7,781 | 820 |
| Agricultural Loans | 16 | 16 | — | 16 | — | 22 | 9 |
| Consumer Loans | 650 | — | 650 | 650 | 650 | 1,043 | 21 |
| Overdraft protection Lines | — | — | — | — | — | — | — |
| Overdrafts | — | — | — | — | — | — | — |
| Total Installment | 650 | — | 650 | 650 | 650 | 1,043 | 21 |
| Total Impaired Loans | $23,612 | $7,275 | $16,404 | $23,679 | $3,097 | $17,462 | $1,440 |

(1) The recorded investment in loans includes accrued interest receivable of $67.
(2) Information is based on the twelve month period ended December 31, 2015.

In most cases, the Company uses the cash basis method of income recognition for impaired loans. In the case of certain troubled debt restructuring for which the loan is performing under the current contractual terms for a reasonable period of time, income is recognized under the accrual method.

*Troubled Debt Restructurings*

Under the circumstances, when the Company grants a concession to a borrower as part of a loan restructuring, the restructuring is accounted for as a troubled debt restructuring (TDR). TDRs are reported as a component of impaired loans.

A TDR is a type of restructuring in which the Company, for economic or legal reasons related to the borrower's financial difficulties, grants a concession (either imposed by court order, law, or agreement between the borrower and the Bank) to the borrower that it would not otherwise consider. Although the restructuring may take different forms, the Company's objective is to maximize recovery of its investment by granting relief to the borrower.

A TDR may include, but is not limited to, one or more of the following:

- A transfer from the borrower to the Company of receivables from third parties, real estate, other assets, or an equity interest in the borrower is granted to fully or partially satisfy the loan.
- A modification of terms of a debt such as one or a combination of:
    - The reduction (absolute or contingent) of the stated interest rate.
    - The extension of the maturity date or dates at a stated interest rate lower than the current market rate for new debt with similar risk.
    - The reduction (absolute or contingent) of the face amount or maturity amount of debt as stated in the instrument or agreement.
    - The reduction (absolute or contingent) of accrued interest.

For a restructured loan to return to accrual status there needs to be, among other factors, at least 6 months successful payment history. In addition, the Company performs a financial analysis of the credit to determine whether the borrower has the ability to continue to meet payments over the remaining life of the loan. This includes, but is not limited to, a review of financial statements and cash flow analysis of the borrower. Only after determination that the borrower has the ability to perform under the terms of the loans, will the restructured credit be considered for accrual status. Although the Company does not have a policy which specifically addresses when a loan may be removed from TDR classification, as a matter of practice, loans classified as TDRs generally remain classified as such until the loan either reaches maturity or its outstanding balance is paid off.

*The following tables illustrate TDR activity for the periods indicated (dollars in thousands):*

| | Year Ended December 31, 2017 | | | | |
|---|---|---|---|---|---|
| | Number of Contracts | Pre-Modification Outstanding Recorded Investment | Post-Modification Outstanding Recorded Investment | Number of Contracts in Default | Recorded Investment on Defaulted TDRs |
| **Troubled Debt Restructurings** | | | | | |
| Commercial and Business Loans | 1 | $ 69 | $ 69 | — | $ — |
| Government Program Loans | 1 | 178 | 178 | — | — |
| Commercial Real Estate Term Loans | — | — | — | — | — |
| Single Family Residential Loans | 2 | 404 | 404 | — | — |
| Home Improvement and Home Equity Loans | — | — | — | — | — |
| Real Estate Construction and Development Loans | 1 | 790 | 790 | 1 | 288 |
| Agricultural Loans | 3 | 2,112 | 2,112 | — | — |
| Consumer Loans | — | — | — | — | — |
| Overdraft protection Lines | — | — | — | — | — |
| Total Loans | 8 | $3,553 | $3,553 | 1 | $288 |

| | Year Ended December 31, 2016 | | | | |
|---|---|---|---|---|---|
| | Number of Contracts | Pre-Modification Outstanding Recorded Investment | Post-Modification Outstanding Recorded Investment | Number of Contracts in Default | Recorded Investment on Defaulted TDRs |
| **Troubled Debt Restructurings** | | | | | |
| Commercial and Business Loans | 5 | $1,295 | $1,024 | 1 | $290 |
| Government Program Loans | 1 | 100 | 100 | — | — |
| Commercial Real Estate Term Loans | — | — | — | — | — |
| Single Family Residential Loans | — | — | — | — | — |
| Home Improvement and Home Equity Loans | — | — | — | — | — |
| Real Estate Construction and Development Loans | 1 | 1,246 | 1,246 | — | — |
| Agricultural Loans | — | — | — | — | — |
| Consumer Loans | — | — | — | — | — |
| Overdraft protection Lines | — | — | — | — | — |
| Total Loans | 7 | $2,641 | $2,370 | 1 | $290 |

| | December 31, 2015 | | | | |
|---|---|---|---|---|---|
| | Number of Contracts | Pre-Modification Outstanding Recorded Investment | Post-Modification Outstanding Recorded Investment | Number of Contracts in Default | Recorded Investment on Defaulted TDRs |
| **Troubled Debt Restructurings** | | | | | |
| Commercial and Business Loans | 1 | $ 81 | $ 76 | — | $— |
| Government Program Loans | — | — | — | — | — |
| Commercial Real Estate Term Loans | — | — | — | — | — |
| Single Family Residential Loans | 1 | 258 | 248 | — | — |
| Home Improvement and Home Equity Loans | — | — | — | — | — |
| Real Estate Construction and Development Loans | 1 | 6,446 | 6,446 | — | — |
| Agricultural Loans | — | — | — | — | — |
| Consumer Loans | — | — | — | — | — |
| Overdraft protection Lines | — | — | — | — | — |
| Total Loans | 3 | $6,785 | $6,770 | — | $— |

*The following tables summarize TDR activity by loan category for the years ended December 31, 2017, 2016, and 2015 (in thousands).*

| Twelve Months Ended December 31, 2017 | Commercial and Industrial | Commercial Real Estate | Residential Mortgages | Home Equity | Real Estate Construction Development | Agricultural | Installment & Other | Total |
|---|---|---|---|---|---|---|---|---|
| Beginning balance | $1,356 | $1,454 | $2,368 | $— | $ 6,267 | $ — | $965 | $12,410 |
| Defaults | — | — | — | — | (288) | — | — | (288) |
| Additions | 247 | — | 404 | — | 790 | 2,112 | — | 3,553 |
| Principal reductions | (1,139) | (221) | (221) | — | (818) | (912) | (965) | (4,276) |
| Charge-offs | (28) | — | (9) | — | — | — | — | (37) |
| Ending balance | $ 436 | $1,233 | $2,542 | $— | $ 5,951 | $1,200 | $ — | $11,362 |
| Allowance for loan loss | $9 | $ 385 | $ 109 | $— | $ — | $ 866 | $ — | $ 1,369 |

| Twelve Months Ended December 31, 2016 | Commercial and Industrial | Commercial Real Estate | Residential Mortgages | Home Equity | Real Estate Construction Development | Agricultural | Installment & Other | Total |
|---|---|---|---|---|---|---|---|---|
| Beginning balance | $ 898 | $1,243 | $3,533 | $— | $12,168 | $ 16 | $650 | $18,508 |
| Defaults | (290) | — | — | — | — | — | — | (290) |
| Additions | 1,579 | 1,246 | — | — | — | — | — | 2,825 |
| Principal reductions | — | (1,035) | (1,144) | — | (5,901) | (16) | 315 | (7,781) |
| Charge-offs | (831) | — | (21) | $— | $ — | $ — | $ — | (852) |
| Ending balance | $1,356 | $1,454 | $2,368 | $— | $ 6,267 | $ — | $965 | $12,410 |
| Allowance for loan loss | $ 104 | $ 453 | $ 157 | $— | $ — | $ — | $ — | $ 714 |

| Twelve Months Ended December 31, 2015 | Commercial and Industrial | Commercial Real Estate | Residential Mortgages | Home Equity | Real Estate Construction Development | Agricultural | Installment & Other | Total |
|---|---|---|---|---|---|---|---|---|
| Beginning balance | $1,306 | $2,713 | $4,225 | $— | $ 6,029 | $32 | $695 | $15,000 |
| Defaults | — | — | — | — | — | — | — | — |
| Additions | 76 | — | 248 | — | 6,446 | — | — | 6,770 |
| Principal reductions | (448) | (1,470) | (940) | — | (307) | (16) | (45) | (3,226) |
| Charge-offs | (36) | — | — | — | — | — | — | (36) |
| Ending balance | $ 898 | $1,243 | $3,533 | $— | $12,168 | $16 | $650 | $18,508 |
| Allowance for loan loss | $ 32 | $ 477 | $ 149 | $— | $ 384 | $— | $650 | $ 1,692 |

The Company makes various types of concessions when structuring TDRs including rate reductions, payment extensions, and forbearance. At December 31, 2017, the Company had 25 restructured loans totaling $11,362,000, as compared to 28 restructured loans totaling $12,410,000 at December 31, 2016. The Company had no unfunded commitments standing for TDRs at December 31, 2017 and December 31, 2016.

*Credit Quality Indicators*

As part of its credit monitoring program, the Company utilizes a risk rating system which quantifies the risk the Company estimates it has assumed during the life of a loan. The system rates the strength of the borrower and the facility or transaction, and is designed to provide a program for risk management and early detection of problems.

For each new credit approval, credit extension, renewal, or modification of existing credit facilities, the Company assigns risk ratings utilizing the rating scale identified in this policy. In addition, on an on-going basis, loans and credit facilities are reviewed for internal and external influences impacting the credit facility that would warrant a change in the risk rating. Each loan credit facility is to be given a risk rating that takes into account factors that materially affect credit quality.

When assigning risk ratings, the Company evaluates two risk rating approaches, a facility rating and a borrower rating as follows.

*Facility Rating:*

The facility rating is determined by the analysis of positive and negative factors that may indicate that the quality of a particular loan or credit arrangement requires that it be rated differently from the risk rating assigned to the borrower. The Company assesses the risk impact of these factors:

Collateral – The rating may be affected by the type and quality of the collateral, the degree of coverage, the economic life of the collateral, liquidation value and the Company's ability to dispose of the collateral.

Guarantees – The value of third party support arrangements varies widely. Unconditional guaranties from persons with demonstrable ability to perform are more substantial than that of closely related persons to the borrower who offer only modest support.

Unusual Terms – Credit may be extended on terms that subject the Company to a higher level of risk than indicated in the rating of the borrower.

*Borrower Rating:*

The borrower rating is a measure of loss possibility based on the historical, current and anticipated financial characteristics of the borrower in the current risk environment. To determine the rating, the Company considers at least the following factors:

- Quality of management
- Liquidity
- Leverage/capitalization
- Profit margins/earnings trend
- Adequacy of financial records

- Alternative funding sources
- Geographic risk
- Industry risk
- Cash flow risk
- Accounting practices
- Asset protection
- Extraordinary risks

The Company assigns risk ratings to loans other than consumer loans and other homogeneous loan pools based on the following scale. The risk ratings are used when determining borrower ratings as well as facility ratings. When the borrower rating and the facility ratings differ, the lowest rating applied is:

- *Grades 1 and 2* – These grades include loans which are given to high quality borrowers with high credit quality and sound financial strength. Key financial ratios are generally above industry averages and the borrower's strong earnings history or net worth. These may be secured by deposit accounts or high-grade investment securities.
- *Grade 3* – This grade includes loans to borrowers with solid credit quality with minimal risk. The borrower's balance sheet and financial ratios are generally in line with industry averages, and the borrower has historically demonstrated the ability to manage economic adversity. Real estate and asset-based loans assigned this risk rating must have characteristics, which place them well above the minimum underwriting requirements for those departments. Asset-based borrowers assigned this rating must exhibit extremely favorable leverage and cash flow characteristics, and consistently demonstrate a high level of unused borrowing capacity.
- *Grades 4 and 5* – These include "pass" grade loans to borrowers of acceptable credit quality and risk. The borrower's balance sheet and financial ratios may be below industry averages, but above the lowest industry quartile. Leverage is above and liquidity is below industry averages. Inadequacies evident in financial performance and/or management sufficiency are offset by readily available features of support, such as adequate collateral, or good guarantors having the liquid assets and/or cash flow capacity to repay the debt. The borrower may have recognized a loss over three or four years, however recent earnings trends, while perhaps somewhat cyclical, are improving and cash flows are adequate to cover debt service and fixed obligations. Real estate and asset-borrowers fully comply with all underwriting standards and are performing according to projections would be assigned this rating. These also include grade 5 loans which are "leveraged" or on management's "watch list." While still considered pass loans (loans given a grade 5), the borrower's financial condition, cash flow or operations evidence more than average risk and short term weaknesses, these loans warrant a higher than average level of monitoring, supervision and attention from the Company, but do not reflect credit weakness trends that weaken or inadequately protect the Company's credit position. Loans with a grade rating of 5 are not normally acceptable as new credits unless they are adequately secured or carry substantial endorser/guarantors.
- *Grade 6* – This grade includes "special mention" loans which are loans that are currently protected but are potentially weak. This generally is an interim grade classification and should usually be upgraded to an Acceptable rating or downgraded to Substandard within a reasonable time period. Weaknesses in special mention loans may, if not checked or corrected, weaken the asset or inadequately protect the Company's credit position at some future date. Special mention loans are often loans with weaknesses inherent from the loan origination, loan servicing, and perhaps some technical deficiencies. The main theme in special mention credits is the distinct probability that the classification will deteriorate to a more adverse class if the noted deficiencies are not addressed by the loan officer or loan management.
- *Grade 7* – This grade includes "substandard" loans which are inadequately supported by the current sound net worth and paying capacity of the borrower or of the collateral pledged, if any. Substandard loans have a well-defined weakness or weaknesses that may impair the regular liquidation of the debt. Substandard loans exhibit a distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Substandard loans also include impaired loans.
- *Grade 8* – This grade includes "doubtful" loans which exhibit the same characteristics as the Substandard loans 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, which may work to the advantage and strengthening of the loan, its classification as an estimated loss is deferred until its more exact status may be determined. Pending factors include a proposed merger, acquisition, or liquidation procedures, capital injection, perfecting liens on additional collateral and refinancing plans.

- *Grade 9* – This grade includes loans classified "loss" which are considered uncollectible and of such little value that their continuance as bankable assets is not warranted. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather it is not practical or desirable to defer writing off the asset even though partial recovery may be achieved in the future.

*The following tables summarize the credit risk ratings for commercial, construction, and other non-consumer related loans for December 31, 2017 and 2016. The Company did not carry any loans graded as loss at December 31, 2017 or December 31, 2016.*

| **December 31, 2017** *(In thousands)* | **Commercial and Industrial** | **Commercial RE** | **Real Estate Construction and Development** | **Agricultural** | **Total** |
|---|---|---|---|---|---|
| Grades 1 and 2 | $ 342 | $ 2,954 | $ — | $ 70 | $ 3,366 |
| Grade 3 | 251 | 1,569 | — | — | 1,820 |
| Grades 4 and 5 – pass | 43,264 | 207,568 | 104,549 | 56,817 | 412,198 |
| Grade 6 – special mention | — | 8,487 | 720 | 994 | 10,201 |
| Grade 7 – substandard | 3,169 | 454 | 17,701 | 1,600 | 22,924 |
| Grade 8 – doubtful | — | — | — | — | — |
| Total | $47,026 | $221,032 | $122,970 | $59,481 | $450,509 |

| **December 31, 2016** *(In thousands)* | **Commercial and Industrial** | **Commercial RE** | **Real Estate Construction and Development** | **Agricultural** | **Total** |
|---|---|---|---|---|---|
| Grades 1 and 2 | $ 340 | $ — | $ — | $ 75 | $ 415 |
| Grade 3 | 4,823 | 5,767 | — | — | 10,590 |
| Grades 4 and 5 – pass | 34,921 | 192,699 | 110,992 | 56,843 | 395,455 |
| Grade 6 – special mention | 4,416 | 621 | 928 | — | 5,965 |
| Grade 7 – substandard | 4,505 | 1,126 | 18,767 | — | 24,398 |
| Grade 8 – doubtful | — | — | — | — | — |
| Total | $49,005 | $200,213 | $130,687 | $56,918 | $436,823 |

The Company follows consistent underwriting standards outlined in its loan policy for consumer and other homogeneous loans but, does not specifically assign a risk rating when these loans are originated. Consumer loans are monitored for credit risk and are considered "pass" loans until some issue or event requires that the credit be downgraded to special mention or worse. Unlike other consumer loans, student loans are typically insured. As a consequence, an adverse classification would be triggered if the insurance company failed to pay-off a delinquent loan aged 180 days.

*The following tables summarize the credit risk ratings for consumer related loans and other homogeneous loans for December 31, 2017 and 2016 (in thousands).*

| | December 31, 2017 | | | | December 31, 2016 | | | |
|---|---|---|---|---|---|---|---|---|
| | Residential Mortgages | Home Improvement and Home Equity | Installment | Total | Residential Mortgages | Home Improvement and Home Equity | Installment | Total |
| Not graded | $69,249 | $433 | $63,565 | $133,247 | $69,955 | $573 | $41,855 | $112,383 |
| Pass | 13,899 | 24 | 2,011 | 15,934 | 15,669 | 26 | 2,120 | 17,815 |
| Special Mention | 643 | — | — | 643 | — | — | — | — |
| Substandard | 1,013 | — | 5 | 1,018 | 1,764 | — | 9 | 1,773 |
| Doubtful | — | — | — | — | — | — | 965 | 965 |
| Total | $84,804 | $457 | $65,581 | $150,842 | $87,388 | $599 | $44,949 | $132,936 |

*Allowance for Loan Losses*

The Company analyzes risk characteristics inherent in each loan portfolio segment as part of the quarterly review of the adequacy of the allowance for loan losses. The following summarizes some of the key risk characteristics for the eleven segments of the loan portfolio (Consumer loans include three segments):

*Commercial and industrial loans* – Commercial loans are subject to the effects of economic cycles and tend to exhibit increased risk as economic conditions deteriorate, or if the economic downturn is prolonged. The Company considers this segment to be one of higher risk given the size of individual loans and the balances in the overall portfolio.

*Government program loans* – This is a relatively a small part of the Company's loan portfolio, but has historically had a high percentage of loans that have migrated from pass to substandard given their vulnerability to economic cycles.

*Commercial real estate loans* – This segment is considered to have more risk in part because of the vulnerability of commercial businesses to economic cycles as well as the exposure to fluctuations in real estate prices because most of these loans are secured by real estate. Losses in this segment have however been historically low because most of the loans are real estate secured, and the bank maintains appropriate loan-to-value ratios.

*Residential mortgages* – This segment is considered to have low risk factors both from the Company and peer statistics. These loans are secured by first deeds of trust. The losses experienced over the past sixteen quarters are isolated to approximately six loans and are generally the result of short sales.

*Home improvement and home equity loans* – Because of their junior lien position, these loans have an inherently higher risk level. Because residential real estate has been severely distressed in the recent past, the anticipated risk for this loan segment has increased.

*Real estate construction and development loans* –This segment of loans is considered to have a higher risk profile due to construction and market value issues in conjunction with normal credit risks.

*Agricultural loans* – This segment is considered to have risks associated with weather, insects, and marketing issues. In addition, concentrations in certain crops or certain agricultural areas can increase risk. Additionally, from time to time, California experiences severe droughts, which could significantly harm the business of our customers and the credit quality of the loans to those customers. We closely monitor the water resources and the related issues affecting our customers, and will remain vigilant for signs of deterioration within the loan portfolio in an effort to manage credit quality and work with borrowers where possible to mitigate any losses.

*Installment loans (Includes consumer loans, overdrafts, and overdraft protection lines)* – This segment is higher risk because many of the loans are unsecured. Additionally, in the case of student loans, there are increased risks associated with liquidity as there is a significant time lag between funding of a student loan and eventual repayment.

*The following summarizes the activity in the allowance for credit losses by loan category for the years ended December 31, 2017, 2016, and 2015 (in thousands).*

| December 31, 2017 | Commercial and Industrial | Real Estate Mortgage | Real Estate Construction and Development Loans | Agricultural | Installment & Other | Unallocated | Total |
|---|---|---|---|---|---|---|---|
| Beginning balance | $1,843 | $1,430 | $3,378 | $ 666 | $888 | $ 697 | $8,902 |
| Provision (recovery of provision) for credit losses | (493) | (320) | (475) | 944 | (209) | 577 | 24 |
| Charge-offs | (122) | (23) | — | — | — | (18) | (163) |
| Recoveries | 180 | 95 | — | 21 | 208 | — | 504 |
| Net recoveries(charge-offs) | 58 | 72 | — | 21 | 208 | (18) | 341 |
| Ending balance | $1,408 | $1,182 | $2,903 | $1,631 | $887 | $1,256 | $9,267 |
| Period-end amount allocated to: | | | | | | | |
| Loans individually evaluated for impairment | 534 | 488 | — | 866 | — | — | 1,888 |
| Loans collectively evaluated for impairment | 874 | 694 | 2,903 | 765 | 887 | 1,256 | 7,379 |
| Ending balance | $1,408 | $1,182 | $2,903 | $1,631 | $887 | $1,256 | $9,267 |

| December 31, 2016 | Commercial and Industrial | Real Estate Mortgage | Real Estate Construction and Development Loans | Agricultural | Installment & Other | Unallocated | Total |
|---|---|---|---|---|---|---|---|
| Beginning balance | $1,652 | $1,449 | $4,629 | $655 | $1,258 | $ 70 | $9,713 |
| Provision for credit losses | 980 | (15) | (1,281) | 32 | (388) | 651 | (21) |
| Charge-offs | (849) | (29) | — | (21) | — | (24) | (923) |
| Recoveries | 60 | 25 | 30 | 0 | 18 | — | 133 |
| Net recoveries (charge-offs) | (789) | (4) | 30 | (21) | 18 | (24) | (790) |
| Ending balance | $1,843 | $1,430 | $3,378 | $666 | $888 | $697 | $8,902 |
| Period-end amount allocated to: | | | | | | | |
| Loans individually evaluated for impairment | 757 | 603 | — | — | — | 1,360 | 3,097 |
| Loans collectively evaluated for impairment | 1,086 | 827 | 3,378 | 666 | 888 | 697 | 7,542 |
| Ending balance | $1,843 | $1,430 | $3,378 | $666 | $ 888 | $697 | $8,902 |

| December 31, 2015 | Commercial and Industrial | Real Estate Mortgage | Real Estate Construction and Development Loans | Agricultural | Installment & Other | Unallocated | Total |
|---|---|---|---|---|---|---|---|
| Beginning balance | $1,218 | $1,653 | $6,278 | $482 | $ 293 | $847 | $10,771 |
| Provision for credit losses | 1,201 | (369) | (1,709) | 173 | 1,422 | (759) | (41) |
| Charge-offs | (1,397) | — | — | — | (467) | (22) | (1,886) |
| Recoveries | 630 | 165 | 60 | — | 10 | 4 | 869 |
| Net recoveries (charge-offs) | (767) | 165 | 60 | — | (457) | (18) | (1,017) |
| Ending balance | $1,652 | $1,449 | $4,629 | $655 | $1,258 | $ 70 | $ 9,713 |
| Period-end amount allocated to: | | | | | | | |
| Loans individually evaluated for impairment | 530 | 635 | 1,282 | — | 650 | — | 3,097 |
| | 1,122 | 814 | 3,347 | 655 | 608 | 70 | 6,616 |
| Ending balance | $1,652 | $1,449 | $4,629 | $655 | $1,258 | $ 70 | $ 9,713 |

*The following summarizes information with respect to the loan balances at December 31, 2017, 2016, and 2015.*

| | December 31, 2017 | | |
|---|---|---|---|
| *(In thousands)* | Loans Individually Evaluated for Impairment | Loans Collectively Evaluated for Impairment | Total Loans |
| Commercial and Business Loans | $ 3,268 | $ 42,797 | $ 46,065 |
| Government Program Loans | 50 | 911 | 961 |
| Total Commercial and Industrial | 3,318 | 43,708 | 47,026 |
| Commercial Real Estate Loans | 1,245 | 219,787 | 221,032 |
| Residential Mortgage Loans | 3,051 | 81,753 | 84,804 |
| Home Improvement and Home Equity Loans | — | 457 | 457 |
| Total Real Estate Mortgage | 4,296 | 301,997 | 306,293 |
| Real Estate Construction and Development Loans | 5,972 | 116,998 | 122,970 |
| Agricultural Loans | 1,204 | 58,277 | 59,481 |
| Installment Loans | — | 65,581 | 65,581 |
| Total Loans | $14,790 | $586,561 | $601,351 |

| (In thousands) | December 31, 2016<br>Loans Individually Evaluated for Impairment | <br>Loans Collectively Evaluated for Impairment | <br>Total Loans |
|---|---|---|---|
| Commercial and Business Loans | $ 4,653 | $ 42,811 | $ 47,464 |
| Government Program Loans | 356 | 1,185 | 1,541 |
| Total Commercial and Industrial | 5,009 | 43,996 | 49,005 |
| | | | |
| Commercial Real Estate Loans | 1,456 | 198,757 | 200,213 |
| Residential Mortgage Loans | 2,475 | 84,913 | 87,388 |
| Home Improvement and Home Equity Loans | — | 599 | 599 |
| Total Real Estate Mortgage | 3,931 | 284,269 | 288,200 |
| | | | |
| Real Estate Construction and Development Loans | 6,274 | 124,413 | 130,687 |
| | | | |
| Agricultural Loans | — | 56,918 | 56,918 |
| | | | |
| Installment Loans | 965 | 43,984 | 44,949 |
| Total Loans | $16,179 | $553,580 | $569,759 |

| (In thousands) | December 31, 2015<br>Loans Individually Evaluated for Impairment | <br>Loans Collectively Evaluated for Impairment | <br>Total Loans |
|---|---|---|---|
| Commercial and Business Loans | $ 4,874 | $ 49,629 | $ 54,503 |
| Government Program Loans | 327 | 996 | 1,323 |
| Total Commercial and Industrial | 5,201 | 50,625 | 55,826 |
| | | | |
| Commercial Real Estate Loans | 1,243 | 181,311 | 182,554 |
| Residential Mortgage Loans | 4,050 | 64,761 | 68,811 |
| Home Improvement and Home Equity Loans | — | 867 | 867 |
| Total Real Estate Mortgage | 5,293 | 246,939 | 252,232 |
| | | | |
| Real Estate Construction and Development Loans | 12,519 | 118,077 | 130,596 |
| | | | |
| Agricultural Loans | 16 | 52,121 | 52,137 |
| | | | |
| Installment Loans | 650 | 23,877 | 24,527 |
| Total Loans | $23,679 | $491,639 | $515,318 |

### 4. Premises and Equipment

The components of premises and equipment are as follows:

| (In thousands) | December 31, 2017 | 2016 |
|---|---|---|
| Land | $ 968 | $ 968 |
| Buildings and improvements | 15,648 | 14,841 |
| Furniture and equipment | 9,642 | 9,501 |
| | 26,258 | 25,310 |
| Less accumulated depreciation and amortization | (16,093) | (14,865) |
| Total premises and equipment | $10,165 | $10,445 |

Total depreciation expense on Company premises and equipment totaled $1,335,000, $1,428,000, and $1,462,000 for the years ended December 31, 2017, 2016, and 2015, respectively, and is included in occupancy expense in the accompanying consolidated statements of operations.

### 5. Investment in Limited Partnership

The Bank owns limited interests in private limited partnerships that acquire affordable housing properties in California that generate Low Income Housing Tax Credits under Section 42 of the Internal Revenue Code of 1986, as amended. The Bank's limited partnership investment is accounted for under the equity method. The Bank's noninterest expense associated with the utilization and expiration of these tax credits for the years ended December 31, 2017, 2016, and 2015 was $109,000, $158,000, and $73,000 respectively. These limited partnership investments are expected to generate tax credits of approximately $1.8 million over the life of the investment. No tax credits were available for income tax purposes for the years ended December 31, 2017, 2016, and 2015.

The Bank owns a 9.14% interest in a limited partnership which provides private capital for small to mid-sized businesses used to finance later stage growth, strategic acquisitions, ownership transitions, and recapitalizations, or mezzanine capital. At December 31, 2017, the total investment in limited partnerships was $1,601,000, which was accounted for under the equity method. Income for the years ended December 31, 2017, 2016, and 2015 was $7,000, $900, and $0 respectively.

### 6. Deposits

*Deposits include the following.*

| (In thousands) | December 31, 2017 | 2016 |
|---|---|---|
| Noninterest-bearing deposits | $307,299 | $262,697 |
| Interest-bearing deposits: | | |
| NOW and money market accounts | 234,154 | 235,873 |
| Savings accounts | 81,408 | 75,068 |
| Time deposits: | | |
| Under $250,000 | 51,687 | 87,419 |
| $250,000 and over | 13,145 | 15,572 |
| Total interest-bearing deposits | 380,394 | 413,932 |
| Total deposits | $687,693 | $676,629 |

At December 31, 2017, the scheduled maturities of all certificates of deposit and other time deposits are as follows:

| *(In thousands)* | **December 31, 2017** |
|---|---|
| One year or less | $48,704 |
| More than one year, but less than or equal to two years | 13,460 |
| More than two years, but less than or equal to three years | 738 |
| More than three years, but less than or equal to four years | 508 |
| More than four years, but less than or equal to five years | 1,422 |
| More than five years | — |
| | $64,832 |

The Company may utilize brokered deposits as an additional source of funding. At December 31, 2017 and 2016, the Company held brokered time deposits totaling $7,421,000 and $28,132,000, respectively. All brokered time deposits are include in time deposits of less than $250,000. Included in brokered time deposits at December 31, 2017 are balances totaling $6,535,000 maturing in three months or less and $485,000 maturing in 3 months to a year.

Deposit balances representing overdrafts reclassified as loan balances totaled $293,000 and $283,000 as of December 31, 2017 and 2016, respectively.

Deposits of directors, officers and other related parties to the Bank totaled $8,747,000 and $9,299,000 at December 31, 2017 and 2016, respectively. The rates paid on these deposits were similar to those customarily paid to the Bank's customers in the normal course of business.

### 7. *Short-term Borrowings/Other Borrowings*

At December 31, 2017, the Company had collateralized lines of credit with the Federal Reserve Bank of San Francisco totaling $305,236,000, as well as Federal Home Loan Bank ("FHLB") lines of credit totaling $13,363,000. At December 31, 2017, the Company had an uncollateralized line of credit with Pacific Coast Bankers Bank ("PCBB") and Union Bank totaling $10,000,000 each and a Fed Funds line of $20,000,000 with Zions First National Bank. At December 31, 2017, and for the year then ended, the Company had no outstanding borrowing balances. All lines of credit are on an "as available" basis and can be revoked by the grantor at any time. These lines of credit have interest rates that are generally tied to the Federal Funds rate or are indexed to short-term U.S. Treasury rates or LIBOR. FHLB advances are collateralized by the Company's stock in the FHLB, investment securities, and certain qualifying mortgage loans. As of December 31, 2017, $17,049,000 in investment securities at FHLB were pledged as collateral for FHLB advances. Additionally, $473,364,000 in real estate-secured loans were pledged at December 31, 2017, as collateral for used and unused borrowing lines with the Federal Reserve Bank totaling $305,236,000.

The Company had collateralized lines of credit with the Federal Reserve Bank of San Francisco totaling $323,162,000, as well as Federal Home Loan Bank ("FHLB") lines of credit totaling $2,037,000 at December 31, 2016. At December 31, 2016, the Company had an uncollateralized line of credit with Pacific Coast Bankers Bank ("PCBB") totaling $10,000,000 and a Fed Funds line of $20,000,000 with Zions First National Bank. These lines of credit generally have interest rates tied to the Federal Funds rate or are indexed to short-term U.S. Treasury rates or LIBOR. FHLB advances are collateralized by the Company's stock in the FHLB, investment securities, and certain qualifying mortgage loans. As of December 31, 2016, $2,152,000 in investment securities at FHLB were pledged as collateral for FHLB advances. Additionally, $470,881,000 in secured and unsecured loans were pledged at December 31, 2016, as collateral for used and unused borrowing lines with the Federal Reserve Bank totaling $323,162,000. At December 31, 2016, and for the year then ended, the Company had no outstanding borrowing balances.

All lines of credit are on an "as available" basis and can be revoked by the grantor at any time.

### 8. *Junior Subordinated Debt/Trust Preferred Securities*

During July 2007, the Company formed USB Capital Trust II, a wholly-owned special purpose entity, for the purpose of issuing Trust Preferred Securities. USB Capital Trust II is a Variable Interest Entity (VIE) and a deconsolidated entity pursuant to ASC 810. On July 23, 2007, USB Capital Trust II issued $15 million in Trust Preferred securities.

The securities have a thirty-year maturity and bear a floating rate of interest (repricing quarterly) of 1.29% over the three-month LIBOR rate (initial coupon rate of 6.65%). Interest will be paid quarterly. Concurrent with the issuance of the Trust Preferred securities, USB Capital Trust II used the proceeds of the Trust Preferred securities offering to purchase a like amount of junior subordinated debentures of the Company. The Company will pay interest on the junior subordinated debentures to USB Capital Trust II, which represents the sole source of dividend distributions to the holders of the Trust Preferred securities. The Company may redeem the junior subordinated debentures at anytime at par.

The Company elected the fair value measurement option for all the Company's new junior subordinated debentures issued under USB Capital Trust II.

Effective September 30, 2009 and beginning with the quarterly interest payment due October 1, 2009, the Company elected to defer interest payments on the Company's $15.0 million of junior subordinated debentures relating to its trust preferred securities. The terms of the debentures and trust indentures allow for the Company to defer interest payments for up to 20 consecutive quarters without default or penalty. During the period that the interest deferrals were elected, the Company continued to record interest expense associated with the debentures. As of June 30, 2014, the Company ended the extension period, paid all accrued and unpaid interest, and is currently making quarterly interest payments. At December 31, 2017 and 2016, the Company had $80,000 and $64,000, respectively, in accrued and unpaid interest on the junior subordinated debt.

During August 2015, the Bank purchased $3.0 million of the Company's junior subordinated debentures related to the Company's trust preferred securities at a fair value discount of 40%. Subsequently, in September 2015, the Company purchased those shares from the Bank and canceled $3.0 million in par value of the junior subordinated debentures, realizing a $78,000 gain on redemption. The contractual principal balance of the Company's debentures relating to its trust preferred securities is $12.0 million as of December 31, 2017.

At December 31, 2017, as with previous periods, the Company performed a fair value measurement analysis on its junior subordinated debt using a discounted cash flow valuation model approach to determine the present value of those cash flows. The cash flow model utilizes the forward 3-month LIBOR curve to estimate future quarterly interest payments due over the life of the debt instrument. These cash flows were discounted at a rate which incorporates a current market rate for similar-term debt instruments, adjusted for additional credit and liquidity risks associated with the junior subordinated debt. We believe the 5.81% discount rate used represents what a market participant would consider under the circumstances based on current market assumptions. At December 31, 2017, the total cumulative gain recorded on the debt is $2,814,000.

The fair value calculation performed resulted in realized losses of $882,000, $518,000, and $73,000 for the years ended December 31, 2017, 2016, and 2015, respectively. Fair value gains and losses are reflected as a component of noninterest income.

## 9. Taxes on Income

*The tax effects of significant items comprising the Company's net deferred tax assets (liabilities) are as follows:*

| | December 31, | |
|---|---|---|
| *(In thousands)* | **2017** | **2016** |
| Deferred tax assets: | | |
| Credit losses not currently deductible | $3,055 | $4,151 |
| Deferred compensation | 1,300 | 1,782 |
| Depreciation | 324 | 51 |
| Accrued reserves | 90 | 200 |
| Write-down on other real estate owned | 35 | 534 |
| Unrealized gain on AFS | 196 | 415 |
| Unrealized gain on retirement obligation | 104 | — |
| Interest on nonaccrual loans | 29 | 36 |
| Other | 361 | 1,897 |
| Total deferred tax assets | 5,494 | 9,066 |
| Deferred tax liabilities: | | |
| State Tax | (152) | (1,087) |
| FHLB dividend | (46) | (65) |
| Loss on limited partnership investment | (873) | (1,222) |
| Deferred gain ASC 825 – fair value option | (896) | (1,657) |
| Fair value adjustments for purchase accounting | (99) | (139) |
| Deferred loan costs | (835) | (1,318) |
| Specific reserve charge-offs | (43) | — |
| Prepaid expenses | (161) | (280) |
| Total deferred tax liabilities | (3,105) | (5,768) |
| Net deferred tax assets | $2,389 | $3,298 |

The Company periodically evaluates its deferred tax assets to determine whether a valuation allowance is required based upon a determination that some or all of the deferred assets may not be ultimately realized. The Company did not record a valuation allowance at December 31, 2017 or December 31, 2016.

*Income tax expense for the years ended December 31, consist of the following:*

| *(In thousands)* | | | |
|---|---|---|---|
| **2017** | **Federal** | **State** | **Total** |
| Current | $4,745 | $1,388 | $6,133 |
| Deferred | (881) | 1,787 | 906 |
| | $3,864 | $3,175 | $7,039 |
| **2016** | | | |
| Current | $2,642 | $28 | $2,670 |
| Deferred | 941 | 1,258 | 2,199 |
| | $3,583 | $1,286 | $4,869 |
| **2015** | | | |
| Current | $2,847 | $10 | $2,857 |
| Deferred | 465 | 1,175 | 1,640 |
| | $3,312 | $1,185 | $4,497 |

*A reconciliation of the statutory federal income tax rate to the effective income tax rate is as follows:*

| | Years Ended December 31, | | |
|---|---|---|---|
| | **2017** | **2016** | **2015** |
| Statutory federal income tax rate | 35.0% | 34.0% | 34.0% |
| State franchise tax, net of federal income tax benefit | 6.2 | 6.9 | 6.9 |
| Tax Cuts and Jobs Act impact on deferred re-measurement | 6.3 | 0.0 | 0.0 |
| Other | (2.6) | (1.2) | (1.1) |
| | 44.9% | 39.7% | 39.8% |

At December 31, 2017, the Company has no remaining federal and state net operating loss carry-forwards.

The Company periodically reviews its tax positions under the accounting standards related to uncertainty in income taxes, which defines the criteria that an individual tax position would have to meet for some or all of the income tax benefit to be recognized in a taxable entity's financial statements. Under the guidelines, an entity should recognize the financial statement benefit of a tax position if it determines that it is *more likely than not* that the position will be sustained on examination. The term, "more likely than not", means a likelihood of more than 50 percent. In assessing whether the more-likely-than-not criterion is met, the entity should assume that the tax position will be reviewed by the applicable taxing authority and all available information is known to the taxing authority.

The Company's 2017 results include the impact of the enactment of the Tax Cuts and Jobs Act, which was signed into law on December 22, 2017. The law includes significant changes to the U.S. corporate tax system, including a Federal corporate rate change reduction from 34% to 21%. In 2017, the Company applies this newly enacted corporate federal income tax of 21%, resulting in approximately a $986,000 increase to tax expense. The final impact of the tax rate change may differ due to changes in assumptions made by the Company or actions the Company may take as a result of tax reform.

The Company and its subsidiary file income tax returns in the U.S federal jurisdiction, and several states within the U.S. There are no filings in foreign jurisdictions. During 2014, the Company began the process to amend its state tax returns for the years 2009 through 2012 to file a combined report on a unitary basis with the Company and USB Investment Trust . The amended return for 2009 was filed during 2014, the 2010 return was filed during 2015, and the amended returns for 2011 and 2012 were filed in 2016. The Company is no longer subject to examination for years before 2013.

During the third quarter of 2016, the IRS notified the Company it would be conducting an examination of the Company's 2014 federal return, to which the Company received notification that no changes were being recommended. The Company's policy is to recognize interest and penalties related to taxes in income tax expense. Interest and penalties recognized during the years ended December 31, 2017 and 2016 were insignificant.

### 10. *Stock Based Compensation*

Options and restricted stock units and awards have been granted to officers and key employees at an exercise price equal to estimated fair value at the date of grant as determined by the Board of Directors. All options, units, and awards granted are service awards, and as such are based solely upon fulfilling a requisite service period (the vesting period). On December 31, 2017, the Company had two stock based compensation plans.

In May 2005, the Company adopted the United Security Bancshares 2005 Stock Option Plan (2005 Plan) for which 34,601 shares remain reserved for issuance for options already granted to employees and directors under incentive and nonstatutory agreements. The 2005 plan expired in May 2015. While outstanding arrangements to issue shares under this plan, including options, continue in force until their expiration, no new options will be granted under this plan.

In May 2015, the Company adopted the United Security Bancshares 2015 Equity Incentive Award Plan (2015 Plan). The 2015 Plan provides for the granting of up to 758,000 shares of authorized and unissued shares of common stock in the form of stock options, restricted stock units, and restricted stock awards. The 2015 Plan requires that the exercise price may not be less than the fair value of the stock at the date the option is granted, and that the option price must be paid in full at the time it is exercised.

The options granted (incentive stock options for employees and non-qualified stock options for Directors) have an exercise price at the prevailing market price on the date of grant. All options granted are exercisable 20% each year commencing one year after the date of grant and expire ten years after the date of grant. Restricted stock awards are granted at the prevailing market price of the Company's stock and typically vest over a five-year period. Restricted stock awards are subject to forfeiture if employment terminates prior to vesting. The cost of these awards is recognized over the vesting period of the awards based on the fair value of our common stock on the date of the grant.

Under the 2005 Plan, 34,601 granted options are outstanding (34,601 incentive stock options and 0 nonqualified stock options) as of December 31, 2017, of which 26,565 are vested. No options were granted under this plan during the year ended December 31, 2017.

Under the 2015 Plan, 106,511 granted shares are outstanding as of December 31, 2017, of which none are exercisable. 46,511 outstanding granted shares under the 2015 Plan are restricted stock units.

*A summary of the status of the Company's stock option plan and changes during the year are presented below:*

| | **Shares (a)** | **Weighted Average Exercise Price** |
|---|---|---|
| Options outstanding December 31, 2016 (a) | 37,115 | $ 3.83 |
| Granted during the year | 60,000 | 10.15 |
| Exercised during the year | 2,514 | 2.55 |
| Forfeited during the year | — | — |
| Options outstanding December 31, 2017 | 94,601 | $ 7.87 |

*(a) Options have been adjusted for stock dividends*

*A summary of the status of the Company's restricted stock and changes during the year are presented below:*

| | **Shares (a)** | **Weighted Average Grant-Date Fair Value** |
|---|---|---|
| Non-vested units at December 31, 2016 (b) | 12,015 | $ 5.13 |
| Granted during the year | 41,917 | 10.92 |
| Vested during the year | 7,421 | 7.24 |
| Canceled during the year | — | — |
| Non-vested units at December 31, 2017 | 46,511 | $ 9.57 |

*(b) Shares have been adjusted for stock dividends*

Included in total outstanding options at December 31, 2017, are 26,565 exercisable shares at a weighted average price of $3.87, a weighted average remaining contract term of 5.7 years and intrinsic value of $189,000.

Included in salaries and employee benefits for the years ended December 31, 2017, 2016, and 2015, is $97,000, $30,000, and $26,000 of share-based compensation, respectively. The related tax benefit on share-based compensation recorded in the provision for income taxes was not material to either year.

As of December 31, 2017, 2016, and 2015, there was $418,000, $30,000, and $48,000, respectively, of total unrecognized compensation expense related to nonvested stock options. This cost is expected to be recognized over a weighted average period of approximately 4.6 years. 2,513 options were exercised during 2016, while 2,514 options were exercised during 2017.

| | December 31, | | |
|---|---|---|---|
| | **2017** | **2016** | **2015** |
| Weighted average grant-date fair value per share of stock options granted | $ 7.18 | $ — | $ — |
| Total fair value of stock options vested | $17,845 | $19,650 | $19,640 |
| Total intrinsic value of stock options exercised | $12,383 | $ 4,500 | $ — |

For the year ended December 31, 2017, the Company granted 41,917 shares of restricted stock. As of December 31, 2017, 2016, and 2015, there was $439,000, $35,000, and $44,000, respectively, of total unrecognized compensation expense related to restricted stock. This cost is expected to be recognized over a weighted-average period of approximately 1.1 years.

The Bank determines fair value of stock options at grant date using the Black-Scholes-Merton pricing model that takes into account the stock price at the grant date, the exercise price, the expected life of the option, the volatility of the underlying stock and the expected dividend yield and the risk-free interest rate over the expected life of the option. The Bank determines fair value of restricted stock based on the quoted stock price as of the grant date.

The weighted average assumptions used in the pricing model are noted in the table below. The expected term of options granted is derived from management's experience, which is based upon historical data on employee exercise and post-vesting behavior. The risk free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of the grant. Expected volatility is based on the historical volatility of the Bank's stock over a period commensurate with the expected term of the options. The Company believes that historical volatility is indicative of expectations about its future volatility over the expected term of the options.

The Bank expenses the fair value of the option on a straight-line basis over the vesting period for each separately vesting portion of the award. The Bank estimates forfeitures and only recognizes expense for those shares expected to vest. Based upon historical evidence, the Company has determined that because options are granted to a limited number of key employees rather than a broad segment of the employee base, expected forfeitures, if any, are not material. The Company granted 41,917 restricted stock units and 60,000 options during 2017. The Company did not grant any restricted stock units or options in 2016, while the Company granted 14,290 shares in restricted stock units and no stock options during 2015.

*The assumptions used for the 2017, 2016, and 2015 awards are as follows:*

| | Year Ended December 31, 2017 | Year Ended December 31, 2016 | Year Ended December 31, 2015 |
|---|---|---|---|
| Risk Free Interest Rate | 1.94% | —% | —% |
| Expected Dividend Yield | —% | —% | —% |
| Expected Life in Years | 10 years | 0 years | 0 years |
| Expected Price Volatility | 62.60% | —% | —% |

The Black-Scholes-Merton option valuation model requires the input of highly subjective assumptions, including the expected life of the stock based award and stock price volatility. The assumptions listed above represent management's best estimates, but these estimates involve inherent uncertainties and the application of management judgment. As a result, if other assumptions had been used, the Bank's recorded stock-based compensation expense could have been materially different from that previously reported in proforma disclosures. In addition, the Bank is required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. If the Bank's actual forfeiture rate is materially different from the estimate, the share-based compensation expense could be materially different.

## 11. *Employee Benefit Plans*

401K Plan

The Company has a Cash or Deferred 401(k) Stock Ownership Plan (the "401(k) Plan") organized under Section 401(k) of the Code. All employees of the Company are initially eligible to participate in the 401(k) Plan upon the first day of the month after date of hire. Under the terms of the plan, the participants may elect to make contributions to the 401(k) Plan as determined by the Board of Directors. Participants are automatically vested 100% in all employee contributions. Participants may direct the investment of their contributions to the 401(k) Plan in any of several authorized investment vehicles. The Company contributes funds to the Plan up to 4% of the employees' eligible annual compensation. Company contributions are immediately 100% vested at the time of contribution. The Company made matching contributions of $255,000, $280,000, and $240,000 to the 401(k) Plan for the years ended December 31, 2017, 2016, and 2015, respectively.

Salary Continuation Plan

The Company has an unfunded, non-qualified Salary Continuation Plan for senior executive officers and certain other key officers of the Company, which provides additional compensation benefits upon retirement for a period of at least 15 years. Future compensation under the Plan is earned by the employees for services rendered through retirement and vests over a period of 12 to 32 years. In 2015, the Company entered into Salary Continuation agreements with three officers of the Bank. The Company purchased company owned life insurance (COLI) policies on the life of the officers in connection with the Salary Continuation agreements. Life insurance premium expense totaled $49,000 for the insurance policies purchased. The Company accrues for the salary continuation liability based on anticipated years of service and vesting schedules provided under the Plan. The Company's current benefit liability is determined based upon vesting and the present value of the benefits at a corresponding discount rate. The discount rate used is an equivalent rate for high-quality investment-grade bonds with lives matching those of the service periods remaining for the salary continuation contracts, which averages approximately 20 years. At December 31, 2017 and 2016, $4,084,000 and $3,975,000, respectively, had been accrued to date, based on a discounted cash flow using an average discount rate of 3.04% and 3.21%, respectively, and is included in other liabilities. In connection with the implementation of the Salary Continuation Plans, the Company purchased single premium universal life insurance policies on the life of each of the key employees covered under the Plan. The Company is the owner and beneficiary of these insurance policies. The cash surrender value of the policies was $6,817,000 and $6,452,000 at December 31, 2017 and 2016, respectively, and is included on the consolidated balance sheet in cash surrender value of life insurance. Income on these policies, net of expense, totaled approximately $485,000, $465,000, and $399,000 for the years ended December 31, 2017, 2016, and 2015, respectively. Although the Plan is unfunded, the Company intends to utilize the proceeds of such policies to settle the Plan obligations. Under Internal Revenue Service regulations, the life insurance policies are the property of the Company and are available to satisfy the Company's general creditors.

Pursuant to the guidance contained in ASC Topic 715 *"Compensation,"* the Company is required to recognize in accumulated other comprehensive (loss) income, the amounts that have not yet been recognized as components of net periodic benefit costs. These unrecognized costs arise from changes in estimated interest rates used in the calculation of net liabilities under the Plan.

As of December 31, 2017, 2016, and 2015, the Company had approximately $462,000, $383,000, and $371,000, respectively in unrecognized net periodic benefit costs arising from changes in interest rates used in calculating the current post-retirement liability required under the Plan. This amount represents the difference between the plan liabilities calculated under net present value calculations, and the net plan liabilities actually recorded on the Company's books at December 31, 2017 and 2016.

Salary continuation expense is included in salaries and benefits expense, and totaled $223,000, $137,000, and $193,000 for the years ended December 31, 2017, 2016, and 2015, respectively.

<u>Officer Supplemental Life Insurance Plan</u>

The Company owns single premium Bank-owned life insurance policies (BOLI) and Company owned life insurance policies (COLI) on certain officers with a portion of the death benefits available to the officers' beneficiaries. The BOLI and COLI initial net cash surrender value is equivalent to the premium paid, and it adds income through non-taxable increases in its cash surrender value, net of the cost of insurance, plus any death benefits ultimately received by the Company. The cash surrender value of these insurance policies totaled $12,935,000 and $12,595,000 at December 31, 2017 and 2016, and is included on the consolidated balance sheet in cash surrender value of life insurance. These policies resulted in a income, net of expense, of approximately $485,000, $465,000, and $399,000 for the years ended December 31, 2017, 2016, and 2015, respectively.

## 12. Commitments and Contingent Liabilities

*Lease Commitments:* The Company leases land and premises for its branch banking offices and administration facilities. The initial terms of these leases expire at various dates through 2025. Under the provisions of most of these leases, the Company has the option to extend the leases beyond their original terms at rental rates adjusted for changes reported in certain economic indices or as reflected by market conditions. The total expense on land and premises leased under operating leases was $922,000, $862,000, and $782,000 for the years ended December 31, 2017, 2016, and 2015, respectively. Total rent expense for the years ended December 31, 2017, 2016, and 2015 included approximately $1,000, $8,000, and $16,000 in reductions, respectively, related to adjustments made pursuant to ASC Topic 840, "Leases." The adjustments represent the difference between contractual rent amounts paid and rent amounts actually expensed under the straight-line method pursuant to ASC 840.

*Future minimum rental commitments under existing non-cancelable leases as of December 31, 2017 are as follows:*

| *(In thousands):* | |
|---|---|
| 2018 | $ 710 |
| 2019 | 534 |
| 2020 | 484 |
| 2021 | 288 |
| 2022 | 282 |
| Thereafter | 806 |
| | $3,104 |

*Financial Instruments with Off-Balance Sheet Risk:* The Company is party to financial instruments with off-balance sheet risk which arise in the normal course of business. These instruments may contain elements of credit risk, interest rate risk and liquidity risk, and include commitments to extend credit and standby letters of credit. The credit risk associated with these instruments is essentially the same as that involved in extending credit to customers and is represented by the contractual amount indicated in the table below:

| | **Contractual amount – December 31,** | |
|---|---|---|
| *(In thousands)* | **2017** | **2016** |
| Commitments to extend credit | $99,958 | $120,485 |
| Standby letters of credit | 2,058 | 1,201 |

Commitments to extend credit are agreements to lend to a customer, as long as there is no violation of any condition established in the contract. Substantially all of these commitments are at floating interest rates based on the Prime rate, and most have fixed expiration dates. The Company evaluates each customer's creditworthiness on a case-by-case basis, and the amount of collateral obtained, if deemed necessary, is based on management's credit evaluation. Collateral held varies but includes accounts receivable, inventory, leases, property, plant and equipment, residential real estate and income-producing properties. Many of the commitments are expected to expire without being drawn upon and, as a result, the total commitment amounts do not necessarily represent future cash requirements of the Company.

Standby letters of credit are generally unsecured and are issued by the Company to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. The Company's letters of credit are short-term guarantees and generally have terms from less than one month to approximately 3 years. At December 31, 2017, the maximum potential amount of future undiscounted payments the Company could be required to make under outstanding standby letters of credit totaled $2,058,000.

In the ordinary course of business, the Company becomes involved in litigation arising out of its normal business activities. Management, after consultation with legal counsel, believes that the ultimate liability, if any, resulting from the disposition of such claims would not be material to the financial position of the Company.

## 13. *Fair Value Measurements and Disclosure*

The following summary disclosures are made in accordance with the guidance provided by ASC Topic 825 *"Fair Value Measurements and Disclosures"* (formerly Statement of Financial Accounting Standards No. 107, "Disclosures about Fair Value of Financial Instruments,") which requires the disclosure of fair value information about both on- and off-balance sheet financial instruments where it is practicable to estimate that value.

Generally accepted accounting guidance clarifies the definition of fair value, describes methods used to appropriately measure fair value in accordance with generally accepted accounting principles and expands fair value disclosure requirements. This guidance applies whenever other accounting pronouncements require or permit fair value measurements.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels (Level 1, Level 2, and Level 3). Level 1 inputs are unadjusted quoted prices in active markets (as defined) for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability, and reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

*The table below is a summary of fair value estimates for financial instruments and the level of the fair value hierarchy within which the fair value measurements are categorized at the periods indicated:*

| December 31, 2017 | | | | | |
|---|---|---|---|---|---|
| *(In thousands)* | **Carrying Amount** | **Estimated Fair Value** | **Quoted Prices In Active Markets for Identical Assets Level 1** | **Significant Other Observable Inputs Level 2** | **Significant Unobservable Inputs Level 3** |
| Financial Assets: | | | | | |
| Cash and cash equivalents | $107,934 | $107,934 | $107,934 | $ — | $ — |
| Investment securities | 45,722 | 45,722 | 3,737 | 41,985 | — |
| Loans | 593,123 | 588,938 | — | — | 588,938 |
| Accrued interest receivable | 6,526 | 6,526 | — | 6,526 | — |
| Financial Liabilities: | | | | | |
| Deposits: | | | | | |
| Noninterest-bearing | 307,299 | 307,299 | 307,299 | — | — |
| NOW and money market | 234,154 | 234,154 | 234,154 | — | — |
| Savings | 81,408 | 81,408 | 81,408 | — | — |
| Time deposits | 64,832 | 64,387 | — | — | 64,387 |
| Total deposits | 687,693 | 687,248 | 622,861 | — | 64,387 |
| Junior subordinated debt | 9,730 | 9,730 | — | — | 9,730 |
| Accrued interest payable | 44 | 44 | — | 44 | — |

| December 31, 2016 | | | | | |
|---|---|---|---|---|---|
| *(In thousands)* | **Carrying Amount** | **Estimated Fair Value** | **Quoted Prices In Active Markets for Identical Assets Level 1** | **Significant Other Observable Inputs Level 2** | **Significant Unobservable Inputs Level 3** |
| Financial Assets: | | | | | |
| Cash and cash equivalents | $113,032 | $113,032 | $113,032 | $ — | $ — |
| Interest-bearing deposits | 650 | 650 | — | 650 | — |
| Investment securities | 57,491 | 57,491 | 3,716 | 53,775 | — |
| Loans | 561,932 | 557,914 | — | — | 557,914 |
| Accrued interest receivable | 3,895 | 3,895 | — | 3,895 | — |
| Financial Liabilities: | | | | | |
| Deposits: | | | | | |
| Noninterest-bearing | 262,697 | 262,697 | 262,697 | — | — |
| NOW and money market | 235,873 | 235,873 | 235,873 | — | — |
| Savings | 75,068 | 75,068 | 75,068 | — | — |
| Time deposits | 102,991 | 102,743 | — | — | 102,743 |
| Total deposits | 676,629 | 676,381 | 573,638 | — | 102,743 |
| Junior subordinated debt | 8,832 | 8,832 | — | — | 8,832 |
| Accrued interest payable | 76 | 76 | — | 76 | — |

The Company performs fair value measurements on certain assets and liabilities as the result of the application of current accounting guidelines. Some fair value measurements, such as available-for-sale securities (AFS) and junior subordinated debt are performed on a recurring basis, while others, such as collateral dependent impaired loans, other real estate owned, goodwill and other intangibles, are performed on a nonrecurring basis.

The Company's Level 1 financial assets consist of money market funds and highly liquid mutual funds for which fair values are based on quoted market prices. The Company's Level 2 financial assets include highly liquid debt instruments of U.S. government agencies, collateralized mortgage obligations, and debt obligations of states and political subdivisions, whose fair values are obtained from readily-available pricing sources for the identical or similar underlying security that may, or may not, be actively traded. The Company's Level 3 financial assets include certain impaired loans, other real estate owned, goodwill, and intangible assets where the assumptions may be made by us or third parties about assumptions that market participants would use in pricing the asset or liability. From time to time, the Company recognizes transfers between Level 1, 2, and 3 when a change in circumstances warrants a transfer. There were no transfers in or out of Level 1 and Level 2 fair value measurements during the year ended December 31, 2017.

*The following tables summarize the Company's assets and liabilities that were measured at fair value on a recurring and non-recurring basis as of December 31, 2017 (in 000's):*

| **Description of Assets** | **December 31, 2017** | **Quoted Prices in Active Markets for Identical Assets (Level 1)** | **Significant Other Observable Inputs (Level 2)** | **Significant Unobservable Inputs (Level 3)** |
|---|---|---|---|---|
| AFS Securities (2): | | | | |
| U.S. Government agencies | $19,954 | $ — | $19,954 | $ — |
| U.S Govt collateralized mortgage obligations | 22,031 | — | 22,031 | — |
| Mutual Funds | 3,737 | 3,737 | — | — |
| Total AFS securities | 45,722 | 3,737 | 41,985 | — |
| Impaired Loans (1): | | | | |
| Commercial and industrial | — | — | — | — |
| Real estate mortgage | — | — | — | — |
| RE construction & development | — | — | — | — |
| Agricultural | — | — | — | — |
| Installment/Other | — | — | — | — |
| Total impaired loans | — | — | — | — |
| Other real estate owned (1) | — | — | — | — |
| Total | $45,722 | $3,737 | $41,985 | $ — |

| **Description of Liabilities** | **December 31, 2017** | **Quoted Prices in Active Markets for Identical Assets (Level 1)** | **Significant Other Observable Inputs (Level 2)** | **Significant Unobservable Inputs (Level 3)** |
|---|---|---|---|---|
| Junior subordinated debt (2) | $ 9,730 | $ — | $ — | $9,730 |
| Total | $ 9,730 | $ — | $ — | $9,730 |

(1) Nonrecurring
(2) Recurring

*The following tables summarize the Company's assets and liabilities that were measured at fair value on a recurring and non-recurring basis as of December 31, 2016 (in 000's):*

| **Description of Assets** | **December 31, 2016** | **Quoted Prices in Active Markets for Identical Assets (Level 1)** | **Significant Other Observable Inputs (Level 2)** | **Significant Unobservable Inputs (Level 3)** |
|---|---|---|---|---|
| AFS Securities (2): | | | | |
| U.S. Government agencies | $23,203 | $ — | $23,203 | $ — |
| U.S Govt collateralized mortgage obligations | 30,572 | — | 30,572 | — |
| Mutual Funds | 3,716 | 3,716 | — | — |
| Total AFS securities | 57,491 | 3,716 | 53,775 | — |
| Impaired Loans (1): | | | | |
| Commercial and industrial | 301 | — | — | 301 |
| Real estate mortgage | — | — | — | — |
| RE construction & development | — | — | — | — |
| Agricultural | — | — | — | — |
| Installment/Other | — | — | — | — |
| Total impaired loans | 301 | — | — | 301 |
| Other real estate owned (1) | — | — | — | — |
| Total | $57,792 | $3,716 | $53,775 | $ 301 |

| **Description of Liabilities** | **December 31, 2016** | **Quoted Prices in Active Markets for Identical Assets (Level 1)** | **Significant Other Observable Inputs (Level 2)** | **Significant Unobservable Inputs (Level 3)** |
|---|---|---|---|---|
| Junior subordinated debt (2) | $ 8,832 | $ — | $ — | $8,832 |
| Total | $ 8,832 | $ — | $ — | $8,832 |

(1) Nonrecurring
(2) Recurring

The Company did not record a write-down on other real estate owned during the years ended December 31, 2017 and 2016. A write-down of $188,000 was recorded during the year ended December 31, 2015.

*The following table presents quantitative information about Level 3 fair value measurements for the Company's assets measured at fair value on a non-recurring basis at December 31, 2016 (in 000's). There were no assets measured at fair value on a non-recurring basis at December 31, 2017.*

| | | **December 31, 2016** | | |
|---|---|---|---|---|
| **Financial Instrument** | **Fair Value** | **Valuation Technique** | **Unobservable Input** | **Range, Weighted Average** |
| Impaired Loans: | | | | |
| Commercial and industrial | $301 | Sales Comparison Approach | Adjustment for difference between comparable sales | 7%-29%, 19.1% |

The following methods and assumptions were used in estimating the fair values of financial instruments:

***Cash and Cash Equivalents*** – The carrying amounts reported in the balance sheets for cash and cash equivalents approximate their estimated fair values.

***Interest-bearing Deposits*** – Interest bearing deposits in other banks consist of fixed-rate certificates of deposits. Accordingly, fair value has been estimated based upon interest rates currently being offered on deposits with similar characteristics and maturities.

***Investments*** – Available for sale securities are valued based upon open-market price quotes obtained from reputable third-party brokers that actively make a market in those securities. Market pricing is based upon specific CUSIP identification for each individual security. To the extent there are observable prices in the market, the mid-point of the bid/ask price is used to determine fair value of individual securities. If that data is not available for the last 30 days, a Level 2-type matrix pricing approach based on comparable securities in the market is utilized. Level-2 pricing may include using a forward spread from the last observable trade or may use a proxy bond like a TBA mortgage to come up with a price for the security being valued. Changes in fair market value are recorded through other comprehensive loss as the securities are available for sale.

***Loans*** – Fair values of variable rate loans, which reprice frequently and with no significant change in credit risk, are based on carrying values adjusted for credit risk. Fair values for all other loans, except impaired loans, are estimated using discounted cash flows over their remaining maturities, using interest rates at which similar loans would currently be offered to borrowers with similar credit ratings and for the same remaining maturities. The allowance for loan loss is considered to be a reasonable estimate of loan discount for credit quality concerns.

***Impaired Loans*** – Fair value measurements for collateral dependent impaired loans are performed pursuant to authoritative accounting guidance and are based upon either collateral values supported by appraisals and observed market prices. Collateral dependent loans are measured for impairment using the fair value of the collateral. Changes are recorded directly as an adjustment to current earnings.

***Other Real Estate Owned*** – Nonrecurring adjustments to certain commercial and residential real estate properties classified as other real estate owned (OREO) are measured at the lower of carrying amount or fair value, less costs to sell. Fair values are generally based on third party appraisals of the property, resulting in a Level 3 classification. In cases where the carrying amount exceeds the fair value, less costs to sell, an impairment loss is recognized.

***Deposits*** – In accordance with authoritative accounting guidance, fair values for transaction and savings accounts are equal to the respective amounts payable on demand at December 31, 2017 and 2016 (i.e. carrying amounts). The Company believes that the fair value of these deposits is clearly greater than that prescribed under authoritative accounting guidance. Fair values of fixed-maturity certificates of deposit were estimated using the rates currently offered for deposits with similar remaining maturities.

***Junior Subordinated Debt*** – The fair value of the junior subordinated debt was determined based upon a discounted cash flows model utilizing observable market rates and credit characteristics for similar debt instruments. In its analysis, the Company used characteristics that market participants generally use, and considered factors specific to (a) the liability, (b) the principal (or most advantageous) market for the liability, and (c) market participants with whom the reporting entity would transact in that market. For the year ended December 31, 2017, cash flows were discounted at a rate which incorporates a current market rate for similar-term debt instruments, adjusted for credit and liquidity risks associated with similar junior subordinated debt and circumstances unique to the Company. The Company believes that the subjective nature of theses inputs, due primarily to the current economic environment, require the junior subordinated debt to be classified as a Level 3 fair value.

***Accrued Interest Receivable and Payable*** – The carrying value of these instruments is a reasonable estimate of fair value.

***Off-balance sheet Instruments*** – Off-balance sheet instruments consist of commitments to extend credit, standby letters of credit and derivative contracts. The contract amounts of commitments to extend credit and standby letters of credit are disclosed in Note 12. Fair values of commitments to extend credit are estimated using the interest rate currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present counterparties' credit standing. There was no material difference between the contractual amount and the estimated value of commitments to extend credit at December 31, 2017 and 2016.

Fair values of standby letters of credit are based on fees currently charged for similar agreements. The fair value of commitments generally approximates the fees received from the customer for issuing such commitments. These fees are not material to the Company's consolidated balance sheet and results of operations.

*The following tables provide a reconciliation of liabilities at fair value using significant unobservable inputs (Level 3) on a recurring basis during the period (in 000's):*

| | December 31, 2017 | December 31, 2016 | December 31, 2015 |
|---|---|---|---|
| **Reconciliation of Liabilities:** | **Junior Subordinated Debt** | **Junior Subordinated Debt** | **Junior Subordinated Debt** |
| Beginning balance | $8,832 | $8,300 | $10,115 |
| Total losses included in earnings | 882 | 518 | 73 |
| Canceled debt | — | — | (1,122) |
| Gain on redemption of liability | — | — | 78 |
| Capitalized interest | 16 | 1,050 | (698) |
| Ending balance | $9,730 | $8,832 | $ 8,300 |
| The amount of total losses for the period included in earnings attributable to the change in unrealized gains or losses relating to liabilities still held at the reporting date | $ 882 | $ 518 | $ 73 |

*The following table provides a description of the valuation technique, unobservable input, and qualitative information about the unobservable inputs for the Company's liabilities classified as Level 3 and measured at fair value on a recurring basis at December 31, 2017 and 2016:*

| December 31, 2017 | | | | December 31, 2016 | | | |
|---|---|---|---|---|---|---|---|
| **Financial Instrument** | **Valuation Technique** | **Unobservable Input** | **Weighted Average** | **Financial Instrument** | **Valuation Technique** | **Unobservable Input** | **Weighted Average** |
| Subordinated Debt | Discounted cash flow | Discount Rate | 5.81% | Subordinated Debt | Discounted cash flow | Discount Rate | 6.46% |

Management believes that the credit risk adjusted spread utilized in the fair value measurement of the junior subordinated debentures carried at fair value is indicative of the nonperformance risk premium a willing market participant would require under current market conditions, that is, the inactive market. Management attributes the change in fair value of the junior subordinated debentures during the period to market changes in the nonperformance expectations and pricing of this type of debt, and not as a result of changes to our entity-specific credit risk. The narrowing of the credit risk adjusted spread above the Company's contractual spreads has primarily contributed to the negative fair value adjustments. Generally, an increase in the credit risk adjusted spread and/or a decrease in the three month LIBOR swap curve will result in positive fair value adjustments (and decrease the fair value measurement). Conversely, a decrease in the credit risk adjusted spread and/or an increase in the three month

LIBOR swap curve will result in negative fair value adjustments (and increase the fair value measurement).

## 14. *Regulatory Matters*

Capital Adequacy – The Company (on a consolidated basis) and the Bank are subject to various regulatory capital requirements adopted by the Board of Governors of the Federal Reserve System (the "Board of Governors"). Failure to meet minimum capital requirements can initiate certain mandates and possible additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's consolidated financial statements and results of operations. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the consolidated Company and the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Prompt corrective action provisions are not applicable to bank holding companies.

Quantitative measures established by the capital adequacy guidelines require insured institutions to maintain a minimum leverage ratio of Tier 1 capital (the sum of common stockholders' equity, noncumulative perpetual preferred stock and minority interests in consolidated subsidiaries, minus intangible assets, identified losses and investments in certain subsidiaries, plus unrealized losses or minus unrealized gains on available for sale securities) to total assets. Institutions which have received the highest composite regulatory rating and which are not experiencing or anticipating significant growth are required to maintain a minimum leverage capital ratio of 3% of Tier 1 capital to total assets. All other institutions are required to maintain a minimum leverage capital ratio of at least 100 to 200 basis points above the 3% minimum requirement.

The Company has adopted a capital plan that includes guidelines and trigger points to ensure sufficient capital is maintained at the Bank and the Company, and that capital ratios are maintained at a level deemed appropriate under regulatory guidelines given the level of classified assets, concentrations of credit, ALLL, current and projected growth, and projected retained earnings. The capital plan also contains contingency strategies to obtain additional capital as required to fulfill future capital requirements for both the Bank, as a separate legal entity, and the Company on a consolidated basis.

The following table shows the Company's and the Bank's regulatory capital and regulatory capital ratios at December 31, 2017, 2016, and 2015 as compared to the applicable capital adequacy guidelines:

| | Actual | | For Capital Adequacy Purposes | | To Be Well Capitalized Under Prompt Corrective Action Provisions | |
|---|---|---|---|---|---|---|
| *(In thousands)* | **Amount** | **Ratio** | **Amount** | **Ratio** | **Amount** | **Ratio** |
| **As of December 31, 2017 (Company):** | | | | | | |
| Total Capital (to Risk Weighted Assets) | $115,265 | 17.54% | $52,560 | 8.00% | N/A | N/A |
| Tier 1 Capital (to Risk Weighted Assets) | 107,043 | 16.29% | 39,420 | 6.00% | N/A | N/A |
| Common Equity Tier 1 (to Risk Weighted Assets) | 97,313 | 14.81% | 29,565 | 4.50% | N/A | N/A |
| Tier 1 Leverage (to Average Assets) | 107,043 | 13.01% | 32,899 | 4.00% | N/A | N/A |
| **As of December 31, 2017 (Bank):** | | | | | | |
| Total Capital (to Risk Weighted Assets) | $113,653 | 17.31% | $52,511 | 8.00% | $65,638 | 10.00% |
| Tier 1 Capital (to Risk Weighted Assets) | 105,431 | 16.06% | 39,383 | 6.00% | 52,511 | 8.00% |
| Common Equity Tier 1 (to Risk Weighted Assets) | 105,431 | 16.06% | 29,537 | 4.50% | 42,665 | 6.50% |
| Tier 1 Leverage (to Average Assets) | 105,431 | 12.90% | 32,732 | 4.00% | 40,865 | 5.00% |
| **As of December 31, 2016 (Company):** | | | | | | |
| Total Capital (to Risk Weighted Assets) | $108,868 | 17.26% | $50,454 | 8.00% | N/A | N/A |
| Tier 1 Capital (to Risk Weighted Assets) | 100,968 | 16.01% | 37,840 | 6.00% | N/A | N/A |
| Common Equity Tier 1 (to Risk Weighted Assets) | 92,600 | 14.68% | 30,630 | 4.50% | N/A | N/A |
| Tier 1 Leverage (to Average Assets) | 100,968 | 12.97% | 30,956 | 4.00% | N/A | N/A |
| **As of December 31, 2016 (Bank):** | | | | | | |
| Total Capital (to Risk Weighted Assets) | $108,400 | 17.19% | $50,454 | 8.00% | $63,068 | 10.00% |
| Tier 1 Capital (to Risk Weighted Assets) | 100,500 | 15.94% | 37,840 | 6.00% | 50,454 | 8.00% |
| Common Equity Tier 1 (to Risk Weighted Assets) | 100,500 | 15.94% | 30,630 | 4.50% | 40,994 | 6.50% |
| Tier 1 Leverage (to Average Assets) | 100,500 | 12.99% | 30,956 | 4.00% | 38,695 | 5.00% |
| **As of December 31, 2015 (Company):** | | | | | | |
| Total Capital (to Risk Weighted Assets) | $100,659 | 16.65% | $48,358 | 8.00% | N/A | N/A |
| Tier 1 Capital (to Risk Weighted Assets) | 93,073 | 15.40% | 36,269 | 6.00% | N/A | N/A |
| Common Equity Tier 1 (to Risk Weighted Assets) | 85,237 | 14.10% | 27,201 | 4.50% | N/A | N/A |
| Tier 1 Leverage (to Average Assets) | 93,073 | 12.95% | 28,747 | 4.00% | N/A | N/A |
| **As of December 31, 2015 (Bank):** | | | | | | |
| Total Capital (to Risk Weighted Assets) | $100,544 | 16.69% | $48,204 | 8.00% | $71,870 | 10.00% |
| Tier 1 Capital (to Risk Weighted Assets) | 92,981 | 15.43% | 36,153 | 6.00% | 57,496 | 8.00% |
| Common Equity Tier 1 (to Risk Weighted Assets) | 92,981 | 15.43% | 27,115 | 4.50% | 46,716 | 6.50% |
| Tier 1 Leverage (to Average Assets) | 92,981 | 12.94% | 28,748 | 4.00% | 35,935 | 5.00% |

Federal regulations require FDIC-insured depository institutions, including the Bank, to meet several minimum capital standards: a common equity Tier 1 capital to risk-based assets ratio; a Tier 1 capital to risk-based assets ratio; a total capital to risk-based assets; and a Tier 1 capital to total assets leverage ratio. The existing capital requirements were effective January 1, 2015 and are the result of a final rule implementing regulatory amendments based on recommendations of the Basel Committee on Banking Supervision and certain requirements of the Dodd-Frank Act.

The capital standards require the maintenance of common equity Tier 1 capital, Tier 1 capital and Total capital to risk-weighted assets of at least 4.5%, 6% and 8%, respectively. The regulations also establish a minimum required leverage ratio of at least 4% Tier 1 capital. Common equity Tier 1 capital is generally defined as common stockholders' equity and retained earnings. Tier 1 capital is generally defined as common equity Tier 1 and Additional Tier 1 capital. Additional Tier 1 capital generally includes certain noncumulative perpetual preferred stock and related surplus and minority interests in equity accounts of consolidated subsidiaries. Total capital includes Tier 1 capital (common equity Tier 1 capital plus Additional Tier 1 capital) and Tier 2 capital. Tier 2 capital is comprised of capital instruments and related surplus meeting specified requirements, and may include cumulative preferred stock and long-term perpetual preferred stock, mandatory convertible securities, intermediate preferred stock and subordinated debt. Also included in Tier 2 capital is the allowance for loan and lease losses limited to a maximum of 1.25% of risk-weighted assets and, for institutions that have exercised an opt-out election regarding the treatment of Accumulated Other Comprehensive Income ("AOCI"), up to 45% of net unrealized gains on available-for-sale equity securities with readily determinable fair market values. Institutions that have not exercised the AOCI opt-out have AOCI incorporated into common equity Tier 1 capital (including unrealized gains and losses on available-for-sale-securities). Calculation of all types of regulatory capital is subject to deductions and adjustments specified in the regulations.

In determining the amount of risk-weighted assets for purposes of calculating risk-based capital ratios, an institution's assets, including certain off-balance sheet assets (e.g., recourse obligations, direct credit substitutes, residual interests), are multiplied by a risk weight factor assigned by the regulations based on the risk deemed inherent in the type of asset. Higher levels of capital are required for asset categories believed to present greater risk. For example, a risk weight of 0% is assigned to cash and U.S. government securities, a risk weight of 50% is generally assigned to prudently underwritten first lien one to four-family residential mortgages, a risk weight of 100% is assigned to commercial and consumer loans, a risk weight of 150% is assigned to certain past due loans and a risk weight of between 0% to 600% is assigned to permissible equity interests, depending on certain specified factors.

In addition to establishing the minimum regulatory capital requirements, the regulations limit capital distributions and certain discretionary bonus payments to management if the institution does not hold a "capital conservation buffer" consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets above the amount necessary to meet its minimum risk-based capital requirements. The capital conservation buffer requirement is being phased in beginning January 1, 2016 at 0.625% of risk-weighted assets and increasing each year until fully implemented at 2.5% on January 1, 2019. Institutions that do not maintain the required capital buffer will become subject to progressively most stringent limitations on the percentage of earnings that can be paid out in dividends or used for stock repurchases and on the payment of discretionary bonuses to executive management.

Under regulatory guidelines, the $15 million in Trust Preferred Securities issued by USB Capital Trust II in July of 2007 qualifies as Tier 1 capital up to 25% of Tier 1 capital. Any additional portion of Trust Preferred Securities qualifies as Tier 2 capital. During 2015, a redemption of $3.0 million junior subordinated debt took place. The current balance of Trust Preferred Securities is $12 million. As of December 31, 2017, the Company and the Bank meets all capital adequacy requirements to which they are subject.

Dividends – Cash dividends, if any, paid to shareholders are paid by the Company, subject to restrictions set forth in the California Corporations Code and the terms of the Federal Reserve informal supervisory agreement. Dividends paid by the Company during 2017 were in the form of stock and cash dividends. In 2016 dividends were in the form of stock rather than cash dividends.

The primary source of funds with which cash dividends are paid to shareholders comes from cash dividends received by the Company from the Bank. The Bank's ability to pay dividends is subject to the restrictions set forth in the California Financial Code. Under the Financial Code, the Bank may not pay cash dividends in an amount which exceeds the lesser of the retained earnings of the Bank or the Bank's net income for the last three fiscal years (less the amount of distributions to shareholders during that period of time). If the above test is not met, cash dividends may only be paid with the prior approval of the DBO, in an amount not exceeding the greater of: (i) the Bank's retained earnings; (ii) its net income for the last fiscal year; or (iii) its net income for the current fiscal year. During the year ended December 31, 2017, the Bank's cash dividends of $4,291,000 paid to the Company were approved by the Federal Reserve and the DBO and funded the Company's operating costs and payments of interest on its junior subordinated debentures. The approval by the Federal Reserve and the DBO was required for the dividend issued during the first quarter 2017, but subsequently deemed unnecessary alongside the termination of the informal agreements. During the year ended December 31, 2015, a redemption of $3.0 million junior subordinated debt was approved by both agencies.

Cash Restrictions – The Bank is required to maintain average reserve balances with the Federal Reserve. During 2005, the Company implemented a deposit reclassification program, which allows the Company to reclassify a portion of transaction accounts to non-transaction accounts for reserve purposes. The deposit reclassification program is provided by a third-party vendor, and has been approved by the Federal Reserve Bank.

### *15. Supplemental Cash Flow Disclosures*

| | Year Ended December 31, | | |
|---|---|---|---|
| *(In thousands)* | **2017** | **2016** | **2015** |
| Cash paid during the period for: | | | |
| Interest | $1,762 | $1,362 | $1,243 |
| Income Taxes | 6,863 | 1,710 | 3,080 |
| Noncash activities: | | | |
| Loans transferred to foreclosed property | — | — | 226 |
| OREO financed | — | 3,766 | — |
| Unrealized gains (losses) on securities | 16 | (648) | (265) |
| Unrealized (losses) gains on unrecognized post retirement costs | (6) | (22) | 224 |

### *16. Common Stock Dividend*

The Company declared one-percent (1)% common stock dividends for the quarter ended March 31, 2017. All 1% stock dividends were considered "small stock dividends" resulting in a transfer between retained earnings and common stock an amount equal to the number of shares issued in the stock dividend multiplied by the stock's closing price at the date of declaration. Other than for earnings-per-share calculations and share-based compensation disclosures, shares issued for the stock dividend have been treated prospectively for financial reporting purposes. For purposes of earnings per share calculations, the Company's weighted average shares outstanding and potentially dilutive shares used in the computation of earnings per share have been restated after giving retroactive effect to a 1% stock dividend to shareholders for all periods presented.

On April 25, 2017, the Company's Board of Directors declared a cash dividend of $0.05 per share on the Company's common stock. The dividend was payable on May 17, 2017, to shareholders of record as of May 8, 2017. Approximately $844,000 was transfered from retained earnings to cash to allow for distribution of the dividend to shareholders. The Board of Directors also authorized the repurchase of up to $3 million of the outstanding common stock of the Company. The timing of the purchases will depend on certain factors, including but not limited to, market conditions and prices, available funds, and alternative uses of capital. The stock repurchase program may be carried out through open-market purchases, block trades, or negotiated private transactions.

On June 27, 2017, the Company's Board of Directors declared a cash dividend of $0.05 per share on the Company's common stock. The dividend was payable on July 21, 2017, to shareholders of record as of July 7, 2017. Approximately $844,000 was transfered from retained earnings to cash to allow for distribution of the dividend to shareholders.

On September 26, 2017, the Company's Board of Directors declared a cash dividend of $0.07 per share on the Company's common stock. The dividend was payable on October 19, 2017, to shareholders of record as of October 10, 2017. Approximately $1,182,000 was transfered from retained earnings to other liabilities to allow for distribution of the dividend to shareholders.

On December 19, 2017, the Company's Board of Directors declared a cash dividend of $0.07 per share on the Company's common stock. The dividend was payable on January 16, 2018, to shareholders of record as of January 4, 2018. Approximately $1,182,000 was transfered from retained earnings to other liabilities to allow for distribution of the dividend to shareholders.

The Company declared one-percent (1)% common stock dividends during each of the four quarters ended December 31, 2016, September 30, 2016, June 30, 2016, and March 31, 2016. All 1% stock dividends were considered "small stock dividends" resulting in a transfer between retained earnings and common stock an amount equal to the number of shares issued in the stock dividend multiplied by the stock's closing price at the date of declaration. Other than for earnings-per-share calculations, shares issued for the stock dividend have been treated prospectively for financial reporting purposes. For purposes of earnings per share calculations, the Company's weighted average shares outstanding and potentially dilutive shares used in the computation of earnings per share have been restated after giving retroactive effect to a 1% stock dividend to shareholders for all periods presented.

## 17. *Net Income Per Share*

*The following table provides a reconciliation of the numerator and the denominator of the basic net income per share computation with the numerator and the denominator of the diluted net income per share computation. Prior year amounts have been restated to reflect the impact of stock dividends.*

| | Year Ended December 31, | | |
|---|---|---|---|
| *(In thousands, except earnings per share data)* | **2017** | **2016** | **2015** |
| Net income available to common shareholders | $ 8,640 | $ 7,385 | $ 6,810 |
| Weighted average shares outstanding | 16,885,587 | 16,881,379 | 16,880,563 |
| Add: dilutive effect of stock options | 19,328 | 7,648 | 2,234 |
| Weighted average shares outstanding adjusted for potential dilution | 16,904,915 | 16,889,027 | 16,882,797 |
| Basic earnings per share | $ 0.51 | $ 0.44 | $ 0.40 |
| Diluted earnings per share | $ 0.51 | $ 0.44 | $ 0.40 |
| Anti-dilutive shares excluded from earnings per share calculation | 98,000 | 21,000 | 132,000 |

Dilutive income per share includes the effect of stock options and other potentially dilutive securities using the treasury stock method. There are two forms of outstanding common stock: common stock and unvested restricted stock awards. Holders of unvested restricted stock awards receive non-forfeitable dividends at the same rate as common shareholders and they both share equally in undistributed earnings. Under the two-class method, the difference in EPS is not significant for these participating securities.

## 18. *Common Stock Repurchase Plan*

On May 16, 2007, the Company's Board of Directors approved a plan to repurchase, as conditions warrant, up to 846,127 shares of the Company's common stock on the open market or in privately negotiated transactions. The repurchase plan represents approximately 5.00% of the Company's currently outstanding common stock. The duration of the program is open-ended and the timing of purchases will depend on market conditions. As of December 31, 2017, there were 732,556 shares available for repurchase.

On April 25, 2017, the Company's Board of Directors approved the repurchase of up to $3 million of the outstanding common stock of the Company. The timing of the purchases will depend on certain factors, including but not limited to, market conditions and prices, available funds, and alternative uses of capital.

The stock repurchase program may be carried out through open-market purchases, block trades, or negotiated private transactions.

The Company did not repurchase any common shares during the years ended December 31, 2017, 2016, and 2015.

### *19. Goodwill and Intangible Assets*

At December 31, 2017, the Company had goodwill in the amount of $4,488,000 in connection with various business combinations and purchases. This amount was unchanged from the balance of $4,488,000 at December 31, 2016. While goodwill is not amortized, the Company does conduct periodic impairment analysis on goodwill at least annually or more often as conditions require. The Company performed its analysis of goodwill impairment and concluded goodwill was not impaired at December 31, 2017.

### *20. Parent Company Only Financial Statements*

*The following are the condensed financial statements of United Security Bancshares and should be read in conjunction with the consolidated financial statements:*

**United Security Bancshares – (parent only)**
**Balance Sheets – December 31, 2017 and 2016**

| *(In thousands)* | **2017** | **2016** |
|---|---|---|
| Assets | | |
| Cash and equivalents | $ 1,656 | $ 148 |
| Investment in bank subsidiary | 109,472 | 104,554 |
| Other assets | 1,136 | 2,525 |
| Total assets | 112,264 | 107,227 |
| Liabilities & Shareholders' Equity | | |
| Liabilities: | | |
| Junior subordinated debt securities (at fair value) | 9,730 | 8,832 |
| Deferred taxes | — | 1,741 |
| Dividends declared | 1,182 | — |
| Total liabilities | 10,912 | 10,573 |
| Shareholders' Equity: | | |
| Common stock, no par value 20,000,000 shares authorized, 16,885,615 and 16,705,594 issued and outstanding, at December 31, 2017 and December 31, 2016, respectively | 57,880 | 56,557 |
| Retained earnings | 44,182 | 40,701 |
| Accumulated other comprehensive loss | (710) | (604) |
| Total shareholders' equity | 101,352 | 96,654 |
| Total liabilities and shareholders' equity | $112,264 | $107,227 |

**United Security Bancshares – (parent only)**
**Income Statements**

| *(In thousands)* | Year ended December 31, 2017 | 2016 | 2015 |
|---|---|---|---|
| Income | | | |
| Loss on fair value of financial liability | $ (882) | $ (518) | $ (73) |
| Gain on redemption of JR subordinated debentures | — | — | 78 |
| Dividends from subsidiary | 4,291 | 424 | 2,416 |
| Total income | 3,409 | (94) | 2,421 |
| Expense | | | |
| Interest expense | 302 | 240 | 225 |
| Other expense | 269 | 241 | 256 |
| Total expense | 571 | 481 | 481 |
| Income (loss) before taxes and equity in undistributed income of subsidiary | 2,838 | (575) | 1,940 |
| Income tax benefit | (989) | (411) | (196) |
| Undistributed income of subsidiary | 4,813 | 7,549 | 4,674 |
| Net Income | $8,640 | $7,385 | $6,810 |

**United Security Bancshares – (parent only)**
**Statement of Cash Flows**

| *(In thousands)* | Year ended December 31, 2017 | 2016 | 2015 |
|---|---|---|---|
| Cash Flows From Operating Activities | | | |
| Net income | $8,640 | $7,385 | $6,810 |
| Adjustments to reconcile net income to cash provided by operating activities: | | | |
| Equity in undistributed income of subsidiary | (4,813) | (7,549) | (4,674) |
| Provision for deferred income taxes | (751) | (169) | (518) |
| Loss on fair value option of financial liability | 882 | 518 | 73 |
| Gain on redemption of junior subordinated debentures | — | — | (78) |
| Decrease (increase) in income tax receivable | 391 | (198) | 117 |
| Net change in other assets/liabilities | 23 | 15 | (14) |
| Net cash provided by operating activities | 4,372 | 2 | 1,716 |
| Cash Flows From Financing Activities | | | |
| Proceeds from exercise of stock options | 6 | 6 | — |
| Dividends paid | (2,870) | — | — |
| Redemption of junior subordinated debenture | — | — | (1,800) |
| Net cash (used in) provided by financing activities | (2,864) | 6 | (1,800) |
| Net increase (decrease) increase in cash and cash equivalents | 1,508 | 8 | (84) |
| Cash and cash equivalents at beginning of year | 148 | 140 | 224 |
| Cash and cash equivalents at end of year | $1,656 | $148 | $140 |

### 21. *Summary of Quarterly Results of Operations (unaudited)*

The following table sets forth the results of operations for the four quarters of 2017 and 2016, and is unaudited; however, in the opinion of Management, it reflects all adjustments (which include only normal recurring adjustments) necessary to present fairly the summarized results for such periods.

| | 2017 Quarters Ended | | | |
|---|---|---|---|---|
| *(dollars in thousands, except per share data)* | **December 31,** | **September 30,** | **June 30,** | **March 31,** |
| Interest Income: | | | | |
| Loans, including fees | $8,035 | $7,978 | $7,579 | $7,225 |
| Investment securities, interest bearing cash at Banks | 560 | 614 | 531 | 408 |
| Total interest income | 8,595 | 8,592 | 8,110 | 7,633 |
| Interest Expense | 451 | 435 | 438 | 405 |
| Net Interest Income | 8,144 | 8,157 | 7,672 | 7,228 |
| Provision (recovery of provision) for Credit Losses | 48 | 7 | (52) | 21 |
| Net Interest Income after Provision for Credit Losses | 8,096 | 8,150 | 7,724 | 7,207 |
| Noninterest Income | 1,155 | 1,176 | 1,066 | 909 |
| Noninterest Expense | 5,260 | 4,746 | 4,607 | 5,190 |
| Income Before Provision for Taxes | 3,991 | 4,580 | 4,183 | 2,926 |
| Provision for Taxes on Income | 2,354 | 1,840 | 1,691 | 1,155 |
| Net Income | $1,637 | $2,740 | $2,492 | $1,771 |
| Net Income per common share | | | | |
| Basic | $ 0.10 | $ 0.16 | $ 0.15 | $ 0.10 |
| Diluted | $ 0.10 | $ 0.16 | $ 0.15 | $ 0.10 |

| | 2016 Quarters Ended | | | |
|---|---|---|---|---|
| *(dollars in thousands, except per share data)* | **December 31,** | **September 30,** | **June 30,** | **March 31,** |
| Interest Income: | | | | |
| Loans, including fees | $7,460 | $7,435 | $6,658 | $6,631 |
| Investment securities, interest bearing cash at Banks | 319 | 318 | 338 | 315 |
| Total interest income | 7,779 | 7,753 | 6,996 | 6,946 |
| Interest Expense | 395 | 349 | 330 | 335 |
| Net Interest Income | 7,384 | 7,404 | 6,666 | 6,611 |
| Provision (recovery of provision) for Credit Losses | (14) | 4 | 12 | (22) |
| Net Interest Income after Provision for Credit Losses | 7,398 | 7,400 | 6,654 | 6,633 |
| Noninterest Income | 741 | 786 | 1,427 | 1,561 |
| Noninterest Expense | 5,358 | 4,864 | 4,824 | 5,300 |
| Income Before Provision for Taxes | 2,781 | 3,322 | 3,257 | 2,894 |
| Provision for Taxes on Income | 1,226 | 1,282 | 1,236 | 1,125 |
| Net Income | $1,555 | $2,040 | $2,021 | $1,769 |
| Net Income per common share | | | | |
| Basic | $ 0.09 | $ 0.12 | $ 0.12 | $ 0.10 |
| Diluted | $ 0.09 | $ 0.12 | $ 0.12 | $ 0.10 |

### 22. *Subsequent Events*

Subsequent events are events or transactions that occur after the balance sheet date but before financial statements are issued. Recognized subsequent events are events or transactions that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements. Nonrecognized subsequent events are events that provide evidence about conditions that did not exist at the date of the balance sheet but arose after that date. Management has reviewed events occurring through the date the financial statements were issued and no subsequent events occurred requiring accrual or disclosure.

# Management's Report on Internal Control Over Financial Reporting

Management of United Security Bancshares and Subsidiaries (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, and for performing an assessment of the effectiveness of internal control over financial reporting as of December 31, 2017. The Company's internal control over financial reporting is a process designed under the supervision of the Company's management, including the Chief Executive Officer and Chief Financial Officer, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States.

The Company's system of internal control over financial reporting includes policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Management recognizes that there are inherent limitations in the effectiveness of any system of internal control, and accordingly, even effective internal control can provide only reasonable assurance with respect to financial statement preparation and fair presentation. Further, because of changes in conditions, the effectiveness of internal control may vary over time.

Under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, the Company performed an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2017 based upon criteria in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). As a result of this assessment, management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2017.

# Report of Independent Registered Public Accounting Firm

## To the Board of Directors and Shareholders
## United Security Bancshares and Subsidiary

### *Opinions on the Financial Statements and Internal Control over Financial Reporting*

We have audited the accompanying consolidated balance sheets of United Security Bancshares and subsidiaries (the "Company") as of December 31, 2017 and 2016, the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2017, and the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2017 and 2016, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by COSO.

### *Basis for Opinions*

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### *Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Moss Adams LLP

/s/ Moss Adams LLP

Sacramento, California
March 2, 2018

We have served as the Company's auditor since 1999.

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

**Overview**

Certain matters discussed or incorporated by reference in this Annual Report on Form 10-K are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those projected in the forward-looking statements. Such risks and uncertainties include, but are not limited to, those described in Management's Discussion and Analysis of Financial Condition and Results of Operations. Such risks and uncertainties include, but are not limited to, the following factors: i) competitive pressures in the banking industry and changes in the regulatory environment; ii) exposure to changes in the interest rate environment and the resulting impact on the Company's interest rate sensitive assets and liabilities; iii) decline in the health of the economy nationally or regionally which could reduce the demand for loans or reduce the value of real estate collateral securing most of the Company's loans; iv) credit quality deterioration that could cause an increase in the for loan losses; v) Asset/Liability matching risks and liquidity risks; volatility and devaluation in the securities markets, vi) failure to comply with the regulatory agreement under which the Company is subject, vii) expected cost savings from recent acquisitions are not realized, viii) potential impairment of goodwill and other intangible assets, and ix) technology implementation problems and information security breaches. Therefore, the information set forth therein should be carefully considered when evaluating the business prospects of the Company.

***The Company***

United Security Bancshares is a California corporation incorporated during March of 2001 and is registered with the Board of Governors of the Federal Reserve System as a bank holding company under the Bank Holding Company Act of 1956, as amended. United Security Bank is a wholly-owned bank subsidiary of the Company and was formed in 1987.

***Current Trends Affecting Results of Operations and Financial Position***

The Company's overall operations are impacted by a number of factors, including not only interest rates and margin spreads, which impact the results of operations, but also the composition of the Company's balance sheet. One of the primary strategic goals of the Company is to maintain a mix of assets that will generate a reasonable rate of return without undue risk, and to finance those assets with a low-cost and stable source of funds. Liquidity and capital resources must also be considered in the planning process to mitigate risk and allow for growth.

Since the Bank primarily conducts banking operations in California's Central Valley, its operations and cash flows are subject to changes in the economic condition of the Central Valley. Our business results are dependent in large part upon the business activity, population, income levels, deposits and real estate activity in the Central Valley, and declines in economic conditions can have adverse material effects upon the Bank.

The residential real estate markets in the five county region from Merced to Kern has strengthened since 2013 and that trend has continued into the fourth quarter of 2017. The severe declines in residential construction and home prices that began in 2008 have ended and home prices are now rising on a year-over-year basis. The sustained period of double-digit price declines from 2008–2011 adversely impacted the Company's operations and increased the levels of nonperforming assets, increased expenses related to foreclosed properties, and decreased profit margins. As the Company continues its business development and expansion efforts throughout its market areas, it will also maintain its commitment to the reduction of nonperforming assets and provision of options for borrowers experiencing difficulties. Those options include combinations of rate and term concessions, as well as forbearance agreements with borrowers. Median sales prices and housing start numbers improved in the five county region from Merced to Kern beginning in 2013.

The Company continues to emphasize relationship banking and core deposit growth, and has focused greater attention on its market area of Fresno, Madera, and Kern Counties, as well as Campbell, in Santa Clara County. The San Joaquin Valley and other California markets are exhibiting stronger demand for construction lending and commercial lending from small and medium size businesses, as commercial and residential real estate markets have shown improvements.

The Company continually evaluates its strategic business plan as economic and market factors change in its market area. Balance sheet management, enhancing revenue sources, and maintaining market share will continue to be of primary importance during 2018 and beyond. The previous pressure on net margins as interest rates hit historical lows may now be ending as interest rates are anticipated to rise slowly. As a result, market rates of interest and asset quality will continue to be important factors in the Company's ongoing strategic planning process.

## Application of Critical Accounting Policies and Estimates

The Company's consolidated financial statements are prepared in accordance with generally accepted accounting principles and follow general practices within the banking industry. Application of these principles requires management to make estimates, assumptions, and judgments that affect the amounts reported in the financial statements and accompanying notes. These estimates, assumptions, and judgments are based on information available as of the date of the financial statements; accordingly, as this information changes, the financial statements could reflect different estimates, assumptions, and judgments. Certain policies inherently have a greater reliance on the use of estimates, assumptions, and judgments and as such have a greater possibility of producing results that could be materially different than originally reported. Estimates, assumptions, and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment write-down or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future event. Carrying assets and liabilities at fair value inherently may result in more financial statement volatility. The fair values and the information used to record valuation adjustments for certain assets and liabilities are based either on quoted market prices or are provided by other third-party sources, when available. When third-party information is not available, valuation adjustments are estimated using the Company's own assumptions in regard to the assumptions that market participants would use in pricing the asset or liability.

The most significant accounting policies followed by the Company are presented in Note 1 to the Company's consolidated financial statements included herein. These policies, along with the disclosures presented in the other financial statement notes and in this financial review, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, management has identified the determination of the allowance for credit losses, other real estate owned through foreclosure, impairment of investment securities, revenue recognition, nonaccrual income recognition, fair value estimates on junior subordinated debt, valuation for deferred income taxes, and goodwill, to be accounting areas that require the most subjective or complex judgments, and as such could be most subject to revision as new information becomes available.

*Allowance for Credit Losses*

The allowance for credit losses represents management's estimate of probable credit losses inherent in the loan portfolio. Determining the amount of the allowance for credit losses is considered a critical accounting estimate because it requires significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, and consideration of current economic trends and conditions, all of which may be susceptible to significant change. The loan portfolio also represents the largest asset type on the consolidated balance sheet. Note 1 to the consolidated financial statements describes the methodology used to determine the allowance for credit losses. A discussion of the factors driving changes in the amount of the allowance for credit losses is included in the Asset Quality and Allowance for Credit Losses section of this financial review.

*Other Real Estate Owned*

Real estate properties acquired through, or in lieu of, loan foreclosure are to be sold and are initially recorded at fair value of the property, less estimated costs to sell. The excess, if any, of the loan amount over the fair value of the collateral is charged to the allowance for credit losses. The determination of fair value is generally based upon pre-approved, external appraisals. Subsequent declines in the fair value of other real estate owned, along with related revenue and expenses from operations, are charged to noninterest expense. The fair market valuation of such properties is based upon estimates, and as such, is subject to change as circumstances in the Company's market area, or general economic trends, fluctuate.

*Fair Value*

Effective January 1, 2007, the Company adopted fair value option accounting standards choosing to apply the standards to its junior subordinated debt. The Company concurrently adopted the accounting standards related to fair value measurements. The accounting standards related to fair value measurements define how applicable assets and liabilities are to be valued, and requires expanded disclosures about financial instruments carried at fair value. The fair value measurement accounting standard establishes a hierarchical disclosure framework associated with the level of pricing observability utilized in measuring financial instruments at fair value. The degree of judgment utilized in measuring the fair value of financial instruments generally correlates to the level of pricing observability. Financial instruments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of pricing observability and a lesser degree of judgment utilized in measuring fair value. Conversely, financial instruments infrequently traded or not quoted in an active market will generally have little or no pricing observability and a higher degree of judgment utilized in measuring fair value. Pricing observability is impacted by a number of factors, including the type of financial instrument, whether the financial instrument is new to the market and not yet established and the characteristics specific to the transaction. Determining fair values under the accounting standards may include judgments related to measurement factors that may vary from actual transactions executed in the marketplace. For the years ended December 31, 2017 and 2016, the Company recorded fair value adjustments related to its junior subordinated debt totaling losses of $882,000 and $518,000, respectively. (See Notes 8 and 13 of the *Notes to Consolidated Financial Statements* for additional information about financial instruments carried at fair value.)

*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 taxes are measured using current tax rates applied to such taxable income in the years in which those temporary differences are expected to be recovered. If the Company's future income is not sufficient to apply the deferred tax assets within the tax years to which they may be applied, the deferred tax asset may not be realized and the Company's income will be reduced. The Company recorded no valuation allowance against its deferred tax assets at December 31, 2017 and 2016.

On January 1, 2007, the Company adopted accounting standards related to uncertainty in income taxes. The standard prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Under the accounting standards, an entity should recognize the financial statement benefit of a tax position if it determines that it is *more likely than not* that the position will be sustained on examination. The term "more likely than not" means a likelihood of more than 50 percent. In assessing whether the more-likely-than-not criterion is met, the entity should assume that the tax position will be reviewed by the applicable taxing authority.

Pursuant to the accounting standards related to uncertainty in income taxes, the Company will continue to re-evaluate existing tax positions, as well as new positions as they arise. If the Company determines in the future that its tax positions are not "more likely than not" to be sustained (as defined) by taxing authorities, the Company may need to recognize additional tax liabilities.

On December 22, 2017, the Tax Cuts and Jobs Act of 2017, was signed into law, reducing the federal corporate tax rate to 21% from the existing maximum rate of 35%, effective January 1, 2018. As a result, The Company's net deferred tax asset was revalued at the new lower tax rate as of December 31, 2017.

*Impairment of Investment Securities*

Investment securities are impaired when the amortized cost exceeds fair value. The Company evaluates investment securities for other-than-temporary impairment ("OTTI") at least quarterly, and more frequently when economic or market conditions warrant such an evaluation. Management considers the extent and duration of the unrealized loss and assesses whether it intends to sell, or it is likely that it will be required to sell the security before the anticipated recovery. If the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings.

For investment securities that do not meet the criteria regarding intent or requirement to sell, the Company compares the present value of the remaining cash flows as estimated at the preceding evaluation date to the current expected remaining cash flows to determine OTTI related to credit loss. The amount of OTTI related to credit loss is recognized in earnings, with the balance recognized in other comprehensive income.

*Revenue Recognition*

The Company's primary sources of revenue are interest income from loans and investment securities. Interest income is generally recorded on an accrual basis, unless the collection of such income is not reasonably assured or cannot be reasonably estimated. Pursuant to accounting standards related to revenue recognition, nonrefundable fees and costs associated with originating or acquiring loans are recognized as a yield adjustment to the related loans by amortizing them into income over the term of the loan using a method which approximates the interest method. Other credit-related fees, such as standby letter of credit fees, loan placement fees and annual credit card fees are recognized as noninterest income during the period the related service is performed.

For loans placed on nonaccrual status, the accrued and unpaid interest receivable may be reversed at management's discretion based upon management's assessment of collectability, and interest is thereafter credited to principal to the extent necessary to eliminate doubt as to the collectability of the net carrying amount of the loan.

**Results of Operations**

On a year-to-date basis, the Company reported net income of $8,640,000 or $0.51 per share ($0.51 diluted) for the year ended December 31, 2017, as compared to $7,385,000 or $0.44 per share ($0.44 diluted) for the same period in 2016. The increase of $1,255,000 between December 31, 2016 and December 31, 2017 is primarily the result of increases in interest-earning assets. Interest income increased by $3,457,000 between December 31, 2016 and December 31, 2017. Non-interest income decreased by $208,000.

The Company’s return on average assets was 1.07% for the year ended December 31, 2017, and 0.98%year ended December 31, 2016. The Company’s return on average equity was 8.63% for the year ended December 31, 2017, as compared to 7.86% for the year ended December 31, 2016.

As with variances in net income, changes in the return on average assets and average equity experienced by the Company during 2017 and 2016 were effected by increases in average loan balances and net interest income.

*The following table sets forth certain selected financial data for the Bank for each of the years in the five-year periods ended December 31, 2017, and should be read in conjunction with the more detailed information and financial statements contained elsewhere herein (in thousands except per share data and ratios).*

| *(In thousands except per share data and ratios)* | **2017** | **2016** | **2015** | **2014** | **2013** |
|---|---|---|---|---|---|
| **Selected Financial Ratios:** | | | | | |
| Return on average assets | 1.07% | 0.98% | 0.98% | 0.93% | 1.13% |
| Return on average shareholders' equity | 8.63% | 7.86% | 7.88% | 7.80% | 10.09% |
| Average shareholders' equity to average assets | 12.46% | 12.43% | 12.41% | 11.88% | 11.20% |
| Dividend payout ratio | 33.21% | —% | —% | —% | —% |

***Net Interest Income***

Net interest income, the most significant component of earnings, is the difference between the interest and fees received on earning assets and the interest paid on interest-bearing liabilities. Earning assets consist primarily of loans, and to a lesser extent, investments in securities issued by federal, state and local authorities, and corporations, as well as interest-bearing deposits and overnight investments in federal funds loaned to other financial institutions. These earning assets are funded by a combination of interest-bearing and noninterest-bearing liabilities, primarily customer deposits, and may include short-term and long-term borrowings.

Net interest income before provision for credit losses totaled $31,200,000 for the year ended December 31, 2017, representing an increase of $3,136,000, or 11.17%, when compared to the $28,064,000 reported for the same period of the previous year. Although market rates of interest are at historically low levels, the Company’s disciplined deposit pricing efforts have helped maintain adequate margins. The Company’s net interest margin, as shown in Table 1, increased to 4.27% for the year ended December 31, 2017, when compared to 4.11% for the year ended December 31, 2016, and increased from 4.22% for the year ended December 31, 2015.

Table 1. – Distribution of Average Assets, Liabilities and Shareholders' Equity:
Interest rates and interest differentials
Years ended December 31, 2017, 2016, and 2015

| | 2017 | | | 2016 | | | 2015 | | |
|---|---|---|---|---|---|---|---|---|---|
| *(Dollars in thousands)* | Average Balance | Interest | Yield/ Rate | Average Balance | Interest | Yield/ Rate | Average Balance | Interest | Yield/ Rate |
| **Assets:** | | | | | | | | | |
| Interest-earning assets: | | | | | | | | | |
| Loans and leases (1) | $569,079 | $30,817 | 5.42% | $540,777 | $28,182 | 5.21% | $493,375 | $26,469 | 5.36% |
| Investment Securities – taxable | 52,513 | 901 | 1.72% | 49,612 | 825 | 1.66% | 40,616 | 722 | 1.78% |
| Interest-bearing deposits in other banks | 644 | 5 | 0.78% | 1,517 | 8 | 0.53% | 1,525 | 6 | 0.39% |
| Interest-bearing deposits in FRB | 108,218 | 1,207 | 1.12% | 90,393 | 458 | 0.51% | 83,709 | 213 | 0.25% |
| Total interest-earning assets | 730,454 | $32,930 | 4.51% | 682,299 | $29,473 | 4.32% | 619,225 | 27,410 | 4.43% |
| Allowance for credit losses | (9,067) | | | (9,311) | | | (11,357) | | |
| Noninterest-earning assets: | | | | | | | | | |
| Cash and due from banks | 22,225 | | | 21,886 | | | 22,279 | | |
| Premises and equipment, net | 10,613 | | | 10,497 | | | 11,174 | | |
| Accrued interest receivable | 4,594 | | | 2,568 | | | 1,601 | | |
| Other real estate owned | 5,998 | | | 9,100 | | | 13,466 | | |
| Other assets | 39,313 | | | 36,658 | | | 40,086 | | |
| Total average assets | $804,130 | | | $753,697 | | | $696,474 | | |
| **Liabilities and Shareholders' Equity:** | | | | | | | | | |
| Interest-bearing liabilities: | | | | | | | | | |
| NOW accounts | $ 87,867 | $ 117 | 0.13% | $ 85,357 | $ 111 | 0.13% | $ 79,977 | $ 108 | 0.14% |
| Money market accounts | 154,629 | 703 | 0.45% | 148,911 | 567 | 0.38% | 139,220 | 461 | 0.33% |
| Savings accounts | 79,202 | 183 | 0.23% | 67,590 | 145 | 0.21% | 62,163 | 159 | 0.26% |
| Time deposits | 76,856 | 423 | 0.55% | 73,680 | 344 | 0.47% | 74,193 | 328 | 0.44% |
| Junior subordinated debentures | 9,211 | 304 | 3.30% | 8,058 | 242 | 3.00% | 9,410 | 225 | 2.39% |
| Total interest-bearing liabilities | 407,765 | $ 1,730 | 0.42% | 383,596 | $ 1,409 | 0.37% | 364,963 | $ 1,281 | 0.35% |
| Noninterest-bearing liabilities: | | | | | | | | | |
| Noninterest-bearing checking | 289,334 | | | 268,712 | | | 237,034 | | |
| Accrued interest payable | 102 | | | 81 | | | 73 | | |
| Other liabilities | 6,769 | | | 7,592 | | | 8,005 | | |
| Total average liabilities | 703,970 | | | 659,981 | | | 610,075 | | |
| Total average shareholders' equity | 100,160 | | | 93,716 | | | 86,399 | | |
| Total average liabilities and shareholders' equity | $804,130 | | | $753,697 | | | $696,474 | | |
| Interest income as a percentage of average earning assets | | | 4.51% | | | 4.32% | | | 4.43% |
| Interest expense as a percentage of average earning assets | | | 0.24% | | | 0.21% | | | 0.21% |
| Net interest margin | | | 4.27% | | | 4.11% | | | 4.22% |

(1) Loan amounts include nonaccrual loans, but the related interest income has been included only if collected for the period prior to the loan being placed on a nonaccrual basis. Loan interest income includes loan costs of approximately $537 for the year ended December 31, 2017, loan costs of approximately $163 for the year ended December 31, 2016, and loan fees of $163 for the year ended December 31, 2015.

The prime rate rose from 3.75% to 4.50% during 2017 and is expected to see further increases during 2018. These increases will affect rates for both loans and customer deposits, both of which are likely to increase as the prime rate increases.

Both the Company's net interest income and net interest margin are affected by changes in the amount and mix of interest-earning assets and interest-bearing liabilities, referred to as "volume change." Both are also affected by changes in yields on interest-earning assets and rates paid on interest-bearing liabilities, referred to as "rate change." The following table sets forth the changes in interest income and interest expense for each major category of interest-earning asset and interest-bearing liability, and the amount of change attributable to volume and rate changes for the years indicated. Changes in interest income and expense, which are not attributable specifically to either rate or volume, are allocated proportionately between the two variances based on the absolute dollar amounts of the change in each.

Table 2. Rate and Volume Analysis

| | 2017 compared to 2016 | | | 2016 compared to 2015 | | |
|---|---|---|---|---|---|---|
| *(In thousands)* | **Total** | **Rate** | **Volume** | **Total** | **Rate** | **Volume** |
| Increase (decrease) in interest income: | | | | | | |
| Loans | $2,635 | $1,216 | 1,419 | $1,713 | $(774) | 2,487 |
| Investment securities | 76 | 30 | 46 | 103 | (49) | 152 |
| Interest-bearing deposits in other banks | (3) | 5 | (8) | (205) | (205) | — |
| Interest-bearing deposits in FRB | 749 | 535 | 214 | 452 | 418 | 34 |
| Total interest income | 3,457 | 1,786 | 1,671 | 2,063 | (610) | 2,673 |
| Increase (decrease) in interest expense: | | | | | | |
| Interest-bearing demand accounts | 142 | 118 | 24 | 109 | 68 | 41 |
| Savings accounts | 38 | 12 | 26 | (14) | (27) | 13 |
| Time deposits | 79 | 64 | 15 | 16 | 18 | (2) |
| Subordinated debentures | 62 | 26 | 36 | 17 | 52 | (35) |
| Total interest expense | 321 | 220 | 101 | 128 | 111 | 17 |
| Increase (decrease) in net interest income | $3,136 | $1,566 | 1,570 | $1,935 | $(721) | 2,656 |

The net interest margin rose in 2017 due to increase in loan portfolio yields, yields of overnight investments with the Federal Reserve Bank, and investment securities yields. The Company has successfully sought to mitigate the low interest rate environment with loan floors included in new and renewed loans when practical. Loans yielded 5.42% during the year ended December 31, 2017, as compared to 5.21% and 5.36% for the years ended December 31, 2016 and 2015, respectively. For the year ended December 31, 2017, total interest income increased approximately $3,457,000, or 11.73%, as compared to the year ended December 31, 2016, reflective of an increase of $2,635,000 in loan interest income. Average interest-earning assets increased approximately $48,155,000 between 2017 and 2016 and the rate on interest-earning assets increased 19 basis points during the two periods. The increase in average earning assets between 2017 and 2016 consisted of increases of $28,302,000 in loans, increases of $17,825,000 in interest-bearing deposits held at the Federal Reserve Bank, and increases of $2,901,000 in investment securities. Average interest-earning assets increased approximately $63,074,000 between 2016 and 2015 and the rate on interest earning assets decreased 11 basis points during the two periods. The average rates on loans decreased 15 basis points between the two periods, and the average rate on investment securities decreased approximately 12 basis points during the year ended December 31, 2016, as compared to the same period of 2015. The rate on interest earning assets decreased during the year ended December 31, 2016 due to decreases in loan and overnight deposit yields.

For the year ended December 31, 2017, total interest expense increased approximately $321,000, or 22.78%, as compared to the year ended December 31, 2016. Between those two periods, average interest-bearing liabilities increased by $24,169,000, and the average rates paid on these liabilities increased by 5 basis points. CDARs reciprocal deposits, which are preferred by some depositors, have decreased from $10.8 million to $7.4 million.

The following table summarizes the year-to-date averages of the components of interest-earning assets as a percentage of total interest earning assets, and the components of interest-bearing liabilities as a percentage of total interest-bearing liabilities:

| | YTD Average 12/31/17 | YTD Average 12/31/16 | YTD Average 12/31/15 |
|---|---|---|---|
| Loans | 77.91% | 79.26% | 79.68% |
| Investment securities available for sale | 7.18% | 7.27% | 6.56% |
| Interest-bearing deposits in other banks | 0.09% | 0.22% | 0.25% |
| Interest-bearing deposits in FRB | 14.82% | 13.25% | 13.51% |
| Total earning assets | 100.00% | 100.00% | 100.00% |
| | | | |
| NOW accounts | 21.55% | 22.25% | 21.91% |
| Money market accounts | 37.92% | 38.82% | 38.15% |
| Savings accounts | 19.42% | 17.62% | 17.03% |
| Time deposits | 18.85% | 19.21% | 20.33% |
| Subordinated debentures | 2.26% | 2.10% | 2.58% |
| Total interest-bearing liabilities | 100.00% | 100.00% | 100.00% |

***Provision for Credit Losses***

Provisions for credit losses are determined on the basis of management's periodic credit review of the loan portfolio, consideration of past loan loss experience, current and future economic conditions, and other pertinent factors. Such factors consider the allowance for credit losses to be adequate when it covers estimated losses inherent in the loan portfolio. Based on the condition of the loan portfolio, management believes the allowance is sufficient to cover risk elements in the loan portfolio.

For the year ended December 31, 2017, the provision to the allowance for credit losses totaled $24,000. The recovery of provision for the year ended December 31, 2016 totaled $21,000. The recovery of provision for the year ended December 31, 2015 totaled $41,000.

The allowance for credit losses decreased to 1.54% of total loans during the year ended December 31, 2017, as compared to 1.56% at December 31, 2016, and 1.88% at December 31, 2015. The negative loan loss provisions recorded during 2015 and 2016, and the provision of $24,000 recorded during 2017, are a result of continuing improvements in the overall credit quality of the loan portfolio, overall improvements in economic conditions over the recent years, and improvements in loans collateral property values. For further discussion, refer to Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations – Asset Quality and Allowance for Credit Losses.

### *Noninterest Income*

*The following table summarizes significant components of noninterest income for the years indicated and the net changes between those years:*

| *(In thousands)* | 2017 | % of Total | 2016 | % of Total | 2015 | % of Total |
|---|---|---|---|---|---|---|
| Customer service fees | $3,851 | 89.43% | $3,792 | 84.01% | $3,620 | 76.45% |
| Increase in cash surrender value of BOLI/COLI | 534 | 12.40% | 530 | 11.74% | $ 519 | 10.96% |
| Loss on fair value option of financial liabilities | (882) | (20.48)% | (518) | (11.48)% | $ (73) | (1.54)% |
| Gain on sale of other assets | 73 | 1.70% | — | 0.00% | $ 10 | 0.21% |
| Gain on redemption of junior subordinated debenture | — | 0.00% | — | 0.00% | $ 78 | 1.65% |
| Gain (loss) on other investments | 3 | 0.07% | — | 0.00% | $ (23) | (0.49)% |
| Other | 727 | 16.88% | 710 | 15.73% | $ 604 | 12.76% |
| Total | $4,306 | 100.00% | $4,514 | 100.00% | $4,735 | 100.00% |

Noninterest income consists primarily of fees and commissions earned on services that are provided to the Company's banking customers and, to a lesser extent, gains on sales of Company assets and other miscellaneous income.

Noninterest income for the year ended December 31, 2017 decreased $208,000 or 4.61% when compared to the same period of 2016. Customer service fees, the primary component of noninterest income, increased $59,000 or 1.56% between the two periods presented. The decrease in noninterest income of $208,000 between the two periods is the result of a loss on the fair value of a liability of $882,000 during 2017 as compared to a loss of $518,000 during 2016, partially offset by the increase in customer services fees. The change in the fair value of financial liability was primarily caused by fluctuations in the LIBOR yield curve.

The cost of the Company's subordinated debentures issued by USB Capital Trust II has remained low in concert with market rates over the last three or four years. With pricing at 3-month-LIBOR plus 129 basis points, the effective cost of the subordinated debt was 3.20% and 2.29% at December 31, 2017 and 2016, respectively.

Noninterest income for the year ended December 31, 2016, decreased $221,000 or 4.67% when compared to the same period of 2015. Customer service fees increased $172,000 or 4.75% between the two periods. The decrease in noninterest income of $221,000 is the result of a loss on the fair value of a liability of $518,000 during 2016 as compared to a loss of $73,000 during 2015, partially offset by increases in customer service fees.

***Noninterest Expense***

*The following table sets forth the components of total noninterest expense in dollars and as a percentage of average earning assets for the years ended December 31, 2017, 2016, and 2015:*

| | 2017 | | 2016 | | 2015 | |
|---|---|---|---|---|---|---|
| *(Dollars in thousands)* | Amount | % of Average Earning Assets | Amount | % of Average Earning Assets | Amount | % of Average Earning Assets |
| Salaries and employee benefits | $10,821 | 1.48% | $10,628 | 1.56% | $ 9,921 | 1.60% |
| Occupancy expense | 4,254 | 0.58% | 4,222 | 0.62% | 4,042 | 0.65% |
| Data processing | 119 | 0.02% | 148 | 0.02% | 126 | 0.02% |
| Professional fees | 1,433 | 0.20% | 1,493 | 0.22% | 1,137 | 0.18% |
| FDIC/DFI assessments | 391 | 0.05% | 767 | 0.11% | 959 | 0.15% |
| Directors fees | 289 | 0.04% | 284 | 0.04% | 277 | 0.04% |
| Loss on CA Tax Credit Partnership | 109 | 0.01% | 158 | 0.02% | 73 | 0.01% |
| Net (gain) cost on operation and sale of | (150) | (0.02)% | 263 | 0.04% | 619 | 0.10% |
| Other | 2,537 | 0.35% | 2,382 | 0.35% | 2,444 | 0.39% |
| Total | $19,803 | 2.71% | $20,345 | 2.98% | $19,598 | 3.14% |

Noninterest expense decreased $542,000 or 2.66% between the years ended December 31, 2017 and 2016. The net decrease in noninterest expense between the comparative periods is primarily the result of decreases in net cost on operation and sale of OREO and regulatory assessments, partially offset by increases in salaries. Noninterest expense increased $747,000 between the years ended December 31, 2016 and 2015, due to increases in salaries and employee benefits and occupancy expense, partially offset by a decreases in regulatory assessments and the net cost on operation and sale of OREO.

Included in net costs on operations of OREO for the years ended December 31, 2017 and 2016, are gains on the sale of OREO totaling $336,000 and $37,000, respectively, and OREO operating expenses totaling $186,000 and $300,000, respectively. There were no impairment losses on OREO recorded during the years ended 2016 and 2017.

During the years ended December 31, 2017 and 2016, the Company recognized stock-based compensation expense of $97,000 and $26,000 (less than $0.01 per share basic and diluted), respectively. This expense is included in noninterest expense under salaries and employee benefits. If new stock options or units are issued, or existing options fail to vest due, for example, to forfeiture, actual stock-based compensation expense in future periods will change.

*Income Taxes*

The Company's income tax expense is impacted to some degree by permanent taxable differences between income reported for book purposes and income reported for tax purposes, as well as certain tax credits which are not reflected in the Company's pretax income or loss shown in the statements of operations and comprehensive income. As pretax income or loss amounts become smaller, the impact of these differences become more significant and are reflected as variances in the Company's effective tax rate for the periods presented. In general, the permanent differences and tax credits affecting tax expense have a positive impact and tend to reduce the effective tax rates shown in the Company's statements of operations and comprehensive income. As of December 31, 2017 the effective tax rate rose to 45%, from 40% as a result of the 2017 Tax Cuts and Jobs Act. As a result of this rate change the Company's net deferred tax asset was revalued resulting in a write-down of $986,000. The impact to earnings for the fourth quarter 2017 is $0.06 per share.

The Company reviews its current tax positions at least quarterly based upon accounting standards related to uncertainty in income taxes which includes the criteria that an individual tax position would have to meet for some or all of the income tax benefit to be recognized in a taxable entity's financial statements. Under the income tax guidelines, an entity should recognize the financial statement benefit of a tax position if it determines that it is *more likely than not* that the position will be sustained on examination. The term "more likely than not" means a likelihood of "more than 50 percent." In assessing whether the more-likely-than-not criterion is met, the entity should assume that the tax position will be reviewed by the applicable taxing authority.

The Company has reviewed all of its tax positions as of December 31, 2017, and has determined that there are no material amounts that should be recorded under the current income tax accounting guidelines.

## Financial Condition

Total assets increased by $17,864,000 or 2.27% during the year from a balance of $787,972,000 at December 31, 2016 to $805,836,000 at December 31, 2017, and increased $80,192,000 or 11.05% from the balance of $725,644,000 at December 31, 2015. During the year ended December 31, 2017, increases of $31,191,000 were experienced in net loans. Overnight interest-bearing deposits in the Federal Reserve Bank and federal funds sold decreased a net $14,554,000, and investment securities decreased by $11,769,000 during the year ended December 31, 2017. Total deposits of $687,693,000 at December 31, 2017, increased $11,064,000, or 1.64%, from the balance of $676,629,000 reported at December 31, 2016, and increased $65,888,000, or 10.60%, from the balance of $621,805,000 reported at December 31, 2015.

During the year ended December 31, 2016, increases of $56,269,000 were experienced in net loans. Overnight interest-bearing deposits in the Federal Reserve Bank and federal funds sold decreased a net $8,767,000, while investment securities increased by $26,598,000 during the year ended December 31, 2016. Total deposits of $676,629,000 at December 31, 2016 increased $54,824,000, or 8.82%, from the balance reported at December 31, 2015 of $621,805,000, and $111,256,000 or 19.68% from the balance of $563,287,000 reported at December 31, 2014.

Earning assets averaged approximately $730,454,000 during the year ended December 31, 2017, as compared to $682,299,000 for the year ended December 31, 2016. Average interest-bearing liabilities increased to $407,765,000 for the year ended December 31, 2017, as compared to $383,596,000 for the year ended December 31, 2016.

### *Loans*

The Company's primary business is that of acquiring deposits and making loans, with the loan portfolio representing the largest and most important component of its earning assets. Loans totaled $601,351,000 at December 31, 2017, representing an increase of $31,592,000, or 5.54%, when compared to the balance of $569,759,000 at December 31, 2016. During 2017, average loans increased 5.23% when compared to the year ended December 31, 2016. Average loans totaled $569,079,000, $540,777,000, and $493,375,000 for the years ended December 31, 2017, 2016 and 2015, respectively.

*The following table sets forth the amounts of loans outstanding by category and the category percentages as of the year-end dates indicated:*

| | 2017 | | 2016 | | 2015 | | 2014 | | 2013 | |
|---|---|---|---|---|---|---|---|---|---|---|
| *(Dollars in thousands)* | Dollar Amount | % of Loans | Dollar Amount | % of Loans | Dollar Amount | % of Loans | Dollar Amount | % of Loans | Dollar Amount | % of Loans |
| Commercial and Industrial | $ 47,026 | 7.8% | $ 49,005 | 8.6% | $ 55,826 | 10.8% | $ 62,369 | 13.6% | $ 70,686 | 17.9% |
| Real estate mortgage | 306,293 | 50.9% | 288,200 | 50.6% | 252,232 | 48.9% | 214,877 | 46.9% | 197,365 | 49.9% |
| RE construction & development | 122,970 | 20.4% | 130,687 | 22.9% | 130,596 | 25.3% | 137,158 | 30.0% | 87,004 | 22.0% |
| Agricultural | 59,481 | 9.9% | 56,918 | 10.0% | 52,137 | 10.1% | 31,713 | 6.9% | 30,932 | 7.8% |
| Installment/other | 65,581 | 10.9% | 44,949 | 7.9% | 24,527 | 4.9% | 11,802 | 2.6% | 9,330 | 2.4% |
| Total Loans | $601,351 | 100.0% | $569,759 | 100.0% | $515,318 | 100.0% | $457,919 | 100.0% | $395,317 | 100.0% |

Loan volume continues to be highest in what has historically been the Bank's primary lending emphasis: commercial, real estate mortgage, and construction lending. Total loans increased $31,592,000 during 2017. There were increases of $18,093,000, or 6.28%, in real estate mortgage loans, $20,632,000, or 45.9%, in installment loans, and $2,563,000, or 4.5%, in agriculture loans when compared to the previous year. Real estate construction and development loans decreased $7,717,000, or 5.90%, and commercial and industrial loans decreased $1,979,000, or 4.04%.

Commercial real estate loans (a component of real estate mortgage loans) have remained as a significant percentage of total loans over the past year, amounting to 36.76% and 35.14%, of the total loan portfolio at December 31, 2017 and December 31, 2016, respectively. Commercial real estate loans increased $20,819,000 during 2017. Residential mortgage loans are not generally a large part of the Company's loan portfolio, but some residential mortgage loans have been made over the past few years to facilitate take-out loans for construction borrowers who were unable to obtain permanent financing elsewhere. Additionally, the Company purchases residential mortgage pools. Residential mortgage loans are generally 30-year amortizing loans with maturities of between three and five years. These loans totaled $84,804,000 or 14.10% of the portfolio at December 31, 2017, and $87,388,000, or 15.34% of the portfolio at December 31, 2016. The Bank held no purchased loan participations at December 31, 2017 or December 31, 2016. Loan participations sold increased from $3,760,000 or 0.7% of the portfolio at December 31, 2016, to $7,535,000, or 1.3%, at December 31, 2017.

During 2016, the Company experienced an increase of $35,968,000, or 14.3%, in real estate mortgage loans, an increase of $20,422,000, or 83.3%, in installment loans, an increase of $4,781,000, or 9.2%, in agricultural loans, and an increase of $91,000, or 0.1%, in construction loans.

At December 31, 2017, approximately 56.1% of commercial and industrial loans have floating rates and, although some may be secured by real estate, many are secured by accounts receivable, inventory, and other business assets. Residential housing markets continued to strengthen during 2017, and, as a result, real estate mortgage loans increased $18,093,000. Real estate construction loans decreased $7,717,000, or 5.9%, during 2017, as compared to an increase in real estate construction loans of $91,000, or 0.1%, during 2016. Construction loans are generally short-term, floating-rate obligations, which consist of both residential and commercial projects. Agricultural loans, which primarily consist of short-term, floating rate loans for crop financing, increased $2,563,000, or 4.5%, between December 31, 2016 and December 31, 2017. Commercial loans, consisting primarily of loans for non real estate business operations, decreased $1,979,000, or 4.04%.

The real estate mortgage loan portfolio totaling $306,293,000 at December 31, 2017, consists of commercial real estate, residential mortgages, and home equity loans. Commercial real estate is the predominate segment of the portfolio, with balances of $221,032,000, and $200,213,000 at December 31, 2017 and 2016, respectively. Commercial real estate loans are generally a mix of short to medium-term, fixed and floating rate instruments and are mainly secured by commercial income and multi-family residential properties. The Company does not currently offer traditional residential mortgage loans, but does purchase mortgage portfolios. The residential real estate mortgage portfolio had balances of $84,804,000 and $87,388,000 at December 31, 2017 and 2016, respectively. The Company's home equity loan portfolio totaled $457,000 at December 31, 2017, and $599,000 at December 31, 2016.

Included within the installment loan portfolio are $60,595,000 in student loans as of December 31, 2017, as compared to $38,514,000 at December 31, 2016. The student loan portfolio consists of unsecured loans to medical and pharmacy students currently enrolled in medical and pharmacy schools in the US and the Caribbean. Loan interest rates range from 3.875% to 8.875%. These loans are typically insured through a Surety Bond issued by ReliaMax Surety Company. At December 31, 2017, $6,473,000 in loans were in repayment compared to $3,759,000 as of December 31, 2016. Accrued interest on student loans was $4,261,000 and $1,850,000 as of December 31, 2017 and 2016, respectively.

*The following table sets forth the maturities of the Bank's loan portfolio at December 31, 2017. Amounts presented are shown by maturity dates rather than repricing periods:*

| *(In thousands)* | Due in one year or less | Due after one year through five years | Due after five years | Total |
|---|---|---|---|---|
| Commercial and agricultural | $ 41,288 | $ 30,683 | $ 34,537 | $106,508 |
| Real estate construction & development | 73,686 | 46,944 | 2,340 | 122,970 |
| Real estate – mortgage | 38,290 | 111,910 | 156,093 | 306,293 |
| All other loans | 2,917 | 1,721 | 60,942 | 65,580 |
| Total Loans | $156,181 | $191,258 | $253,912 | $601,351 |

For the year ended December 31, 2017 and 2016, the average yield on loans was 5.42% and 5.21%, respectively. The Company utilizes rate floors intended to mitigate interest rate risk if interest rates fall, as well as to compensate the Company for additional credit risk under current market conditions. The Bank's loan portfolio is generally comprised of short-term or floating rate loans and is therefore susceptible to fluctuations in market rates of interest.

At December 31, 2017 and 2016, approximately 52.0% and 45.3% of the Bank's loan portfolio consisted of floating rate instruments, with the majority of those tied to the prime rate.

*The following table sets forth the contractual maturities of the Bank's fixed and floating rate loans at December 31, 2017. Amounts presented are shown by maturity dates rather than repricing periods, and do not consider renewals or prepayments of loans:*

| *(In thousands)* | Due in one year or less | Due after one year through five years | Due after five years | Total |
|---|---|---|---|---|
| Accruing loans: | | | | |
| Fixed rate loans | $75,383 | $142,286 | $43,865 | $261,534 |
| Floating rate loans | 75,503 | 109,848 | 149,171 | 334,522 |
| Total accruing loans | 150,886 | 252,134 | 193,036 | 596,056 |
| Nonaccrual loans: | | | | |
| Fixed rate loans | 5,102 | — | — | 5,102 |
| Floating rate loans | 194 | — | — | 194 |
| Total nonaccrual loans | 5,296 | — | — | 5,296 |
| Total Loans | $156,182 | $252,134 | $193,036 | $601,352 |

### *Securities*

*The following is a comparison of the amortized cost and approximate fair value of available-for-sale securities for the years indicated:*

| | December 31, 2017 | | December 31, 2016 | | December 31, 2015 | |
|---|---|---|---|---|---|---|
| *(In thousands)* | Amortized Cost | Fair Value (Carrying Amount) | Amortized Cost | Fair Value (Carrying Amount) | Amortized Cost | Fair Value (Carrying Amount) |
| Available-for-sale: | | | | | | |
| U.S. Government agencies | $19,683 | $19,954 | $22,992 | $23,203 | $ 9,778 | $10,123 |
| U.S. Government sponsored entities & agencies collateralized by mortgage obligations | 22,391 | 22,031 | 30,867 | 30,572 | 16,835 | 16,958 |
| Mutual Funds | 4,000 | 3,737 | 4,000 | 3,716 | 4,000 | 3,812 |
| Total available-for-sale | $46,074 | $45,722 | $57,859 | $57,491 | $30,613 | $30,893 |

*The contractual maturities of investment securities as well as yields based on amortized cost of those securities at December 31, 2017 are shown below. Actual maturities may differ from contractual maturities because issuers have the right to call or prepay obligations with or without call or prepayment penalties.*

| | One year or less | | After one year to five years | | After five years to ten years | | After ten years | | Total | |
|---|---|---|---|---|---|---|---|---|---|---|
| *(Dollars in thousands)* | Amount | Yield (1) | Amount | Yield (1) | Amount | Yield (1) | Amount | Yield (1) | Amount | Yield (1) |
| Available-for-sale: | | | | | | | | | | |
| U.S. Government agencies | $ — | —% | $ — | —% | $ 688 | 1.16% | $18,995 | 1.41% | $19,683 | 1.40% |
| U.S. Government sponsored entities & agencies collateralized by mortgage obligations | 94 | 2.14% | 4,498 | 2.40% | 6,996 | 2.41% | 10,803 | 3.17% | 22,391 | 2.77% |
| Mutual Funds | 4,000 | 2.02% | — | —% | — | —% | — | —% | 4,000 | 2.02% |
| Total amortized cost | $4,094 | 2.02% | $4,498 | 2.40% | $7,684 | 2.30% | $29,798 | 2.05% | $46,074 | 2.12% |

*(1) Weighted average yields are not computed on a tax equivalent basis*

At December 31, 2017 and 2016, available-for-sale securities with an amortized cost of approximately $34,780,746 and $19,653,625, respectively (fair value of $34,542,543 and $16,670,290, respectively) were pledged as collateral for public funds and FHLB borrowings.

### *Deposits*

The Bank attracts commercial deposits primarily from local businesses and professionals, as well as retail checking accounts, savings accounts and time deposits. Core deposits, consisting of all deposits other than time deposits of $250,000 or more and brokered deposits, continue to provide the foundation for the Bank's principal sources of funding and liquidity. These core deposits amounted to 97.0% and 93.5% of the total deposit portfolio at December 31, 2017 and 2016, respectively. The Company continues to maintain a low reliance on brokered deposits while maintaining sufficient liquidity. Brokered deposits totaled $7,421,000 or 1.08% of total deposits at December 31, 2017, as compared to $28,132,000, or 4.16% at December 31, 2016.

*The following table sets forth the year-end amounts of deposits by category for the years indicated, and the dollar change in each category during the year:*

| | December 31, | | | | |
|---|---|---|---|---|---|
| *(In thousands)* | **2017** | **2016** | **2015** | **2014** | **2013** |
| Noninterest-bearing deposits | $307,299 | $262,697 | $262,168 | $215,439 | $214,317 |
| Interest-bearing deposits: | | | | | |
| NOW and money market accounts | 234,154 | 235,873 | 226,886 | 211,290 | 198,928 |
| Savings accounts | 81,408 | 75,068 | 63,592 | 60,499 | 45,758 |
| Time deposits: | | | | | |
| Under $250,000 | 51,687 | 87,419 | 58,122 | 65,844 | 28,825 |
| $250,000 and over | 13,145 | 15,572 | 11,037 | 12,301 | 54,661 |
| Total interest-bearing deposits | 380,394 | 413,932 | 359,637 | 349,934 | 328,172 |
| Total deposits | $687,693 | $676,629 | $621,805 | $565,373 | $542,489 |

*The following table sets forth the year-end percentages of total deposits by category for the years indicated:*

| | December 31, | | | | |
|---|---|---|---|---|---|
| *(In thousands)* | **2017** | **2016** | **2015** | **2014** | **2013** |
| Noninterest-bearing deposits | 44.69% | 38.82% | 42.16% | 38.11% | 39.51% |
| Interest-bearing deposits: | | | | | |
| NOW and money market accounts | 34.05% | 34.86% | 36.49% | 37.37% | 36.67% |
| Savings accounts | 11.84% | 11.09% | 10.23% | 10.70% | 8.43% |
| Time deposits: | | | | | |
| Under $250,000 | 7.52% | 12.92% | 9.35% | 11.65% | 5.31% |
| $250,000 and over | 1.91% | 2.30% | 1.77% | 2.18% | 10.08% |
| Total interest-bearing deposits | 55.31% | 61.18% | 57.84% | 61.89% | 60.49% |
| Total deposits | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% |

The Company's deposit base consists of two major components represented by noninterest-bearing (demand) deposits and interest-bearing deposits. Interest-bearing deposits consist of time certificates, NOW and money market accounts and savings deposits. Increases in total deposits have been realized during each of the last five years. During the year ended December 31, 2017, noninterest-bearing deposits increased $44,602,000, or 16.98%. Total time deposits decreased $38,159,000, or 37.05%, during the year ended December 31, 2017, and brokered deposits, a component of total time deposits, decreased by $20,711,000, or 73.62%, during the year. Savings accounts increased $6,340,000, or 8.45%, and NOW and money market decreased $1,719,000, or 0.73%, during the year ended December 31, 2017.

During the year ended December 31, 2016, increases were experienced across all categories. Total time deposits increased $33,832,000, or 48.92%, during the year ended December 31, 2016, and brokered deposits, a component of total time deposits, increased $19,586,000, or 4.16%, during the year. Increases in savings accounts and NOW and money market accounts of $11,476,000, or 18.05%, and $8,987,000, or 3.96%, respectively, were realized during the year ended December 31, 2016. Noninterest-bearing deposits increased $529,000 during the year.

On a year-to-date average basis, total deposits increased $43,638,000, or 6.8%, between the years ended December 31, 2016 and December 31, 2017. Of that total, interest-bearing deposits increased by $23,016,000, or 6.13%, and noninterest-bearing deposits increased $20,622,000, or 7.67%, during 2017. On average, the Company experienced increases in all deposit account categories between the years ended December 31, 2016 and December 31, 2017. On a year-to-date average basis, total deposits increased by $51,663,000, or 8.7%, between the years ended December 31, 2015 and

December 31, 2016. Of that total, interest-bearing deposits increased by $19,985,000, or 5.60%, and noninterest-bearing deposits increased $31,678,000, or 13.36%, during 2016. On average, the Company experienced decreases in time deposits, while NOW accounts, money market and savings accounts increased between the years ended December 31, 2015 and December 31, 2016.

*The following table sets forth the average deposits and average rates paid on those deposits for the years ended December 31, 2017, 2016, and 2015:*

| | 2017 | | 2016 | | 2015 | |
|---|---|---|---|---|---|---|
| *(Dollars in thousands)* | Average Balance | Rate % | Average Balance | Rate % | Average Balance | Rate % |
| Interest-bearing deposits: | | | | | | |
| Checking accounts | $242,496 | 0.34% | $234,268 | 0.29% | $219,197 | 0.26% |
| Savings | 79,202 | 0.23% | 67,590 | 0.21% | 62,163 | 0.26% |
| Time deposits (1) | 76,856 | 0.55% | 73,680 | 0.47% | 74,193 | 0.44% |
| Noninterest-bearing deposits | 289,334 | | 268,712 | | 237,034 | |

(1) Included at December 31, 2017, are $13,145,000 in time certificates of deposit of $250,000 or more, of which $2,245,000 matures in three months or less, $5,868,000 matures in four to twelve months, and $3,980,000 matures in one to three years.

### *Short-term Borrowings*

The Company has the ability to obtain borrowed funds consisting of federal funds purchased, discount window borrowings, securities sold under agreements to repurchase ("repurchase agreements") and Federal Home Loan Bank ("FHLB") advances as alternatives to retail deposit funds. The Company has established collateralized and uncollateralized lines of credit with several correspondent banks, the FRB discount window, as well as a securities dealer, for the purpose of obtaining borrowed funds as needed. The Company may continue to borrow funds in the future as part of its asset/liability strategy, and may use these funds to acquire certain other assets as deemed appropriate by management for investment purposes and to better utilize the capital resources of the Bank. Federal funds purchased represent temporary overnight borrowings from correspondent banks and are generally unsecured. Repurchase agreements are collateralized by mortgage backed securities and securities of U.S. Government agencies, and generally have maturities of one to six months, but may have longer maturities if deemed appropriate as part of the Company's asset/liability management strategy. FHLB advances are collateralized by the Company's investment in FHLB stock, securities, and certain qualifying mortgage loans. In addition, the Company has the ability to obtain borrowings from the Federal Reserve Bank of San Francisco ("FRB"), collateralized by certain pledged loans in the Company's loan portfolio. The lines of credit are subject to periodic review of the Company's financial statements by the grantors of the credit lines. Lines of credit may be modified or revoked at any time if the grantors feel there are adverse trends in the Company's financial position.

The Company had collateralized lines of credit with the FRB of $305,236,000 and $323,162,000, as well as FHLB lines of credit totaling $13,363,000 and $2,037,000 at December 31, 2017 and 2016, respectively. In addition, the Company obtained a $10,000,000 uncollateralized line of credit during 2013 from Pacific Coast Bankers Bank, a $20,000,000 uncollateralized line of credit during 2014 from Zion's Bank, and a $10,000,000 uncollateralized line of credit during 2017 from Union Bank. At December 31, 2017, the Company had no outstanding balances drawn against any of its lines of credit. These lines of credit generally have interest rates tied to the Federal Funds rate or are indexed to short-term U.S. Treasury rates or LIBOR.

### *Asset Quality and Allowance for Credit Losses*

Lending money is the Company's principal business activity, and ensuring appropriate evaluation, diversification, and control of credit risks is a primary management responsibility. Losses are implicit in lending activities and the amount of such losses will vary, depending on the risk characteristics of the loan portfolio as affected by local economic conditions and the financial experience of borrowers.

The allowance for credit losses is maintained at a level deemed appropriate by management to provide for known and inherent risks in existing loans and commitments to extend credit. The adequacy of the allowance for credit losses is based upon management's continuing assessment of various factors affecting the collectability of loans and commitments to extend credit; including current economic conditions, past credit experience, collateral, and concentrations of credit. There is no precise method of predicting specific losses or amounts which may ultimately be charged off on particular segments of the loan portfolio. The conclusion that a loan may become uncollectible, either in part or in whole is judgmental and subject to economic, environmental, and other conditions which cannot be predicted with certainty. When determining the adequacy of the allowance for credit losses, the Company follows, in accordance with GAAP, the guidelines set forth in the Revised Interagency Policy Statement on the Allowance for Loan and Lease Losses ("Statement") issued by banking regulators in December 2006. The Statement is a revision of the previous guidance released in July 2001, and outlines characteristics that should be used in segmentation of the loan portfolio for purposes of the analysis including risk classification, past due status, type of loan, industry or collateral. It also outlines factors to consider when adjusting the loss factors for various segments of the loan portfolio, and updates previous guidance that describes the responsibilities of the board of directors, management, and bank examiners regarding the allowance for credit losses. Securities and Exchange Commission Staff Accounting Bulletin No. 102 was released during July 2001, and represents the SEC staff's view relating to methodologies and supporting documentation for the Allowance for Loan and Lease Losses that should be observed by all public companies in complying with the federal securities laws and the Commission's interpretations. It is also generally consistent with the guidance published by the banking regulators.

The allowance for loan losses includes an asset-specific component, as well as a general or formula-based component. The Company segments the loan and lease portfolio into eleven (11) segments, primarily by loan class and type, that have homogeneity and commonality of purpose and terms for analysis under the formula-based component of the allowance. Those loans which are determined to be impaired under current accounting guidelines are not subject to the formula-based reserve analysis, and are instead evaluated individually for specific impairment under the asset-specific component of the allowance.

*The eight segments of the Company's loan portfolio are as follows (subtotals are provided as needed to allow the reader to reconcile the amounts to the Company's loan classification reported elsewhere in this report):*

| **Loan Segments for Loan Loss Reserve Analysis** | **Loan Balances at December 31,** | | | | |
|---|---|---|---|---|---|
| *(Dollars in thousands)* | **2017** | **2016** | **2015** | **2014** | **2013** |
| Commercial and Business Loans | $ 46,065 | $ 47,464 | $ 54,503 | $ 60,422 | $ 68,460 |
| Government Program Loans | 961 | 1,541 | 1,323 | 1,947 | 2,226 |
| Total Commercial and Industrial | 47,026 | 49,005 | 55,826 | 62,369 | 70,686 |
| Commercial Real Estate Term Loans | 221,032 | 200,213 | 182,554 | 154,672 | 143,919 |
| Single Family Residential Loans | 84,804 | 87,388 | 68,811 | 59,095 | 52,036 |
| Home Improvement/Home Equity Loans | 457 | 599 | 867 | 1,110 | 1,410 |
| Total Real Estate Mortgage | 306,293 | 288,200 | 252,232 | 214,877 | 197,365 |
| RE Construction and Development Loans | 122,970 | 130,687 | 130,596 | 137,158 | 87,004 |
| Agricultural Loans | 59,481 | 56,918 | 52,137 | 31,713 | 30,932 |
| Installment/other (1) | 65,581 | 44,949 | 24,527 | 11,802 | 9,330 |
| Total Loans | $601,351 | $569,759 | $515,318 | $457,919 | $395,317 |

(1) Consumer Loans

The Company's methodology for assessing the adequacy of the allowance for credit losses consists of several key elements, which include:

- the formula allowance;
- specific allowances for problem graded loans identified as impaired; and
- and the unallocated allowance.

The formula allowance is calculated by applying loss factors to outstanding loans and certain unfunded loan commitments. Loss factors are based on the Company's historical loss experience and on the internal risk grade of those loans and, may be adjusted for significant factors that, in management's judgment, affect the collectability of the portfolio as of the evaluation date. Factors that may affect collectability of the loan portfolio include:

- Levels of, and trends in delinquencies and nonaccrual loans;
- Trends in volumes and term of loans;
- Effects of any changes in lending policies and procedures including those for underwriting, collection, charge-off, and recovery;
- Experience, ability, and depth of lending management and staff;
- National and local economic trends and conditions; and
- Concentrations of credit that might affect loss experience across one or more components of the portfolio, including high-balance loan concentrations and participations.

Management determines the loss factors for problem graded loans (substandard, doubtful, and loss), special mention loans, and pass graded loans, based on a loss migration model. The migration analysis incorporates loan losses over the previous quarters as determined by management (time horizons adjusted as business cycles or environment changes) and loss factors are adjusted to recognize and quantify the loss exposure from changes in market conditions and trends in the Company's loan portfolio. For purposes of this analysis, loans are grouped by internal risk classifications and categorized as pass, special mention, substandard, doubtful, or loss. Certain loans are homogeneous in nature and are therefore pooled by risk grade. These homogeneous loans include consumer installment and home equity loans. Special mention loans are currently performing but are potentially weak, as the borrower has begun to exhibit deteriorating trends which, if not corrected, could jeopardize repayment of the loan and result in further downgrades. Substandard loans have well-defined weaknesses which, if not corrected, could jeopardize the full satisfaction of the debt. A loan classified as doubtful has critical weaknesses that make full collection of the obligation improbable. Classified loans, as defined by the Company, include impaired loans and loans categorized as substandard, doubtful, and loss which are not considered impaired. At December 31, 2017, impaired and classified loans totaled $27,311,000, or 4.54%, of gross loans as compared to $29,838,000, or 5.24%, of gross loans at December 31, 2016.

Loan participations are reviewed for allowance adequacy under the same guidelines as other loans in the Company's portfolio, with an additional participation factor added, if required, for specific risks associated with participations. In general, participations are subject to certain thresholds set by the Company, and are reviewed for geographic location as well as the well-being of the underlying agent bank.

The formula allowance includes reserves for certain off-balance sheet risks including letters of credit, unfunded loan commitments, and lines of credit. Reserves for undisbursed commitments are generally formula allocations based on the Company's historical loss experience and other loss factors, rather than specific loss contingencies. At December 31, 2017 and 2016, the formula reserve allocated to undisbursed commitments totaled $329,000 and $337,000, respectively. The reserve for unfunded commitments is considered a reserve for contingent liabilities and is therefore carried as a liability on the balance sheet for all periods presented.

Specific allowances are established based on management's periodic evaluation of loss exposure inherent in impaired loans. For impaired loans, specific allowances are determined based on the net realizable value of the underlying collateral, the net present value of the anticipated cash flows, or the market value of the underlying assets. Formula allowances for classified loans, excluding impaired loans, are determined on the basis of additional risks involved with individual loans that may be in excess of risk factors associated with the loan portfolio as a whole. The specific allowance is different from the formula allowance in that the specific allowance is determined on a loan-by-loan basis based on risk factors directly related to a particular loan, as opposed to the formula allowance which is determined for a pool of loans with similar risk characteristics, based on past historical trends and other risk factors which may be relevant on an ongoing basis.

The unallocated portion of the allowance is based upon management's evaluation of various conditions that are not directly measured in the determination of the formula and specific allowances. The conditions may include, but are not limited to, general economic and business conditions affecting the key lending areas of the Company, credit quality trends, collateral values, loan volumes and concentrations, and other business conditions.

*The following table summarizes the specific allowance, formula allowance, and unallocated allowance at December 31, 2017, 2016 and 2015.*

| | December 31, | | |
|---|---|---|---|
| *(In thousands)* | **2017** | **2016** | **2015** |
| Specific allowance – impaired loans | $ 1,888 | $ 1,360 | $ 3,097 |
| Formula allowance – classified loans not impaired | 1,136 | 1,226 | 1,385 |
| Formula allowance – special mention loans | 181 | 248 | 75 |
| Total allowance for special mention and classified loans | 3,205 | 2,834 | 4,557 |
| Formula allowance for pass loans | 4,806 | 5,371 | 5,086 |
| Unallocated allowance | 1,256 | 697 | 70 |
| Total allowance | 9,267 | 8,902 | 9,713 |
| Impaired loans | 14,790 | 16,179 | 23,612 |
| Classified loans not considered impaired | 12,521 | 13,659 | 15,900 |
| Total classified and impaired loans | 27,311 | 29,838 | 39,512 |
| Special mention loans not considered impaired | 10,201 | 5,965 | 2,562 |

*The following table summarizes allowance for loan losses, nonperforming loans, and classified loans for the periods shown:*

| | December 31, | | |
|---|---|---|---|
| *(Dollars in thousands)* | **2017** | **2016** | **2015** |
| Allowance for loan losses – period end | $ 9,267 | $ 8,902 | $ 9,713 |
| Net loans (recovered) charged off during period | (341) | (790) | 1,017 |
| Provision (recovery of provision) for credit loss | 24 | (21) | (41) |
| Loans outstanding at period-end | 601,351 | 569,759 | 515,381 |
| ALLL as % of loans at period-end | 1.54% | 1.56% | 1.88% |
| Nonaccrual loans | 5,296 | 7,264 | 8,193 |
| Accruing restructured loans | 6,084 | 5,146 | 11,028 |
| Loans, past due 90 days or more, still accruing | 485 | 1,250 | — |
| Total non-performing loans | 11,865 | 13,660 | 19,221 |
| ALLL as % of nonperforming loans | 78.10% | 65.17% | 50.53% |
| Impaired loans | 14,790 | 16,179 | 23,612 |
| Classified loans not considered impaired | 12,521 | 13,659 | 15,900 |
| Total classified and impaired loans | $ 27,311 | $ 29,838 | $ 39,512 |
| ALLL as % of classified loans | 33.93% | 29.83% | 24.58% |

Impaired loans decreased $1,389,000 between December 31, 2016 and December 31, 2017 though the specific allowance related to those impaired loans increased $528,000 between December 31, 2016 and December 31, 2017 which was a result of payoffs throughout the year and the addition of newly identified impaired loans requiring specific reserves. The formula allowance related to criticized loans that are not impaired (including special mention and substandard) decreased by $157,000 between December 31, 2016 and December 31, 2017 through overall credit quality improvements. The level of "pass" loans increased approximately $29,907,000 between December 31, 2016 and December 31, 2017, while the related formula allowance decreased $565,000 during the same period. The formula allowance for "pass loans" is derived from loss factors using migration analysis and management's consideration of qualitative factors. The formula allowance for "pass loans" declined due to net recoveries in recent years resulting in lower loss factors as compared to prior years. The unallocated reserve totaled $1,256,000, or 13.6%, of the total ALLL at December 31, 2017. The increase in the unallocated reserve was a function of management's consideration of the inherent risks impacting the loan portfolio not reflected in the loss factors or qualitative factors. In evaluating the level of the unallocated reserve, management considered the Company's loan relationship and C&LD concentrations and its loss history relative to peers.

The Company's methodology attempts to accurately estimate losses. The specific allowance portion of the analysis is designed to be self-correcting by taking into account the current loan loss experience based on that portion of the portfolio. By analyzing the estimated losses inherent in the loan portfolio on a quarterly basis, management is able to adjust specific and inherent loss estimates using the most recent information available. In performing the periodic migration analysis, management believes that historical loss factors used in the computation of the formula allowance need to be adjusted to reflect current changes in market conditions and trends in the Company's loan portfolio. There are a number of other factors which are reviewed when determining adjustments in the historical loss factors. Those factors include 1) trends in delinquent and nonaccrual loans, 2) trends in loan volume and terms, 3) effects of changes in lending policies, 4) concentrations of credit, 5) competition, 6) national and local economic trends and conditions, 7) experience of lending staff, 8) loan review and Board of Directors oversight, 9) high balance loan concentrations, and 10) other business conditions.

The general reserve requirements (ASC 450-70) decreased with the continued strengthening of local, state, and national economies and their impact on our local lending base, which has resulted in a lower qualitative component for the general reserve calculation. These positive factors were partially offset by the Company including OREO financial results in loss history and extending the look back period used to capture the loss history for the quantitative portion of the ALLL. In the third quarter of 2013, the look back period was changed from 4 years to stake-in-the-ground (December 31, 2005), in an effort to include higher losses experienced during the credit crisis. Changes in the mix of historical losses in the look back period resulted in a reallocation of the general reserve component of the allowance amount within the various loan segments as compared to December 31, 2017, as loss experience by segment has fluctuated over time. The stake-in-the-ground methodology requires the Company to use December 31, 2005 as the starting point of the look back period to capture loss history. Time horizons are subject to Management's assessment of the current period, taking into consideration changes in business cycles and environment changes.

Management and the Company's lending officers evaluate the loss exposure of classified and impaired loans on a weekly/monthly basis and through discussions and officer meetings as conditions change. The Company's Loan Committee meets weekly and also serves as a forum to discuss specific problem assets that pose significant concerns to the Company, and to keep the Board of Directors informed through committee minutes. All special mention and classified loans are reported quarterly on Problem Asset Reports and Impaired Loan Reports and are reviewed by senior management. Migration analysis and impaired loan analysis are performed on a quarterly basis and adjustments are made to the allowance as deemed necessary. The Board of Directors is kept abreast of any changes or trends in problem assets on a monthly basis, or more often if required.

The specific allowance for impaired loans is measured based on the present value of the expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if the loan is collateral dependent. The amount of impaired loans is not directly comparable to the amount of nonperforming loans disclosed later in this section. The primary differences between impaired loans and nonperforming loans are: i) all loan categories are considered in determining nonperforming loans while impaired loan recognition is limited to commercial and industrial loans, commercial and residential real estate loans, construction loans, and agricultural loans, and ii) impaired loan recognition considers not only loans 90 days or more past due, restructured loans and nonaccrual loans but may also include problem loans other than delinquent loans.

The Company considers a loan to be impaired when, based upon current information and events, it believes it is probable the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans include nonaccrual loans, troubled debt restructures, and performing loans in which full payment of principal or interest is not expected. Management bases the measurement of these impaired loans either on the fair value of the loan's collateral or the expected cash flows on the loans discounted at the loan's stated interest rates. Cash receipts on impaired loans not performing to contractual terms and that are on nonaccrual status are used to reduce principal balances. Impairment losses are included in the allowance for credit losses through a charge to the provision, if applicable.

At December 31, 2017 and 2016, the Company's recorded investment in loans for which impairment has been recognized totaled $14,790,000 and $16,179,000, respectively. Included in total impaired loans at December 31, 2017, are $7,187,000 of impaired loans for which the related specific allowance is $1,888,000, as well as $7,603,000 of impaired loans that, as a result of write-downs on the fair value of the collateral, did not have a specific allowance. Total impaired loans at December 31, 2016 included $7,563,000 of impaired loans for which the related specific allowance was $1,360,000, as well as $8,616,000 of impaired loans that as a result of write-downs on the fair value of the collateral, did not have a specific allowance. The average recorded investment in impaired loans was $15,973,000 and $19,566,000 during the years ended December 31, 2017 and 2016, respectively. In most cases, the Company uses the cash basis method of income recognition for impaired loans. In the case of certain troubled debt restructuring for which the loan is performing under the current contractual terms, income is recognized under the accrual method.

The largest category of impaired loans at December 31, 2017 was real estate construction and development loans, comprising of 40.38% of total impaired loans. Impaired construction loans decreased $302,000, impaired commercial and industrial loans decreased $1,691,000, impaired real estate mortgage loans increased $365,000, and impaired agricultural loans increased $1,204,000 during the year ended December 31, 2017. Specific collateral related to impaired loans is reviewed for current appraisal information, economic trends within geographic markets, loan-to-value ratios, and other factors that may impact the value of the loan collateral. Adjustments are made to collateral values as needed for these factors. Of total impaired loans, approximately $10,791,000, or 70.9%, are secured by real estate at December 31, 2017, as compared to $11,770,000, or 72.8%, of total impaired loans at December 31, 2016.

*The following table summarizes the components of impaired loans and their related specific allowance at December 31, 2017, 2016 and 2015.*

| *(In thousands)* | **Balance December 31, 2017** | **Allowance December 31, 2017** | **Balance December 31, 2016** | **Allowance December 31, 2016** | **Balance December 31, 2015** | **Allowance December 31, 2015** |
|---|---|---|---|---|---|---|
| Commercial and industrial | $ 3,318 | $ 534 | $ 5,009 | $ 757 | $ 5,201 | $ 530 |
| Real estate – mortgage | 4,296 | 488 | 3,931 | 603 | 5,293 | 635 |
| Real estate construction and development | 5,972 | — | 6,274 | — | 12,519 | 1,282 |
| Agricultural | 1,204 | 866 | — | — | 16 | — |
| Installment/other | — | — | 965 | — | 650 | 650 |
| Total impaired loans | $14,790 | $1,888 | $16,179 | $1,360 | $23,679 | $3,097 |

Included in impaired loans are loans modified in troubled debt restructurings (TDRs), where concessions have been granted to borrowers experiencing financial difficulties in an attempt to enhance collection. The Company makes various types of concessions when structuring TDRs including rate reductions, payment extensions, and forbearance.

At December 31, 2017, residential mortgages comprised $2,542,000 of the $11,362,000 in TDRs and commercial real estate loans comprised $5,951,000 of total TDRs.

Total TDRs decreased by 8.44% at December 31, 2017, as compared to December 31, 2016. Nonaccrual TDRs decreased by 27.34% and accruing TDRs increased by 18.23% over the same period. All TDR categories decreased, except accruing commercial real estate and agricultural, when compared on a year-over-year basis. Many of these credits are related to real estate projects that slowed significantly or stalled during the recession, leading the Company to pursue restructuring of the qualified credits allowing the real estate market time to recover and developers opportunity to finish projects at a slower pace. Concessions granted in these circumstances include lengthened maturities and/or rate reductions that enabled the borrower to finish the projects and may be entirely successful. In large part, current successes are related to a recovering real estate market.

*The following tables summarizes TDRs by type, classified separately as nonaccrual or accrual, which are included in impaired loans at December 31, 2017 and December 31, 2016.*

| *(In thousands)* | **Total TDRs December 31, 2017** | **Nonaccrual TDRs December 31, 2017** | **Accruing TDRs December 31, 2017** |
|---|---|---|---|
| Commercial and industrial | $ 436 | $ 194 | $ 242 |
| Real estate – mortgage: | | | |
| Commercial real estate | 1,233 | 454 | 779 |
| Residential mortgages | 2,542 | 288 | 2,254 |
| Total real estate mortgage | 3,775 | 742 | 3,033 |
| Real estate construction and development | 5,951 | 4,342 | 1,609 |
| Agricultural | 1,200 | — | 1,200 |
| Installment/other | — | — | — |
| Total Troubled Debt Restructurings | $11,362 | $ 5,278 | $ 6,084 |

| *(In thousands)* | **Total TDRs December 31, 2016** | **Nonaccrual TDRs December 31, 2016** | **Accruing TDRs December 31, 2016** |
|---|---|---|---|
| Commercial and industrial | $ 1,356 | $ 565 | $ 791 |
| Real estate – mortgage: | | | |
| Commercial real estate | 1,454 | 1,126 | 328 |
| Residential mortgages | 2,368 | — | 2,368 |
| Total real estate mortgage | 3,822 | 1,126 | 2,696 |
| Real estate construction and development | 6,267 | 4,608 | 1,659 |
| Agricultural | — | — | — |
| Installment/other | 965 | 965 | — |
| Total Troubled Debt Restructurings | $12,410 | $ 7,264 | $ 5,146 |

Of the $11,362,000 in total TDRs at December 31, 2017, $5,278,000 were on nonaccrual status at period-end. Of the $12,410,000 in total TDRs at December 31, 2016, $7,264,000 were on nonaccrual status at period-end. As of December 31, 2017, the Company has no commercial real estate (CRE) workouts whereby an existing loan was restructured into multiple new loans (i.e., A Note/B Note structure).

For a restructured loan to return to accrual status there needs to be at least 6 months successful payment history.

In addition, the Company's Credit Administration performs a financial analysis of the credit to determine whether the borrower has the ability to continue to perform successfully over the remaining life of the loan. This includes, but is not limited to, a review of financial statements and a cash flow analysis of the borrower. Only after determining that the borrower has the ability to perform under the terms of the loans will the restructured credit be considered for accrual status.

*The following table summarizes special mention loans by type for the years ended December 31, 2017 and December 31, 2016.*

| *(In thousands)* | **December 31, 2017** | **December 31, 2016** |
|---|---|---|
| Commercial and industrial | $ — | $ 4,416 |
| Real estate – mortgage: | | |
| Commercial real estate | 8,487 | 621 |
| Residential mortgages | 643 | — |
| Home equity loans | — | — |
| Total real estate mortgage | 9,130 | 621 |
| RE construction & development | 720 | 928 |
| Agricultural | 994 | — |
| Installment/other | — | — |
| Total Special Mention Loans | $10,844 | $ 5,965 |

The Company focuses on competition and other economic conditions within its market area and other geographical areas in which it does business, which may ultimately affect the risk assessment of the portfolio. The Company continues to experience increased competition from major banks, local independents and non-bank institutions which affects loan pricing. Low interest rates and a weaker economy continue to dominate, even though real estate prices show signs of stabilization and interest rates have begun to rise. The Company continues to place increased emphasis on reducing both the level of nonperforming assets and the level of losses on the disposition of these assets. It is in the best interest of both the Company and the borrowers to seek alternative options to foreclosure in an effort to reduce the impacts on the real estate market. As part of this strategy, the Company has agreed to increasing its level of troubled debt restructurings, when doing so makes economic sense. While business and consumer spending show improvement in recent quarters, current GDP remains anemic. It is difficult to forecast what impact the Federal Reserve actions will have on the economy. Local unemployment rates in the San Joaquin Valley have improved, but remain elevated compared with other regions and historically are higher as a result of the area's agricultural dynamics. The Company believes that the Central San Joaquin Valley will continue to grow and diversify as property and housing costs remain low relative to other areas of the state. Management recognizes increased risk of loss due to the Company's exposure to local and worldwide economic conditions, as well as potentially volatile real estate markets, and takes these factors into consideration when analyzing the adequacy of the allowance for credit losses.

*The following table provides a summary of the Company's allowance for credit losses, provisions made to that allowance, and charge-off and recovery activity affecting the allowance for the years indicated.*

| | December 31, | | | | |
|---|---|---|---|---|---|
| *(Dollars in thousands)* | **2017** | **2016** | **2015** | **2014** | **2013** |
| Total loans outstanding at end of period before deducting allowances for credit losses | $602,390 | $570,834 | $515,376 | $459,575 | $395,013 |
| Average net loans outstanding during period | 569,079 | 540,777 | 493,375 | 422,760 | 392,340 |
| Balance of allowance at beginning of period | 8,902 | 9,713 | 10,771 | 10,988 | 11,784 |
| Loans charged off: | | | | | |
| Real estate | (23) | (29) | — | (200) | (635) |
| Commercial, Industrial & Agricultural | (122) | (870) | (1,397) | (318) | (678) |
| Installment and other | (18) | (24) | (489) | (16) | (273) |
| Total loans charged off | (163) | (923) | (1,886) | (534) | (1,586) |
| Recoveries of loans previously charged off: | | | | | |
| Real estate | 95 | 55 | 225 | 728 | 1,538 |
| Commercial and industrial & agricultural | 201 | 60 | 630 | 330 | 279 |
| Installment and other | 208 | 18 | 14 | 104 | 71 |
| Total loan recoveries | 504 | 133 | 869 | 1,162 | 1,888 |
| Net loans recovered (charged off) | 341 | (790) | (1,017) | 628 | 302 |
| Provision (recovery of provision) charged to operating expense | 24 | (21) | (41) | (845) | (1,098) |
| Balance of allowance for credit losses at end of period | $ 9,267 | $ 8,902 | $ 9,713 | $ 10,771 | $ 10,988 |
| Net loan recoveries (charge-offs) to total average loans | 0.06% | (0.15)% | (0.21)% | 0.15 % | 0.08 % |
| Net loan recoveries (charge-offs) to loans at end of period | 0.06% | (0.14)% | (0.20)% | 0.14 % | 0.08 % |
| Allowance for credit losses to total loans at end of period | 1.54% | 1.56 % | 1.88 % | 2.34 % | 2.78 % |
| Net loan recoveries (charge-offs) to allowance for credit losses | 3.68% | (8.87)% | (10.47)% | 5.83 % | 2.75 % |
| Net loan recoveries (charge-offs) to provision (recovery of provision) for credit losses | 1,420.83% | 3,761.90 % | 2,480.49 % | (74.32)% | (27.50)% |

Loan charge-offs decreased $760,000 during the year ended December 31, 2017, when compared to the year ended December 31, 2016. Loan recoveries increased $371,000 during the same period. There were three loan charge-offs totaling $40,000 during the fourth quarter and an addition to the overdraft reserve of $6,000.

*The following is a summary of the quarterly activity in the allowance for loan losses for the year ended December 31, 2017 (in thousands).*

| Description | Loss | Recoveries | Provision | Balance |
|---|---|---|---|---|
| Balance Forward | | | | $8,902 |
| 1st quarter – 2017 | $ 11 | $ 36 | $21 | 8,948 |
| 2nd quarter – 2017 | 104 | 214 | (52) | 9,006 |
| 3rd quarter – 2017 | 2 | 147 | 7 | 9,158 |
| 4th quarter – 2017 | 46 | 107 | 48 | 9,267 |
| Total YTD – 2017 | $163 | $504 | $24 | $9,267 |

At December 31, 2017 and 2016, $329,000 and $337,000, respectively, of the formula allowance is allocated to unfunded loan commitments and is, therefore, carried separately in accounts payable and other liabilities on the consolidated balance sheets.

Management believes that the 1.54% credit loss allowance to total loans at December 31, 2017 is adequate to absorb known and inherent risks in the loan portfolio. No assurance can be given, however, that economic conditions may materialize which differ and more adversely affect the Company's service areas or other circumstances will not be reflected in increased losses in the loan portfolio. Management is not currently aware of any conditions that may adversely affect the levels of losses incurred in the Company's loan portfolio.

The allocations to specific loan categories are estimates based on the same factors as considered by management in determining the amount of additional provisions to the credit loss allowance and the overall adequacy of the allowance for credit losses. The portion not allocated provides for coverage of credit losses inherent in the loan portfolio but not captured in the loss factors that are utilized in the risk rating-based component, or in the specific impairment reserve component of the allowance for credit losses, and acknowledges the inherent imprecision of all loss prediction models.

| | 2017 | | 2016 | | 2015 | | 2014 | | 2013 | |
|---|---|---|---|---|---|---|---|---|---|---|
| *(Dollars in thousands)* | Allowance for Credit Losses | % of Loans | Allowance for Credit Losses | % of Loans | Allowance For Credit Losses | % of Loans | Allowance for Credit Losses | % of Loans | Allowance for Credit Losses | % of Loans |
| Commercial and industrial | $1,408 | 0.23% | $1,843 | 0.32% | $1,652 | 0.32% | $ 1,218 | 0.27% | $ 2,340 | 0.59% |
| Real estate – mortgage | 1,182 | 0.20% | 1,430 | 0.25% | 1,449 | 0.28% | 1,653 | 0.36% | 1,862 | 0.47% |
| RE construction and development | 2,903 | 0.48% | 3,378 | 0.59% | 4,629 | 0.90% | 6,278 | 1.37% | 5,533 | 1.40% |
| Agricultural | 1,631 | 0.27% | 666 | 0.12% | 655 | 0.13% | 482 | 0.11% | 583 | 0.15% |
| Installment/other | 887 | 0.15% | 888 | 0.16% | 1,258 | 0.24% | 293 | 0.06% | 275 | 0.07% |
| Not allocated | 1,256 | 0.21% | 697 | 0.12% | 70 | 0.01% | 847 | 0.18% | 395 | 0.10% |
| | $9,267 | 1.54% | $8,902 | 1.56% | $9,713 | 1.88% | $10,771 | 2.35% | $10,988 | 2.78% |

During 2017, reserve allocations as a percentage of loans decreased for commercial and industrial, real estate mortgage, real estate construction and development, and installment loans. These decreases are a result of a combination of factors including decreases in charge-offs, classified and past due loans, and credit quality improvements. Increases in reserve allocation for agricultural loans was primarily due to the growth of the loan segment, adjusted by the change in the qualitative factors related to the nature and volume of the portfolio.

During 2016, reserve allocations as a percentage of loans decreased for real estate mortgage, real estate construction and development, agriculture and installment loans. These decreases are a result of a combination of factors including decreases in charge-offs, classified and past due loans, and credit quality improvements.

During 2015, reserve allocations as a percentage of loans decreased for real estate mortgage and real estate construction and development loans. These decreases are a result of a combination of factors including decreases in charge-offs, classified and past due loans, and credit quality improvements. Increases in reserve allocation for commercial and industrial, agricultural, and installment and other loans was primarily due to the growth of the loan segment, adjusted by the change in the qualitative factors related to the nature and volume of the portfolio.

*The following summarizes the Company's allowance for credit losses related to the specific, formula, and unallocated reserves for the year-ends shown:*

| | December 31, | | | | |
|---|---|---|---|---|---|
| *(In thousands)* | **2017** | **2016** | **2015** | **2014** | **2013** |
| Formula allowance | $ 6,123 | $ 6,845 | $ 6,546 | $ 9,209 | $ 9,831 |
| Specific allowance | 1,888 | 1,360 | 3,097 | 715 | 762 |
| Unallocated allowance | 1,256 | 697 | 70 | 847 | 395 |
| Total allowance | $ 9,267 | $ 8,902 | $ 9,713 | $10,771 | $10,988 |

The total formula allowance has decreased steadily over the past five years. This downward trend is the result of reduced net charge offs coupled with continued improving economic conditions.

No loans were classified as doubtful at December 31, 2017. There was one real estate-collateralized installment loan with a recorded investment of $965,000 classified as doubtful at December 31, 2016.

Although in some instances, the downgrading of a loan resulting from the factors used by the Company in its allowance analysis has been reflected in the formula allowance, management believes that in some instances, the impact of future material events and trends are not reflected in the level of nonperforming loans or the internal risk grading process regarding these loans. Accordingly, the Company's evaluation of probable losses related to these factors may be reflected in the unallocated allowance. The evaluation of the inherent losses concerning these factors involves a higher degree of uncertainty because they are not identified with specific problem credits, and therefore the Company does not allocate the unallocated allowance among segments of the portfolio. At December 31, 2017 and December 31, 2016, the Company had unallocated allowances of $1,256,000 and $697,000. Management's estimate of the unallocated allowance are based upon a number of underlying factors including 1) current loan concentrations 2) historical loss history relative to peers during the economic crises 3) the effect of soft real estate markets, and 4) the effects of having a larger number of borrowing relationships which are close to the Company's lending limit, which, if any one were not to perform to contractual terms, would have a material impact on the allowance.

While the Company's loan portfolio has elevated concentrations in commercial real estate, commercial, and construction loans, the portfolio percentages fall within the Company's loan policy guidelines.

It is the Company's policy to discontinue the accrual of interest income on loans for which reasonable doubt exists with respect to the timely collectability of interest or principal due to the inability of the borrower to comply with the terms of the loan agreement. Such loans are placed on nonaccrual status whenever the payment of principal or interest is 90 days past due or earlier when the conditions warrant, and interest collected is thereafter credited to principal to the extent necessary to eliminate doubt as to the collectability of the net carrying amount of the loan. Management may grant exceptions to this policy if the loans are well secured and in the process of collection.

*The following table sets forth the Company's nonperforming assets as of the dates indicated:*

| *(Dollars in thousands)* | **2017** | **2016** | **December 31, 2015** | **2014** | **2013** |
|---|---|---|---|---|---|
| Nonaccrual loans (1) | $ 5,296 | $ 7,264 | $ 8,193 | $ 9,935 | $12,341 |
| Accruing restructured loans | 6,084 | 5,146 | 11,028 | 5,641 | 5,761 |
| Loans, past due 90 days or more, still accruing | 485 | 1,250 | — | — | — |
| Total non-performing loans | 11,865 | 13,660 | 19,221 | 15,576 | 18,102 |
| Other real estate owned | 5,745 | 6,471 | 12,873 | 14,010 | 13,946 |
| Total non-performing assets | $17,610 | $20,131 | $32,094 | $29,586 | $32,048 |
| Non-performing loans to total gross loans | 1.95% | 2.40% | 3.73% | 3.40% | 4.58% |
| Non-performing assets to total gross loans | 2.90% | 3.53% | 6.23% | 6.47% | 8.11% |
| Allowance for loan losses to nonperforming loans | 78.94% | 65.17% | 50.53% | 69.15% | 60.70% |

(1) Included in nonaccrual loans at December 31, 2017 and 2016 are restructured loans totaling $5,278 and $7,264, respectively.

Non-performing assets at December 31, 2017 decreased $2,646,000 between December 31, 2016 and December 31, 2017, due to a decrease in nonaccrual loans of $1,968,000 and a decrease of $726,000 in other real estate owned, offset by an increase of $938,000 in accruing restructured loans,

Non-performing assets decreased $11.963,000 between December 31, 2015 and December 31, 2016, due to a decrease of $929,000 in nonaccrual loans, a decrease of $5,881,000 in accruing restructured loans, and a decrease of $6,402,000 in other real estate owned, offset by $1,250,000 in loans past due 90 days or more but still accruing.

Non-performing assets increased $2,508,000 between December 31, 2014 and December 31, 2015, due to an increase of $5,882,000 in accruing restructured loans, partially offset by decrease of $1,742,000 in nonaccrual loans and $1,137,000 in other real estate owned.

Non-performing assets decreased $2,462,000 between December 31, 2013 and December 31, 2014, due to a decrease in nonaccrual loans of $2,406,000, partially offset by an increase in other real estate owned of $64,000. There were no write-downs to other real estate owned during the year ended December 31, 2014.

*The following table summarizes various nonperforming components of the loan portfolio as compared to total loans for the periods shown.*

| *(In thousands)* | **December 31, 2017** | **December 31, 2016** | **December 31, 2015** |
|---|---|---|---|
| Recovery of provision for credit losses during period | $24 | (21) | $(41) |
| Allowance as % of nonperforming loans | 78.94% | 65.17% | 50.53% |
| Nonperforming loans as % total loans | 1.95% | 2.40% | 3.73% |
| Restructured loans as % total loans | 1.89% | 2.18% | 3.59% |

Nonperforming assets, which are primarily related to the real estate loans and other real estate owned portfolio, decreased $2,646,000 from a balance of $20,131,000 at December 31, 2016 to a balance of $17,485,000 at December 31, 2017. Nonaccrual loans totaling $5,296,000 at December 31, 2017, decreased $1,968,000 from the balance of $7,264,000 reported at December 31, 2016. In determining the adequacy of the underlying collateral related to these loans, management monitors trends within specific geographical areas, loan-to-value ratios, appraisals, and other credit issues related to the specific loans. Impaired loans decreased $1,389,000 during the year ended December 31, 2017 to a balance of $14,790,000 at December 31, 2017 due to a combination of loan payoffs and improved credit quality. Other real estate owned through a sale of property decreased $726,000 between December 31, 2016 and December 31,

2017. As a result of these events, nonperforming assets as a percentage of total assets decreased from 2.55% at December 31, 2016 to 2.17% at December 31, 2017.

While real estate markets have strengthened over the last few years, management continues to monitor economic conditions in the real estate market for signs of either deterioration or improvement which may impact the level of the allowance for loan losses required to cover identified losses in the loan portfolio. Management continues to monitor and reduce the level of problem assets by working with borrowers to identify options, including loan restructures, in order to work through difficulties a borrower might face. Restructured loans numbers have been greatly reduced over the last four years. Net loan recoveries during the year ended December 31, 2017 totaled $341,000, as compared to charge offs of $790,000 for the year ended December 31, 2016. The Company charged-off approximately 6 loans during the year ended December 31, 2017, compared to 13 loans during the year ended December 31, 2016. Net loan recoveries totaling $341,000 during the year ended December 31, 2017, included $25,000 in net recoveries during the quarter ended March 31, 2017, $110,000 in net recoveries during the quarter ended June 30, 2017, $145,000 in net recoveries during the quarter ended September 30, 2017, and $61,000 in net recoveries during the fourth quarter of 2017. The percentage of net recoveries to average loans was 0.06%, for the year ended December 31, 2017. The percentages for the years ended December 31, 2016 and 2015 reflected net charge-offs to average loans of 0.15% and net charge-offs of 0.21%, respectively.

The loan portfolio increased from $515,318,000 at December 31, 2015, to $569,759,000 at December 31, 2016, and increased to $601,351,000 at December 31, 2017. Nonperforming loans decreased to $11,740,000 at December 31, 2017, from $13,660,000 at December 31, 2016, and $19,221,000 at December 31, 2015. Nonaccrual loans and accruing restructured loans are included in nonperforming loans. During the same period, total impaired and classified loans decreased from $29,838,000 at December 31, 2016, to $27,311,000 at December 31, 2017.

*The following table summarizes the nonaccrual totals by loan category for the periods shown:*

| | Balance | | | Change from | |
|---|---|---|---|---|---|
| *(In thousands)* | **December 31, 2017** | **December 31, 2016** | **December 31, 2015** | **December 31, 2016** | **December 31, 2015** |
| Commercial and industrial | $ 212 | $ 565 | $ 328 | $ (353) | $ (116) |
| Real estate – mortgage | 742 | 1,126 | 1,635 | (384) | (893) |
| Real estate – construction | 4,342 | 4,608 | 5,580 | (266) | (1,238) |
| Agricultural | — | — | — | — | — |
| Installment/other | — | 965 | 650 | (965) | (650) |
| Total Nonaccrual Loans | $5,296 | $7,264 | $8,193 | $(1,968) | $(2,897) |

Loans past due more than 30 days are receiving increased management attention and are monitored for increased risk. As of December 31, 2017 and 2016 past due loans more than 30 days totaled $1,445,000 and $3,103,000, respectively. The Company continues to move past due loans to nonaccrual status in its ongoing effort to recognize loan problems at an earlier point in time when they may be dealt with more effectively. As impaired loans, nonaccrual and restructured loans are reviewed for specific reserve allocations and the allowance for credit losses is adjusted accordingly.

Except for the loans included in the above tables, there were no loans at December 31, 2017, where the known credit problems of a borrower caused the Company to have serious doubts as to the ability of such borrower to comply with the present loan repayment terms and which would result in such loan being included as a nonaccrual, past due or restructured loan at some future date.

## **Liquidity and Asset/Liability Management**

The primary function of asset/liability management is to provide adequate liquidity and maintain an appropriate balance between interest-sensitive assets and interest-sensitive liabilities.

### ***Liquidity***

Liquidity management may be described as the ability to maintain sufficient cash flows to fulfill both on- and off-balance sheet financial obligations, including loan funding commitments and customer deposit withdrawals, without straining the Company's equity structure. To maintain an adequate liquidity position, the Company relies on, in addition to cash and cash equivalents, cash inflows from deposits and short-term borrowings, repayments of principal on loans and investments, and interest income received. The Company's principal cash outflows are for loan origination, purchases of investment securities, depositor withdrawals and payment of operating expenses. Other sources of liquidity not on the balance sheet at December 31, 2017, include unused collateralized and uncollateralized lines of credit from other banks, the Federal Home Loan Bank, Pacific Coast Banker's Bank, Zion's Bank, Union Bank, and from the Federal Reserve Bank totaling $358,599,000.

*Cash and cash equivalents have fluctuated during the three years ended December 31, 2017, 2016, and 2015, with period-end balances as follows (from Consolidated Statements of Cash Flows – in 000's):*

| | Balance |
|---|---|
| December 31, 2017 | $107,934 |
| December 31, 2016 | $113,032 |
| December 31, 2015 | $125,751 |

Cash and cash equivalents decreased $5,098,000 during the year ended December 31, 2017, and increased $12,719,000 during the year ended December 31, 2016.

The Company had a net cash inflow from operations of $7,555,000 for the year ended December 31, 2017, and a positive cash inflow from operations totaling $9,458,000 for the period ended December 31, 2016. The Company experienced net cash outflows from investing activities totaling $20,856,000 and net cash outflows of $77,007,000 during the years ended December 31, 2017 and December 31, 2016, respectively. For the year ended December 31, 2017, increases in loans outweighed principal payments on available for sale securities. For the year ended December 31, 2016, increases in loans outweighed proceeds from sales of OREO and maturities and principal payments on available for sale securities

During the year ended December 31, 2017, the Company experienced net cash inflows from financing activities totaling $8,203,000, primarily as the result of increases in demand deposit and savings accounts offset by decreases in time deposits. For the year ended December 31, 2016, the Company experienced net cash inflows of $54,830,000 primarily as the result of increases in demand deposits and savings accounts as well as time deposits.

Liquidity risk arises from the possibility the Company may not be able to satisfy current or future financial commitments, or the Company may become unduly reliant on alternative funding sources. The Company maintains a liquidity risk management policy to address and manage this risk. The policy identifies the primary sources of liquidity, sets wholesale funding limits, establishes procedures for monitoring and measuring liquidity, and establishes minimum liquidity requirements, which comply with regulatory guidance. The liquidity position is continually monitored and reported on a monthly basis to the Board of Directors.

The policy also includes a contingency funding plan to address liquidity needs in the event of an institution-specific or a systemic financial market crisis. In addition to unused lines of credit from other banks totaling $358,599,000, the contingency plan includes identified funding sources, and steps that may be taken in the event the total liquidity ratio falls or is projected to fall below policy limits for any extended period of time. One of the primary directives of the contingency funding plan is to limit the Company's overall level of wholesale funding to no more than 40% of deposits. The current funding program uses both asset-based and liability-based principles, and identifies core deposits as the favored funding source when attainable at a reasonable cost. The policy identifies a number of funding sources or methods the Bank ALCO committee may utilize to fulfill the Company's liquidity funding requirements:

1) Local core deposits are the Company's primary funding source. The Company works to attract these deposits through service-related and competitive pricing tactics. Other liquidity funding sources are considered if local core deposits are not attractive because of maturity or pricing.
2) Unsecured Federal Funds lines with correspondent banks may be used to fund short-term peaks in loan demand or deposit run-off. Currently, unsecured borrowing lines with correspondents are limited and may not be reliable for long periods of time or in times of economic stress.
3) Other funding sources such as secured credit lines with the Federal Home Loan Bank or the Federal Reserve may be used for longer periods. The Company collateralized these available lines with a combination of investment securities and pledged loans. The

Company has utilized specific loan pledging with both the FHLB and the Federal Reserve to better ensure the continued availability of those lines of credit.

4) The Company presently has a Discount Window facility available from the Federal Reserve Bank of San Francisco collateralized with loans as discussed above. At December 31, 2017, the Company had available credit of $305,236,000 from the Federal Reserve based upon the loans pledged at that date. The Federal Reserve will monitor use of the Discount Window closely given the current status of the Company and the economy as a whole. This credit facility may not be competitively priced under certain economic conditions. As such, the Company does not expect to use this facility except for short periods, but does consider this to be a key contingency funding source.

5) As long as the Bank remains "Well Capitalized," the Company may rely on brokered deposits when core deposit rates are higher in the marketplace or maturity structures are not desirable. The Company's current policy limit for brokered deposits is 25% of total deposits. The Company may also utilize other wholesale deposit sources such as memberships that advertise the Bank's time deposit rates to other subscribers, typically banks and credit unions. The Company's current policy limit on other wholesale deposits is 10% of total deposits.

6) The Bank may sell whole loans or participations in loans to provide additional liquidity. During economic downturns or other crises events, these funding sources may be difficult to achieve in a short period of time or at a reasonable price. As such, this strategy is better used as a long-term asset/liability management tool to effectively balance assets and liabilities to reduce liquidity risk.

7) The Company currently has Bank-Owned Life Insurance (BOLI) and Corporate-Owned Life Insurance (COLI) policies issued by highly rated insurance companies which may be sold to increase liquidity.

8) The Company owns certain real estate including its administration building and several of its branches. These may be sold and vacated or leased back from the purchaser after sale to provide additional liquidity if needed. The sales process may require substantial time to complete, and may have an adverse impact on earnings depending on market rates and other factors at the time of sale.

9) Investments near maturity may be sold to meet temporary funding needs but may need to be replaced to maintain liquidity ratios within acceptable limits. At the current time approximately half of the investment portfolio is pledged to secure public deposits and borrowing lines. The Company seeks to maintain an investment-grade securities portfolio to ensure quality collateral for pledging against borrowing lines of credit as well as to provide liquidity in times of needs.

The Company's liquid asset base which generally consists of cash and due from banks, federal funds sold, securities purchased under agreements to resell ("reverse repos") and investment securities, are maintained at levels deemed sufficient to provide the cash necessary to fund loan growth as well as projected deposit runoff. Within this framework is the objective of maximizing the yield on earning assets. This is generally achieved by maintaining a high percentage of earning assets in loans, which historically have represented the Company's highest yielding asset. At December 31, 2017, the Bank had 74.75% of total assets in the loan portfolio and a loan to deposit ratio of 86.25%, as compared to 72.44% of total assets in the loan portfolio and a loan to deposit ratio of 83.05% at December 31, 2016. Liquid assets at December 31, 2017 include cash and cash equivalents totaling $107,934,000, as compared to $113,032,000 at December 31, 2016.

Liabilities used to fund liquidity sources include core and non-core deposits as well as short-term borrowings capability. Core deposits, which comprise approximately 97.01% of total deposits at December 31, 2017, provide a significant and stable funding source for the Company. At December 31, 2017, unused lines of credit with the Federal Home Loan Bank, Pacific Coast Banker's Bank, Zion's Bank, Union Bank and the Federal Reserve Bank totaling $358,599,000 are collateralized in part by certain qualifying loans in the Company's loan portfolio. The carrying value of loans pledged on these used and unused borrowing lines totaled $473,364,000 at December 31, 2017. For further discussion of the Company's borrowing lines, see "Short Term Borrowings" included previously in the financial condition section of this financial review.

The liquidity of the parent company, United Security Bancshares, is separate from the bank and is primarily dependent on the payment of cash dividends by its subsidiary, United Security Bank, subject to limitations imposed by the Financial Code of the State of California and federal and state banking regulations. During the year ended December 31, 2017, the Bank paid $4,291,000 in cash dividends to the parent company and paid $424,000 in cash dividends to the parent company during the year ended December 31, 2016. The Bank paid $2,416,000 in dividends to the parent company during the year ended December 31, 2015, and $1,519,000 in dividends during the year ended December 31, 2014.

**Regulatory Matters**

***Capital Adequacy***

The Company (on a consolidated basis) and the Bank are subject to various regulatory capital requirements adopted by the Board of Governors of the Federal Reserve System (the "Board of Governors"). Failure to meet minimum capital requirements can initiate certain mandates and possible additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's consolidated financial statements and results of operations. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the consolidated Company and the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Prompt corrective action provisions are not applicable to bank holding companies.

Quantitative measures established by the capital adequacy guidelines require insured institutions to maintain a minimum leverage ratio of Tier 1 capital (the sum of common stockholders' equity, noncumulative perpetual preferred stock and minority interests in consolidated subsidiaries, minus intangible assets, identified losses and investments in certain subsidiaries, plus unrealized losses or minus unrealized gains on available for sale securities) to total assets. Institutions which have received the highest composite regulatory rating and which are not experiencing or anticipating significant growth are required to maintain a minimum leverage capital ratio of 3% of Tier 1 capital to total assets. All other institutions are required to maintain a minimum leverage capital ratio of at least 100 to 200 basis points above the 3% minimum requirement.

The Company has adopted a capital plan that includes guidelines and trigger points to ensure sufficient capital is maintained at the Bank and the Company, and that capital ratios are maintained at a level deemed appropriate under regulatory guidelines given the level of classified assets, concentrations of credit, ALLL, current and projected growth, and projected retained earnings. The capital plan also contains contingency strategies to obtain additional capital as required to fulfill future capital requirements for both the Bank, as a separate legal entity, and the Company on a consolidated basis.

*The following table sets forth the Company's and the Bank's actual capital positions at December 31, 2017 and 2016, as well as the minimum capital requirements and requirements to be well capitalized under prompt corrective action provisions (Bank required only) under the regulatory guidelines discussed above:*

| | Ratio at December 31, 2017 | Ratio at December 31, 2016 | Minimum for Capital Adequacy | Minimum requirement to be "Well Capitalized" |
|---|---|---|---|---|
| Total capital to risk weighted assets | | | | |
| Company | 17.54% | 17.26% | 8.00% | N/A |
| Bank | 17.31% | 17.19% | 8.00% | 10.00% |
| Tier 1 capital to risk-weighted assets | | | | |
| Company | 16.29% | 16.01% | 6.00% | N/A |
| Bank | 16.06% | 15.94% | 6.00% | 8.00% |
| Common equity tier 1 capital to risk-weighted assets | | | | |
| Company | 14.81% | 14.68% | 4.50% | N/A |
| Bank | 16.06% | 15.94% | 4.50% | 6.50% |
| Tier 1 capital to adjusted average assets (leverage) | | | | |
| Company | 13.01% | 12.97% | 4.00% | N/A |
| Bank | 12.90% | 12.99% | 4.00% | 5.00% |

Federal regulations require FDIC-insured depository institutions, including the Bank, to meet several minimum capital standards: a common equity Tier 1 capital to risk-based assets ratio; a Tier 1 capital to risk-based assets ratio; a total capital to risk-based assets; and a Tier 1 capital to total assets leverage ratio. The existing capital requirements were effective January 1, 2015 and are the result of a final rule implementing regulatory amendments based on recommendations of the Basel Committee on Banking Supervision and certain requirements of the Dodd-Frank Act.

The capital standards require the maintenance of common equity Tier 1 capital, Tier 1 capital and Total capital to risk-weighted assets of at least 4.5%, 6% and 8%, respectively. The regulations also establish a minimum required leverage ratio of at least 4% Tier 1 capital. In addition to establishing the minimum regulatory capital requirements, the regulations limit capital distributions and certain discretionary bonus payments to management if the institution does not hold a "capital conservation buffer" consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets above the amount necessary to meet its minimum risk-based capital requirements. The capital conservation buffer requirement is being phased in beginning January 1, 2016 at 0.625% of risk-weighted assets and increasing each year until fully implemented at 2.5% on January 1, 2019. Institutions that do not maintain the required capital buffer will become subject to progressively most stringent limitations on the percentage of earnings that can be paid out in dividends or used for stock repurchases and on the payment of discretionary bonuses to executive management.

As of December 31, 2017, the Company and the Bank meet all capital adequacy requirements to which they are subject.

### *Dividends*

Dividends paid to shareholders by the Company are subject to restrictions set forth in the California General Corporation Law. As applicable to the Company, the California General Corporation Law provides that the Company may make a distribution to its shareholders if retained earnings immediately prior to the dividend payout are at least equal to the amount of the proposed distribution or if immediately after the distribution, the value of the Company's assets would equal or exceed the sum of its total liabilities. The primary source of funds with which dividends will be paid to shareholders will come from cash dividends received by the Company from the Bank.

During the year ended December 31, 2017, the Bank paid cash dividends of $4,291,000 to the Company in order to fund the Company's operating costs, payments of interest on its junior subordinated debentures, estimated tax payments, and redemption of junior subordinated debentures. Additionally $2,870,000 in cash dividends were paid by the company to shareholders. During 2015, $3.0 million of the Company's $15.0 million in junior subordinated debt was retired. The balance of junior subordinated debentures remained at $12.0 million for the years ended December 31, 2016 and December 31, 2017.

The Bank, as a state-chartered bank, is subject to dividend restrictions set forth in California state banking law and administered by the Commissioner of the California Department of Business Oversight ("Commissioner"). Under such restrictions, the Bank may not pay cash dividends in an amount which exceeds the lesser of the retained earnings of the Bank or the Bank's net income for the last three fiscal years (less the amount of distributions to shareholders during that period of time). If the above test is not met, cash dividends may only be paid with the prior approval of the Commissioner, in an amount not exceeding the Bank's net income for its last fiscal year or the amount of its net income for the current fiscal year. Such restrictions do not apply to stock dividends, which generally require neither the satisfaction of any tests nor the approval of the Commissioner. Notwithstanding the foregoing, if the Commissioner finds that the shareholders' equity is not adequate or that the declarations of a dividend would be unsafe or unsound, the Commissioner may order the state bank not to pay any dividend. The FRB may also limit dividends paid by the Bank.

### *Reserve Balances*

The Bank is required to maintain average reserve balances with the Federal Reserve Bank. During 2005, the Company implemented a deposit reclassification program, which allows the Company to reclassify a portion of transaction accounts to non-transaction accounts for reserve purposes. The deposit reclassification program was provided by a third-party vendor, and has been approved by the Federal Reserve Bank. At December 31, 2017, the Bank was not subject to a reserve requirement.

# BANKING SERVICES

## Checking Accounts
- Business
- Personal
- Interest Bearing

## Certificates of Deposit
- Regular/Jumbo CD (various terms)
- Rate Increase CD™
- Floating Rate CD
- Individual Retirement Accounts (IRA) CD
- Certificates of Deposit Registry Service (CDARS)

## Loan Services
- Agricultural Development & Production
- Commercial Business
- Commercial Construction & Development
- Consumer

## Savings Accounts
- Business
- Personal
- Individual Retirement Accounts (IRA)

## Cash Management Services
- ACH
- Merchant Card Service
- Positive Pay
- Remote Deposit Capture
- Stop Payments
- Wire Transfers

## Online Services
- Bill Payment
- eStatements
- Mobile Banking
- Online Banking

## Safe Deposit Boxes
- Various sizes available at each branch location

# FINANCIAL SERVICES

United Security Bank Financial Services, a department of United Security Bank, offers a full-range of financial services for your personal and business needs. Our professionals work on your behalf to deliver the most suitable solutions. We achieve this by working with an extensive network of providers and choosing the services that best meet your needs. The following list highlights the services offered by our business units.

### Wealth Management*

- Stocks
- Bonds (Municipal, Corporate, Government)
- Annuities (Fixed, Variable, Equity Indexed)
- Mutual Funds
- Managed Asset Accounts
- Indexing and Hedging Strategies
- Brokered CDs

### Personal Insurance

- Term Life Insurance
- Universal Life Insurance
- Whole Life Insurance
- Individual Health Insurance
- Life Settlements
- Life Insurance Premium Financing
- Long Term Care Insurance
- Disability Insurance
- Medicare Supplements
- Medicare Advantage Plans
- Medicare Part D Plans

### Retirement Services*

- 401(k)
- 403(b)
- Simple IRA
- SEP IRA
- Profit Sharing

### Legacy & Estate Planning

- Estate Planning
- Life Settlements
- Financial Planning*
- Wealth Management*
- Living or Family Trust Creation

### Employee Benefits

- Medical, Dental and Vision Care Plans
- Section 125 Plans
- Disability
- Self-Funded Products
- Complete Online HR and Benefits Portal
- Health Savings Accounts
- Travel Protection

In addition to our services for individuals and families, United Security Bank Financial Services provides an extensive range of services for corporations, foundations and non-profit organizations including:

- Employee Retirement and Benefit Education
- Medical, Dental and Vision Care Plans
- Employer Insurance Packages
- Retirement Plan Implementation 401(k), 403(b) and Profit Sharing

*Securities offered through Raymond James Financial Services, Inc. Member FINRA/SIPC, and independent broker/dealer, and are not insured by bank insurance, the FDIC or any other government agency, are not deposits or obligations of the bank, are not guaranteed by the bank, and are subject to risk, including the possible loss of principal. United Security Bank & United Security Bank Financial Services are independent of Raymond James Financial Services.

Raymond James Financial Advisors may only transact business in states where they are registered. Follow-up and individual responses involving either the effecting of or attempting to effect transaction in securities, or the rendering of personalized investment advice for compensation will not be made to persons in states where the financial advisor is not registered.

# CORPORATE DATA

## BOARD OF DIRECTORS

**Dennis R. Woods**
*Chairman of the Board*

**Robert M. Mochizuki, MD**
*Lead Director*

**Robert G. Bitter, PHARM. D.**
*Secretary of the Board*

**Stanley J. Cavalla**
*Director*

**Tom Ellithorpe**
*Director*

**Benjamin Mackovak**
*Director*

**Nabeel Mahmood**
*Director*

**Kenneth Newby, CPA**
*Director*

**Susan Quigley, CPA**
*Director*

**Brian Tkacz**
*Director*

**Michael T. Woolf, DDS**
*Director*

## MANAGEMENT

**Dennis R. Woods**
*President and Chief Executive Officer*

**David L. Eytcheson**
*Senior Vice President and Chief Operating Officer*

**Bhavneet Gill**
*Senior Vice President and Chief Financial Officer*

**Jon Heidt**
*Senior Vice President and Chief Risk Officer*

**William M. Yarbenet**
*Senior Vice President and Chief Credit Officer*

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**Evette Bertsche**
*Vice President and Operations Assistant and Training Officer*

**Kim Bledsoe**
*Vice President and Risk Manager*

**Joseph Carnevali, CISSP**
*Vice President and IT Manager*

**John Elliott**
*Vice President and Credit Administrator*

**Denise Flynn**
*Vice President and Commercial Loan Officer*

**Paul Gottlieb**
*Vice President and Financial Services Manager*

**Lisa Grill**
*Vice President and R/E Construction Loan Officer*

**Bart Hill**
*Vice President and Area Manager, Bakersfield*

**Tanya Iacono**
*Vice President and Commercial Loan Officer*

**Shyam Iyer**
*Vice President and Credit Administrator*

**Dana C. Paull, CRCM**
*Vice President and Compliance Manager*

**Keith Pretzer**
*Vice President and Commercial Loan Officer*

**Karyn D. Reynolds**
*Vice President and Loan Service Center Manager*

**Susan J. Robertson**
*Vice President and Data Processing Manager*

**Ellie M. Rosenberg**
*Vice President and Human Resources Director*

**Porsche A. Saunders**
*First Vice President and R/E Construction Loan Manager*

**Phillip Smith**
*Vice President and R/E Construction Loan Officer*

**Jeremy Snow, CPA**
*Vice President and Controller*

**Paul N. Thaxter**
*First Vice President and Commercial Banking Center Manager*

## DIRECTORS EMERITI

**William J. Asbury, DDS, MS**
**W. Gerald Flanagan**
**Jerry Greer**
**R. Kent Kunz**
**Gerald McIntrye**
**Ronnie Miller**
**Joseph Petkewish**
**Walter Reinhard**
**Martha Sanford**
**O'Neal Sutton, III**
**John Terzian**
**Bobbi Thomason**
**Les Workman**
**Samson Zarnegar**
**William H. Ziering, MD**

## TRANSFER AGENT AND REGISTRAR OF COMMON STOCK

**EQ by Equiniti**
1110 Centre Point Curve, Suite 101
MAC N9173-010
Mendota Heights, MN 55120
(800) 468-9716

## STOCK INFORMATION

**Crowell, Weedon & Co.**
42605 Moonridge Rd.
Big Bear Lake, CA 92315
(800) 288-2811

**Hill Thompson Magid & Co.**
15 Exchange Place
P. O. Box 1688 – NOL Center
Jersey City, NJ 07302
(800) 631-3083

**Howe Barnes Hoeffer & Arnett, Inc.**
555 Market Street, 18th Floor
San Francisco, CA 94105
(415) 362-7111

## BRANCHES

**FRESNO**
West & Shaw
2151 W. Shaw Avenue
Fresno, CA 93711
(559) 225-0101

First & Herndon
7088 N. First Street
Fresno, CA 93720
(559) 248-4949

Convention Center
855 M Street, Suite 130
Fresno, CA 93721
(559) 233-7968

**BAKERSFIELD**
3404 Coffee Road
Bakersfield, CA 93308
(661) 588-2265

**CAMPBELL**
1875 S. Bascom, Suite 119
Campbell, CA 95008
(408) 341-1000

**CARUTHERS**
13356 S. Henderson Road
Caruthers, CA 93609
(559) 864-3287

**COALINGA**
145 E. Durian Street
Coalinga, CA 93210
(559) 935-0862

**FIREBAUGH**
1067 O Street
Firebaugh, CA 93622
(559) 659-2077

**OAKHURST**
40074 Highway 49
Oakhurst, CA 93644
(559) 683-2200

**SAN JOAQUIN**
21574 W. Manning Avenue
San Joaquin, CA 93660
(559) 693-4332

**TAFT**
523 Cascade Place
Taft, CA 93268
(661) 763-5151

## ATM ONLY

**BAKERSFIELD**
Bakersfield, CA 93301
S/W corner of
24th & G Street

**CLOVIS**
Clovis Crossing
Shopping Center
Clovis, CA 93612
N/E corner of
Herndon Ave. & Clovis Ave.

**COARSEGOLD**
Hillside Supermarket
28420 Yosemite Springs Pkwy.
Coarsegold, CA 93614

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