

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

Form 10-Q

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

For the quarterly period ended June 30, 2019

OR

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

Commission file number 001-34142

OAK VALLEY BANCORP

(Exact name of registrant as specified in its charter)

California

State or other jurisdiction of
incorporation or organization

26-2326676

I.R.S. Employer
Identification No.

125 N. Third Ave., Oakdale, CA 95361

(Address of principal executive offices)

(209) 848-2265

Issuer's telephone number

Not applicable

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	OVLY	The Nasdaq Stock Market, LLC

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Large accelerated filer ☐

Non-accelerated filer ☐

Accelerated filer ☒

Smaller reporting company ☒

Emerging growth company ☐

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

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

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 8,207,353 shares of common stock outstanding as of August 1, 2019.

Oak Valley Bancorp
June 30, 2019

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PART I – FINANCIAL STATEMENTS

Item 1. Financial Statements

OAK VALLEY BANCORP
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(in thousands)	June 30, 2019	December 31, 2018
ASSETS		
Cash and due from banks	\$ 72,152	\$ 116,425
Federal funds sold	19,405	9,720
Cash and cash equivalents	91,557	126,145
Securities - available for sale	205,198	206,712
Securities - equity investments	3,240	3,106
Loans, net of allowance for loan loss of \$8,770 and \$8,685 at June 30, 2019 and December 31, 2018, respectively	708,340	702,220
Cash surrender value of life insurance	19,281	19,028
Bank premises and equipment, net	14,850	14,937
Goodwill and other intangible assets, net	3,889	3,942
Interest receivable and other assets	22,644	18,797
	<u>\$ 1,068,999</u>	<u>\$ 1,094,887</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits	\$ 949,090	\$ 986,495
Interest payable and other liabilities	13,326	9,354
Total liabilities	962,416	995,849
Shareholders' equity		
Common stock, no par value; 50,000,000 shares authorized, 8,208,853 and 8,194,805 shares issued and outstanding at June 30, 2019 and December 31, 2018, respectively	25,435	25,429
Additional paid-in capital	3,524	3,358
Retained earnings	75,647	70,686
Accumulated other comprehensive income (loss), net of tax	1,977	(435)
Total shareholders' equity	106,583	99,038
	<u>\$ 1,068,999</u>	<u>\$ 1,094,887</u>

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

OAK VALLEY BANCORP
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

(dollars in thousands, except per share amounts)	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2019	2018	2019	2018
INTEREST INCOME				
Interest and fees on loans	\$ 8,615	\$ 7,628	\$ 17,042	\$ 15,199
Interest on securities	1,525	1,417	3,064	2,645
Interest on federal funds sold	56	47	107	84
Interest on deposits with banks	315	594	831	1,166
Total interest income	10,511	9,686	21,044	19,094
INTEREST EXPENSE				
Deposits	383	359	805	650
Total interest expense	383	359	805	650
Net interest income	10,128	9,327	20,239	18,444
Provision for loan losses	95	0	95	0
Net interest income after provision for loan losses	10,033	9,327	20,144	18,444
OTHER INCOME				
Service charges on deposits	403	368	796	738
Debit card transaction fee income	327	304	601	582
Earnings on cash surrender value of life insurance	127	126	252	251
Mortgage commissions	27	33	50	65
Gains on sales and calls of securities	1	7	110	77
Gain on sale of OREO	0	0	0	193
Other	357	173	708	437
Total non-interest income	1,242	1,011	2,517	2,343
OTHER EXPENSES				
Salaries and employee benefits	4,480	4,076	8,884	8,095
Occupancy expenses	857	988	1,746	1,875
Data processing fees	472	426	918	842
Regulatory assessments (FDIC & DBO)	102	114	212	228
Other operating expenses	1,399	1,301	2,783	2,597
Total non-interest expense	7,310	6,905	14,543	13,637
Net income before provision for income taxes	3,965	3,433	8,118	7,150
Total provision for income taxes	1,002	842	2,051	1,757
Net Income	\$ 2,963	\$ 2,591	\$ 6,067	\$ 5,393
Net income per share	\$ 0.37	\$ 0.32	\$ 0.75	\$ 0.67
Net income per diluted share	\$ 0.37	\$ 0.32	\$ 0.75	\$ 0.67

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

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

(in thousands)	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2019	2018	2019	2018
Net income	\$ 2,963	\$ 2,591	\$ 6,067	\$ 5,393
Other comprehensive income:				
Unrealized gains on securities:				
Unrealized holding gains (losses) arising during the period	1,813	(243)	3,534	(1,583)
Less: reclassification for net gains included in net income	(1)	(7)	(110)	(77)
Other comprehensive gain (loss), before tax	1,812	(250)	3,424	(1,660)
Tax (expense) benefit related to items of other comprehensive income	(535)	74	(1,012)	491
Total other comprehensive gain (loss)	1,277	(176)	2,412	(1,169)
Comprehensive income	<u>\$ 4,240</u>	<u>\$ 2,415</u>	<u>\$ 8,479</u>	<u>\$ 4,224</u>

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

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

(dollars in thousands)	THREE MONTHS ENDED JUNE 30, 2018 AND 2019					
	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
	Shares	Amount				
Balances, April 1, 2018	8,183,005	25,422	2,999	63,015	159	\$ 91,595
Stock based compensation			135			135
Other comprehensive loss					(176)	(176)
Net income				2,591		2,591
Balances, June 30, 2018	<u>8,183,005</u>	<u>25,422</u>	<u>3,134</u>	<u>65,606</u>	<u>(17)</u>	<u>\$ 94,145</u>
Balances, April 1, 2019	8,209,750	\$ 25,435	\$ 3,399	\$ 72,684	\$ 700	\$ 102,218
Restricted stock surrendered for tax withholding	(897)		(25)			(25)
Stock based compensation			150			150
Other comprehensive income					1,277	1,277
Net income				2,963		2,963
Balances, June 30, 2019	<u>8,208,853</u>	<u>\$ 25,435</u>	<u>\$ 3,524</u>	<u>\$ 75,647</u>	<u>\$ 1,977</u>	<u>\$ 106,583</u>

(dollars in thousands)	SIX MONTHS ENDED JUNE 30, 2018 AND 2019					
	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
	Shares	Amount				
Balances, January 1, 2018	8,098,605	\$ 24,773	\$ 3,576	\$ 61,429	\$ 989	\$ 90,767
Restricted stock issued	84,400					0
Cash dividends declared \$0.13 per share of common stock				(1,053)		(1,053)
Stock based compensation			207			207
APIC reclassification		649	(649)			0
Other comprehensive loss					(1,169)	(1,169)
Reclassification from adoption of ASU 2016-01				(163)	163	0
Net income				5,393		5,393
Balances, June 30, 2018	<u>8,183,005</u>	<u>25,422</u>	<u>3,134</u>	<u>65,606</u>	<u>(17)</u>	<u>\$ 94,145</u>
Balances, January 1, 2019	8,194,805	25,429	3,358	70,686	(435)	\$ 99,038
Stock options exercised	1,000	6				6
Restricted stock issued	20,845					0
Restricted stock forfeited	(1,500)					0
Restricted stock surrendered for tax withholding	(6,297)		(115)			(115)
Cash dividends declared \$0.135 per share of common stock				(1,106)		(1,106)
Stock based compensation			281			281
Other comprehensive income					2,412	2,412
Net income				6,067		6,067
Balances, June 30, 2019	<u>8,208,853</u>	<u>\$ 25,435</u>	<u>\$ 3,524</u>	<u>\$ 75,647</u>	<u>\$ 1,977</u>	<u>\$ 106,583</u>

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

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

	SIX MONTHS ENDED JUNE 30,	
	2019	2018
(dollars in thousands)		
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 6,067	\$ 5,393
Adjustments to reconcile net income to net cash from operating activities:		
Provision for loan losses	95	0
Increase (decrease) in deferred fees/costs, net	53	(93)
Depreciation	540	617
Amortization of investment securities, net	509	538
Stock based compensation	281	207
Gain on sale of OREO property	0	(193)
Gain on calls and sale of available for sale securities	(110)	(77)
Earnings on cash surrender value of life insurance	(252)	(251)
Increase (decrease) in interest payable and other liabilities	4,371	(363)
Decrease (increase) in interest receivable	356	(142)
(Increase) decrease in other assets	(4,759)	1,438
Net cash from operating activities	7,151	7,074
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of available for sale securities	(18,609)	(38,101)
Purchases of equity securities	(44)	(43)
Proceeds from maturities, calls, and principal paydowns of securities available for sale	23,058	10,515
Investment in LIHTC	(399)	0
Net (increase) decrease in loans	(6,268)	7,946
Purchase of FHLB Stock	(404)	(222)
Proceeds from sale of OREO	0	447
Purchases of premises and equipment	(453)	(1,159)
Net cash used in investing activities	(3,119)	(20,617)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Shareholder cash dividends paid	(1,106)	(1,053)
Net (decrease) increase in demand deposits and savings accounts	(36,046)	36,400
Net decrease in time deposits	(1,359)	(4,667)
Proceeds from exercise of stock options	6	0
Tax withholding payments on vested restricted shares surrendered	(115)	0
Net cash (used in) from financing activities	(38,620)	30,680
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(34,588)	17,137
CASH AND CASH EQUIVALENTS, beginning of period	126,145	149,173
CASH AND CASH EQUIVALENTS, end of period	\$ 91,557	\$ 166,310
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	\$ 806	\$ 651
Income taxes	\$ 2,870	\$ 2,200
NON-CASH INVESTING ACTIVITIES:		
Change in unrealized gain (loss) on securities	\$ 3,424	\$ (1,747)
Change in contributions payable to LIHTC limited partner investment	\$ (398)	\$ 0
Lease right-of-use assets	\$ 4,351	\$ 0
NON-CASH FINANCING ACTIVITIES:		
Present value of lease obligations	\$ 4,758	\$ 0

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

OAK VALLEY BANCORP
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – BASIS OF PRESENTATION

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

The consolidated financial statements include the accounts of the parent company and its wholly-owned bank subsidiary. Unless otherwise stated, the “Company” refers to the consolidated entity, Oak Valley Bancorp, while the “Bank” refers to Oak Valley Community Bank. All material intercompany transactions have been eliminated. The interim consolidated financial statements included in this report are unaudited but reflect all adjustments which, in the opinion of management, are necessary for a fair presentation of the financial position and results of operations for the interim periods presented. All such adjustments are of a normal recurring nature. The results of operations for the three and six-month periods ended June 30, 2019 are not necessarily indicative of the results of a full year’s operations. Certain prior year amounts have been reclassified to conform to the current year presentation. There was no effect on net income or shareholders’ equity as previously reported as a result of reclassifications. For further information, refer to the audited consolidated financial statements and footnotes included in the Company’s Form 10-K for the year ended December 31, 2018.

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

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

NOTE 2 – RECENT ACCOUNTING PRONOUNCEMENTS

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

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

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

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

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

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

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*. This ASU was issued to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities, including leases classified as operating leases under previous GAAP, on the balance sheet and requiring additional disclosures of key information about leasing arrangements. ASU 2016-02 is effective for annual periods, including interim periods within those annual periods beginning after December 15, 2018 and was adopted under the current period adjustment method, which allows for prior period accumulated amounts to be recorded as of the effective date. The Company adopted this ASU effective January 1, 2019 and determined that the gross-up of its balance sheet from recording a right-of-use (ROU) asset and a lease liability for each lease as a result of adopting this ASU, did not have a material impact on the Company's Consolidated financial statements. See Note 5 for further discussion of the Company's leases and the impact of this ASU.

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

In February 2018, the FASB issued ASU 2018-02, *Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*. The ASU was issued to address certain stranded tax effects in accumulated other comprehensive income as a result of the Tax Cuts and Jobs Act of 2017. The ASU provides companies the option to reclassify stranded tax effects within accumulated other comprehensive income to retained earnings in each period in which the effect of the change from the newly enacted corporate tax rate is recorded. The amount of the reclassification would be calculated on the basis of the difference between the historical and newly enacted tax rates for deferred tax liabilities and assets related to items within accumulated other comprehensive income. The ASU requires companies to disclose its accounting policy related to releasing income tax effects from accumulated other comprehensive income, whether it has elected to reclassify the stranded tax effects, and information about the other income tax effects that are reclassified. The guidance is effective for fiscal years beginning after December 15, 2018, including interim periods, therein, and early adoption is permitted for public business entities for which financial statements have not yet been issued. On January 1, 2018, the Company adopted the ASU and made a reclassification adjustment of \$163,000 from accumulated other comprehensive income to retained earnings on the Consolidated Statements of Shareholders' Equity, related to the stranded tax effects due to the change in the federal corporate tax rate applied on the unrealized gains (losses) on investments on a portfolio basis, to reflect the provisions of this ASU.

NOTE 3 – SECURITIES

Equity Securities

The Company held equity securities with fair values of \$3,240,000 and \$3,106,000 at June 30, 2019 and December 31, 2018, respectively. There were no sales of equity securities during the six months ended June 30, 2019. Consistent with ASU 2016-01, these securities are carried at fair value with the changes in fair value recognized in the consolidated statement of income. Accordingly, the Company recognized an unrealized gain of \$90,000 during the six months ended June 30, 2019, as compared to a loss of \$87,000 during the six months ended June 30, 2018.

Debit Securities

Debt securities have been classified in the financial statements as available for sale. The amortized cost and estimated fair values of debt securities as of June 30, 2019 are as follows:

(dollars in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale securities:				
U.S. agencies	\$ 36,437	\$ 504	\$ (63)	\$ 36,878
Collateralized mortgage obligations	1,822	15	(14)	1,823
Municipalities	95,111	3,150	(16)	98,245
SBA pools	7,612	16	(24)	7,604
Corporate debt	19,425	109	(546)	18,988
Asset backed securities	41,984	104	(428)	41,660
	<u>\$ 202,391</u>	<u>\$ 3,898</u>	<u>\$ (1,091)</u>	<u>\$ 205,198</u>

The following tables detail the gross unrealized losses and fair values of debt securities aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at June 30, 2019.

(dollars in thousands)	Less than 12 months		12 months or more		Total	
Description of Securities	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
U.S. agencies	\$ 1,574	(2)	\$ 7,564	(61)	\$ 9,138	(63)
Collateralized mortgage obligations	0	0	755	(14)	755	(14)
Municipalities	299	(1)	4,496	(16)	4,795	(17)
SBA pools	0	0	4,361	(24)	4,361	(24)
Corporate debt	0	0	8,939	(546)	8,939	(546)
Asset backed securities	17,424	(207)	14,180	(220)	31,604	(427)
Total temporarily impaired securities	<u>\$ 19,297</u>	<u>\$ (210)</u>	<u>\$ 40,295</u>	<u>\$ (881)</u>	<u>\$ 59,592</u>	<u>\$ (1,091)</u>

At June 30, 2019, one municipality, seven corporate debts, seven U.S. agencies, five Small Business Administration pools, eight asset backed securities and two collateralized mortgage obligations make up the total debt securities in an unrealized loss position for greater than 12 months. At June 30, 2019, four municipalities, one U.S. agency and seven asset backed securities make up the total debt securities in a loss position for less than 12 months. Management periodically evaluates each available-for-sale investment security in an unrealized loss position to determine if the impairment is temporary or other than temporary. This evaluation encompasses various factors including, the nature of the investment, the cause of the impairment, the severity and duration of the impairment, credit ratings and other credit related factors such as third party guarantees and the volatility of the security's fair value. Management has determined that no investment security is other than temporarily impaired. The unrealized losses are due primarily to interest rate changes. The Company does not intend to sell the securities and it is not likely that the Company will be required to sell the securities before the earlier of the forecasted recovery or the maturity of the underlying investment security.

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The amortized cost and estimated fair value of debt securities at June 30, 2019, by contractual maturity or call date, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

(dollars in thousands)

	Amortized Cost	Fair Value
Available-for-sale securities:		
Due in one year or less	\$ 18,141	\$ 18,231
Due after one year through five years	68,138	69,341
Due after five years through ten years	44,054	45,018
Due after ten years	72,058	72,608
	<u>\$ 202,391</u>	<u>\$ 205,198</u>

The amortized cost and estimated fair values of debt securities as of December 31, 2018, are as follows:

(dollars in thousands)

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale securities:				
U.S. agencies	\$ 44,474	\$ 135	\$ (503)	\$ 44,106
Collateralized mortgage obligations	2,071	0	(59)	2,012
Municipalities	92,257	1,404	(424)	93,237
SBA pools	8,707	13	(47)	8,673
Corporate debt	21,426	62	(901)	20,587
Asset backed securities	38,395	119	(417)	38,097
	<u>\$ 207,330</u>	<u>\$ 1,733</u>	<u>\$ (2,351)</u>	<u>\$ 206,712</u>

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

(dollars in thousands)

Description of Securities	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
U.S. agencies	\$ 22,007	\$ (230)	\$ 11,972	\$ (273)	\$ 33,979	\$ (503)
Collateralized mortgage obligations	93	(1)	1,917	(58)	2,010	(59)
Municipalities	9,630	(55)	26,559	(369)	36,189	(424)
SBA pools	3,284	(8)	3,726	(39)	7,010	(47)
Corporate debt	3,999	(59)	11,645	(842)	15,644	(901)
Asset backed securities	23,604	(412)	1,853	(5)	25,457	(417)
Total temporarily impaired securities	<u>\$ 62,617</u>	<u>\$ (765)</u>	<u>\$ 57,672</u>	<u>\$ (1,586)</u>	<u>\$ 120,289</u>	<u>\$ (2,351)</u>

The Company recognized gross gains of \$1,000 and \$110,000 for the three and six-month periods ended June 30, 2019, respectively, on certain available-for-sale securities that were called, compared to gains of \$7,000 recorded for the same periods during 2018. There were no sales of available-for-sale securities during the three and six-months ended June 30, 2019, as compared to one sale of a municipal bond resulting in a gain of \$70,000 during the six month period of 2018.

Debt securities carried at \$139,939,000 and \$118,771,000 at June 30, 2019 and December 31, 2018, respectively, were pledged to secure deposits of public funds.

NOTE 4 – LOANS

The Company's customers are primarily located in Stanislaus, San Joaquin, Tuolumne, Inyo, and Mono Counties. As of June 30, 2019, approximately 78% of the Company's loans are commercial real estate loans which include construction loans. Approximately 12% of the Company's loans are for general commercial uses including professional, retail, and small business. Additionally, 5% of the Company's loans are for residential real estate and other consumer loans. The remaining 5% are agriculture loans. Loan totals were as follows:

(in thousands)

	June 30, 2019	December 31, 2018
Commercial real estate:		
Commercial real estate- construction	\$ 37,563	\$ 20,263
Commercial real estate- mortgages	448,888	460,701
Land	8,836	10,951
Farmland	66,910	62,604
Commercial and industrial	84,191	82,252
Consumer	1,135	1,314
Consumer residential	34,986	35,741
Agriculture	35,649	38,076
Total loans	718,158	711,902
Less:		
Deferred loan fees and costs, net	(1,048)	(997)
Allowance for loan losses	(8,770)	(8,685)
Net loans	\$ 708,340	\$ 702,220

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

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

Commercial real estate loans are subject to underwriting standards and processes similar to commercial and industrial loans, in addition to those of real estate loans. These loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts and the repayment of these loans is generally largely dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. The properties securing the Company's commercial real estate portfolio are diverse in terms of type and geographic location. This diversity helps reduce the Company's exposure to adverse economic events that affect any single market or industry. Management monitors and evaluates commercial real estate loans based on collateral, geography and risk grade criteria. As a general rule, the Company avoids financing single-purpose projects unless other underwriting factors are present to help mitigate risk. The Company also utilizes third-party experts to provide insight and guidance about economic conditions and trends affecting market areas it serves. In addition, management tracks the level of owner-occupied commercial real estate loans versus non-owner occupied loans. At June 30, 2019 and December 31, 2018, commercial real estate loans equal to approximately 40%, of the outstanding principal balance of commercial real estate loans were secured by owner-occupied properties.

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

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

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

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

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

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

(in thousands)	June 30, 2019	December 31, 2018
Commercial real estate:		
Commercial real estate- construction	\$ 0	\$ 0
Commercial real estate- mortgages	0	0
Land	906	906
Farmland	0	0
Commercial and industrial	0	0
Consumer	0	0
Consumer residential	0	14
Agriculture	0	0
Total non-accrual loans	<u>\$ 906</u>	<u>\$ 920</u>

Had non-accrual loans performed in accordance with their original contract terms, the Company would have recognized additional interest income of approximately \$14,000 and \$29,000 in the three and six-month periods ended June 30, 2019, respectively, as compared to \$19,000 and \$37,000 in the same periods of 2018.

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The following table analyzes past due loans including the past due non-accrual loans in the above table, segregated by class of loans, as of June 30, 2019 (in thousands):

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Current	Total	Greater Than 90 Days Past Due and Still Accruing
June 30, 2019							
Commercial real estate:							
Commercial R.E. - construction	\$ 0	\$ 0	\$ 0	\$ 0	\$ 37,563	\$ 37,563	\$ 0
Commercial R.E. - mortgages	0	0	0	0	448,888	448,888	0
Land	0	0	906	906	7,930	8,836	0
Farmland	0	0	0	0	66,910	66,910	0
Commercial and industrial	0	0	0	0	84,191	84,191	0
Consumer	0	0	0	0	1,135	1,135	0
Consumer residential	0	175	0	175	34,811	34,986	0
Agriculture	0	0	0	0	35,649	35,649	0
Total	<u>\$ 0</u>	<u>\$ 175</u>	<u>\$ 906</u>	<u>\$ 1,081</u>	<u>\$ 717,077</u>	<u>\$ 718,158</u>	<u>\$ 0</u>

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

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Current	Total	Greater Than 90 Days Past Due and Still Accruing
December 31, 2018							
Commercial real estate:							
Commercial R.E. - construction	\$ 0	\$ 0	\$ 0	\$ 0	\$ 20,263	\$ 20,263	\$ 0
Commercial R.E. - mortgages	0	0	0	0	460,701	460,701	0
Land	0	0	906	906	10,045	10,951	0
Farmland	0	0	0	0	62,604	62,604	0
Commercial and industrial	0	2,100	0	2,100	80,152	82,252	0
Consumer	0	0	0	0	1,314	1,314	0
Consumer residential	0	62	0	62	35,679	35,741	0
Agriculture	0	0	0	0	38,076	38,076	0
Total	<u>\$ 0</u>	<u>\$ 2,162</u>	<u>\$ 906</u>	<u>\$ 3,068</u>	<u>\$ 708,834</u>	<u>\$ 711,902</u>	<u>\$ 0</u>

Impaired Loans. Loans are considered impaired when, based on current information and events, it is probable the Company will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Impairment is evaluated in total for smaller-balance loans of a similar nature and on an individual loan basis for other loans. If a loan is impaired, a specific valuation allowance is allocated, if necessary, so that the loan is reported net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. There was no interest income realized on impaired loans for the three and six-months ended June 30, 2019 and 2018.

Impaired loans as of June 30, 2019 are set forth in the following table.

(in thousands)	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance
June 30, 2019					
Commercial real estate:					
Commercial R.E. - construction	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Commercial R.E. - mortgages	0	0	0	0	0
Land	1,222	0	906	906	680
Farmland	0	0	0	0	0
Commercial and Industrial	32	0	0	0	0
Consumer	0	0	0	0	0
Consumer residential	0	0	0	0	0
Agriculture	0	0	0	0	0
Total	\$ 1,254	\$ 0	\$ 906	\$ 906	\$ 680

Average recorded investment in impaired loans outstanding as of June 30, 2019 and 2018 is set forth in the following table.

(in thousands)	Average Recorded Investment for the Three Months Ended June 30,		Average Recorded Investment for the Six Months Ended June 30,	
	2019	2018	2019	2018
Commercial real estate:				
Commercial R.E. - construction	\$ 0	\$ 0	\$ 0	\$ 0
Commercial R.E. - mortgages	0	0	0	0
Land	906	993	906	993
Farmland	0	0	0	0
Commercial and Industrial	0	302	0	302
Consumer	0	0	0	0
Consumer residential	11	15	12	15
Agriculture	0	0	0	0
Total	\$ 917	\$ 1,310	\$ 918	\$ 1,310

Impaired loans as of December 31, 2018 are set forth in the following table.

(in thousands)	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
December 31, 2018						
Commercial real estate:						
Commercial R.E. - construction	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Commercial R.E. - mortgages	0	0	0	0	0	0
Land	1,222	0	906	906	680	958
Farmland	0	0	0	0	0	0
Commercial and Industrial	32	0	0	0	0	176
Consumer	0	0	0	0	0	0
Consumer residential	15	14	0	14	0	14
Agriculture	0	0	0	0	0	0
Total	\$ 1,269	\$ 14	\$ 906	\$ 920	\$ 680	\$ 1,148

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

At June 30, 2019, there were 3 loans that were considered to be troubled debt restructurings, all of which are considered non-accrual totaling \$906,000. At December 31, 2018, there were 4 loans that were considered to be troubled debt restructurings, all of which are considered non-accrual totaling \$920,000. At June 30, 2019 and December 31, 2018 there were no unfunded commitments on loans classified as a troubled debt restructures. The Company has allocated \$680,000 of specific reserves to loans whose terms have been modified in troubled debt restructurings as of June 30, 2019 and December 31, 2018.

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

During the three and six-months ended June 30, 2019 and 2018, no loans were modified as troubled debt restructurings. There were no loans modified as troubled debt restructurings within the previous twelve months and for which there was a payment default during the three and six-month periods ended June 30, 2019 and 2018. A loan is considered to be in payment default once it is ninety days contractually past due under the modified terms.

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

The Company grades loans using the following letter system:

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

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

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

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

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

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

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

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

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

3C. Marginally Acceptable - 3C loans have similar characteristics as that of 3Bs with the following additional characteristics:

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

4W Watch Acceptable - Watch grade will be assigned to any credit that is adequately secured and performing but monitored for a number of indicators. These characteristics may include:

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

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

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

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

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

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

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

As of June 30, 2019 and December 31, 2018, there are no loans that are classified with a risk grade of 8- *Loss*.

The following table presents weighted average risk grades of the Company’s loan portfolio:

	June 30, 2019	December 31, 2018
	Weighted Average Risk Grade	Weighted Average Risk Grade
Commercial real estate:		
Commercial real estate - construction	3.00	3.00
Commercial real estate - mortgages	3.01	3.02
Land	3.71	3.58
Farmland	3.03	3.00
Commercial and industrial	3.06	3.08
Consumer	2.10	2.31
Consumer residential	3.01	3.01
Agriculture	3.17	3.12
Total gross loans	3.04	3.04

The following table presents risk grade totals by class of loans as of June 30, 2019 and December 31, 2018. Risk grades 1 through 4 have been aggregated in the “Pass” line.

(in thousands)	Commercial R.E. Construction	Commercial R.E. Mortgages	Land	Farmland	Commercial and Industrial	Consumer	Consumer Residential	Agriculture	Total
<u>June 30, 2019</u>									
Pass	\$ 37,563	\$ 446,063	\$ 7,930	\$ 66,521	\$ 80,619	\$ 1,110	\$ 34,945	\$ 32,875	\$ 707,626
Special mention	-	2,825	-	389	1,050	-	-	2,774	7,038
Substandard	-	-	906	-	2,522	25	41	-	3,494
Doubtful	-	-	-	-	-	-	-	-	-
Total loans	<u>\$ 37,563</u>	<u>\$ 448,888</u>	<u>\$ 8,836</u>	<u>\$ 66,910</u>	<u>\$ 84,191</u>	<u>\$ 1,135</u>	<u>\$ 34,986</u>	<u>\$ 35,649</u>	<u>\$ 718,158</u>
<u>December 31, 2018</u>									
Pass	\$ 20,263	\$ 457,150	\$ 10,045	\$ 62,604	\$ 77,254	\$ 1,273	\$ 35,698	\$ 35,813	\$ 700,100
Special mention	-	2,868	-	-	2,898	-	-	2,263	8,029
Substandard	-	683	906	-	2,100	41	43	-	3,773
Doubtful	-	-	-	-	-	-	-	-	-
Total loans	<u>\$ 20,263</u>	<u>\$ 460,701</u>	<u>\$ 10,951</u>	<u>\$ 62,604</u>	<u>\$ 82,252</u>	<u>\$ 1,314</u>	<u>\$ 35,741</u>	<u>\$ 38,076</u>	<u>\$ 711,902</u>

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

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

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

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

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

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

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

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

The following table details activity in the allowance for loan losses by portfolio segment for the three and six-months ended June 30, 2019 and 2018. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

Allowance for Loan Losses
For the Three and Six Months Ended June 30, 2019 and 2018

(in thousands)	Commercial	Commercial	Consumer	Consumer			
Three Months Ended June 30, 2019	Real Estate	and Industrial		Residential	Agriculture	Unallocated	Total
Beginning balance	\$ 6,540	\$ 961	\$ 33	\$ 293	\$ 669	\$ 181	\$ 8,677
Charge-offs	0	0	(4)	0	0	0	(4)
Recoveries	0	0	1	1	0	0	2
Provision for (reversal of) loan losses	135	134	3	(2)	3	(178)	95
Ending balance	<u>\$ 6,675</u>	<u>\$ 1,095</u>	<u>\$ 33</u>	<u>\$ 292</u>	<u>\$ 672</u>	<u>\$ 3</u>	<u>\$ 8,770</u>
Six Months Ended June 30, 2019	Real Estate	and Industrial	Consumer	Consumer Residential	Agriculture	Unallocated	Total
Beginning balance	\$ 6,580	\$ 1,065	\$ 39	\$ 304	\$ 693	\$ 4	\$ 8,685
Charge-offs	0	0	(14)	0	0	0	(14)
Recoveries	0	0	3	1	0	0	4
Provision for (reversal of) loan losses	95	30	5	(13)	(21)	(1)	95
Ending balance	<u>\$ 6,675</u>	<u>\$ 1,095</u>	<u>\$ 33</u>	<u>\$ 292</u>	<u>\$ 672</u>	<u>\$ 3</u>	<u>\$ 8,770</u>
(in thousands)	Commercial	Commercial	Consumer	Consumer			
Three Months Ended June 30, 2018	Real Estate	and Industrial		Residential	Agriculture	Unallocated	Total
Beginning balance	\$ 6,138	\$ 808	\$ 22	\$ 297	\$ 678	\$ 222	\$ 8,165
Charge-offs	0	0	(6)	0	0	0	(6)
Recoveries	0	0	3	0	0	0	3
Provision for (reversal of) loan losses	(116)	65	3	7	20	21	0
Ending balance	<u>\$ 6,022</u>	<u>\$ 873</u>	<u>\$ 22</u>	<u>\$ 304</u>	<u>\$ 698</u>	<u>\$ 243</u>	<u>\$ 8,162</u>
Six Months Ended June 30, 2018	Real Estate	and Industrial	Consumer	Consumer Residential	Agriculture	Unallocated	Total
Beginning balance	\$ 6,331	\$ 813	\$ 27	\$ 300	\$ 693	\$ 2	\$ 8,166
Charge-offs	0	0	(10)	0	0	0	(10)
Recoveries	0	0	5	1	0	0	6
Provision for (reversal of) loan losses	(309)	60	0	3	5	241	0
Ending balance	<u>\$ 6,022</u>	<u>\$ 873</u>	<u>\$ 22</u>	<u>\$ 304</u>	<u>\$ 698</u>	<u>\$ 243</u>	<u>\$ 8,162</u>

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The following table details the allowance for loan losses and ending gross loan balances as of June 30, 2019 and December 31, 2018, summarized by collective and individual evaluation methods of impairment.

(in thousands)	Commercial Real Estate	Commercial and Industrial	Consumer	Consumer Residential	Agriculture	Unallocated	Total
June 30, 2019							
Allowance for loan losses for loans:							
Individually evaluated for impairment	\$ 680	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 680
Collectively evaluated for impairment	5,995	1,095	33	292	672	3	8,090
	<u>\$ 6,675</u>	<u>\$ 1,095</u>	<u>\$ 33</u>	<u>\$ 292</u>	<u>\$ 672</u>	<u>\$ 3</u>	<u>\$ 8,770</u>
Ending gross loan balances:							
Individually evaluated for impairment	\$ 906	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 906
Collectively evaluated for impairment	561,291	84,191	1,135	34,986	35,649	0	717,252
	<u>\$ 562,197</u>	<u>\$ 84,191</u>	<u>\$ 1,135</u>	<u>\$ 34,986</u>	<u>\$ 35,649</u>	<u>\$ 0</u>	<u>\$ 718,158</u>
December 31, 2018							
Allowance for loan losses for loans:							
Individually evaluated for impairment	\$ 680	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 680
Collectively evaluated for impairment	5,900	1,065	39	304	693	4	8,005
	<u>\$ 6,580</u>	<u>\$ 1,065</u>	<u>\$ 39</u>	<u>\$ 304</u>	<u>\$ 693</u>	<u>\$ 4</u>	<u>\$ 8,685</u>
Ending gross loan balances:							
Individually evaluated for impairment	\$ 906	\$ 0	\$ 0	\$ 14	\$ 0	\$ 0	\$ 920
Collectively evaluated for impairment	553,613	82,252	1,314	35,727	38,076	0	710,982
	<u>\$ 554,519</u>	<u>\$ 82,252</u>	<u>\$ 1,314</u>	<u>\$ 35,741</u>	<u>\$ 38,076</u>	<u>\$ 0</u>	<u>\$ 711,902</u>

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

(in thousands)	THREE MONTHS ENDED JUNE		SIX MONTHS ENDED JUNE 30,	
	30,			
	2019	2018	2019	2018
Balance, beginning of period	\$ 445	\$ 368	\$ 396	\$ 305
Provision to Operations for Off Balance Sheet Commitments	35	4	84	67
Balance, end of period	<u>\$ 480</u>	<u>\$ 372</u>	<u>\$ 480</u>	<u>\$ 372</u>

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

At June 30, 2019 and December 31, 2018, loans carried at \$718,158,000 and \$711,902,000, respectively, were pledged as collateral on advances from the Federal Home Loan Bank.

NOTE 5 — LEASES

We have historically entered into a number of lease arrangements under which we are the lessee. We have elected the practical expedient to rely on our original lease classification at the commencement of each lease contract, and not reassess the lease classifications upon the adoption of ASU No. 2016-02, *Leases (Topic 842)* on the effective date of January 1, 2019. Therefore, all of the Company's leases are determined to be operating leases. The other practical expedients the Company adopted are: 1) combining lease and non-lease components into a single liability amount and 2) leases with fair values of less than \$5,000 were not included as they are not considered to be material. The Company does not have any short term leases in which the original term at commencement is twelve months or less and therefore there is no impact of short-term leases on the initial ROU or lease liability recorded on January 1, 2019.

Most of our office leases include one or more optional renewal periods. The Company has not elected the hindsight practical expedient and therefore potential payments related to future lease renewal options are not reflected in the ROU asset and lease liability. Generally all of lease contracts have annual rent payment increases, some of which are based on the Consumer Price Index and others are fixed increases that are set forth within the contracts. The majority of our lease contracts are gross leases, in which a single monthly payment includes the lessor's property and casualty insurance costs, property taxes, and common area maintenance associated with the property.

The Company determined the operating lease liability as of January 1, 2019, by calculating the present value of remaining base rent cash payments on each of its leases, excluding any renewal options regardless of the likelihood that the option would be exercised. As of January 1, 2019, the weighted average remaining term of the lease contracts was 7.9 years and the weighted average discount rate used to calculate the present value of the operating lease liability was 3.12%. The discount rate was based on our incremental borrowing rate through our line of credit with the FHLB as of January 1, 2019, for the borrowing term that was equal to the remaining term of each lease. The resulting operating lease liability recorded as of January 1, 2019 was \$5,246,000, which is included in other liabilities in the condensed consolidated balance sheet. The ROU asset was then determined by adjusting the operating lease liability by deferred rent and unamortized tenant improvement allowance. The ROU asset recorded at January 1, 2019 was \$4,817,000, which is included in other assets on the condensed consolidated balance sheet.

For the three and six-months ended June 30, 2019, the total expense recorded for our leases was \$272,000 and \$545,000, respectively.

NOTE 6 — FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

Fair values of financial instruments — The consolidated financial statements include various estimated fair value information as of June 30, 2019 and December 31, 2018. Such information, which pertains to the Company's financial instruments, does not purport to represent the aggregate net fair value of the Company. Further, the fair value estimates are based on various assumptions, methodologies, and subjective considerations, which vary widely among different financial institutions and which are subject to change.

We determine the fair values of our financial instruments based on the fair value hierarchy established under applicable accounting guidance which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value:

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

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

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

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. Transfers between levels of the fair value hierarchy are recognized on the actual date of the event or circumstance that caused the transfer, which generally corresponds with the Company's quarterly valuation process. There were no transfers between levels during the three and six-month periods ended June 30, 2019 and 2018.

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

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

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

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

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

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

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

The estimated fair values of the Company's financial instruments not measured at fair value at June 30, 2019 were as follows:

(in thousands)	Carrying Amount	Fair Value	Hierarchy Valuation Level
Financial assets:			
Cash and cash equivalents	\$ 91,557	\$ 91,557	1
Restricted equity securities	4,761	4,761	2
Loans, net	708,340	704,232	3
Interest receivable	3,719	3,719	2
Financial liabilities:			
Deposits	(949,090)	(948,832)	3
Interest payable	(39)	(39)	2
Off-balance-sheet assets (liabilities):			
Commitments and standby letters of credit		(1,820)	3

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

(in thousands)	Carrying Amount	Fair Value	Hierarchy Valuation Level
Financial assets:			
Cash and cash equivalents	\$ 126,145	\$ 126,145	1
Restricted equity securities	4,357	4,357	2
Loans, net	702,220	697,369	3
Interest receivable	3,755	3,755	2
Financial liabilities:			
Deposits	(986,495)	(986,096)	3
Interest payable	(40)	(40)	2
Off-balance-sheet assets (liabilities):			
Commitments and standby letters of credit		(1,539)	3

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The following table presents the carrying value of recurring and nonrecurring financial instruments that were measured at fair value and that were still held in the condensed consolidated balance sheets at each respective period end, by level within the fair value hierarchy as of June 30, 2019 and December 31, 2018.

(in thousands)	Fair Value Measurements at June 30, 2019 Using			
	June 30, 2019	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets and liabilities measured on a recurring basis:				
Available-for-sale securities:				
U.S. agencies	\$ 36,878	\$ 0	\$ 36,878	\$ 0
Collateralized mortgage obligations	1,823	0	1,823	0
Municipalities	98,244	0	98,244	0
SBA pools	7,604	0	7,604	0
Corporate debt	18,988	0	18,988	0
Asset backed securities	41,660	0	41,660	0
Equity Securities:*				
Mutual fund	\$ 3,240	\$ 3,240	\$ 0	\$ 0
Assets and liabilities measured on a non-recurring basis:				
Impaired loans:				
Land	\$ 226	\$ 0	\$ 0	\$ 226

(in thousands)	Fair Value Measurements at December 31, 2018 Using			
	December 31, 2018	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets and liabilities measured on a recurring basis:				
Available-for-sale securities:				
U.S. agencies	\$ 44,106	\$ 0	\$ 44,106	\$ 0
Collateralized mortgage obligations	2,012	0	2,012	0
Municipalities	93,237	0	93,237	0
SBA pools	8,673	0	8,673	0
Corporate debt	20,587	0	20,587	0
Asset backed securities	38,096	0	38,096	0
Equity Securities:*				
Mutual fund	\$ 3,106	\$ 3,106	\$ 0	\$ 0
Assets and liabilities measured on a non-recurring basis:				
Impaired loans:				
Land	\$ 226	\$ 0	\$ 0	\$ 226
Consumer residential	14	0	0	14

* Effective January 1, 2018, the Company adopted ASU 2016-01, which requires equity securities with readily determinable fair values to be measured at fair value with changes in the fair value recognized through net income. See Note 2 for additional information on this accounting standard.

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

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

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

Net realizable value of the underlying collateral is the fair value of the collateral less estimated selling costs and any prior liens. Appraisals, recent comparable sales, offers and listing prices are factored in when valuing the collateral. The Company reviews and verifies the qualifications and licenses of the certified general appraisers used for appraising commercial properties or certified residential appraisers for residential properties. Real estate appraisals may utilize a combination of approaches including replacement cost, sales comparison and the income approach. Comparable sales and income data are analyzed by the appraisers and adjusted to reflect differences between them and the subject property such as type, leasing status and physical condition. When the appraisals are received, management reviews the assumptions and methodology utilized in the appraisal, as well as the overall resulting value in conjunction with independent data sources such as recent market data and industry-wide statistics. Management generally use a 6% discount for selling costs which is applied to all properties, regardless of size. Appraised values may be adjusted to reflect changes in market conditions that have occurred subsequent to the appraisal date, or for revised estimates regarding the timing or cost of the property sale. These adjustments are based on qualitative judgments made by management on a case-by-case basis. No fair value adjustments were made to OREO properties during the three and six-months ended June 30, 2019.

There have been no significant changes in the valuation techniques during the six month period ended June 30, 2019.

NOTE 7 – EARNINGS PER SHARE

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

The Company's calculation of basic and diluted EPS for the three and six-month periods ended June 30, 2019 and 2018 are reflected in the table below.

(In thousands)	THREE MONTHS ENDED JUNE 30,	
	201 9	201 8
BASIC EARNINGS PER SHARE		
Net income	\$ 2,963	\$ 2,591
Weighted average shares outstanding	8,103	8,080
Net income per common share	\$ 0.37	\$ 0.32
DILUTED EARNINGS PER SHARE		
Net income	\$ 2,963	\$ 2,591
Weighted average shares outstanding	8,103	8,080
Effect of dilutive stock options	0	2
Effect of dilutive non-vested restricted shares	14	16
Weighted average shares of common stock and common stock equivalents	8,117	8,098
Net income per diluted common share	\$ 0.37	\$ 0.32
SIX MONTHS ENDED JUNE 30,		
(In thousands)	201 9	201 8
BASIC EARNINGS PER SHARE		
Net income	\$ 6,067	\$ 5,393
Weighted average shares outstanding	8,098	8,078
Net income per common share	\$ 0.75	\$ 0.67
DILUTED EARNINGS PER SHARE		
Net income	\$ 6,067	\$ 5,393
Weighted average shares outstanding	8,098	8,078
Effect of dilutive stock options	0	2
Effect of dilutive non-vested restricted shares	12	19
Weighted average shares of common stock and common stock equivalents	8,110	8,099
Net income per diluted common share	\$ 0.75	\$ 0.67

During the three and six-month periods ended June 30, 2019 and 2018, there were no anti-dilutive options to purchase shares of common stock. During the three and six-month periods ended June 30, 2019, weighted average non-vested restricted shares totaling 1,200 and 42,782 were anti-dilutive, and therefore not included in the total diluted shares calculation. During the comparable periods of 2018, there were no anti-dilutive shares from non-vested restricted stock grants.

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

The following discussion explains the significant factors affecting the Company's operations and financial position for the periods presented. The discussion should be read in conjunction with the Company's financial statements and the notes related thereto which appear or that are referenced to elsewhere in this report, and with the audited consolidated financial statements and accompanying notes included in the Company's 2018 Annual Report on Form 10-K. Average balances, including balances used in calculating certain financial ratios, are generally comprised of average daily balances.

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

Forward-Looking Statements

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

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

Critical Accounting Estimates

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

Allowance for Loan Losses

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

The Company bases the allowance for loan losses on an estimation of probable losses inherent in the loan portfolio. The Company's methodology for assessing loan loss allowances are intended to reduce the differences between estimated and actual losses and involves a detailed analysis of the loan portfolio in three phases:

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

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

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

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

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

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

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

Non-Accrual Loan Policy

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

Asset Impairment Judgments

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

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

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

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

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

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

Fair Value Measurements

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

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

Income Taxes

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

The Company files income tax returns in the U.S. federal jurisdiction, and the state of California. The Company is no longer subject to U.S. federal or state/local income tax examinations by tax authorities for years before 2014.

Introduction

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

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

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

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

Overview of Results of Operations and Financial Condition

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

Management believes the following were important factors in the Company’s performance during the three and six-month periods ended June 30, 2019:

- The Company recognized net income of \$2,963,000 and \$6,067,000 for the three and six-month periods ended June 30, 2019, respectively, as compared to \$2,591,000 and \$5,393,000 for the same periods in 2018. The factors contributing to these results will be discussed below.
- The Company recognized loan loss provisions of \$95,000 during the three and six-month periods ended June 30, 2019, as compared to no provisions during the first six months of 2018, due to moderate loan growth during the second quarter of 2019.
- Net interest income increased \$801,000 or 8.6% and \$1,795,000 or 9.7% for the three and six-month periods ended June 30, 2019, respectively, compared to the same periods in 2018. The increase was primarily due to the organic growth of the loan and investment security portfolios, and the positive impact of rising interest rates.
- Non-interest income increased by \$231,000 or 22.8% and \$174,000 or 7.4% for the three and six-months ended June 30, 2019, respectively, as compared to the same periods in 2018, primarily due to an increase in the unrealized gain on equity securities and increased service fees on deposit accounts.
- Non-interest expense increased by \$405,000 or 5.9% and \$906,000 or 6.6% for the three and six-month periods ended June 30, 2019, respectively, as compared to the same periods in 2018. The increase was mainly due to increased salaries and benefits, and other general operating expenses required to support the loan and deposit growth.
- Total assets decreased \$25,888,000 or 2.4%, total net loans increased by \$6,120,000 or 0.9% and investment securities decreased by \$1,514,000 or 0.7% in each case from December 31, 2018 to June 30, 2019, while deposits decreased by \$37,405,000 or 3.8% for the same period. Consequently, cash and cash equivalent balances decreased by \$34,588,000, mainly due to competitive pressure on certain high interest rate deposit accounts that the Company elected not to match rates on.

Income Summary

For the three and six-month periods ended June 30, 2019, the Company recorded net income of \$2,963,000 and \$6,067,000, respectively, representing increases of \$372,000 and \$674,000, as compared to the same periods in 2018. Return on average assets (annualized) was 1.13% and 1.15% for the three and six-months ended June 30, 2019, respectively, as compared to 0.99% and 1.03% for the same periods in 2018. Annualized return on average common equity was 11.39% and 11.95% for the three and six-months ended June 30, 2019, respectively, as compared to 11.18% and 11.82% for the same periods in 2018. Net income before provisions for income taxes increased by \$532,000 and \$968,000 for the three and six-month periods ended June 30, 2019, respectively, from the comparable 2018 periods. The income statement components of these variances are as follows:

Pre-Tax Income Variance Summary:

(In thousands)	Effect on Pre-Tax Income	
	Increase (Decrease) Three Months Ended June 30, 2019	Increase (Decrease) Six Months Ended June 30, 2019
Change from 2017 to 2018 in:		
Net interest income	\$ 801	\$ 1,795
Provision for loan losses	(95)	(95)
Non-interest income	231	174
Non-interest expense	(405)	(906)
Change in net income before income taxes	<u>\$ 532</u>	<u>\$ 968</u>

These variances will be explained in the discussion below.

Net Interest Income

Net interest income is the largest source of the Company's operating income. For the three and six-month periods ended June 30, 2019, net interest income was \$10,128,000 and \$20,239,000, respectively, which represented increases of \$801,000 or 8.6% and \$1,795,000 or 9.7%, from the comparable periods in 2018. The increase is primarily due to loan and investment portfolio growth.

The net interest margin (net interest income as a percentage of average interest earning assets) was 4.23% and 4.19% for the three and six-month periods ended June 30, 2019, respectively, compared to 3.83% and 3.82% for the same periods in 2018. The increase in net interest margin is primarily due to an increase in the average loan balance and yield on earning assets.

Earning asset yield increased by 40 basis points for the three and six-month periods ended June 30, 2019, as compared to the same periods of 2018, mainly due to an increase in loan volume, loan yield, and the yield on cash balances that has been recognized due to the Federal Open Market Committee ("FOMC") rate hikes during 2018. Furthermore, the earning asset yield is trending upward as a result of deploying low yielding cash equivalent balances into the loan and investment portfolios, which recognized average balance increases of \$59 million and \$9 million, respectively, in the six-month period of 2019 as compared to 2018.

The cost of funds on interest-bearing liabilities increased by 3 and 7 basis points for the three and six-month periods of 2019, respectively, as compared to the same periods in 2018, as deposit rates remain relatively low and there has not been a significant reaction in the banking industry to the FOMC interest rate hikes from prior years thus far. The Company continues to recognize strong core deposit growth as evidenced by the increase in average non-interest-bearing demand deposit balances of \$25 million, for the six-month period ended June 30, 2019, as compared to the same period of 2018.

The following tables shows the relative impact of changes in average balances of interest earning assets and interest-bearing liabilities, and interest rates earned and paid by the Company on those assets and liabilities for the three and six-month periods ended June 30, 2019 and 2018:

Net Interest Analysis

(in thousands)	Three Months Ended June 30, 2019			Three Months Ended June 30, 2018		
	Average Balance	Interest Income / Expense	Avg Rate/ Yield (5)	Average Balance	Interest Income / Expense	Avg Rate/ Yield (5)
Assets:						
Earning assets:						
Gross loans (1) (2)	\$ 707,988	\$ 8,633	4.89%	\$ 644,619	\$ 7,647	4.76%
Investment securities (2)	202,809	1,671	3.30%	204,514	1,571	3.08%
Federal funds sold	9,332	56	2.41%	10,649	47	1.77%
Interest-earning deposits	56,635	315	2.23%	134,082	594	1.78%
Total interest-earning assets	976,764	10,675	4.38%	993,864	9,859	3.98%
Total noninterest earning assets	71,511			58,790		
Total Assets	1,048,275			1,052,654		
Liabilities and Shareholders' Equity:						
Interest-bearing liabilities:						
Interest-earning DDA	245,625	245	0.40%	231,015	107	0.19%
Money market deposits	226,782	96	0.17%	289,568	209	0.29%
Savings deposits	81,593	13	0.06%	72,882	9	0.05%
Time certificates of deposit \$250,000 or more	15,785	14	0.36%	18,406	15	0.33%
Other time deposits	22,497	15	0.27%	27,450	19	0.28%
Total interest-bearing liabilities	592,282	383	0.26%	639,321	359	0.23%
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	5,228			314,920		
Other liabilities	346,458			5,490		
Total noninterest-bearing liabilities	351,583			320,410		
Shareholders' equity	104,307			92,923		
Total liabilities and shareholders' equity	\$ 1,048,275			\$ 1,052,654		
Net interest income		\$ 10,292			\$ 9,500	
Net interest spread (3)			4.12%			3.75%
Net interest margin (4)			4.23%			3.83%

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

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

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

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

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

(in thousands)	Six months ended June 30, 2019			Six months ended June 30, 2018		
	Average Balance	Interest Income / Expense	Avg Rate/ Yield (5)	Average Balance	Interest Income / Expense	Avg Rate/ Yield (5)
Assets:						
Earning assets:						
Gross loans (1) (2)	\$ 706,177	\$ 17,079	4.88%	\$ 647,023	\$ 15,237	4.75%
Investment securities (2)	205,156	3,354	3.30%	196,177	2,954	3.04%
Federal funds sold	8,927	107	2.42%	10,234	84	1.66%
Interest-earning deposits	69,417	831	2.41%	138,984	1,166	1.69%
Total interest-earning assets	989,677	21,371	4.35%	992,418	19,441	3.95%
Total noninterest earning assets	70,332			59,113		
Total assets	<u>1,060,009</u>			<u>1,051,531</u>		
Liabilities and Shareholders' Equity:						
Interest-bearing liabilities:						
Interest-earning DDA	245,796	460	0.38%	229,398	199	0.17%
Money market deposits	238,135	258	0.22%	291,130	364	0.25%
Savings deposits	80,710	25	0.06%	72,296	17	0.05%
Time certificates of deposit \$250,000 or more	15,346	30	0.39%	19,044	32	0.34%
Other time deposits	25,607	32	0.00%	28,017	38	0.27%
Total interest-bearing liabilities	605,594	805	0.27%	639,885	650	0.20%
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	339,669			314,329		
Other liabilities	12,401			5,272		
Total noninterest-bearing liabilities	352,070			319,601		
Shareholders' equity	102,345			92,045		
Total liabilities and shareholders' equity	<u>\$ 1,060,009</u>			<u>\$ 1,051,531</u>		
Net interest income		\$ 20,566			\$ 18,791	
Net interest spread (3)			4.09%			3.75%
Net interest margin (4)			4.19%			3.82%

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

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

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

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

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

Shown in the following tables are the relative impacts on net interest income of changes in the average outstanding balances (volume) of earning assets and interest-bearing liabilities and the rates earned and paid by the Company on those assets and liabilities for the three and six-month periods ended June 30, 2019 and 2018. Changes in interest income and expense that are not attributable specifically to either rate or volume are allocated to the rate column below.

Rate / Volume Variance Analysis

(In thousands)

(in thousands)	For the Three Months Ended June 30, 2019 vs 2018 Increase (Decrease) in interest income and expense due to changes in:		
	Volume	Rate	Total
Interest income:			
Gross loans (1) (2)	\$ 752	\$ 234	\$ 986
Investment securities (2)	(13)	113	100
Federal funds sold	(6)	15	9
Interest-earning deposits	(343)	64	(279)
Total interest income	\$ 390	\$ 426	\$ 816
Interest expense:			
Interest-earning DDA	7	131	138
Money market deposits	(45)	(68)	(113)
Savings deposits	1	3	4
Time CD \$250K or more	(2)	1	(1)
Other time deposits	(3)	(1)	(4)
Total interest expense	\$ (42)	\$ 66	\$ 24
Change in net interest income	\$ 432	\$ 360	\$ 792

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

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

The table above reflects an increase of \$360,000 in net interest income due to rate changes for the second quarter of 2019 as compared to the same period of 2018. This increase is the result of the positive impact of FOMC rate hikes on interest-earning cash balance accounts, loan yields, and investment security yields. The increase in earning asset balances combined with the overall change in mix of balances resulted in an increase of \$432,000 to net interest income over the same period.

**For the Six Months Ended June 30,
2019 vs 2018
Increase (Decrease)
in interest income and expense
due to changes in:**

(in thousands)

	Volume	Rate	Total
Interest income:			
Gross loans (1) (2)	\$ 1,393	\$ 449	\$ 1,842
Investment securities (2)	135	265	400
Federal funds sold	(11)	34	23
Interest-earning deposits	(583)	248	(335)
Total interest income	\$ 934	\$ 996	\$ 1,930
Interest expense:			
Interest-earning DDA	\$ 14	\$ 247	\$ 261
Money market deposits	(66)	(40)	(106)
Savings deposits	2	6	8
Time CD \$250K or more	(6)	4	(2)
Other time deposits	(3)	(3)	(6)
Total interest expense	\$ (59)	\$ 214	\$ 155
Change in net interest income	\$ 993	\$ 782	\$ 1,775

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

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

The table above reflects an increase of \$782,000 in net interest income due to rate changes for the six-month period of 2019 as compared to the same period of 2018. This increase is the result of the positive impact of FOMC rate hikes on interest-earning cash balance accounts, loan yields, and investment security yields. The increase in earning asset balances combined with the overall change in mix of balances resulted in an increase of \$993,000 in net interest income over the same period.

Provision for Loan Losses

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

The Company recorded loan loss provisions of \$95,000 during the three and six-months ended June 30, 2019, as compared to no provisions during the same periods of 2018, mainly due to moderate loan growth of \$10.8 million during the second quarter of 2019.

Non-Interest Income

Non-interest income represents service charges on deposit accounts and other non-interest related charges and fees, including fees from mortgage commissions and investment service fee income. For the three and six-month periods ended June 30, 2019, non-interest income was \$1,242,000 and \$2,517,000, respectively, representing increases of \$231,000 or 22.8% and \$174,000 or 7.4%, compared to the same periods in 2018.

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

(in thousands)

	For the Three Months Ended June 30,			
	2019	2018	\$ change	% change
Service charges on deposits	\$ 403	\$ 368	\$ 35	9.5%
Debit card transaction fee income	327	304	23	7.6%
Earnings on cash surrender value of life insurance	127	126	1	0.8%
Mortgage commissions	27	33	(6)	(18.2%)
Gains on calls and sales of securities	1	7	(6)	(85.7%)
Other income	357	173	184	106.4%
Total non-interest income	\$ 1,242	\$ 1,011	\$ 231	22.8%

(in thousands)

	For the Six Months Ended June 30,			
	2019	2018	\$ change	% change
Service charges on deposits	\$ 796	\$ 738	\$ 58	7.9%
Debit card transaction fee income	601	582	19	3.3%
Earnings on cash surrender value of life insurance	252	251	1	0.4%
Mortgage commissions	50	65	(15)	(23.1%)
Gains on calls and sales of securities	110	77	33	42.9%
Gain on sale of OREO	0	193	(193)	(100.0%)
Other income	708	437	271	62.0%
Total non-interest income	\$ 2,517	\$ 2,343	\$ 174	7.4%

Service charges on deposits increased by \$35,000 and \$58,000 for the three and six-months ended June 30, 2019, respectively, compared to the same periods in 2018, due to an increase in the number of deposit accounts and corresponding service fee income.

Debit card transaction fee income increased by \$23,000 and \$19,000 for the three and six-months ended June 30, 2019, respectively, compared to the same periods in 2018, due to an increase in the number of deposit accounts and corresponding service fee income.

Earnings on cash surrender value of life insurance was relatively unchanged, increasing by \$1,000 for the three and six-months ended June 30, 2019, compared to the same periods in 2018.

Mortgage commissions decreased by \$6,000 and \$15,000 for the three and six-months ended June 30, 2019, respectively, as compared to the same periods of 2018, as the demand for home purchases and refinancing has retracted during 2019.

Net gain on calls and sales of securities decreased by \$6,000 for the three months ended June 30, 2019, and increased by \$33,000 for the six months ended June 30, 2019, as compared to the same periods in 2018, mainly due to one large gain on a called security recorded during the first quarter of 2019.

The Company recorded a sale of an OREO property resulting in a gain of \$193,000 during the first six months of 2018, compared no sales or corresponding gains during 2019.

Other income increased by \$184,000 and \$271,000 for the three and six-month periods ended June 30, 2019, respectively, as compared to the same periods of 2018, mainly due to an unrealized gain on equity securities of \$47,000 and \$90,000 during the second quarter and year-to-date period of 2019, as compared to an unrealized loss of \$87,000 for the same periods of 2018.

Non-Interest Expense

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

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

(in thousands)

	For the Three Months Ended June 30,			
	2019	2018	\$ change	% change
Salaries and employee benefits	\$ 4,480	\$ 4,076	\$ 404	9.9%
Occupancy	857	988	(131)	(13.3%)
Data processing fees	472	426	46	10.8%
Regulatory assessments (FDIC & DBO)	102	114	(12)	(10.5%)
Other	1,399	1,301	98	7.5%
Total non-interest expense	<u>\$ 7,310</u>	<u>\$ 6,905</u>	<u>\$ 405</u>	<u>5.9%</u>

(in thousands)

	For the Six Months Ended June 30,			
	2019	2018	\$ change	% change
Salaries and employee benefits	\$ 8,884	\$ 8,095	\$ 789	9.7%
Occupancy	1,746	1,875	(129)	(6.9%)
Data processing fees	918	842	76	9.0%
Regulatory assessments (FDIC & DBO)	212	228	(16)	(7.0%)
Other	2,783	2,597	186	7.2%
Total non-interest expense	<u>\$ 14,543</u>	<u>\$ 13,637</u>	<u>\$ 906</u>	<u>6.6%</u>

Non-interest expenses increased by \$405,000 or 5.9% and \$906,000 or 6.6% for the three and six-months ended June 30, 2019, respectively, as compared to the same periods of 2018. Salaries and employee benefits increased \$404,000 and \$789,000 for the three and six-months ended June 30, 2019, respectively, as compared to the same periods of 2018, primarily due to additional staffing required to support the continued loan and deposit growth, including the Company's expansion into the Sacramento market with a new branch that was opened during September 2018.

Occupancy expenses decreased by \$131,000 and \$129,000 for the three and six-months ended June 30, 2019, respectively, as compared to the same periods of 2018, which is mainly due to a decrease in depreciation expense, as a portion of our fixed assets have become fully depreciated over the prior twelve months. The 2018 second quarter total also included a non-recurring charge of \$85,000 for the remaining lease obligation on our vacated Turlock branch, which was relocated during the second quarter of 2018.

Data processing fees decreased by \$12,000 for the three-month period ended June 30, 2019, and increased by \$76,000 for the six month period ended June 30, 2019, as compared to the same periods of 2018. The year-to-date increase is mainly due to servicing costs on the growing number of loan and deposit accounts.

FDIC and DBO (California Department of Business Oversight) regulatory assessments decreased by \$12,000 and \$16,000 for the three and six months ended June 30, 2019, respectively, as compared to the same periods in 2018. The initial base assessment rate for financial institutions varies based on the overall risk profile of the institution as defined by the FDIC and the Company's risk profile has improved throughout 2018 and 2019, resulting in a reduction in the Company's assessment rate. However, management expects it to be offset by deposit growth throughout the remainder of 2019, despite the decline in during the first six months, as the FDIC assessment rates are applied to average quarterly total liabilities as the primary basis.

Other expense increased by \$98,000 and \$186,000 for the three and six-months ended June 30, 2019, respectively, as compared to the same periods in 2018, due to increases in a variety of general operating expenses as the Company's business portfolios continue to expand.

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

Income Taxes

The Company reported provisions for income taxes of \$1,002,000 and \$2,051,000 for the three and six-month periods ended June 30, 2019, respectively, representing increases of \$160,000 and \$294,000, compared to the provisions reported in the comparable periods of 2018. The effective income tax rate on income from continuing operations was 25.3% for the three and six-months ended June 30, 2019, compared to 24.6% for the comparable periods of 2018. These provisions reflect accruals for taxes at the applicable rates for federal income tax and California franchise tax based upon reported pre-tax income, and adjusted for the effects of all permanent differences between income for tax and financial reporting purposes (such as earnings on qualified municipal securities, bank owned life insurance and certain tax-exempt loans). The disparity between the effective tax rates for 2019 as compared to 2018 is primarily due to tax credits from low income housing projects as well as tax free-income on municipal securities and loans that comprised a larger proportion of pre-tax income in 2018 as compared to 2019.

Asset Quality

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

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

Non-accrual loans totaled \$906,000 and \$920,000 at June 30, 2019 and December 31, 2018, respectively. The non-accrual loans as of June 30, 2019 are loans made to one borrower primarily for residential real estate development. As of June 30, 2019, the Company had three loans considered troubled debt restructurings totaling \$906,000, all of which are included in non-accrual loans.

OREO as of June 30, 2019 and December 31, 2018 consisted of one property, a residential land acquired through foreclosure that was written down to a zero balance because the public utilities have not been obtainable, therefore, rendering these land lots unmarketable at this time. There were no sales in the first six months of 2019, compared to one sale of an OREO property resulting in a gain of \$193,000 during the comparable period of 2018, which was a residential property with a carrying value of \$253,000 that was acquired through foreclosure. The Company did not acquire any OREO properties and there were no fair value adjustments to OREO properties during the first six months of 2019 or 2018.

The following table presents information about the Bank's non-performing assets, including asset quality ratios as of June 30, 2019 and December 31, 2018:

Non-Performing Assets

(in thousands)

	June 30 , 201 9	December 31, 201 8
Loans in non-accrual status	\$ 906	\$ 920
Loans past due 90 days or more and accruing	0	0
Total non-performing loans	906	920
Other real estate owned	0	0
Total non-performing assets	<u>\$ 906</u>	<u>\$ 920</u>
Allowance for loan losses	\$ 8,770	\$ 8,685
Asset quality ratios:		
Non-performing assets to total assets	0.08%	0.08%
Non-performing loans to total loans	0.13%	0.13%
Allowance for loan losses to total loans	1.22%	1.22%
Allowance for loan losses to total non-performing loans	968.0%	944.0%

Non-performing assets decreased by \$14,000 as of June 30, 2019, as compared to December 31, 2018, due to one non-accrual loan that paid off during the second quarter of 2019.

Allowance for Loan and Lease Losses

Due to credit risk inherent in the lending business, the Company routinely sets aside allowances through charges to earnings. Such charges are not only made for the outstanding loan portfolio, but also for off-balance sheet items, such as commitments to extend credits or letters of credit. Charges for the outstanding loan portfolio have been credited to the allowance for loan losses, whereas charges for off-balance sheet items have been credited to the reserve for off-balance sheet items, which is presented as a component of other liabilities. The Company recorded loan loss provisions of \$95,000 during the three and six-months ended June 30, 2019, as compared to no provisions in the same periods of 2018, due to an increase of \$10.8 million in gross loans during the second quarter.

The allowance for loan losses increased by \$85,000, to \$8,770,000 at June 30, 2019, as compared to \$8,685,000 at December 31, 2018, due to the \$95,000 provision for loan loss during the second quarter of 2019, which was partially offset by net loan charge-offs of \$10,000 during the six-month period of 2019. These factors combined with stable credit quality and the increase in the gross loan portfolio balance resulted in the allowance for loan losses as a percentage of total loans to remain at 1.22% at June 30, 2019, as compared to 1.22% at December 31, 2018.

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

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

Although management believes the allowance at June 30, 2019 was adequate to absorb probable losses from any known and inherent risks in the portfolio, no assurance can be given that the adverse effect of current and future economic conditions on the Company's service areas, or other variables, will not result in increased losses in the loan portfolio in the future.

Investment Activities

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

Cash Equivalents

The Company holds federal funds sold, unpledged available-for-sale securities and salable government guaranteed loans to help meet liquidity requirements and provide temporary holdings until the funds can be otherwise deployed or invested. As of June 30, 2019, and December 31, 2018, the Company had \$91,557,000 and \$126,145,000, respectively, in cash and cash equivalents.

Investment Securities

Management of the investment securities portfolio focuses on providing an adequate level of liquidity and establishing an interest rate-sensitive position, while earning an adequate level of investment income without taking undue risk. Investment securities that the Company intends to hold until maturity are classified as held-to-maturity securities, and all other investment securities are classified as available-for-sale or equity securities. Currently, all of the investment securities are classified as available-for-sale except for one mutual fund classified as an equity security with a carrying value of \$3,240,000 as of June 30, 2019. The carrying values of available-for-sale investment securities are adjusted for unrealized gains or losses as a valuation allowance and any gain or loss is reported on an after-tax basis as a component of other comprehensive income. The carrying values of equity securities are adjusted for unrealized gains or losses through noninterest income in the consolidated statement of income.

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

Deposits

Total deposits at June 30, 2019 were \$949,090,000, a \$37,405,000 or 3.8% decrease from the deposit total of \$986,495,000 at December 31, 2018. Average deposits decreased by \$8,951,000 to \$945,263,000 for the six-month period ended June 30, 2019 as compared to the same period in 2018, mainly due to the competitive pressure on certain high interest rate deposit accounts that the Company elected not to match rates on. Not including the decrease due to these specific accounts, the Bank recognized an increase in core deposit growth. Management believes the Company attracted deposits due to the safety and soundness of the Bank and our focus on customer service.

Deposits Outstanding

(in thousands)	June 30, 2019	December 31, 2018	Six Month Change	
			\$	%
Demand	\$ 603,296	\$ 594,502	\$ 8,794	1.5%
MMDA	221,583	272,766	(51,183)	(18.8%)
Savings	83,258	76,915	6,343	8.2%
Time < \$250K	25,607	23,816	1,791	7.5%
Time > \$250K	15,346	18,496	(3,150)	(17.0%)
	<u>\$ 949,090</u>	<u>\$ 986,495</u>	<u>\$ (37,405)</u>	<u>(3.8%)</u>

Because the Company's client base is comprised primarily of commercial and industrial accounts, individual account balances are generally higher than those of consumer-oriented banks. Six clients carry deposit balances of more than 1% of total deposits, but none had a deposit balance of more than 3% of total deposits at June 30, 2019. Management believes that the Company's funding concentration risk is not significant, and is mitigated by the ample sources of funds the Bank has access to.

Since the deposit growth strategy emphasizes core deposit growth, the Company has avoided relying on brokered deposits as a consistent source of funds. The Company had no brokered deposits as of June 30, 2019 and December 31, 2018.

Borrowings

Although deposits are the primary source of funds for lending and investment activities and for general business purposes, the Company may obtain advances from the Federal Home Loan Bank of San Francisco ("FHLB") as an alternative to retail deposit funds. The outstanding FHLB advances remained a zero balance at December 31, 2018 and June 30, 2019, as the Company continues to rely on deposit growth as its primary source of funding. See "Liquidity Management" below for the details on the FHLB borrowings program.

Capital Ratios

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

In July 2013, the FRB and other U.S. banking regulators approved final rules regarding new risk-based capital, leverage and liquidity standards, known as "Basel III." The Basel III rules, which became effective for us and our bank on January 1, 2015, are subject to certain phase-in periods that occur over several years. The U.S. Basel III rules contain capital standards that change the composition of capital, increase minimum capital ratios and strengthen counter-party credit risk capital requirements. The Basel III rules also include a definition of common equity Tier 1 capital and require that certain levels of such common equity Tier 1 capital be maintained. The rules also include a new capital conservation buffer, which imposes a common equity requirement above the new minimum that can be depleted under stress and could result in restrictions on capital distributions and discretionary bonuses under certain circumstances, as well as a new standardized approach for calculating risk-weighted assets. Under the Basel III rules, we must maintain a ratio of common equity Tier 1 capital to risk-weighted assets of at least 4.5%, a ratio of Tier 1 capital to risk-weighted assets of at least 6%, a ratio of total capital to risk-weighted assets of at least 8% and a minimum Tier 1 leverage ratio of 4.0%. In addition to the preceding requirements, all financial institutions subject to the Rules, including both the Company and the Bank, are required to establish a "conservation buffer," consisting of common equity Tier 1 capital, which is at least 2.5% above each of the preceding common equity Tier 1 capital ratio, the Tier 1 risk-based ratio and the total risk-based ratio. An institution that does not meet the conservation buffer will be subject to restrictions on certain activities including payment of dividends, stock repurchases and discretionary bonuses to executive officers. The conservation buffer began being phased in beginning in 2016 and became fully effective on January 1, 2019.

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

The following tables present a comparison of our actual capital ratios to the minimum required ratios as of the dates indicated:

(in thousands)

	Actual		Regulatory Minimum (1)	
	Amount	Ratio	Amount	Ratio
Capital ratios for Bank:				
As of June 30, 2019				
Total capital (to Risk- Weighted Assets)	\$ 109,719	12.0%	\$ 96,071	>10.5%
Tier I capital (to Risk- Weighted Assets)	\$ 100,469	11.0%	\$ 88,972	>8.5%
Common Equity Tier 1 Capital (to Risk Weighted Assets)	\$ 100,469	11.0%	\$ 64,048	>7.0%
Tier I capital (to Average Assets)	\$ 100,469	9.6%	\$ 41,714	>4.0%
As of December 31, 2018				
Total capital (to Risk- Weighted Assets)	\$ 104,253	11.7%	\$ 87,691	≥ 9.875%
Tier I capital (to Risk- Weighted Assets)	\$ 95,172	10.7%	\$ 69,931	≥ 7.875%
Common Equity Tier 1 Capital (to Risk Weighted Assets)	\$ 95,172	10.7%	\$ 56,611	≥ 6.375%
Tier I capital (to Average Assets)	\$ 95,172	8.7%	\$ 43,665	≥ 4.0%
Capital ratios for the Company:				
As of June 30, 2019				
Total capital (to Risk- Weighted Assets)	\$ 109,968	12.0%	\$ 96,062	>10.5%
Tier I capital (to Risk- Weighted Assets)	\$ 100,718	11.0%	\$ 77,764	>8.5%
Common Equity Tier 1 Capital (to Risk Weighted Assets)	\$ 100,718	11.0%	\$ 64,041	>7.0%
Tier I capital (to Average Assets)	\$ 100,718	9.7%	\$ 41,716	>4.0%
As of December 31, 2018				
Total capital (to Risk- Weighted Assets)	\$ 104,613	11.8%	\$ 87,699	≥ 9.875%
Tier I capital (to Risk- Weighted Assets)	\$ 95,532	10.8%	\$ 69,937	≥ 7.875%
Common Equity Tier 1 Capital (to Risk Weighted Assets)	\$ 95,532	10.8%	\$ 56,616	≥ 6.375%
Tier I capital (to Average Assets)	\$ 95,532	8.8%	\$ 43,667	≥ 4.0%

(1) The adequately capitalized thresholds in the table above are reflected on a fully phased-in basis, which occurred in January 2019.

Liquidity Management

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

Maintenance of adequate liquidity requires that sufficient resources be available at all times to meet the Company's cash flow requirements. Liquidity in a banking institution is required primarily to provide for deposit withdrawals and the credit needs of its customers and to take advantage of investment opportunities as they arise. Liquidity management involves the ability to convert assets into cash or cash equivalents without incurring significant loss, and to raise cash or maintain funds without incurring excessive additional cost. For this purpose, the Company maintains a portion of funds in cash and cash equivalents, salable government guaranteed loans and securities available for sale. The Company obtains funds from the repayment and maturity of loans as well as deposit inflows, investment security maturities and paydowns, Federal funds purchased, FHLB advances, and other borrowings. The Company's primary use of funds are the origination of loans, the purchase of investment securities, withdrawals of deposits, maturity of certificate of deposits, repayment of borrowings and dividends to common and preferred stockholders. The Company's liquid assets at June 30, 2019 were \$192.1 million compared to \$238.5 million at December 31, 2018. The Company's liquidity level measured as the percentage of liquid assets to total assets was 18.0% at June 30, 2019, compared to 21.8% at December 31, 2018. Liquidity decreased during the first six months of 2019, mainly due to the deposit decrease of \$37 million while gross loans increased by \$6 million, resulting in lower levels of cash. Management anticipates that cash and cash equivalents on hand and other sources of funds will provide adequate liquidity for operating, investing and financing needs and regulatory liquidity requirements for the next twelve months. Management monitors the Company's liquidity position daily, balancing loan funding/payments with changes in deposit activity and overnight investments.

As a secondary source of liquidity, the Company relies on advances from the FHLB to supplement the supply of lendable funds and to meet deposit withdrawal requirements. Advances from the FHLB are typically secured by a portion of the loan portfolio. The FHLB determines limitations on the amount of advances by assigning a percentage to each eligible loan category that will count towards the borrowing capacity. As of June 30, 2019, the Company's borrowing capacity from the FHLB was approximately \$264.7 million and there were no outstanding advances. The Company also maintains 2 lines of credit with correspondent banks to purchase up to \$30 million in federal funds, for which there were no advances as of June 30, 2019.

Off-Balance Sheet Arrangements

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

As of June 30, 2019 and December 31, 2018, the Company had commitments to extend credit of \$182.0 million and \$153.9 million, respectively, which includes obligations under letters of credit of \$5.0 million and \$2.3 million, respectively.

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

Item 3. Quantitative and Qualitative Disclosures About Market Risk

For qualitative and quantitative disclosures about market risk, please see the sections entitled "Market Risk" and "Interest Rate Management" in Item 7 of the Company's 2018 Annual Report on Form 10-K. As of June 30, 2019, the Company's exposures to market risk have not changed materially since December 31, 2018.

Item 4. Controls and Procedures

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

There were no significant changes in the Company's internal control over financial reporting during the quarter ended June 30, 2019 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting subsequent to the Evaluation Date.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

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

Item 1A. Risk Factors

There have been no material changes from the risk factors described in the Company's 2018 Annual Report on Form 10- K.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits

The following exhibits are filed as part of this report:

Exhibit No.	Exhibit Description
31.01*	Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.02*	Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.01**	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

** Furnished, not filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 7, 2019

Oak Valley Bancorp

By: _____ /s/ JEFFREY A. GALL

Jeffrey A. Gall

**Senior Vice President and Chief Financial Officer
(Principal Financial Officer and duly authorized
signatory)**

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

I, Christopher M. Courtney, President and Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Oak Valley Bancorp (the Registrant);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: August 7, 2019

/s/ CHRISTOPHER M. COURTNEY

Christopher M. Courtney
President and Chief Executive Officer

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

I, Jeffrey A. Gall, Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Oak Valley Bancorp (the Registrant);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: August 7, 2019

/s/ JEFFREY A. GALL

Jeffrey A. Gall
Chief Financial Officer

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

In connection with the quarterly report on Form 10-Q of Oak Valley Bancorp (the Registrant) for the quarter ended June 30, 2019, as filed with the Securities and Exchange Commission, the undersigned hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that :

- (1) such Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in such Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Dated: August 7, 2019

/s/ CHRISTOPHER M. COURTNEY

Christopher M. Courtney
President and Chief Executive Officer

Dated: August 7, 2019

/s/ JEFFREY A. GALL

Jeffrey A. Gall
Chief Financial Officer

This certification accompanies each report pursuant to section 906 of the Sarbanes Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes Oxley Act of 2002, be deemed filed by the Registrant for purposes of section 18 of the Securities and Exchange Act of 1934, as amended.