

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, 2020

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: 8,215,407 shares of common stock outstanding as of July 31, 2020.

**Oak Valley Bancorp**  
**June 30, 2020**

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**PART I – FINANCIAL STATEMENTS**

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**Item 1. Financial Statements**

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

| (in thousands)                                                                                                       | June 30,<br>2020 | December 31,<br>2019 |
|----------------------------------------------------------------------------------------------------------------------|------------------|----------------------|
| <b>ASSETS</b>                                                                                                        |                  |                      |
| Cash and due from banks                                                                                              | \$ 116,532       | \$ 133,809           |
| Federal funds sold                                                                                                   | 52,345           | 13,785               |
| Cash and cash equivalents                                                                                            | 168,877          | 147,594              |
| Securities - available for sale                                                                                      | 241,541          | 190,088              |
| Securities - equity investments                                                                                      | 3,406            | 3,297                |
| Loans, net of allowance for loan losses of \$11,443 and \$9,146 at June 30, 2020 and December 31, 2019, respectively | 984,804          | 741,047              |
| Cash surrender value of life insurance                                                                               | 24,981           | 24,631               |

|                                                                                                                                                                      |                     |                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| Bank premises and equipment, net                                                                                                                                     | 15,291              | 15,229              |
| Goodwill and other intangible assets, net                                                                                                                            | 3,788               | 3,837               |
| Interest receivable and other assets                                                                                                                                 | 22,192              | 22,062              |
|                                                                                                                                                                      | <u>\$ 1,464,880</u> | <u>\$ 1,147,785</u> |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>                                                                                                                          |                     |                     |
| Deposits                                                                                                                                                             | \$ 1,299,864        | \$ 1,019,929        |
| Federal Home Loan Bank advances                                                                                                                                      | 30,000              | 0                   |
| Interest payable and other liabilities                                                                                                                               | 15,109              | 15,286              |
| Total liabilities                                                                                                                                                    | 1,344,973           | 1,035,215           |
| Shareholders' equity                                                                                                                                                 |                     |                     |
| Common stock, no par value; 50,000,000 shares authorized, 8,215,407 and 8,210,147 shares issued and outstanding at June 30, 2020 and December 31, 2019, respectively | 25,435              | 25,435              |
| Additional paid-in capital                                                                                                                                           | 3,957               | 3,777               |
| Retained earnings                                                                                                                                                    | 85,102              | 80,961              |
| Accumulated other comprehensive income, net of tax                                                                                                                   | 5,413               | 2,397               |
| Total shareholders' equity                                                                                                                                           | 119,907             | 112,570             |
|                                                                                                                                                                      | <u>\$ 1,464,880</u> | <u>\$ 1,147,785</u> |

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

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

| (in thousands, except per share amounts)            | THREE MONTHS ENDED<br>JUNE 30, |          | SIX MONTHS ENDED<br>JUNE 30, |           |
|-----------------------------------------------------|--------------------------------|----------|------------------------------|-----------|
|                                                     | 2020                           | 2019     | 2020                         | 2019      |
| <b>INTEREST INCOME</b>                              |                                |          |                              |           |
| Interest and fees on loans                          | \$ 9,820                       | \$ 8,615 | \$ 18,610                    | \$ 17,042 |
| Interest on securities                              | 1,599                          | 1,525    | 2,958                        | 3,064     |
| Interest on federal funds sold                      | 4                              | 56       | 47                           | 107       |
| Interest on deposits with banks                     | 29                             | 315      | 396                          | 831       |
| Total interest income                               | 11,452                         | 10,511   | 22,011                       | 21,044    |
| <b>INTEREST EXPENSE</b>                             |                                |          |                              |           |
| Deposits                                            | 274                            | 383      | 605                          | 805       |
| FHLB advances                                       | 32                             | 0        | 32                           | 0         |
| Total interest expense                              | 306                            | 383      | 637                          | 805       |
| Net interest income                                 | 11,146                         | 10,128   | 21,374                       | 20,239    |
| Provision for loan losses                           | 1,860                          | 95       | 2,310                        | 95        |
| Net interest income after provision for loan losses | 9,286                          | 10,033   | 19,064                       | 20,144    |
| <b>NON-INTEREST INCOME</b>                          |                                |          |                              |           |
| Service charges on deposits                         | 269                            | 403      | 656                          | 796       |
| Debit card transaction fee income                   | 312                            | 327      | 607                          | 601       |
| Earnings on cash surrender value of life insurance  | 176                            | 127      | 350                          | 252       |
| Mortgage commissions                                | 6                              | 27       | 51                           | 50        |
| Gains on calls of available-for-sale securities     | 1                              | 1        | 1                            | 110       |
| Other                                               | 259                            | 357      | 642                          | 708       |
| Total non-interest income                           | 1,023                          | 1,242    | 2,307                        | 2,517     |
| <b>NON-INTEREST EXPENSE</b>                         |                                |          |                              |           |
| Salaries and employee benefits                      | 3,947                          | 4,480    | 8,548                        | 8,884     |
| Occupancy expenses                                  | 886                            | 857      | 1,754                        | 1,746     |
| Data processing fees                                | 505                            | 472      | 999                          | 918       |
| Regulatory assessments (FDIC & DBO)                 | 72                             | 102      | 102                          | 212       |
| Other operating expenses                            | 1,464                          | 1,399    | 2,920                        | 2,783     |
| Total non-interest expense                          | 6,874                          | 7,310    | 14,323                       | 14,543    |

|                                              |                 |                 |                 |                 |
|----------------------------------------------|-----------------|-----------------|-----------------|-----------------|
| Net income before provision for income taxes | 3,435           | 3,965           | 7,048           | 8,118           |
| Total provision for income taxes             | 854             | 1,002           | 1,758           | 2,051           |
| Net Income                                   | <u>\$ 2,581</u> | <u>\$ 2,963</u> | <u>\$ 5,290</u> | <u>\$ 6,067</u> |
| Net income per share                         | <u>\$ 0.32</u>  | <u>\$ 0.37</u>  | <u>\$ 0.65</u>  | <u>\$ 0.75</u>  |
| Net income per diluted share                 | <u>\$ 0.32</u>  | <u>\$ 0.37</u>  | <u>\$ 0.65</u>  | <u>\$ 0.75</u>  |

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

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

| (dollars in thousands)                                      | THREE MONTHS ENDED<br>JUNE 30, |                 | SIX MONTHS ENDED<br>JUNE 30, |                 |
|-------------------------------------------------------------|--------------------------------|-----------------|------------------------------|-----------------|
|                                                             | 2020                           | 2019            | 2020                         | 2019            |
| Net income                                                  | \$ 2,581                       | \$ 2,963        | \$ 5,290                     | \$ 6,067        |
| Other comprehensive income:                                 |                                |                 |                              |                 |
| Unrealized gains on securities:                             |                                |                 |                              |                 |
| Unrealized holding gains arising during the period          | 4,004                          | 1,813           | 4,282                        | 3,534           |
| Less: reclassification for net gains included in net income | (1)                            | (1)             | (1)                          | (110)           |
| Other comprehensive income, before tax                      | 4,003                          | 1,812           | 4,281                        | 3,424           |
| Tax expense related to items of other comprehensive income  | (1,184)                        | (535)           | (1,265)                      | (1,012)         |
| Total other comprehensive income                            | 2,819                          | 1,277           | 3,016                        | 2,412           |
| Comprehensive income                                        | <u>\$ 5,400</u>                | <u>\$ 4,240</u> | <u>\$ 8,306</u>              | <u>\$ 8,479</u> |

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

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

| (dollars in thousands)                           | THREE MONTHS ENDED JUNE 30, 2020 AND 2019 |                  |                                  |                      |                                                        |                                  |
|--------------------------------------------------|-------------------------------------------|------------------|----------------------------------|----------------------|--------------------------------------------------------|----------------------------------|
|                                                  | Common Stock                              |                  | Additional<br>Paid-in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Total<br>Shareholders'<br>Equity |
|                                                  | Shares                                    | Amount           |                                  |                      |                                                        |                                  |
| 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>                |
| Balances, April 1, 2020                          | 8,216,714                                 | \$ 25,435        | \$ 3,837                         | \$ 82,521            | \$ 2,594                                               | \$ 114,387                       |
| Restricted stock issued                          | 0                                         |                  |                                  |                      |                                                        | 0                                |
| Restricted stock forfeited                       | (900)                                     |                  |                                  |                      |                                                        | 0                                |
| Restricted stock surrendered for tax withholding | (407)                                     |                  | (6)                              |                      |                                                        | (6)                              |
| Stock based compensation                         |                                           |                  | 126                              |                      |                                                        | 126                              |
| Other comprehensive income                       |                                           |                  |                                  |                      | 2,819                                                  | 2,819                            |
| Net income                                       |                                           |                  |                                  | 2,581                |                                                        | 2,581                            |
| Balances, June 30, 2020                          | <u>8,215,407</u>                          | <u>\$ 25,435</u> | <u>\$ 3,957</u>                  | <u>\$ 85,102</u>     | <u>\$ 5,413</u>                                        | <u>\$ 119,907</u>                |

## SIX MONTHS ENDED JUNE 30, 2020 AND 2019

| (dollars in thousands)                                    | Common Stock |           | Additional<br>Paid-in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Total<br>Shareholders'<br>Equity |
|-----------------------------------------------------------|--------------|-----------|----------------------------------|----------------------|--------------------------------------------------------|----------------------------------|
|                                                           | Shares       | Amount    |                                  |                      |                                                        |                                  |
| 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                                   | 8,208,853    | \$ 25,435 | \$ 3,524                         | \$ 75,647            | \$ 1,977                                               | \$ 106,583                       |
| Balances, January 1, 2020                                 | 8,210,147    | \$ 25,435 | \$ 3,777                         | \$ 80,961            | \$ 2,397                                               | \$ 112,570                       |
| Restricted stock issued                                   | 14,006       |           |                                  |                      |                                                        | 0                                |
| Restricted stock forfeited                                | (2,400)      |           |                                  |                      |                                                        | 0                                |
| Restricted stock surrendered for tax withholding          | (6,346)      |           | (106)                            |                      |                                                        | (106)                            |
| Cash dividends declared \$0.140 per share of common stock |              |           |                                  | (1,149)              |                                                        | (1,149)                          |
| Stock based compensation                                  |              |           | 286                              |                      |                                                        | 286                              |
| Other comprehensive income                                |              |           |                                  |                      | 3,016                                                  | 3,016                            |
| Net income                                                |              |           |                                  | 5,290                |                                                        | 5,290                            |
| Balances, June 30, 2020                                   | 8,215,407    | \$ 25,435 | \$ 3,957                         | \$ 85,102            | \$ 5,413                                               | \$ 119,907                       |

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

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

| (dollars in thousands)                                                                   | SIX MONTHS ENDED<br>JUNE 30, |          |
|------------------------------------------------------------------------------------------|------------------------------|----------|
|                                                                                          | 2020                         | 2019     |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                             |                              |          |
| Net income                                                                               | \$ 5,290                     | \$ 6,067 |
| Adjustments to reconcile net income to net cash from operating activities:               |                              |          |
| Provision for loan losses                                                                | 2,310                        | 95       |
| Increase in deferred fees/costs, net                                                     | 6,133                        | 53       |
| Depreciation                                                                             | 574                          | 540      |
| Amortization of investment securities, net                                               | 305                          | 509      |
| Stock based compensation                                                                 | 286                          | 281      |
| Gain on calls of available for sale securities                                           | (1)                          | (110)    |
| Earnings on cash surrender value of life insurance                                       | (350)                        | (252)    |
| Increase in interest payable and other liabilities                                       | 413                          | 4,371    |
| (Increase) decrease in interest receivable                                               | (1,322)                      | 356      |
| Increase in other assets                                                                 | (24)                         | (4,759)  |
| Net cash from operating activities                                                       | 13,614                       | 7,151    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                             |                              |          |
| Purchases of available for sale securities                                               | (67,627)                     | (18,609) |
| Purchases of equity securities                                                           | (42)                         | (44)     |
| Proceeds from maturities, calls, and principal paydowns of securities available for sale | 20,084                       | 23,058   |
| Investment in LIHTC                                                                      | (590)                        | (399)    |
| Net increase in loans                                                                    | (252,200)                    | (6,268)  |
| Purchase of FHLB Stock                                                                   | 0                            | (404)    |
| Purchases of premises and equipment                                                      | (636)                        | (453)    |
| Net cash used in investing activities                                                    | (301,011)                    | (3,119)  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                             |                              |          |

|                                                                     |            |           |
|---------------------------------------------------------------------|------------|-----------|
| FHLB advanced funds                                                 | 50,000     | 0         |
| FHLB payments                                                       | (20,000)   | 0         |
| Shareholder cash dividends paid                                     | (1,149)    | (1,106)   |
| Net increase (decrease) in demand deposits and savings accounts     | 281,307    | (36,046)  |
| Net decrease in time deposits                                       | (1,372)    | (1,359)   |
| Proceeds from exercise of stock options                             | 0          | 6         |
| Tax withholding payments on vested restricted shares surrendered    | (106)      | (115)     |
| Net cash from (used in) financing activities                        | 308,680    | (38,620)  |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS                | 21,283     | (34,588)  |
| CASH AND CASH EQUIVALENTS, beginning of period                      | 147,594    | 126,145   |
| CASH AND CASH EQUIVALENTS, end of period                            | \$ 168,877 | \$ 91,557 |
| SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:                  |            |           |
| Cash paid during the period for:                                    |            |           |
| Interest                                                            | \$ 576     | \$ 806    |
| Income taxes                                                        | \$ 2,374   | \$ 2,870  |
| NON-CASH INVESTING ACTIVITIES:                                      |            |           |
| Change in unrealized gain on securities                             | \$ 4,281   | \$ 3,424  |
| Change in contributions payable to LIHTC limited partner investment | \$ (590)   | \$ (399)  |
| Lease right-of-use assets                                           | \$ (55)    | \$ 4,351  |
| NON-CASH FINANCING ACTIVITIES:                                      |            |           |
| Present value of lease obligations                                  | \$ 15      | \$ 4,758  |

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

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## 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”, “us”, “our”) 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 Bank 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, 2020 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, 2019.

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 (“GAAP”) 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 and fair value measurements. The estimates and assumptions may change as new events occur, as more experience is acquired, as additional information is obtained and as the Company’s operating environment changes. Actual results may differ from these estimates due to the uncertainty around the magnitude and duration of the COVID-19 pandemic, as well as other factors.

### NOTE 2 – RECENT ACCOUNTING PRONOUNCEMENTS

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments – Credit Losses (Topic 326)*. This update revises the methodology used by financial institutions under GAAP to recognize credit losses in the financial statements. Currently, 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. In October 2019, FASB approved an amendment that will delay the adoption of this ASU for three years for certain entities including the Company since we are classified as a Small Reporting Company. Accordingly, this ASU will become effective for the Company on January 1, 2023. Upon adoption of the amendments within this update, the Company will be required to make a cumulative-effect adjustment to the opening balance of retained earnings in the year of adoption. The Company is currently in the process of evaluating the impact the adoption of this update will have on its financial statements. While the Company has not quantified the impact of this ASU, it does expect changing from the current incurred loss model to an expected loss model will result in an earlier recognition of losses.

In January 2017, the FASB issued ASU 2017-04, *Intangibles Goodwill and Other (Subtopic 350): Simplifying the Test for Goodwill Impairment*. The provisions of the update eliminate the existing second step of the goodwill impairment test which provides for the allocation of reporting unit fair value among existing assets and liabilities, with the net leftover amount representing the implied fair value of goodwill. In replacement of the existing goodwill impairment rule, the update will provide that impairment should be recognized as the excess of any of the reporting unit’s goodwill over the fair value of the reporting unit. Under the provisions of this update, the amount of the impairment is limited to the carrying value of the reporting unit’s goodwill. For public business entities that are Securities and Exchange Commission filers, the amendments of the update will become effective in fiscal years beginning after December 15, 2019. The Company adopted the standards update January 1, 2020 and evaluates goodwill in accordance with the provisions of the standard. Based on the Company’s evaluation, there is no impairment of goodwill.

In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement (Subtopic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement*. The primary focus of ASU 2018-13 is to improve the effectiveness of the disclosure requirements for fair value measurements. The changes affect all companies that are required to include fair value measurement disclosures. In general, the amendments in ASU 2018-13 are effective for all entities for fiscal years and interim periods within those fiscal years, beginning after December 15, 2019. An entity is permitted to early adopt the removed or modified disclosures upon the issuance of ASU 2018-13 and may delay adoption of the additional disclosures, which are required for public companies only, until their effective date. This ASU did not have a significant impact on the Company's consolidated financial statements.

In March 2019, the FASB issued ASU 2019-01, *Leases (Topic 842): Codification Improvements*. This ASU addresses two lessor implementation issues and clarifies that lessees and lessors are exempt from certain interim disclosure requirements associated with adopting ASU 2016-02. The amendments related to the lessor implementation issues are effective for public business entities for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. Early application is permitted. As the ASU's amendments applicable to us only relate to disclosures, the adoption of ASU 2019-01 will not impact our financial condition or results of operations.

In April 2019, the FASB issued ASU 2019-04, *Codification Improvements to Topic 326, Financial Instruments - Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments* that clarifies and improves areas of guidance related to recently issued standards on credit losses, hedging and recognition and measurement. The provisions of this ASU are effective January 1, 2020 and contain various methods of adoption. This ASU did not have a material impact on our financial condition or results of operations.

In May 2019, the FASB issued ASU 2019-05, *Financial Instruments - Credit Losses (Topic 326): Targeted Transition Relief*. This ASU allows an option for entities to irrevocably elect the fair value option on an instrument-by-instrument basis for eligible financial assets measured at amortized cost basis upon adoption of the credit loss standards. This amendment provides relief for those entities electing the fair value option on newly originated or purchased financial assets, while maintaining existing similar financial assets at amortized cost, avoiding the requirement to maintain dual measurement methods for similar assets. The fair value option does not apply to held-to-maturity debt securities. The effective date for this ASU is the same as for ASU 2016-13, as discussed above. We will evaluate this ASU in conjunction with ASU 2016-13 to determine its impact on our financial condition and results of operations.

In March 2020, FASB issued ASU 2020-04 - *Reference Rate Reform (Subtopic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*. This ASU provides optional expedients and exceptions for contracts, hedging relationships, and other transactions that reference LIBOR or other reference rates expected to be discontinued because of reference rate reform. The ASU is effective for all entities as of March 12, 2020 through December 31, 2022. The Company is in the process of evaluating the provisions of this ASU and its effects on our consolidated financial statements.

## **NOTE 3 – SECURITIES**

### ***Equity Securities***

The Company held equity securities with fair values of \$3,406,000 and \$3,297,000 as of June 30, 2020 and December 31, 2019, respectively. There were no sales of equity securities during the three and six-month periods ended June 30, 2020 and 2019. Consistent with ASU 2016-01, these securities are carried at fair value with the changes in fair value recognized in the consolidated statements of income. Accordingly, the Company recognized gains of \$15,000 and \$66,000 during the three and six months ended June 30, 2020, respectively, as compared to gains of \$47,000 and \$90,000 during the same periods of 2019.

## Debt 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, 2020 are as follows:

| (dollars in thousands)                      | <u>Amortized<br/>Cost</u> | <u>Gross<br/>Unrealized<br/>Gains</u> | <u>Gross<br/>Unrealized<br/>Losses</u> | <u>Fair Value</u> |
|---------------------------------------------|---------------------------|---------------------------------------|----------------------------------------|-------------------|
| Available-for-sale securities:              |                           |                                       |                                        |                   |
| U.S. agencies                               | \$ 27,944                 | \$ 1,006                              | \$ (12)                                | \$ 28,938         |
| Collateralized mortgage obligations         | 1,416                     | 20                                    | (70)                                   | 1,366             |
| Municipalities                              | 129,084                   | 8,530                                 | 0                                      | 137,614           |
| Small Business Administration (“SBA”) pools | 5,578                     | 5                                     | (36)                                   | 5,547             |
| Corporate debt                              | 18,253                    | 191                                   | (662)                                  | 17,782            |
| Asset backed securities                     | 51,581                    | 304                                   | (1,591)                                | 50,294            |
|                                             | <u>\$ 233,856</u>         | <u>\$ 10,056</u>                      | <u>\$ (2,371)</u>                      | <u>\$ 241,541</u> |

The following tables detail the gross unrealized losses and fair values of debt securities aggregated by investment category and the length of time that individual securities have been in a continuous unrealized loss position as of June 30, 2020.

| (dollars in thousands)                | <u>Less than 12 months</u> |                            | <u>12 months or more</u> |                            | <u>Total</u>          |                            |
|---------------------------------------|----------------------------|----------------------------|--------------------------|----------------------------|-----------------------|----------------------------|
| <u>Description of Securities</u>      | <u>Fair<br/>Value</u>      | <u>Unrealized<br/>Loss</u> | <u>Fair<br/>Value</u>    | <u>Unrealized<br/>Loss</u> | <u>Fair<br/>Value</u> | <u>Unrealized<br/>Loss</u> |
| U.S. agencies                         | \$ 3,042                   | (11)                       | \$ 284                   | (1)                        | \$ 3,326              | (12)                       |
| Collateralized mortgage obligations   | 590                        | (70)                       | 0                        | 0                          | 590                   | (70)                       |
| Municipalities                        | 0                          | 0                          | 0                        | 0                          | 0                     | 0                          |
| SBA pools                             | 1,202                      | (8)                        | 3,057                    | (28)                       | 4,259                 | (36)                       |
| Corporate debt                        | 2,834                      | (42)                       | 5,881                    | (620)                      | 8,715                 | (662)                      |
| Asset backed securities               | 20,229                     | (574)                      | 20,245                   | (1,017)                    | 40,474                | (1,591)                    |
| Total temporarily impaired securities | <u>\$ 27,897</u>           | <u>\$ (705)</u>            | <u>\$ 29,467</u>         | <u>\$ (1,666)</u>          | <u>\$ 57,364</u>      | <u>\$ (2,371)</u>          |

As of June 30, 2020, three corporate debts, one U.S. agency, five Small Business Administration (“SBA”) pools and eleven asset backed securities make up the total debt securities in an unrealized loss position for greater than 12 months. As of June 30, 2020, twelve asset backed securities, two corporate debt securities, five U.S. agencies, two SBA pools, one municipality and one collateralized mortgage obligation 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 asset backed securities that are backed by federal government guaranteed student loans that are repaying slower than expected due to legislation that allows borrowers to extend payment schedules based on their income level. 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 as of June 30, 2020, segregated 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<br>Cost | Fair<br>Value     |
|----------------------------------------|-------------------|-------------------|
| Available-for-sale securities:         |                   |                   |
| Due in one year or less                | \$ 26,650         | \$ 26,757         |
| Due after one year through five years  | 72,441            | 75,966            |
| Due after five years through ten years | 65,526            | 68,998            |
| Due after ten years                    | 69,239            | 69,820            |
|                                        | <u>\$ 233,856</u> | <u>\$ 241,541</u> |

The amortized cost and estimated fair values of debt securities as of December 31, 2019 are as follows:

|                                     | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair Value        |
|-------------------------------------|-------------------|------------------------------|-------------------------------|-------------------|
| (dollars in thousands)              |                   |                              |                               |                   |
| Available-for-sale securities:      |                   |                              |                               |                   |
| U.S. agencies                       | \$ 31,180         | \$ 566                       | \$ (17)                       | \$ 31,729         |
| Collateralized mortgage obligations | 1,618             | 5                            | (9)                           | 1,614             |
| Municipalities                      | 86,826            | 3,746                        | (1)                           | 90,571            |
| SBA pools                           | 6,419             | 9                            | (33)                          | 6,395             |
| Corporate debt                      | 19,253            | 173                          | (458)                         | 18,968            |
| Asset backed securities             | 41,389            | 76                           | (654)                         | 40,811            |
|                                     | <u>\$ 186,685</u> | <u>\$ 4,575</u>              | <u>\$ (1,172)</u>             | <u>\$ 190,088</u> |

The following tables detail the gross unrealized losses and fair values of debt securities segregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at December 31, 2019.

(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                         | \$ 3,934            | (11)            | \$ 1,535          | (6)             | \$ 5,469         | (17)              |
| Collateralized mortgage obligations   | 0                   | 0               | 650               | (9)             | 650              | (9)               |
| Municipalities                        | 0                   | 0               | 411               | (1)             | 411              | (1)               |
| SBA pools                             | 1,423               | (7)             | 3,545             | (26)            | 4,968            | (33)              |
| Corporate debt                        | 2,994               | (6)             | 8,859             | (452)           | 11,853           | (458)             |
| Asset backed securities               | 12,891              | (233)           | 21,313            | (421)           | 34,204           | (654)             |
| Total temporarily impaired securities | <u>\$ 21,242</u>    | <u>\$ (257)</u> | <u>\$ 36,313</u>  | <u>\$ (915)</u> | <u>\$ 57,555</u> | <u>\$ (1,172)</u> |

At December 31, 2019, one municipality, three U.S. agencies, six corporate debts, five SBA pools, one collateralized mortgage obligations and eleven asset backed securities make up the total debt securities in an unrealized loss position for greater than 12 months. At December 31, 2019, three U.S. agencies, eight asset backed securities, two SBA pools and two corporate debts make up the total debt securities in a loss position for less than 12 months.

The Company recognized gains on called securities of \$1,000 during the three and six-month period ended June 30, 2020, compared to gains of \$1,000 and \$110,000, respectively, for the same periods during 2019. There were no sales of available-for-sale securities during the six-months ended June 30, 2020 and 2019.

Debt securities carried at \$153,055,000 and \$123,381,000 as of June 30, 2020 and December 31, 2019, 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, 2020, approximately 63% of the Company's loans are commercial real estate loans which include construction loans. Approximately 31% of the Company's loans are for general commercial uses including professional, retail, and small business. Also included in the commercial and industrial loans in the table below are Paycheck Protection Program Loans ("PPP") totaling \$234,942,000. Additionally, 3% of the Company's loans are for residential real estate and other consumer loans. The remaining 3% are agriculture loans. Loan totals were as follows:

| (in thousands)                       | June 30, 2020 | December 31, 2019 |
|--------------------------------------|---------------|-------------------|
| Commercial real estate:              |               |                   |
| Commercial real estate- construction | \$ 38,975     | \$ 53,169         |
| Commercial real estate- mortgages    | 512,460       | 475,146           |
| Land                                 | 6,015         | 8,367             |
| Farmland                             | 73,408        | 70,320            |
| Commercial and industrial            | 311,102       | 77,704            |
| Consumer                             | 1,098         | 1,274             |
| Consumer residential                 | 33,585        | 36,647            |
| Agriculture                          | 26,529        | 28,358            |
| Total loans                          | 1,003,172     | 750,985           |
| Less:                                |               |                   |
| Deferred loan fees and costs, net    | (6,925)       | (792)             |
| Allowance for loan losses            | (11,443)      | (9,146)           |
| Net loans                            | \$ 984,804    | \$ 741,047        |

*Paycheck Protection Program.* With the passage of the Paycheck Protection Program ("PPP"), administered by the SBA, the Company assisted its customers with applications for resources through the program. As of April 16, 2020, all \$350 billion of the available funds under Round One of this program had been allocated. The Treasury Department later announced that an additional \$310 billion would be available for Round Two of PPP, which commenced on April 27, 2020. As of June 30, 2020, the SBA reported that approximately \$132 billion was unallocated and available for funding under Round Two. PPP loans have a two-year term and earn interest at 1%. The Company believes that the majority of these loans will ultimately be forgiven by the SBA in accordance with the terms of the program which will result in loan pay-offs throughout the remainder of the year. As of June 30, 2020, the Company has received approvals with the SBA for 1,461 PPP loans representing approximately \$234,942,000 in funding. As a result, the Company is expecting to receive fee income that will be recorded in total interest income, amortized over the life of the loans. It is the Company's understanding that loans funded through the PPP program are fully guaranteed by the U.S. government. Should those circumstances change, the Company could be required to establish additional allowance for credit losses through additional provision for credit loss expense charged to earnings.

*COVID-19 Related Loan Payment Deferrals.* The COVID-19 Pandemic has negatively impacted the revenue streams of certain clients of the Company, and therefore, the Company has elected to allow these clients to defer payments for a term up to six months. These deferrals were specifically related to the pandemic and the resulting economic hardships. No deferrals were granted to during the first quarter of 2020. As of June 30, 2020, the Company has agreed to payment deferrals on 53 loans with an outstanding balance of \$74,868,000 during the second quarter of 2020. After an evaluation of financial stability, no specific loan loss reserve allocation was required on any of these loans at the time of deferral. In accordance with regulatory and accounting guidance, these short-term modifications granted in response to the COVID-19 pandemic are not considered to be troubled debt restructurings.

*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. As of June 30, 2020 and December 31, 2019, commercial real estate loans equal to approximately 38% and 39%, respectively, 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 residential loans, 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.

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

| (in thousands)                       | June 30, 2020 | December 31, 2019 |
|--------------------------------------|---------------|-------------------|
| Commercial real estate:              |               |                   |
| Commercial real estate- construction | \$ 0          | \$ 0              |
| Commercial real estate- mortgages    | 0             | 0                 |
| Land                                 | 790           | 855               |
| Farmland                             | 0             | 0                 |
| Commercial and industrial            | 0             | 0                 |
| Consumer                             | 0             | 0                 |
| Consumer residential                 | 137           | 248               |
| Agriculture                          | 0             | 0                 |
| Total non-accrual loans              | <u>\$ 927</u> | <u>\$ 1,103</u>   |

Had non-accrual loans performed in accordance with their original contract terms, the Company would have recognized additional interest income of approximately \$11,000 and \$22,000 in the three and six-month periods ended June 30, 2020, respectively, as compared to \$14,000 and \$29,000 in the same periods of 2019.

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, 2020 (in thousands):

|                                | 30-59<br>Days<br>Past Due | 60-89<br>Days Past<br>Due | Greater<br>Than 90<br>Days<br>Past Due | Total<br>Past<br>Due | Current             | Total               | Greater<br>Than 90<br>Days Past<br>Due and<br>Still<br>Accruing |
|--------------------------------|---------------------------|---------------------------|----------------------------------------|----------------------|---------------------|---------------------|-----------------------------------------------------------------|
| <b>June 30, 2020</b>           |                           |                           |                                        |                      |                     |                     |                                                                 |
| Commercial real estate:        |                           |                           |                                        |                      |                     |                     |                                                                 |
| Commercial R.E. - construction | \$ 0                      | \$ 0                      | \$ 0                                   | \$ 0                 | \$ 38,975           | \$ 38,975           | \$ 0                                                            |
| Commercial R.E. - mortgages    | 0                         | 0                         | 0                                      | 0                    | 512,460             | 512,460             | 0                                                               |
| Land                           | 0                         | 0                         | 0                                      | 0                    | 6,015               | 6,015               | 0                                                               |
| Farmland                       | 0                         | 0                         | 0                                      | 0                    | 73,408              | 73,408              | 0                                                               |
| Commercial and industrial      | 0                         | 0                         | 0                                      | 0                    | 311,102             | 311,102             | 0                                                               |
| Consumer                       | 0                         | 0                         | 0                                      | 0                    | 1,098               | 1,098               | 0                                                               |
| Consumer residential           | 0                         | 0                         | 137                                    | 137                  | 33,448              | 33,585              | 0                                                               |
| Agriculture                    | 0                         | 0                         | 0                                      | 0                    | 26,529              | 26,529              | 0                                                               |
| Total                          | <u>\$ 0</u>               | <u>\$ 0</u>               | <u>\$ 137</u>                          | <u>\$ 137</u>        | <u>\$ 1,003,035</u> | <u>\$ 1,003,172</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, 2019 (in thousands):

|                                | 30-59<br>Days<br>Past Due | 60-89<br>Days Past<br>Due | Greater<br>Than 90<br>Days<br>Past Due | Total<br>Past<br>Due | Current           | Total             | Greater<br>Than 90<br>Days Past<br>Due and<br>Still<br>Accruing |
|--------------------------------|---------------------------|---------------------------|----------------------------------------|----------------------|-------------------|-------------------|-----------------------------------------------------------------|
| <b>December 31, 2019</b>       |                           |                           |                                        |                      |                   |                   |                                                                 |
| Commercial real estate:        |                           |                           |                                        |                      |                   |                   |                                                                 |
| Commercial R.E. - construction | \$ 0                      | \$ 0                      | \$ 0                                   | \$ 0                 | \$ 53,169         | \$ 53,169         | \$ 0                                                            |
| Commercial R.E. - mortgages    | 0                         | 0                         | 0                                      | 0                    | 475,146           | 475,146           | 0                                                               |
| Land                           | 0                         | 0                         | 0                                      | 0                    | 8,367             | 8,367             | 0                                                               |
| Farmland                       | 0                         | 0                         | 111                                    | 111                  | 70,209            | 70,320            | 0                                                               |
| Commercial and industrial      | 0                         | 0                         | 0                                      | 0                    | 77,704            | 77,704            | 0                                                               |
| Consumer                       | 2                         | 0                         | 0                                      | 2                    | 1,272             | 1,274             | 0                                                               |
| Consumer residential           | 0                         | 0                         | 137                                    | 137                  | 36,510            | 36,647            | 0                                                               |
| Agriculture                    | 0                         | 0                         | 0                                      | 0                    | 28,358            | 28,358            | 0                                                               |
| Total                          | <u>\$ 2</u>               | <u>\$ 0</u>               | <u>\$ 248</u>                          | <u>\$ 250</u>        | <u>\$ 750,735</u> | <u>\$ 750,985</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, 2020 and 2019.

Impaired loans as of June 30, 2020 are set forth in the following table.

| (in thousands)                 | Unpaid<br>Contractual<br>Principal<br>Balance | Recorded<br>Investment<br>With No<br>Allowance | Recorded<br>Investment<br>With<br>Allowance | Total<br>Recorded<br>Investment | Related<br>Allowance |
|--------------------------------|-----------------------------------------------|------------------------------------------------|---------------------------------------------|---------------------------------|----------------------|
| <b>June 30, 2020</b>           |                                               |                                                |                                             |                                 |                      |
| Commercial real estate:        |                                               |                                                |                                             |                                 |                      |
| Commercial R.E. - construction | \$ 0                                          | \$ 0                                           | \$ 0                                        | \$ 0                            | \$ 0                 |
| Commercial R.E. - mortgages    | 0                                             | 0                                              | 0                                           | 0                               | 0                    |
| Land                           | 828                                           | 0                                              | 790                                         | 790                             | 680                  |
| Farmland                       | 0                                             | 0                                              | 0                                           | 0                               | 0                    |
| Commercial and Industrial      | 0                                             | 0                                              | 0                                           | 0                               | 0                    |
| Consumer                       | 0                                             | 0                                              | 0                                           | 0                               | 0                    |
| Consumer residential           | 137                                           | 137                                            | 0                                           | 137                             | 0                    |
| Agriculture                    | 0                                             | 0                                              | 0                                           | 0                               | 0                    |
| <b>Total</b>                   | <b>\$ 965</b>                                 | <b>\$ 137</b>                                  | <b>\$ 790</b>                               | <b>\$ 927</b>                   | <b>\$ 680</b>        |

Average recorded investment in impaired loans outstanding as of June 30, 2020 and 2019 is set forth in the following table.

| (in thousands)                 | Average Recorded Investment for<br>the |               | Average Recorded Investment for<br>the |               |
|--------------------------------|----------------------------------------|---------------|----------------------------------------|---------------|
|                                | Three Months Ended June 30,            |               | Six Months Ended June 30,              |               |
|                                | 2020                                   | 2019          | 2020                                   | 2019          |
| Commercial real estate:        |                                        |               |                                        |               |
| Commercial R.E. - construction | \$ 0                                   | \$ 0          | \$ 0                                   | \$ 0          |
| Commercial R.E. - mortgages    | 0                                      | 0             | 0                                      | 0             |
| Land                           | 803                                    | 906           | 819                                    | 906           |
| Farmland                       | 0                                      | 0             | 0                                      | 0             |
| Commercial and Industrial      | 0                                      | 0             | 0                                      | 0             |
| Consumer                       | 0                                      | 0             | 0                                      | 0             |
| Consumer residential           | 137                                    | 11            | 164                                    | 12            |
| Agriculture                    | 0                                      | 0             | 0                                      | 0             |
| <b>Total</b>                   | <b>\$ 940</b>                          | <b>\$ 917</b> | <b>\$ 983</b>                          | <b>\$ 918</b> |

Impaired loans as of December 31, 2019 are set forth in the following table.

| (in thousands)                 | Unpaid<br>Contractual<br>Principal<br>Balance | Recorded<br>Investment<br>With No<br>Allowance | Recorded<br>Investment<br>With<br>Allowance | Total<br>Recorded<br>Investment | Related<br>Allowance | Average<br>Recorded<br>Investment |
|--------------------------------|-----------------------------------------------|------------------------------------------------|---------------------------------------------|---------------------------------|----------------------|-----------------------------------|
| <b>December 31, 2019</b>       |                                               |                                                |                                             |                                 |                      |                                   |
| Commercial real estate:        |                                               |                                                |                                             |                                 |                      |                                   |
| Commercial R.E. - construction | \$ 0                                          | \$ 0                                           | \$ 0                                        | \$ 0                            | \$ 0                 | \$ 0                              |
| Commercial R.E. - mortgages    | 0                                             | 0                                              | 0                                           | 0                               | 0                    | 0                                 |
| Land                           | 873                                           | 0                                              | 855                                         | 855                             | 680                  | 892                               |
| Farmland                       | 0                                             | 0                                              | 0                                           | 0                               | 0                    | 0                                 |
| Commercial and Industrial      | 0                                             | 0                                              | 0                                           | 0                               | 0                    | 0                                 |
| Consumer                       | 0                                             | 0                                              | 0                                           | 0                               | 0                    | 0                                 |
| Consumer residential           | 312                                           | 248                                            | 0                                           | 248                             | 0                    | 113                               |
| Agriculture                    | 0                                             | 0                                              | 0                                           | 0                               | 0                    | 0                                 |
| <b>Total</b>                   | <b>\$ 1,185</b>                               | <b>\$ 248</b>                                  | <b>\$ 855</b>                               | <b>\$ 1,103</b>                 | <b>\$ 680</b>        | <b>\$ 1,005</b>                   |

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

As of June 30, 2020, there was one loan that was considered to be a troubled debt restructuring totaling \$790,000, which is included in non-accrual loans. The troubled debt restructuring as of June 30, 2020 was not related to the economic challenges caused by the COVID-19 pandemic. As of December 31, 2019, there was one loan that was considered to be a troubled debt restructuring totaling \$855,000, which is included in non-accrual loans. As of June 30, 2020 and December 31, 2019, there were no unfunded commitments on loans classified as a troubled debt restructurings. The Company has allocated \$680,000 of specific reserves to loans whose terms have been modified in troubled debt restructurings as of June 30, 2020 and December 31, 2019.

During the six-months ended June 30, 2020 and 2019, there were no loans that were modified as troubled debt restructurings. 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.

There were no loans modified as troubled debt restructurings within the previous twelve months and for which there was a payment default during the six-month periods ended June 30, 2020 and 2019. 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 Special Mention Loan
- 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 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 Loan - 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.

4(W). Watch Acceptable Loan - 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.
- Weaknesses that are identified are 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. Special Mention Loan - 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, 2020 and December 31, 2019, there are no loans that are classified with risk grades of 7- *Doubtful* or 8- *Loss*.

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

|                                       | June 30, 2020               | December 31, 2019           |
|---------------------------------------|-----------------------------|-----------------------------|
|                                       | Weighted Average Risk Grade | Weighted Average Risk Grade |
| Commercial real estate:               |                             |                             |
| Commercial real estate - construction | 3.00                        | 3.00                        |
| Commercial real estate - mortgages    | 3.10                        | 3.02                        |
| Land                                  | 3.95                        | 3.72                        |
| Farmland                              | 3.07                        | 3.04                        |
| Commercial and industrial             | 3.02                        | 3.05                        |
| Consumer                              | 2.23                        | 2.29                        |
| Consumer residential                  | 3.02                        | 3.02                        |
| Agriculture                           | 3.16                        | 3.17                        |
| Total gross loans                     | 3.07                        | 3.03                        |

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The following table presents risk grade totals by class of loans as of June 30, 2020 and December 31, 2019. Risk grades 1 through 4(W) have been aggregated in the “Pass” line.

| (in thousands)           | Commercial<br>R.E.<br>Construction | Commercial<br>R.E.<br>Mortgages | Land            | Farmland         | Commercial<br>and<br>Industrial | Consumer        | Consumer<br>Residential | Agriculture      | Total               |
|--------------------------|------------------------------------|---------------------------------|-----------------|------------------|---------------------------------|-----------------|-------------------------|------------------|---------------------|
| <b>June 30, 2020</b>     |                                    |                                 |                 |                  |                                 |                 |                         |                  |                     |
| Pass                     | \$ 38,975                          | \$ 511,694                      | \$ 5,225        | \$ 71,960        | \$ 309,258                      | \$ 1,075        | \$ 33,409               | \$ 24,600        | \$ 996,196          |
| Special mention          | -                                  | 766                             | -               | 366              | -                               | -               | -                       | 1,608            | 2,740               |
| Substandard              | -                                  | -                               | 790             | 1,082            | 1,844                           | 23              | 176                     | 321              | 4,236               |
| Total loans              | <u>\$ 38,975</u>                   | <u>\$ 512,460</u>               | <u>\$ 6,015</u> | <u>\$ 73,408</u> | <u>\$ 311,102</u>               | <u>\$ 1,098</u> | <u>\$ 33,585</u>        | <u>\$ 26,529</u> | <u>\$ 1,003,172</u> |
| <b>December 31, 2019</b> |                                    |                                 |                 |                  |                                 |                 |                         |                  |                     |
| Pass                     | \$ 53,169                          | \$ 471,594                      | \$ 7,512        | \$ 69,002        | \$ 74,960                       | \$ 1,249        | \$ 36,470               | \$ 26,512        | \$ 740,468          |
| Special mention          | -                                  | 3,552                           | -               | 1,207            | 550                             | -               | -                       | 1,846            | 7,155               |
| Substandard              | -                                  | -                               | 855             | 111              | 2,194                           | 25              | 177                     | -                | 3,362               |
| Total loans              | <u>\$ 53,169</u>                   | <u>\$ 475,146</u>               | <u>\$ 8,367</u> | <u>\$ 70,320</u> | <u>\$ 77,704</u>                | <u>\$ 1,274</u> | <u>\$ 36,647</u>        | <u>\$ 28,358</u> | <u>\$ 750,985</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; and (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.

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 residential, consumer and agriculture.

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, 2020 and 2019. 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, 2020 and 2019**

| (in thousands)                          | Commercial<br>Real Estate | Commercial<br>and Industrial | Consumer     | Consumer<br>Residential | Agriculture   | Unallocated   | Total            |
|-----------------------------------------|---------------------------|------------------------------|--------------|-------------------------|---------------|---------------|------------------|
| <b>Three Months Ended June 30, 2020</b> |                           |                              |              |                         |               |               |                  |
| Beginning balance                       | \$ 7,688                  | \$ 1,068                     | \$ 33        | \$ 328                  | \$ 466        | \$ 3          | \$ 9,586         |
| Charge-offs                             | 0                         | 0                            | (5)          | 0                       | 0             | 0             | (5)              |
| Recoveries                              | 0                         | 0                            | 2            | 0                       | 0             | 0             | 2                |
| Provision for (reversal of) loan losses | 1,255                     | 4                            | 4            | (7)                     | 75            | 529           | 1,860            |
| Ending balance                          | <u>\$ 8,943</u>           | <u>\$ 1,072</u>              | <u>\$ 34</u> | <u>\$ 321</u>           | <u>\$ 541</u> | <u>\$ 532</u> | <u>\$ 11,443</u> |
| <b>Six Months Ended June 30, 2020</b>   |                           |                              |              |                         |               |               |                  |
| Beginning balance                       | \$ 7,170                  | \$ 1,000                     | \$ 38        | \$ 306                  | \$ 525        | \$ 107        | \$ 9,146         |
| Charge-offs                             | 0                         | 0                            | (16)         | (2)                     | 0             | 0             | (18)             |
| Recoveries                              | 0                         | 0                            | 4            | 1                       | 0             | 0             | 5                |
| Provision for (reversal of) loan losses | 1,773                     | 72                           | 8            | 16                      | 16            | 425           | 2,310            |
| Ending balance                          | <u>\$ 8,943</u>           | <u>\$ 1,072</u>              | <u>\$ 34</u> | <u>\$ 321</u>           | <u>\$ 541</u> | <u>\$ 532</u> | <u>\$ 11,443</u> |
| <b>Three Months Ended June 30, 2019</b> |                           |                              |              |                         |               |               |                  |
| 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>  |
| <b>Six Months Ended June 30, 2019</b>   |                           |                              |              |                         |               |               |                  |
| 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>  |

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The following table details the allowance for loan losses and ending gross loan balances as of June 30, 2020 and December 31, 2019, summarized by collective and individual evaluation methods of impairment.

| (in thousands)                        | Commercial<br>Real Estate | Commercial<br>and Industrial | Consumer        | Consumer<br>Residential | Agriculture      | Unallocated   | Total               |
|---------------------------------------|---------------------------|------------------------------|-----------------|-------------------------|------------------|---------------|---------------------|
| <b>June 30, 2020</b>                  |                           |                              |                 |                         |                  |               |                     |
| Allowance for loan losses for loans:  |                           |                              |                 |                         |                  |               |                     |
| Individually evaluated for impairment | \$ 680                    | \$ 0                         | \$ 0            | \$ 0                    | \$ 0             | \$ 0          | \$ 680              |
| Collectively evaluated for impairment | 8,263                     | 1,072                        | 34              | 321                     | 541              | 532           | 10,763              |
|                                       | <u>\$ 8,943</u>           | <u>\$ 1,072</u>              | <u>\$ 34</u>    | <u>\$ 321</u>           | <u>\$ 541</u>    | <u>\$ 532</u> | <u>\$ 11,443</u>    |
| Ending gross loan balances:           |                           |                              |                 |                         |                  |               |                     |
| Individually evaluated for impairment | \$ 790                    | \$ 0                         | \$ 0            | \$ 137                  | \$ 0             | \$ 0          | \$ 927              |
| Collectively evaluated for impairment | 630,068                   | 311,102                      | 1,098           | 33,448                  | 26,529           | 0             | 1,002,245           |
|                                       | <u>\$ 630,858</u>         | <u>\$ 311,102</u>            | <u>\$ 1,098</u> | <u>\$ 33,585</u>        | <u>\$ 26,529</u> | <u>\$ 0</u>   | <u>\$ 1,003,172</u> |
| <b>December 31, 2019</b>              |                           |                              |                 |                         |                  |               |                     |
| Allowance for loan losses for loans:  |                           |                              |                 |                         |                  |               |                     |
| Individually evaluated for impairment | \$ 680                    | \$ 0                         | \$ 0            | \$ 0                    | \$ 0             | \$ 0          | \$ 680              |
| Collectively evaluated for impairment | 6,490                     | 1,000                        | 38              | 306                     | 525              | 107           | 8,466               |
|                                       | <u>\$ 7,170</u>           | <u>\$ 1,000</u>              | <u>\$ 38</u>    | <u>\$ 306</u>           | <u>\$ 525</u>    | <u>\$ 107</u> | <u>\$ 9,146</u>     |
| Ending gross loan balances:           |                           |                              |                 |                         |                  |               |                     |
| Individually evaluated for impairment | \$ 855                    | \$ 0                         | \$ 0            | \$ 248                  | \$ 0             | \$ 0          | \$ 1,103            |
| Collectively evaluated for impairment | 606,147                   | 77,704                       | 1,274           | 36,399                  | 28,358           | 0             | 749,882             |
|                                       | <u>\$ 607,002</u>         | <u>\$ 77,704</u>             | <u>\$ 1,274</u> | <u>\$ 36,647</u>        | <u>\$ 28,358</u> | <u>\$ 0</u>   | <u>\$ 750,985</u>   |

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

| (in thousands)                                                       | THREE MONTHS ENDED<br>JUNE 30, |               | SIX MONTHS ENDED JUNE<br>30, |               |
|----------------------------------------------------------------------|--------------------------------|---------------|------------------------------|---------------|
|                                                                      | 2020                           | 2019          | 2020                         | 2019          |
| Balance, beginning of period                                         | \$ 396                         | \$ 445        | \$ 427                       | \$ 396        |
| Provision (Reversal) to Operations for Off Balance Sheet Commitments | 23                             | 35            | (8)                          | 84            |
| Balance, end of period                                               | <u>\$ 419</u>                  | <u>\$ 480</u> | <u>\$ 419</u>                | <u>\$ 480</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, 2020 and December 31, 2019, loans carried at \$768,230,000 and \$750,985,000, 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 Right of Use (ROU) asset or lease liability recorded on January 1, 2019. As of June 30, 2020, the ROU asset totaled \$4,367,000.

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 the 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 Federal Home Loan Bank (“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 interest payable and 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 on January 1, 2019 was \$4,817,000, which is included in interest receivable and other assets on the condensed consolidated balance sheet.

For the three and six-months ended June 30, 2020, the total expense recorded for our leases was \$268,000 and \$544,000, respectively, as compared to \$271,000 and \$545,000 for the same periods of the prior year.

## 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, 2020 and December 31, 2019. 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, 2020 and 2019.

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 owns in Federal Reserve Bank (“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. The exit price rather than the entrance price is used 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 as of June 30, 2020 were as follows:

| (in thousands)                                 | Carrying<br>Amount | Fair<br>Value | Hierarchy<br>Valuation<br>Level |
|------------------------------------------------|--------------------|---------------|---------------------------------|
| <b>Financial assets:</b>                       |                    |               |                                 |
| Cash and cash equivalents                      | 168,877            | 168,877       | 1                               |
| Restricted equity securities                   | 4,761              | 4,761         | 2                               |
| Loans, net                                     | 984,804            | 995,190       | 3                               |
| Interest receivable                            | 4,779              | 4,779         | 2                               |
| <b>Financial liabilities:</b>                  |                    |               |                                 |
| Deposits                                       | (1,299,864)        | (1,299,909)   | 3                               |
| Interest payable                               | (1,524)            | (1,524)       | 2                               |
| <b>Off-balance-sheet assets (liabilities):</b> |                    |               |                                 |
| Commitments and standby letters of credit      |                    | (1,618)       | 3                               |

The estimated fair values of the Company's financial instruments not measured at fair value as of December 31, 2019 were as follows:

| (in thousands)                                 | Carrying<br>Amount | Fair<br>Value | Hierarchy<br>Valuation<br>Level |
|------------------------------------------------|--------------------|---------------|---------------------------------|
| <b>Financial assets:</b>                       |                    |               |                                 |
| Cash and cash equivalents                      | \$ 147,594         | \$ 147,594    | 1                               |
| Restricted equity securities                   | 4,761              | 4,761         | 2                               |
| Loans, net                                     | 741,047            | 742,484       | 3                               |
| Interest receivable                            | 3,457              | 3,457         | 2                               |
| <b>Financial liabilities:</b>                  |                    |               |                                 |
| Deposits                                       | (1,019,929)        | (1,019,654)   | 3                               |
| Interest payable                               | (50)               | (50)          | 2                               |
| <b>Off-balance-sheet assets (liabilities):</b> |                    |               |                                 |
| Commitments and standby letters of credit      |                    | (1,647)       | 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, 2020 and December 31, 2019.

| Fair Value Measurements as of June 30, 2020 Using         |               |                                                                               |                                                           |                                                    |
|-----------------------------------------------------------|---------------|-------------------------------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------------|
|                                                           |               | Quoted Prices<br>in Active<br>Markets for<br>Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| (in thousands)                                            | June 30, 2020 |                                                                               |                                                           |                                                    |
| Assets and liabilities measured on a recurring basis:     |               |                                                                               |                                                           |                                                    |
| Available-for-sale securities:                            |               |                                                                               |                                                           |                                                    |
| U.S. agencies                                             | \$ 28,938     | \$ 0                                                                          | \$ 28,938                                                 | \$ 0                                               |
| Collateralized mortgage obligations                       | 1,366         | 0                                                                             | 1,366                                                     | 0                                                  |
| Municipalities                                            | 137,614       | 0                                                                             | 137,614                                                   | 0                                                  |
| SBA pools                                                 | 5,547         | 0                                                                             | 5,547                                                     | 0                                                  |
| Corporate debt                                            | 17,782        | 0                                                                             | 17,782                                                    | 0                                                  |
| Asset backed securities                                   | 50,294        | 0                                                                             | 50,294                                                    | 0                                                  |
| Equity Securities:                                        |               |                                                                               |                                                           |                                                    |
| Mutual fund                                               | \$ 3,406      | \$ 3,406                                                                      | \$ 0                                                      | \$ 0                                               |
| Assets and liabilities measured on a non-recurring basis: |               |                                                                               |                                                           |                                                    |
| Impaired loans:                                           |               |                                                                               |                                                           |                                                    |
| Land                                                      | \$ 110        | \$ 0                                                                          | \$ 0                                                      | \$ 110                                             |
| Consumer residential                                      | 137           | 0                                                                             | 0                                                         | 137                                                |

  

| Fair Value Measurements at December 31, 2019 Using        |                      |                                                                               |                                                           |                                                    |
|-----------------------------------------------------------|----------------------|-------------------------------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------------|
|                                                           |                      | Quoted Prices<br>in Active<br>Markets for<br>Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| (in thousands)                                            | December 31,<br>2019 |                                                                               |                                                           |                                                    |
| Assets and liabilities measured on a recurring basis:     |                      |                                                                               |                                                           |                                                    |
| Available-for-sale securities:                            |                      |                                                                               |                                                           |                                                    |
| U.S. agencies                                             | \$ 31,729            | \$ 0                                                                          | \$ 31,729                                                 | \$ 0                                               |
| Collateralized mortgage obligations                       | 1,614                | 0                                                                             | 1,614                                                     | 0                                                  |
| Municipalities                                            | 90,571               | 0                                                                             | 90,571                                                    | 0                                                  |
| SBA pools                                                 | 6,395                | 0                                                                             | 6,395                                                     | 0                                                  |
| Corporate debt                                            | 18,968               | 0                                                                             | 18,968                                                    | 0                                                  |
| Asset backed securities                                   | 40,811               | 0                                                                             | 40,811                                                    | 0                                                  |
| Equity Securities:                                        |                      |                                                                               |                                                           |                                                    |
| Mutual fund                                               | \$ 3,297             | \$ 3,297                                                                      | \$ 0                                                      | \$ 0                                               |
| Assets and liabilities measured on a non-recurring basis: |                      |                                                                               |                                                           |                                                    |
| Impaired loans:                                           |                      |                                                                               |                                                           |                                                    |
| Land                                                      | \$ 175               | \$ 0                                                                          | \$ 0                                                      | \$ 175                                             |
| Consumer residential                                      | 248                  | 0                                                                             | 0                                                         | 248                                                |

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.

There have been no significant changes in the valuation techniques during the six-month period ended June 30, 2020.

## 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-month periods ended June 30, 2020 and 2019 are reflected in the table below.

| (In thousands)                                                       | THREE MONTHS ENDED<br>JUNE 30, |          |
|----------------------------------------------------------------------|--------------------------------|----------|
|                                                                      | 2020                           | 2019     |
| <b>BASIC EARNINGS PER SHARE</b>                                      |                                |          |
| Net income                                                           | \$ 2,581                       | \$ 2,963 |
| Weighted average shares outstanding                                  | 8,124                          | 8,103    |
| Net income per common share                                          | \$ 0.32                        | \$ 0.37  |
| <b>DILUTED EARNINGS PER SHARE</b>                                    |                                |          |
| Net income                                                           | \$ 2,581                       | \$ 2,963 |
| Weighted average shares outstanding                                  | 8,124                          | 8,103    |
| Effect of dilutive non-vested restricted shares                      | 6                              | 14       |
| Weighted average shares of common stock and common stock equivalents | 8,130                          | 8,117    |
| Net income per diluted common share                                  | \$ 0.32                        | \$ 0.37  |

(In thousands)

|                                                                      | SIX MONTHS ENDED<br>JUNE 30, |          |
|----------------------------------------------------------------------|------------------------------|----------|
|                                                                      | 2020                         | 2019     |
| <b>BASIC EARNINGS PER SHARE</b>                                      |                              |          |
| Net income                                                           | \$ 5,290                     | \$ 6,067 |
| Weighted average shares outstanding                                  | 8,119                        | 8,098    |
| Net income per common share                                          | \$ 0.65                      | \$ 0.75  |
| <b>DILUTED EARNINGS PER SHARE</b>                                    |                              |          |
| Net income                                                           | \$ 5,290                     | \$ 6,067 |
| Weighted average shares outstanding                                  | 8,119                        | 8,098    |
| Effect of dilutive non-vested restricted shares                      | 13                           | 12       |
| Weighted average shares of common stock and common stock equivalents | 8,132                        | 8,110    |
| Net income per diluted common share                                  | \$ 0.65                      | \$ 0.75  |

**NOTE 8 – RISKS AND UNCERTAINTIES**

The coronavirus (“COVID-19”) pandemic and the Federal Reserve's response to the economic challenges has resulted in an uncertain and rapidly evolving economy. As of June 30, 2020, governmental response to combat this pandemic has resulted in approximately 17% of the Company’s branch staff and 12% of administrative staff working remotely. As of June 30, 2020, these remote work arrangements have not adversely impacted the ability to serve clients and have not had an impact on the Company’s financial reporting systems or the internal controls over financial reporting, disclosures and related procedures.

The most significant impact of COVID-19 on the Company’s business has been to the quality of the loan portfolio and to net interest income as short-term interest rates have sharply declined. The Company has increased the qualitative factors used in the determination of the adequacy of the allowance for loan and lease loss in anticipation of the impact that COVID-19 will have on clients and their ability to fulfill their obligations. There is no certainty that the provisions made during the first six months of 2020 will be sufficient to absorb the losses that stem from the impact of COVID-19 on the Company’s clients. As the longer-term effects on clients from the COVID-19 pandemic become more apparent, it may be necessary to charge-off some or all of the balance on certain loans and make further provisions to increase the allowance for loan and lease losses. These potential additional provisions for loan and lease losses will have a direct impact upon capital, including the potential need to reevaluate a valuation allowance on our deferred tax asset. At this time, the Company does not expect that there would be any material impairment to the valuation of other long-lived assets, right of use assets, or our investment securities.

Increased demand for liquidity by clients is another impact that could occur should the COVID-19 effects be prolonged. As of June 30, 2020, the Company and the Bank's on-balance sheet liquidity was very strong and combined with contingent liquidity resources, management believes that the Bank has sufficient resources to meet the liquidity needs of its clients. In response to COVID-19, the Federal Reserve has made other provisions that could assist the Bank in satisfying its liquidity needs, such as reducing the reserve requirement to zero, expanding access to the discount window through collateral pledging and extension of term borrowings.

The extent to which the COVID-19 pandemic affects the Company’s future financial results and operations will depend on future developments which are highly uncertain and cannot be predicted, including new information which may emerge concerning the duration and broad impacts of the pandemic, and current or future actions in response thereto. See “Management’s Discussion and Analysis of Financial Position and Results of Operations” and Part II, Item 1A, Risk Factors, for an additional discussion of risk related to COVID-19.

**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 2019 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.

*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: the credit exposure of certain loan products and other components of our business that could be impacted by the COVID-19 pandemic, changes in monetary, fiscal or tax policy to address the impact of COVID-19, any of which could cause us to incur additional loan losses and adversely affect our results of operations in the future, economic conditions (both generally and in the markets where the Company operates); the impact of the COVID-19 pandemic on our employees and customers; the success of our efforts to mitigate the impact of the COVID-19 pandemic; 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. Many of the foregoing risks and uncertainties are, and will be, exacerbated by the COVID-19 pandemic and any worsening of the global business and economic environment as a result. 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.*

## **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.

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## **COVID-19 Impact**

The coronavirus (“COVID-19”) pandemic and the Federal Reserve’s response to the economic challenges during the first six months of 2020 has resulted in an uncertain and rapidly evolving economy. Governmental response to combat this pandemic has resulted in approximately 17% of our branch staff and 12% of our administrative staff working remotely as of June 30, 2020. To date, we have been able to fully support our remote workforce and these remote work arrangements have not adversely impacted our ability to serve our clients. These remote work arrangements have also not had an impact on our financial reporting systems or the internal controls we have over financial reporting, disclosures and related procedures. In addition to the remote work arrangements, the Company has taken many other measures to protect employees and customers, including, adherence to state mask wearing mandates, social distancing, sanitizing protocols and posting of public safety notices on branch buildings.

The most significant impact of COVID-19 on our business has been to the quality of our loan portfolio and to net interest income as short-term interest rates have sharply declined. We have increased the qualitative factors used in the determination of the adequacy of our allowance for loan and lease loss in anticipation of the impact that COVID-19 will have on our clients and their ability to fulfill their obligations. In March 2020, the Federal Open Market Committee (FOMC) decreased the federal funds target rate in March 2020 to a range of 0%-0.25%, which resulted in a reduction in earning assets yields. Consequently, for the three months ended June 30, 2020, consolidated net income was \$2,581,000, or \$0.32 per diluted share (EPS), compared to \$2,709,000, or \$0.33 EPS, for the prior quarter and \$2,963,000, or \$0.37 EPS, for the same period a year ago. Consolidated net income for the six months ended June 30, 2020 totaled \$5,290,000, or \$0.65 EPS, representing a decrease of \$777,000 or 12.8% compared to \$6,067,000, or \$0.75 EPS for the six months ended June 30, 2019.

Offsetting these factors was an increase in loan interest and fee income of \$1,092,000 from the \$235 million in Paycheck Protection Program (“PPP”) loans funded during the second quarter through the Coronavirus Aid, Relief, and Economic Security Act (CARES Act), as the Bank committed early to be an active participant in the effort to support local businesses through the PPP program. Further, higher deposit account balances corresponding to PPP and government stimulus payments, coupled with changes in business and consumer spending patterns amid the COVID-19 stay-at-home orders and business lockdowns, resulted in relatively low overdraft activity and hence the decrease to non-interest income. Outside of this recent trend, the Bank’s core customer base and corresponding

service fee income related to servicing loan and deposit accounts, continues to grow at a steady pace. PPP loans also resulted in GAAP accounting deferred loan cost adjustments of \$1,092,000 credited against salary expense which was the primary reason for the decrease to non-interest expense.

We have no certainty that the provisions we made during the first six months of 2020 will be sufficient to absorb the losses that stem from the impact of COVID-19 on our clients. As the longer-term effects on our clients from the COVID-19 pandemic become more apparent, we may need to charge-off some or all of the balance on certain loans and make further provisions to increase our allowance for loan and lease losses. These potential additional provisions for loan and lease losses will have a direct impact upon our capital, including the potential need to reevaluate the need for a valuation allowance on our deferred tax asset. At this time, we don't expect that there would be any material impairment to the valuation of other long-lived assets, right of use assets, or our investment securities. Further, we expect a reduction in the amount of interest income we earn for the remainder of the year due to the FOMC rate cuts. While U.S. government recently re-opened the application window for PPP loans until August 8, 2020, unless the U.S. government takes additional action, our business may be further impacted, resulting in additional uncertainty on our net income results for the remainder of the year. Further, on June 8, 2020, the National Bureau of Economic Research announced that the United States was in an economic recession. A prolonged recession may result in increased overdraft activity and defaults on loans, which could materially harm our business, results of operations and financial condition.

The Bank is currently well capitalized under federal banking regulations that apply to all United States-based banks (see “Capital Ratios” section below for more information on the Bank’s capital position). In the event that future loan and leases loss and/or tax provisions reduce our capital surplus, we would be required to undertake measures to return the Bank’s capital ratios to well capitalized levels, which could include but not be limited to raising additional capital or reducing the Bank’s asset size. We believe that we would have access to equity and debt markets to secure additional capital for the Bank should the need arise, but we have no certainty regarding the extent of the availability of these markets at the time such need would arise.

Increased demand for liquidity by our clients is another impact that we anticipate could occur should the COVID-19 effects be prolonged. As of June 30, 2020 the Company and the Bank’s on-balance sheet liquidity was very strong and combined with our contingent liquidity resources, we believe that the Bank has sufficient resources to meet the liquidity needs of our clients. In response to COVID-19, the Federal Reserve has made other provisions that could assist the Bank in satisfying its liquidity needs, such as reducing our reserve requirement to zero, expanding access to the discount window through collateral pledging and extension of term borrowings.

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The extent to which the COVID-19 pandemic affects the Company’s future financial results and operations will depend on future developments which are highly uncertain and cannot be predicted, including new information which may emerge concerning the duration and broad impacts of the pandemic, and current or future actions in response thereto. Management is working closely with our Board of Directors as we plan and execute our response to the significant disruption caused by the crisis. See “Management’s Discussion and Analysis of Financial Position and Results of Operations” and Part II, Item 1A, Risk Factors, for additional discussion of risks related to the COVID-19 pandemic.

### **Critical Accounting Estimates**

*Management has determined the following five accounting estimates 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.

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 for each loan pool based on its historical net losses and benchmarks 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 trends,
- problem loan trends,
- loss and recovery trends,
- quality of loan review,
- lending and management staff,
- lending policies and procedures,
- economic and business conditions, and
- other external factors, including regulatory review.

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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 interest payable and 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.

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.

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### *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 2015.

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

The purpose of this summary is to provide an overview of the items that 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, 2020:

- The Company recognized net income of \$2,581,000 and \$5,290,000 for the three and six-month periods ended June 30, 2020, respectively, as compared to \$2,963,000 and \$6,067,000 for the same periods in 2019.
- The Company recognized loan loss provisions of \$1,860,000 and \$2,310,000 during the three and six-month periods ended June 30, 2020, respectively, as compared to \$95,000 for the three and six-month periods of 2019. The increase was primarily due to an adjustment to the reserve calculation for qualitative risk factors related to the current economic instability caused by the COVID-19 pandemic.
- Net interest income increased \$1,018,000 or 10.1% and \$1,135,000 or 5.6% for the three and six-month periods ended June 30, 2020, respectively, compared to the same periods in 2019. The increase was primarily due to \$1,092,000 recognized in loan interest and fees on \$235 million in PPP loans booked during the second quarter of 2020.
- Non-interest income decreased by \$218,000 or 17.6% and \$209,000 or 8.3% for the three and six-months ended June 30, 2020, respectively, as compared to the same periods in 2019. The increase was primarily due to a reduction in NSF fee income resulting from higher deposit account balances due to PPP loans and economic stimulus payments.
- Non-interest expense decreased by \$436,000 or 6.0% and \$220,000 or 1.5% for the three and six-month periods ended June 30, 2020, as compared to the

same periods in 2019. The decrease was mainly due to PPP deferred loan cost GAAP accounting adjustments of \$1,095,000 against salary expense during the second quarter of 2020.

- Total assets increased \$317,095,000 or 27.6%, total net loans increased by \$243,757,000 or 32.9% and investment securities increased by \$51,562,000 or 26.7% in each case from December 31, 2019 to June 30, 2020, while deposits increased by \$279,935,000 or 27.4% for the same period. Consequently, cash and cash equivalent balances increased by \$21,283,000. The June 30, 2020 balance sheet totals were bolstered by the \$235 million in PPP loans funded during the second quarter, which consequently increased total deposits, as the PPP funded amounts were credited directly to the borrowers' deposit accounts.

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**Income Summary**

For the three and six-month periods ended June 30, 2020, the Company recorded net income of \$2,581,000 and \$5,290,000, respectively, representing decreases of \$382,000 and \$777,000, as compared to the same periods in 2019. Return on average assets (annualized) was 0.75% and 0.84% for the three and six-months ended June 30, 2020, respectively, as compared to 1.13% and 1.15% for the same periods in 2019. Annualized return on average common equity was 8.80% and 9.15% for the three and six-months ended June 30, 2020, respectively, as compared to 11.39% and 11.95% for the same periods in 2019. Net income before provisions for income taxes decreased by \$530,000 and \$1,070,000 for the three and six-month periods ended June 30, 2020, respectively, from the comparable 2019 periods. The income statement components of these variances are as follows:

**Pre-Tax Income Variance Summary:**

(In thousands)

|                                          | Effect on Pre-Tax<br>Income<br>Increase (Decrease)<br>Three Months<br>Ended<br>June 30, 2020 | Effect on Pre-Tax<br>Income<br>Increase (Decrease)<br>Six Months Ended<br>June 30, 2020 |
|------------------------------------------|----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| Change from 2019 to 2020 in:             |                                                                                              |                                                                                         |
| Net interest income                      | \$ 1,018                                                                                     | \$ 1,135                                                                                |
| Provision for loan losses                | (1,765)                                                                                      | (2,215)                                                                                 |
| Non-interest income                      | (219)                                                                                        | (210)                                                                                   |
| Non-interest expense                     | 436                                                                                          | 220                                                                                     |
| Change in net income before income taxes | <u>\$ (530)</u>                                                                              | <u>\$ (1,070)</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 period ended June 30, 2020, net interest income was \$11,146,000 and \$21,374,000, respectively, which represented increases of \$1,018,000 or 10.1% and \$1,135,000 or 5.6%, from the comparable periods in 2019. The increase is primarily due to \$1,092,000 in interest and fees on PPP loans and organic loan and investment security growth.

The net interest margin (net interest income as a percentage of average interest earning assets) was 3.55% and 3.72% for the three and six-month periods ended June 30, 2020, respectively, compared to 4.23% and 4.19% for the same periods in 2019. The decrease in net interest margin is primarily due to the negative impact that the FOMC interest rate cuts, during 2020 and the last six months of 2019, had on our yield on earning assets. The PPP loan production in the second quarter further compressed the interest margin, as \$235 million in PPP loans were added to the loan portfolio with a yield of 1%. Earning asset yield decreased by 73 and 52 basis points for the three and six-month periods ended June 30, 2020, respectively, as compared to the same periods of 2020. Lessening this downward trend, was the deployment of low yielding cash equivalent balances into the organic loan portfolio and investment security portfolio. Additionally, PPP loans resulted in loan interest and fees of \$1,092,000 during the second quarter of 2020.

The cost of funds on interest-bearing liabilities decreased by 9 and 8 basis points for the three and six-month periods of 2020, respectively, as compared to the same period in 2019. The Company continues to recognize strong core deposit growth as evidenced by the increase in average non-interest-bearing demand deposit balances of \$126 million, for the six-month period ended June 30, 2020, as compared to the same period of 2019. Deposit balances were bolstered by the \$235 million in PPP loans funded during the second quarter, as the PPP funded amounts were credited directly to the borrowers' deposit accounts.

Net interest income has already been impacted by the COVID-19 during the first six months of 2020 and there may be additional negative effects. First, interest rates declined sharply at the end of the first quarter which reduced the yield on our earning assets which will continue as assets mature and reprice. Second, an economic recession [could reduce the demand for loans] and cause credit quality deterioration leading to more non-accrual loans, for which interest income is not recognized. Third, an increase in demand for liquidity by our clients could result in a decrease in deposits and force us to rely on our lines of credit, which could potentially increase our cost of funds. As of June 30, 2020, the Company and the Bank's on-balance sheet liquidity was very strong and combined with our contingent liquidity resources, we believe that the Bank has sufficient resources to meet the liquidity needs of our clients.

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The following tables show 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, 2020 and 2019:

### Net Interest Analysis

| (in thousands)                                 | Three Months Ended June 30, 2020 |                           |                     | Three Months Ended June 30, 2019 |                           |                     |
|------------------------------------------------|----------------------------------|---------------------------|---------------------|----------------------------------|---------------------------|---------------------|
|                                                | Average Balance                  | Interest Income / Expense | Avg Rate/ Yield (5) | Average Balance                  | Interest Income / Expense | Avg Rate/ Yield (5) |
| <b>Assets:</b>                                 |                                  |                           |                     |                                  |                           |                     |
| Earning assets:                                |                                  |                           |                     |                                  |                           |                     |
| Gross loans (1) (2)                            | \$ 935,119                       | \$ 9,842                  | 4.22%               | \$ 707,988                       | \$ 8,633                  | 4.89%               |
| Investment securities (2)                      | 240,900                          | 1,833                     | 3.05%               | 202,809                          | 1,671                     | 3.30%               |
| Federal funds sold                             | 19,261                           | 4                         | 0.08%               | 9,332                            | 56                        | 2.41%               |
| Interest-earning deposits                      | 92,890                           | 29                        | 0.13%               | 56,635                           | 315                       | 2.23%               |
| Total interest-earning assets                  | 1,288,170                        | 11,708                    | 3.65%               | 976,764                          | 10,675                    | 4.38%               |
| Total noninterest earning assets               | 90,695                           |                           |                     | 71,511                           |                           |                     |
| Total Assets                                   | 1,378,865                        |                           |                     | 1,048,275                        |                           |                     |
| <b>Liabilities and Shareholders' Equity:</b>   |                                  |                           |                     |                                  |                           |                     |
| Interest-bearing liabilities:                  |                                  |                           |                     |                                  |                           |                     |
| Interest-earning DDA                           | 283,008                          | 119                       | 0.17%               | 245,625                          | 245                       | 0.40%               |
| Money market deposits                          | 263,398                          | 103                       | 0.16%               | 226,782                          | 96                        | 0.17%               |
| Savings deposits                               | 94,190                           | 11                        | 0.05%               | 81,593                           | 13                        | 0.06%               |
| Time certificates of deposit \$250,000 or more | 17,755                           | 28                        | 0.63%               | 15,785                           | 14                        | 0.36%               |
| Other time deposits                            | 19,582                           | 14                        | 0.29%               | 22,497                           | 15                        | 0.27%               |
| Other Borrowings                               | 41,099                           | 32                        | 0.31%               | 0                                | 0                         | 0.00%               |
| Total interest-bearing liabilities             | 719,032                          | 307                       | 0.17%               | 592,282                          | 383                       | 0.26%               |
| Noninterest-bearing liabilities:               |                                  |                           |                     |                                  |                           |                     |
| Noninterest-bearing deposits                   | 527,059                          |                           |                     | 338,560                          |                           |                     |
| Other liabilities                              | 15,110                           |                           |                     | 13,126                           |                           |                     |
| Total noninterest-bearing liabilities          | 542,169                          |                           |                     | 351,686                          |                           |                     |
| Shareholders' equity                           | 117,664                          |                           |                     | 104,307                          |                           |                     |
| Total liabilities and shareholders' equity     | \$ 1,378,865                     |                           |                     | \$ 1,048,275                     |                           |                     |
| Net interest income                            |                                  | \$ 11,401                 |                     |                                  | \$ 10,292                 |                     |
| Net interest spread (3)                        |                                  |                           | 3.47%               |                                  |                           | 4.12%               |
| Net interest margin (4)                        |                                  |                           | 3.55%               |                                  |                           | 4.23%               |

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

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

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

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

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

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| (in thousands)                               | Six months ended June 30, 2020 |                           |                     | Six months ended June 30, 2019 |                           |                     |
|----------------------------------------------|--------------------------------|---------------------------|---------------------|--------------------------------|---------------------------|---------------------|
|                                              | Average Balance                | Interest Income / Expense | Avg Rate/ Yield (5) | Average Balance                | Interest Income / Expense | Avg Rate/ Yield (5) |
| <b>Assets:</b>                               |                                |                           |                     |                                |                           |                     |
| Earning assets:                              |                                |                           |                     |                                |                           |                     |
| Gross loans (1) (2)                          | \$ 845,169                     | \$ 18,654                 | 4.43%               | \$ 706,177                     | \$ 17,079                 | 4.88%               |
| Investment securities (2)                    | 217,441                        | 3,342                     | 3.08%               | 205,156                        | 3,354                     | 3.30%               |
| Federal funds sold                           | 16,424                         | 46                        | 0.56%               | 8,927                          | 107                       | 2.42%               |
| Interest-earning deposits                    | 95,665                         | 396                       | 0.83%               | 69,417                         | 831                       | 2.41%               |
| Total interest-earning assets                | 1,174,699                      | 22,438                    | 3.83%               | 989,677                        | 21,371                    | 4.35%               |
| Total noninterest earning assets             | 86,050                         |                           |                     | 70,332                         |                           |                     |
| Total assets                                 | 1,260,749                      |                           |                     | 1,060,009                      |                           |                     |
| <b>Liabilities and Shareholders' Equity:</b> |                                |                           |                     |                                |                           |                     |
| Interest-bearing liabilities:                |                                |                           |                     |                                |                           |                     |
| Interest-earning DDA                         | 268,356                        | 296                       | 0.22%               | 245,796                        | 460                       | 0.38%               |

|                                                |              |     |       |              |     |       |
|------------------------------------------------|--------------|-----|-------|--------------|-----|-------|
| Money market deposits                          | 249,744      | 204 | 0.16% | 238,135      | 258 | 0.22% |
| Savings deposits                               | 88,652       | 21  | 0.05% | 80,710       | 25  | 0.06% |
| Time certificates of deposit \$250,000 or more | 17,851       | 57  | 0.64% | 15,346       | 30  | 0.39% |
| Other time deposits                            | 19,761       | 27  | 0.27% | 25,607       | 32  | 0.00% |
| Other Borrowings                               | 20,549       | 32  | 0.31% | 0            | 0   | 0.00% |
| Total interest-bearing liabilities             | 664,913      | 637 | 0.19% | 605,594      | 805 | 0.27% |
| Noninterest-bearing liabilities:               |              |     |       |              |     |       |
| Noninterest-bearing deposits                   | 465,184      |     |       | 339,669      |     |       |
| Other liabilities                              | 14,752       |     |       | 12,401       |     |       |
| Total noninterest-bearing liabilities          | 479,936      |     |       | 352,070      |     |       |
| Shareholders' equity                           | 115,900      |     |       | 102,345      |     |       |
| Total liabilities and shareholders' equity     | \$ 1,260,749 |     |       | \$ 1,060,009 |     |       |
| Net interest income                            | \$ 21,801    |     |       | \$ 20,566    |     |       |
| Net interest spread (3)                        |              |     | 3.64% |              |     | 4.09% |
| Net interest margin (4)                        |              |     | 3.72% |              |     | 4.19% |

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

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

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

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

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

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Shown in the following tables are the relative impacts on net interest income of changes in the average outstanding balances (volume) of earning assets and interest-bearing liabilities and the rates earned and paid by the Company on those assets and liabilities for the three and six-month periods ended June 30, 2020 and 2019. 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<br>June 30, 2020 vs 2019<br>Increase (Decrease)<br>in interest income and expense<br>due to changes in: |                   |                 |
|--------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|-------------------|-----------------|
|                                      | Volume                                                                                                                             | Rate              | Total           |
|                                      |                                                                                                                                    |                   |                 |
| <b>Interest income:</b>              |                                                                                                                                    |                   |                 |
| Gross loans (1) (2)                  | \$ 2,770                                                                                                                           | \$ (1,561)        | \$ 1,209        |
| Investment securities (2)            | 314                                                                                                                                | (152)             | 162             |
| Federal funds sold                   | 60                                                                                                                                 | (112)             | (52)            |
| Interest-earning deposits            | 202                                                                                                                                | (488)             | (286)           |
| <b>Total interest income</b>         | <b>\$ 3,346</b>                                                                                                                    | <b>\$ (2,313)</b> | <b>\$ 1,033</b> |
| <b>Interest expense:</b>             |                                                                                                                                    |                   |                 |
| Interest-earning DDA                 | 37                                                                                                                                 | (163)             | (126)           |
| Money market deposits                | 16                                                                                                                                 | (9)               | 7               |
| Savings deposits                     | 2                                                                                                                                  | (4)               | (2)             |
| Time CD \$250K or more               | 2                                                                                                                                  | 12                | 14              |
| Other time deposits                  | (2)                                                                                                                                | 1                 | (1)             |
| Other Borrowings                     | 0                                                                                                                                  | 32                | 32              |
| <b>Total interest expense</b>        | <b>\$ 55</b>                                                                                                                       | <b>\$ (131)</b>   | <b>\$ (76)</b>  |
| <b>Change in net interest income</b> | <b>\$ 3,291</b>                                                                                                                    | <b>\$ (2,182)</b> | <b>\$ 1,109</b> |

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

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

The table above reflects an increase of \$3,291,000 in net interest income due to growth of earning asset balances combined with the overall change in mix of balances during the second quarter of 2020 as compared to the same period of 2019. The decrease in earning asset yields and rates on interest-bearing liabilities triggered by recent FOMC rate cuts resulted in a decrease of \$2,182,000 to net interest income, over the same period.

| For the Six Months Ended June 30,<br>2020 vs 2019<br>Increase (Decrease)<br>in interest income and expense<br>due to changes in: |                 |                   |                 |
|----------------------------------------------------------------------------------------------------------------------------------|-----------------|-------------------|-----------------|
| (in thousands)                                                                                                                   | Volume          | Rate              | Total           |
| <b>Interest income:</b>                                                                                                          |                 |                   |                 |
| Gross loans (1) (2)                                                                                                              | \$ 3,362        | \$ (1,787)        | \$ 1,575        |
| Investment securities (2)                                                                                                        | 201             | (213)             | (12)            |
| Federal funds sold                                                                                                               | 90              | (151)             | (61)            |
| Interest-earning deposits                                                                                                        | 315             | (750)             | (435)           |
| <b>Total interest income</b>                                                                                                     | <b>\$ 3,968</b> | <b>\$ (2,901)</b> | <b>\$ 1,067</b> |
| <b>Interest expense:</b>                                                                                                         |                 |                   |                 |
| Interest-earning DDA                                                                                                             | \$ 42           | \$ (206)          | \$ (164)        |
| Money market deposits                                                                                                            | 13              | (67)              | (54)            |
| Savings deposits                                                                                                                 | 2               | (6)               | (4)             |
| Time CD \$250K or more                                                                                                           | 5               | 22                | 27              |
| Other time deposits                                                                                                              | (7)             | 2                 | (5)             |
| Other Borrowings                                                                                                                 | 0               | 32                | 32              |
| Total interest expense                                                                                                           | \$ 55           | \$ (223)          | \$ (168)        |
| <b>Change in net interest income</b>                                                                                             | <b>\$ 3,913</b> | <b>\$ (2,678)</b> | <b>\$ 1,235</b> |

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

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

The table above reflects an increase of \$3,913,000 in net interest income due to growth of earning asset balances combined with the overall change in mix of balances during the six-month period of 2020 as compared to the same period of 2019. The decrease in earning asset yields and rates on interest-bearing liabilities triggered by recent FOMC rate cuts resulted in a decrease of \$2,678,000 to 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 \$1,860,000 and \$2,310,000 during the three and six-months ended June 30, 2020, respectively, as compared to \$95,000 recorded during the three and six-month periods of 2019. The provisions during the first six months of 2020 were mainly due to the impact of the COVID-19 pandemic. Management reviewed the qualitative factors within the allowance for loan loss calculation and determined that a macro-economic adjustment was necessary to account for the potential negative impact of the financial strain that is being experienced by certain borrowers. Management will continue to closely monitor the economic impacts to our loan portfolio and may need to make further qualitative adjustments depending on the severity and longevity of the COVID-19 pandemic.

#### 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 period ended June 30, 2020, non-interest income was \$1,023,000 and \$2,307,000, respectively, representing decreases of \$219,000 or 17.6% and \$210,000 or 8.3%, compared to the same periods in 2019.

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

| (in thousands)                                     | For the Three Months Ended June 30, |        |           |          |
|----------------------------------------------------|-------------------------------------|--------|-----------|----------|
|                                                    | 2020                                | 2019   | \$ change | % change |
| Service charges on deposits                        | \$ 269                              | \$ 403 | \$ (134)  | (33.3%)  |
| Debit card transaction fee income                  | 312                                 | 327    | (15)      | (4.6%)   |
| Earnings on cash surrender value of life insurance | 176                                 | 127    | 49        | 38.6%    |
| Mortgage commissions                               | 6                                   | 27     | (21)      | (77.8%)  |
| Gains on calls of securities                       | 1                                   | 1      | 0         | 0.0%     |
| Other income                                       | 259                                 | 357    | (98)      | (27.5%)  |

|                           |          |          |          |         |
|---------------------------|----------|----------|----------|---------|
| Total non-interest income | \$ 1,023 | \$ 1,242 | \$ (219) | (17.6%) |
|---------------------------|----------|----------|----------|---------|

(in thousands)

|                                                    | For the Six Months Ended June 30, |          |           |          |
|----------------------------------------------------|-----------------------------------|----------|-----------|----------|
|                                                    | 2020                              | 2019     | \$ change | % change |
| Service charges on deposits                        | \$ 656                            | \$ 796   | \$ (140)  | (17.6%)  |
| Debit card transaction fee income                  | 607                               | 601      | 6         | 1.0%     |
| Earnings on cash surrender value of life insurance | 350                               | 252      | 98        | 38.9%    |
| Mortgage commissions                               | 51                                | 50       | 1         | 2.0%     |
| Gains on calls of securities                       | 1                                 | 110      | (109)     | (99.1%)  |
| Other income                                       | 642                               | 708      | (66)      | (9.3%)   |
| Total non-interest income                          | \$ 2,307                          | \$ 2,517 | \$ (210)  | (8.3%)   |

Service charges on deposits decreased by \$134,000 and \$140,000 for the three and six-months ended June 30, 2020, respectively, compared to the same periods in 2019. Higher deposit account balances corresponding to PPP and government stimulus payments, coupled with changes in customer spending patterns amid the COVID-19 pandemic resulted in relatively low overdraft activity. Outside of this recent trend, the bank's core customer base and corresponding service fee income related to servicing loan and deposit accounts, continues to grow at a steady pace.

Debit card transaction fee income decreased by \$15,000 for the three-months ended June 30, 2020 and increased by \$6,000 for the six-months ended June 30, 2020, compared to the same periods in 2019. The retraction during the second quarter of 2020 is attributable to changes in business and consumer spending patterns amid the COVID-19 stay-at-home orders and business lockdowns.

Earnings on cash surrender value of life insurance increased by \$49,000 and \$98,000 for the three and six-months ended June 30, 2020, respectively, compared to the same periods in 2019. The increase was due to four new life insurance policies purchased on certain directors and officers during the third quarter of 2019.

Mortgage commissions decreased by \$23,000 for the three-months ended June 30, 2020, and increased by \$1,000 for the six months ended June 30, 2020, as compared to the same periods of 2019, as the demand for home purchases and refinancing has retracted during second quarter of 2020.

Gains on calls of securities during the three and six-months ended June 30, 2020 totaled \$1,000, as compared to gains of \$1,000 and \$110,000 recorded in the same periods of 2019, as the volume of called securities continues to be higher than normal in 2020 and 2019 due to the low interest rate environment, but has decreased in 2020 compared to 2019.

Other income decreased by \$98,000 for the three-month period ended June 30, 2020 and increased by \$66,000 for the six-month period ended June 30, 2020, as compared to the same periods of 2019. The decrease in the second quarter of 2020, is mainly attributable to a decrease in unrealized gains recorded on our one equity security.

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**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, |          |           |          |
|-------------------------------------|-------------------------------------|----------|-----------|----------|
|                                     | 2020                                | 2019     | \$ change | % change |
| Salaries and employee benefits      | \$ 3,947                            | \$ 4,480 | \$ (533)  | (11.9%)  |
| Occupancy                           | 886                                 | 857      | 29        | 3.4%     |
| Data processing fees                | 505                                 | 472      | 33        | 7.0%     |
| Regulatory assessments (FDIC & DBO) | 72                                  | 102      | (30)      | (29.4%)  |
| Other operating expenses            | 1,464                               | 1,399    | 65        | 4.6%     |
| Total non-interest expense          | \$ 6,874                            | \$ 7,310 | \$ (436)  | (6.0%)   |

(in thousands)

|                                     | For the Six Months Ended June 30, |           |           |          |
|-------------------------------------|-----------------------------------|-----------|-----------|----------|
|                                     | 2020                              | 2019      | \$ change | % change |
| Salaries and employee benefits      | \$ 8,548                          | \$ 8,884  | \$ (336)  | (3.8%)   |
| Occupancy                           | 1,754                             | 1,746     | 8         | 0.5%     |
| Data processing fees                | 999                               | 918       | 81        | 8.8%     |
| Regulatory assessments (FDIC & DBO) | 102                               | 212       | (110)     | (51.9%)  |
| Other operating expenses            | 2,920                             | 2,783     | 137       | 4.9%     |
| Total non-interest expense          | \$ 14,323                         | \$ 14,543 | \$ (220)  | (1.5%)   |

Non-interest expenses decreased by \$436,000 or 6.0% and \$220,000 or 1.5% for the three and six-months ended June 30, 2020, respectively, as compared to the same periods of 2019. Salaries and employee benefits decreased \$533,000 and \$336,000 for the three and six-months ended June 30, 2020, respectively, as

compared to the same periods of 2019, primarily due to GAAP accounting deferred loan cost adjustments of \$1,092,000 on PPP loans, which was offset by additional staffing expense required to support the continued loan and deposit growth.

Occupancy expenses increased by \$29,000 and \$8,000 for the three and six-months ended June 30, 2020, respectively, as compared to the same periods of 2019, mainly due to depreciation expense on new ATM machines placed into service during the first six months of 2020.

Data processing fees increased by \$33,000 and \$81,000 for the three and six-month periods ended June 30, 2020, respectively, as compared to the same periods of 2019. The 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 \$30,000 and \$110,000 for the three and six-months ended June 30, 2020, respectively, as compared to the same periods in 2019. In January 2019, the FDIC sent notification that small banks less than \$10 billion would receive assessment credits for the portion of their assessments that contributed to the growth in the Deposit Insurance Fund Reserve Ratio from 1.15% to 1.35%, to be applied when the reserve ratio reached 1.38%. That threshold was met in the early part of 2019 and therefore the Company did not recognize any expense for FDIC assessments during the last six months of 2019 and the first quarter of 2020. The Company resumed its expense accrual during the second quarter of 2020, when the credit was fully utilized. Additionally, 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 improved throughout 2019 and remains at stable levels in 2020 thus far, resulting in a relatively low assessment rate. However, management expects it to be offset by deposit growth throughout the remainder of 2020, as the FDIC assessment rates are applied to average quarterly total liabilities as the primary basis.

Other expense increased by \$65,000 and \$137,000 for the three and six-months ended June 30, 2020, respectively, as compared to the same periods in 2019, 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.

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## **Income Taxes**

The CARES Act, passed by Congress during the first quarter of 2020 in response to the COVID-19 pandemic, provides for assistance in the form of income tax related relief measures, including temporary changes to income tax laws such as the ability to carryback NOLs for a period of five years, which does not apply to our Company. Management performed an evaluation of the tax relief measures available and determined there was no significant impact to our Company, and therefore, no tax relief provisions have been applied.

The Company reported provisions for income taxes of \$854,000 and \$1,758,000 for the three and six-month periods ended June 30, 2020, respectively, representing decreases of \$148,000 and \$293,000, compared to the provisions reported in the comparable periods of 2019. The effective income tax rate on income from continuing operations was 24.9% for the three and six-months ended June 30, 2020, compared to 25.3% for the comparable periods of 2019. 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 2020 as compared to 2019 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 2020 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 \$927,000 and \$1,103,000 as of June 30, 2020 and December 31, 2019, respectively. The non-accrual loans as of June 30, 2020 are loans made to two borrowers primarily for commercial real estate land and consumer residential. As of June 30, 2020 and December 31, 2019, the Company had one loan considered a troubled debt restructuring totaling \$790,000 and \$855,000, respectively, which is included in non-accrual loans.

OREO as of June 30, 2020 and December 31, 2019 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, acquisitions or fair value adjustments of OREO properties during the first six months of 2020 and 2019.

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The following table presents information about the Bank's non-performing assets, including asset quality ratios as of June 30, 2020 and December 31, 2019:

## Non-Performing Assets

(in thousands)

|                                                         | June 30,<br>2020 | December 31,<br>2019 |
|---------------------------------------------------------|------------------|----------------------|
| Loans in non-accrual status                             | \$ 927           | \$ 1,103             |
| Loans past due 90 days or more and accruing             | 0                | 0                    |
| Total non-performing loans                              | 927              | 1,130                |
| Other real estate owned                                 | 0                | 0                    |
| Total non-performing assets                             | \$ 927           | \$ 1,103             |
| Allowance for loan losses                               | \$ 11,443        | \$ 9,146             |
| Asset quality ratios:                                   |                  |                      |
| Non-performing assets to total assets                   | 0.06%            | 0.10%                |
| Non-performing loans to total loans                     | 0.09%            | 0.15%                |
| Allowance for loan losses to total loans                | 1.14%            | 1.22%                |
| Allowance for loan losses to total non-performing loans | 1234.41%         | 829.19%              |

Non-performing assets decreased by \$176,000 as of June 30, 2020, as compared to December 31, 2019, due to payments received from borrowers on two loans on non-accrual status during 2020.

## 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 \$1,860,000 and \$2,310,000 during the three and six-months ended June 30, 2020, as compared to \$95,000 in the same periods of 2019.

The provisions during the three and six-month periods of 2020 were due mainly to the impact of the COVID-19 pandemic. Management reviewed the qualitative factors within the allowance for loan loss calculation and determined that a macro-economic adjustment was necessary to account for the potential negative impact of the financial strain that is being experienced by certain borrowers. Management will continue to closely monitor the economic impacts to our loan portfolio and may need to make further qualitative adjustments depending on the severity and longevity of the COVID-19 pandemic.

The allowance for loan losses increased by \$2,297,000, to \$11,443,000 as of June 30, 2020, as compared to \$9,146,000 as of December 31, 2019, due to the \$2,310,000 provision for loan loss during the first six months of 2020, which was partially offset by net loan charge-offs of \$13,000 during the same period. These factors combined with the increase in the gross loan balance resulted in a decrease in the allowance for loan losses as a percentage of total loans to 1.14% as of June 30, 2020, as compared to 1.22% as of December 31, 2019. This decrease is mainly due to the \$235 million in PPP loans that do not require a loan loss reserve as they are guaranteed by the federal government through the SBA program.

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 as of June 30, 2020 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.

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## 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, 2020, and December 31, 2019, the Company had \$168,877,000 and \$147,594,000, 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 \$3,406,000 as of June 30, 2020. 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 as of June 30, 2020 were \$1,299,864,000, a \$279,935,000 or 27.4% increase from the deposit total of \$1,019,929,000 as of December 31, 2019. Average deposits increased by \$184,834,000 to \$1,130,097,000 for the six-month period ended June 30, 2020 as compared to the same period in 2019, mainly due to core deposit growth as the PPP Program provided opportunities to win the business of various business clients. PPP loan funds were consequently credited directly to borrowers' deposit accounts. 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,<br>2020           | December 31,<br>2019       | Six Month Change         |                     |
|----------------|----------------------------|----------------------------|--------------------------|---------------------|
|                |                            |                            | \$                       | %                   |
| Demand         | \$ 881,646                 | \$ 664,687                 | \$ 216,959               | 32.6%               |
| MMDA           | 280,707                    | 233,526                    | 47,181                   | 20.2%               |
| Savings        | 99,956                     | 82,789                     | 17,167                   | 20.7%               |
| Time < \$250K  | 19,695                     | 20,785                     | (1,090)                  | (5.2%)              |
| Time > \$250K  | 17,860                     | 18,142                     | (282)                    | (1.6%)              |
|                | <u><u>\$ 1,299,864</u></u> | <u><u>\$ 1,019,929</u></u> | <u><u>\$ 279,935</u></u> | <u><u>27.4%</u></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. Four clients carry deposit balances of more than 1% of total deposits, but none had a deposit balance of more than 3% of total deposits as of June 30, 2020. 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, 2020 and December 31, 2019.

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### **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 ("FHLB") as an alternative to retail deposit funds. The Company took out a \$50 million FHLB advance in April 2020 in anticipation of funding a large volume of PPP loans. As of June 30, 2020, \$20 million of the FHLB advance had been paid off and \$30,000 remained outstanding, which was subsequently paid in full during July 2020. As of December 31, 2019, had no outstanding FHLB advances or borrowings of any kind, 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 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 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 became fully effective on January 1, 2019.

On September 17, 2019, the FDIC finalized a rule that introduces an optional simplified measure of capital adequacy for qualifying community banking organizations (i.e., the community bank leverage ratio (CBLR) framework), as required by the Economic Growth, Regulatory Relief and Consumer Protection Act. The CBLR framework is designed to reduce burden by removing the requirements for calculating and reporting risk-based capital ratios for qualifying community banking organizations that opt into the framework. In order to qualify for the CBLR framework, a community banking organization must have a tier 1 leverage ratio of greater than 9.0%, less than \$10 billion in total consolidated assets, and limited amounts of off-balance-sheet exposures and trading assets and liabilities. A qualifying community banking organization that opts into the CBLR framework and meets all requirements under the framework will be considered to have met the well-capitalized ratio requirements under the Prompt Corrective Action regulations and will not be required to report or calculate risk-based capital. The CBLR framework became available for banks to use in their March 31, 2020 Call Report. The Company performed an analysis of the changes to capital adequacy and reporting requirements within the quarterly Call Report, and has made the decision that it will not opt into the CBLR framework.

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.

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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  |
| <b>Capital ratios for Bank:</b>                        |            |       |                        |        |
| As of June 30, 2020                                    |            |       |                        |        |
| Total capital (to Risk- Weighted Assets)               | \$ 122,225 | 12.5% | \$ 102,437             | >10.5% |
| Tier I capital (to Risk- Weighted Assets)              | \$ 110,363 | 11.3% | \$ 82,925              | >8.5%  |
| Common Equity Tier 1 Capital (to Risk Weighted Assets) | \$ 110,363 | 11.3% | \$ 68,291              | >7.0%  |
| Tier I capital (to Average Assets)                     | \$ 110,363 | 8.1%  | \$ 54,803              | >4.0%  |
| As of December 31, 2019                                |            |       |                        |        |
| Total capital (to Risk- Weighted Assets)               | \$ 115,713 | 12.3% | \$ 98,423              | >10.5% |
| Tier I capital (to Risk- Weighted Assets)              | \$ 106,140 | 11.3% | \$ 79,676              | >8.5%  |
| Common Equity Tier 1 Capital (to Risk Weighted Assets) | \$ 106,140 | 11.3% | \$ 65,615              | >7.0%  |
| Tier I capital (to Average Assets)                     | \$ 106,140 | 9.5%  | \$ 44,948              | >4.0%  |
| <b>Capital ratios for the Company:</b>                 |            |       |                        |        |
| As of June 30, 2020                                    |            |       |                        |        |
| Total capital (to Risk- Weighted Assets)               | \$ 122,568 | 12.6% | \$ 102,446             | >10.5% |
| Tier I capital (to Risk- Weighted Assets)              | \$ 110,706 | 11.4% | \$ 82,933              | >8.5%  |
| Common Equity Tier 1 Capital (to Risk Weighted Assets) | \$ 110,706 | 11.4  | \$ 68,297              | >7.0%  |
| Tier I capital (to Average Assets)                     | \$ 110,706 | 8.1%  | \$ 54,809              | >4.0%  |
| As of December 31, 2019                                |            |       |                        |        |
| Total capital (to Risk- Weighted Assets)               | \$ 115,910 | 12.4% | \$ 98,428              | >10.5% |
| Tier I capital (to Risk- Weighted Assets)              | \$ 106,337 | 11.3% | \$ 79,680              | >8.5%  |
| Common Equity Tier 1 Capital (to Risk Weighted Assets) | \$ 106,337 | 11.3% | \$ 65,619              | >7.0%  |
| Tier I capital (to Average Assets)                     | \$ 106,337 | 9.5%  | \$ 44,951              | >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 as of June 30, 2020 were \$283.1 million compared to \$241.0 million as of December 31, 2019. The Company's liquidity level measured as the percentage of liquid assets to total assets was 19.3% as of June 30, 2020, compared to 21.0% as of December 31, 2019. Liquidity increased during the first six months of 2020, mainly due to the deposit increase of \$280 million, resulting in higher 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 at least the next twelve months. Management monitors the Company's liquidity position daily, balancing loan funding/payments with changes in deposit activity and overnight investments.

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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, 2020, the Company's borrowing capacity from the FHLB was approximately \$289.1 million and there were outstanding advances of \$30 million that were subsequently paid off in July 2020. The Company also maintains 2 lines of credit with correspondent banks to purchase up to \$70 million in federal funds, for which there were no advances as of June 30, 2020.

During the period of uncertainty and volatility related to the COVID-19 pandemic, we will continue to monitor our liquidity.

## 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, 2020 and December 31, 2019, the Company had commitments to extend credit of \$161.8 million and \$164.7 million, respectively, which includes obligations under letters of credit of \$2.9 million and \$3.1 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 2019 Annual Report on Form 10-K. As of June 30, 2020, the Company's exposures to market risk have not changed materially since December 31, 2019. We will continue to monitor our exposures to market risk in light of the COVID-19 pandemic.

## 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, 2020 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting subsequent to the Evaluation Date. We have not experienced

any significant impact to our internal controls over financial reporting despite the fact that most of our employees are working remotely due to the COVID-19 pandemic. The design of our processes and controls allow for remote execution with accessibility to secure data. We are continually monitoring and assessing the COVID-19 situation to minimize the impact, if any, on the design and operating effectiveness on our internal controls.

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## 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

The following risk factor supplements, and should be read in conjunction with, the risk factors described in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2019.

***Our business and our customers are negatively impacted by the COVID-19 pandemic, and we cannot predict the overall cost or duration of these impacts on our business or the economy as a whole.***

On March 11, 2020, the World Health Organization declared the global outbreak of COVID-19 to be a pandemic. As a result of both consumer responses to the pandemic and government-imposed stay-home or shelter in place orders, many businesses have suffered extreme financial hardship. Unemployment has increased both nationally and in California, and on June 8, 2020, the National Bureau of Economic Research announced that the United States was in an economic recession.

Consequently, we have substantially increased our allowance for credit loss in response to the negative economic impacts of the COVID-19 pandemic. We consider certain qualitative factors for each loan pool, including changes in collateral values and economic conditions, to adjust the expected historic loss rates for current and forecasted conditions that are not incorporated into the historical loss information. However, we cannot be sure that the amount by which we have increased our allowance for credit losses will be adequate or that additional increases to the allowance for credit loss will not be needed in subsequent periods. The lack of information regarding when orders requiring the closure of non-essential parts of our economy will be lifted, how they will be lifted, the potential for future outbreaks of infections that may require additional closures of the economy and the long lasting impacts of the pandemic on the economy generally, the actual credit performance of our loan portfolio as compared to the modeled estimation, as well as on consumer behavior in the near term and the long run, make it hard to accurately model the total expected impact to the credit quality of our loan portfolio. While our provisioning incorporates past events, current conditions, and reasonable and supportable forecasts regarding the expected economic impact, the actual impact is unknowable, and a failure to make adequate provision may result in future losses above our expected losses, which would have a negative impact on our capital position, liquidity, financial position and results of operations.

In March 2020, the Federal Open Market Committee (FOMC) decreased the federal funds target rate in March 2020 to a range of 0%-0.25%, which resulted in a reduction in our earning assets yields and therefore, we expect a reduction in the amount of interest income we earn for the remainder of the year. Additionally, concerns over the economic impact of the COVID-19 pandemic have caused extreme volatility in financial and other capital markets, which may adversely affect our stock price and our ability to access capital markets in the future.

To date, we have not closed any of our branches for extended periods in response to COVID-19 outbreaks in our communities. However, many other banks in our area have had to close branches due to risks of infection or actual infection within those branches. While we have implemented social distancing and sanitation plans and other safeguards and provided personal protection equipment for our front line employees, those employees remain at heightened risk for infection due to their exposure to the public, and any exposure to the virus may require us to temporarily close one or more of our branches in order to provide for appropriate cleaning of the branch to reduce the risk of infection. These measures, including limiting branch access, potential closures and costs of increased cleaning, may increase our costs of doing business and decrease the profitability of our branches, which may in turn impact our results of operations.

The extent to which the COVID-19 global pandemic and measures taken in response to it will impact our business, results of operations and financial condition will depend on future developments, which are highly uncertain and are difficult to predict; these developments include, but are not limited to, the duration and spread of the pandemic, its severity, the actions to contain the virus or address its impact, U.S. and foreign government actions to respond to the reduction in global economic activity, and how quickly and to what extent normal economic and operating conditions can resume.

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***As a participating lender in the SBA PPP loans, the Company and the Bank are subject to additional risks of litigation from the Bank's customers or other parties regarding the Bank's processing of loans for the PPP and risks that the SBA may not fund some or all PPP loan guaranties.***

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was signed into law, which included a \$349 billion loan program administered through the SBA referred to as the Paycheck Protection Program, or PPP, which the Bank is participating in as a lender. Under the initial phase of the PPP, small businesses and other entities and individuals were able to apply for loans from existing SBA lenders and other approved regulated lenders that enroll in the program, subject to numerous limitations and eligibility criteria. The SBA opened its systems for processing of PPP loans on April 3, 2020; however, there was and continues to be significant ambiguity in the laws, rules and guidance regarding the operation of the PPP, including the order in which loans were processed and

which customers were eligible to participate. These ambiguities expose the Company to risks relating to noncompliance with the PPP. Furthermore, the initial funding for the PPP was fully allocated by April 16, 2020, and while the federal government authorized an additional \$310 billion in PPP funding on April 24, 2020, to be disbursed beginning on April 27, the additional authorization came with additional guidance and limitations and eligibility criteria that further increased the ambiguity and risk of liability for the Company and the Bank. Moreover, the SBA system was unable to handle the volume of loan submissions throughout the process, further complicating the process and creating additional dissatisfaction from customers whose loans may have been delayed as a result.

Since the opening of the PPP, several other larger banks have been subject to litigation regarding the process and procedures that such banks used in processing applications for the PPP. The Company and the Bank may be exposed to the risk of similar litigation, from both customers and non-customers that approached the Bank regarding PPP loans, regarding its process and procedures used in processing applications for the PPP. Class action lawsuits have also been filed in some states against certain lenders alleging that those institutions inappropriately prioritized larger loans for processing in order to maximize agency fees. If any such litigation is filed which names the Company or the Bank as a defendant and which is not resolved in a manner favorable to the Company or the Bank, it may result in significant financial liability or adversely affect the Company's reputation. In addition, litigation can be costly, regardless of outcome. Any financial liability, litigation costs or reputational damage caused by PPP related litigation could have a material adverse impact on our business, financial condition and results of operations.

The Bank may also have unplanned credit risk on PPP loans if a determination is made by the SBA that there is a deficiency in the manner in which the loan was originated, documented, funded, or serviced by the Bank, such as an issue with the eligibility of a borrower to receive a PPP loan, which may or may not be related to the ambiguity in the laws, rules and guidance regarding the operation of the PPP. In the event of a loss resulting from a default on a PPP loan and a determination by the SBA that there was a deficiency in the manner in which the PPP loan was originated, funded, or serviced by the Company, the SBA may deny its liability under the guaranty, deny forgiveness of the forgivable part of the PPP loan, reduce the amount of the guaranty, or, if it has already paid under the guaranty, seek recovery of any loss related to the deficiency from the Company.

See Note 8 to our Condensed Consolidated Financial Statements and "Management's Discussion and Analysis of Financial Position and Results of Operations" for additional discussion of risks related to the COVID-19 pandemic and the actual operational and financial impacts that we have experienced to date.

**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.

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**Item 6. Exhibits**

The following exhibits are filed as part of this report:

| Exhibit No. | Exhibit Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|-------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 31.01*      | <a href="#">Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 31.02*      | <a href="#">Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 32.01**     | <a href="#">Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 101*        | The following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2020, formatted in Inline XBRL: (i) Condensed Consolidated Balance Sheets at June 30, 2020 (Unaudited) and December 31, 2019, (ii) <a href="#">June 30, 2019 (Unaudited)</a> , (iii) <a href="#">Condensed Consolidated Statements of Comprehensive Income for the three and six-month periods ended June 30, 2020 and June 30, 2019 (Unaudited)</a> , (iv) <a href="#">Condensed Consolidated Statements of Changes of Shareholders' Equity for the three and six-month periods ended June 30, 2020 and June 30, 2019 (Unaudited)</a> , (v) <a href="#">Condensed Consolidated Statements of Cash Flows for the six-month periods ended June 30, 2020 and June 30, 2019 (Unaudited)</a> , and (vi) Notes to Condensed Consolidated Financial Statements, tagged as blocks of text and including detailed tags |
| 104*        | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |

\* Filed herewith.

## SIGNATURES

Date: August 7, 2020

By: /s/ 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 10, 2020

/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 10, 2020

/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, 2020, 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 10, 2020

/s/ CHRISTOPHER M. COURTNEY

**Christopher M. Courtney**  
**President and Chief Executive Officer**

Dated: August 10, 2020

/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.