UNITED SECURITY BANCSHARES
Form 10-Q
November 04, 2016
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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2016

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TO .

Commission file number: 000-32897

UNITED SECURITY BANCSHARES
(Exact name of registrant as specified in its charter)

CALIFORNIA	91-2112732
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
2126 Inyo Street, Fresno, California	93721
(Address of principal executive offices)	(Zip Code)

Registrants telephone number, including area code (559) 248-4943

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing for the past 90 days. Yes x No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).
Large accelerated filer o Accelerated filer o Non-accelerated filer o Small reporting company x

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, no par value
(Title of Class)

Shares outstanding as of October 31, 2016: 16,540,185

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PART I. Financial Information

United Security Bancshares and Subsidiaries
Consolidated Balance Sheets – (unaudited)
September 30, 2016 and December 31, 2015

(in thousands except shares)	September 30, 2016	December 31, 2015
Assets		
Cash and non-interest bearing deposits in other banks	$ 29,156	$ 29,733
Cash and due from Federal Reserve Bank	82,591	96,018
Cash and cash equivalents	111,747	125,751
Interest-bearing deposits in other banks	1,534	1,528
Investment securities available for sale (at fair value)	60,388	30,893
Loans	559,599	515,318
Unearned fees and unamortized loan origination costs, net	1,052	58
Allowance for credit losses	(8,918)	(9,713)
Net loans	551,733	505,663
Accrued interest receivable	3,581	2,220
Premises and equipment – net	10,225	10,800
Other real estate owned	7,065	12,873
Goodwill	4,488	4,488
Cash surrender value of life insurance	18,738	18,337
Investment in limited partnerships	792	917
Deferred tax assets - net	5,146	5,228
Other assets	6,155	6,946
Total assets	$ 781,592	$ 725,644
Liabilities & Shareholders' Equity		
Liabilities		
Deposits		
Noninterest bearing	$ 283,462	$ 262,168
Interest bearing	387,824	359,637
Total deposits	671,286	621,805
Accrued interest payable	39	29
Accounts payable and other liabilities	6,420	5,875
Junior subordinated debentures (at fair value)	8,262	8,300
Total liabilities	686,007	636,009
Shareholders' Equity		
Common stock, no par value 20,000,000 shares authorized, 16,540,185 issued and outstanding at September 30, 2016, and 16,051,406 at December 31, 2015	55,305	52,572
Retained earnings	40,390	37,265
Accumulated other comprehensive loss	(110)	(202)
Total shareholders' equity	95,585	89,635
Total liabilities and shareholders' equity	$ 781,592	$ 725,644

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United Security Bancshares and Subsidiaries
Consolidated Statements of Income
(Unaudited)

	Quarter Ended September 30,		Nine Months Ended September 30,	
(In thousands except shares and EPS)	2016	2015	2016	2015
Interest Income:				
Loans, including fees	$7,435	$ 6,728	$20,722	$ 19,641
Investment securities – AFS – taxable	244	175	618	555
Interest on deposits in FRB	72	55	348	138
Interest on deposits in other banks	2	1	6	5
Total interest income	7,753	6,959	21,694	20,339
Interest Expense:				
Interest on deposits	289	268	837	780
Interest on other borrowings	60	58	176	175
Total interest expense	349	326	1,013	955
Net Interest Income	7,404	6,633	20,681	19,384
Provision (Recovery of Provision) for Credit Losses	4	(23)	(7)	434
Net Interest Income after (Recovery of Provision) Provision for Credit Losses	7,400	6,656	20,688	18,950
Noninterest Income:				
Customer service fees	924	963	2,867	2,661
Increase in cash surrender value of bank-owned life insurance	131	130	394	389
(Loss) gain on fair value of financial liability	(423)	148	48	346
Gain on redemption of JR subordinated debentures	—	78	—	78
Loss on sale of investment in limited partnership	—	(23)	—	(23)
Other	154	153	464	463
Total noninterest income	786	1,449	3,773	3,914
Noninterest Expense:				
Salaries and employee benefits	2,533	2,341	7,592	7,044
Occupancy expense	1,097	1,047	3,212	3,021
Data processing	23	29	108	90
Professional fees	327	277	1,116	877
Regulatory assessments	131	234	632	705
Director fees	75	78	218	202
Correspondent bank service charges	20	19	59	56
Loss (gain) on California tax credit partnership	49	(1)	122	60
Net cost on operation of OREO	39	401	216	594
Other	570	589	1,713	1,755
Total noninterest expense	4,864	5,014	14,988	14,404
Income Before Provision for Taxes	3,322	3,091	9,473	8,460
Provision for Taxes on Income	1,282	1,205	3,643	3,283
Net Income	$2,040	$ 1,886	$5,830	$ 5,177
Net Income per common share				
Basic	$0.12	$ 0.11	$0.35	$ 0.31
Diluted	$0.12	$ 0.11	$0.35	$ 0.31
Shares on which net income per common shares were based				

Basic	16,538,605	16,537,697	16,538,019	16,537,697
Diluted	16,547,506	16,539,834	16,543,540	16,539,745

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United Security Bancshares and Subsidiaries
Consolidated Statements of Comprehensive Income
(Unaudited)

(In thousands)	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Net Income	$ 2,040	$ 1,886	$ 5,830	$ 5,177
Unrealized holdings (losses) gains on securities	(190)	189	118	(58)
Unrealized gains on unrecognized post-retirement costs	13	19	37	55
Other comprehensive (loss) income, before tax	(177)	208	155	(3)
Tax benefit (expense) related to securities	76	(76)	(47)	23
Tax expense related to unrecognized post-retirement costs	(6)	(8)	(16)	(23)
Total other comprehensive (loss) income	(107)	124	92	(3)
Comprehensive income	$ 1,933	$ 2,010	$ 5,922	$ 5,174

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United Security Bancshares and Subsidiaries
Consolidated Statements of Changes in Shareholders' Equity
(unaudited)

(In thousands except shares)	Common stock Number of Shares	Amount	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balance December 31, 2014	15,425,086	$49,271	$33,730	$ (175)	$82,826
Other comprehensive loss				(3)	(3)
Common stock dividends	467,402	2,435	(2,435)		—
Stock-based compensation expense		20			20
Net income			5,177		5,177
Balance September 30, 2015	15,892,488	$51,726	$36,472	$ (178)	$88,020
Other comprehensive loss				(24)	(24)
Common stock dividends	158,918	840	(840)		—
Stock-based compensation expense		6			6
Net income			1,633		1,633
Balance December 31, 2015	16,051,406	$52,572	$37,265	$ (202)	$89,635
Other comprehensive income				92	92
Common stock dividends	486,316	2,705	(2,705)		—
Stock options exercised	2,463	6			6
Stock-based compensation expense		22			22
Net income			5,830		5,830
Balance September 30, 2016	16,540,185	$55,305	$40,390	$ (110)	$95,585

United Security Bancshares and Subsidiaries
Consolidated Statements of Cash Flows (unaudited)

	Nine months ended September 30,	
(In thousands)	2016	2015
Cash Flows From Operating Activities:		
Net Income	$5,830	$5,177
Adjustments to reconcile net income:to cash provided by operating activities:		
(Recovery of provision) provision for credit losses	(7)	434
Depreciation and amortization	1,091	1,101
Amortization of investment securities	335	205
Accretion of investment securities	(25)	(24)
Increase in accrued interest receivable	(1,361)	(245)
Increase (decrease) in accrued interest payable	10	(10)
Decrease in accounts payable and accrued liabilities	(487)	(165)
Increase in unearned fees and unamortized loan origination costs, net	(994)	(469)
Decrease in income taxes receivable	2,512	1,181
Stock-based compensation expense	22	20
Benefit for deferred income taxes	20	142
Gain on sale of other real estate owned	(53)	(17)
Write down on other real estate owned	—	188
Increase in cash surrender value of bank-owned life insurance	(401)	(389)
Gain on fair value option of financial liabilities	(48)	(346)
Gain on redemption of Jr subordinated debentures	—	(78)
Loss on tax credit limited partnership interest	122	60
Loss on sale of investment in limited partnership	—	23
Net increase in other assets	(541)	(49)
Net cash provided by operating activities	6,025	6,739
Cash Flows From Investing Activities:		
Net increase in interest-bearing deposits with banks	(6)	(4)
Purchase of correspondent bank stock	(101)	(147)
Purchases of available-for-sale securities	(34,987)	—
Maturities of available-for-sale securities	2,600	9,000
Principal payments of available-for-sale securities	2,700	4,639
Net increase in loans	(41,303)	(57,456)
Cash proceeds from sales of other real estate owned	2,800	1,192
Payoff of senior liens on other real estate owned	(705)	—
Distributions from (investment in) limited partnership	2	(119)
Capital expenditures of premises and equipment	(516)	(495)
Net cash used in investing activities	(69,516)	(43,390)
Cash Flows From Financing Activities:		
Net increase in demand deposits and savings accounts	38,068	58,232
Net increase (decrease) in time deposits	11,413	(6,970)
Redemption of Jr subordinated debentures	—	(1,800)
Proceeds from exercise of stock options	6	—
Net cash provided by financing activities	49,487	49,462

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Net (decrease) increase in cash and cash equivalents	(14,004)	12,811
Cash and cash equivalents at beginning of period	125,751	103,577
Cash and cash equivalents at end of period	$111,747	$116,388

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United Security Bancshares and Subsidiaries - Notes to Consolidated Financial Statements - (Unaudited)

1. Organization and Summary of Significant Accounting and Reporting Policies

The consolidated financial statements include the accounts of United Security Bancshares, and its wholly owned subsidiary United Security Bank (the "Bank") and two bank subsidiaries, USB Investment Trust (the "REIT") and United Security Emerging Capital Fund (collectively the "Company" or "USB"). Intercompany accounts and transactions have been eliminated in consolidation.

These unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information on a basis consistent with the accounting policies reflected in the audited financial statements of the Company included in its 2015 Annual Report on Form 10-K. These interim financial statements do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of a normal, recurring nature) considered necessary for a fair presentation have been included. Operating results for the interim periods presented are not necessarily indicative of the results that may be expected for any other interim period or for the year as a whole.

Recently Issued Accounting Standards:

In June 2016, FASB issued ASU 2016-13, Financial Instruments- Credit Losses (Topic 326). The FASB is issuing this Update to improve financial reporting by requiring timelier recording of credit losses on loans and other financial instruments held by financial institutions and other organizations. The Update requires enhanced disclosures and judgments in estimating credit losses and also amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. This amendment is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. We are currently evaluating the impacts of this ASU on the consolidated financial statements.

In March 2016, FASB issued ASU 2016-09, Compensation-Stock Compensation (Topic 718). The Board is issuing this Update as part of its Simplification Initiative. The objective of the Simplification Initiative is to identify, evaluate, and improve areas of generally accepted accounting principles (GAAP) for which cost and complexity can be reduced while maintaining or improving the usefulness of the information provided to users of financial statements. The areas for simplification in this Update were identified through outreach for the Simplification Initiative, pre-agenda research for the Private Company Council, and the August 2014 Post-Implementation Review Report on FASB No. 123(R), Share-Based Payment. This ASU is effective for annual reporting periods beginning after December 15, 2016, including interim periods within those annual reporting periods. We are currently evaluating the impacts of this ASU on the consolidated financial statements.

In February 2016, FASB issued ASU 2016-02, Leases (Topic 842). The FASB is issuing this Update to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. To meet that objective, the FASB is amending the FASB Accounting Standards Codification® and creating Topic 842, Leases. This Update, along with IFRS 16, Leases, are the results of the FASB's and the International Accounting Standards Board's (IASB's) efforts to meet that objective and improve financial reporting. This ASU will be effective for public business entities for annual periods beginning after December 15, 2018 (i.e., calendar periods beginning on January 1, 2019), and interim periods therein. We are currently evaluating the impacts of this ASU on the consolidated financial statements.

In January 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2016-01 Financial Instruments-Overall: Recognition and Measurements of Financial Assets and Financial Liabilities. This ASU requires equity investments to be measured at fair value, with changes in fair value recognized in net income. The amendment also simplifies the impairment assessment of equity investments for which fair value is not readily determinable by requiring an entity to perform a qualitative assessment to identify impairment. The ASU is effective for fiscal years beginning after December 15, 2017, and interim periods therein. We are currently evaluating the impacts of this ASU on the consolidated financial statements. We are currently evaluating the impacts of this ASU on the consolidated financial statements, however, we believe the accounting and reporting for our mutual fund investments will be impacted.

In September 2015, FASB issued ASU 2015-16, Business Combinations (Topic 805) -Simplifying the Accounting for Measurement-Period Adjustments. GAAP requires that during the amendment period, the acquirer retrospectively adjust the provisional amounts recognized at the acquisition date with a corresponding adjustment to goodwill. Those adjustments are required when new information is obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the measurement of the amounts initially recognized or would have resulted in the recognition of additional assets or liabilities. To simplify the accounting for adjustments made to provisional amounts recognized in a business

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combination, the amendments in this Update eliminate the requirement to retrospectively account for those adjustments. These amendments in this Update are effective for fiscal years beginning after December 15, 2015. The Company does not expect any impact on the Company's consolidated financial statements resulting from the adoption of the update.

2. Investment Securities

Following is a comparison of the amortized cost and fair value of securities available-for-sale, as of September 30, 2016 and December 31, 2015:

(in 000's) September 30, 2016 Securities available for sale:	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value (Carrying Amount)
U.S. Government agencies	$ 23,671	$ 331	$ (80)	$ 23,922
U.S. Government sponsored entities & agencies collateralized by mortgage obligations	32,318	315	(39)	32,594
Mutual Funds	4,000	—	(128)	3,872
Total securities available for sale	$ 59,989	$ 646	$ (247)	$ 60,388

(in 000's) December 31, 2015 Securities available for sale:	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value (Carrying Amount)
U.S. Government agencies	$ 9,778	$ 453	$ (108)	$ 10,123
U.S. Government sponsored entities & agencies collateralized by mortgage obligations	16,835	175	(52)	16,958
Mutual Funds	4,000	—	(188)	3,812
Total securities available for sale	$ 30,613	$ 628	$ (348)	$ 30,893

The amortized cost and fair value of securities available for sale at September 30, 2016, by contractual maturity, are shown below. Actual maturities may differ from contractual maturities because issuers have the right to call or prepay obligations with or without call or prepayment penalties. Contractual maturities on collateralized mortgage obligations cannot be anticipated due to allowed paydowns. Mutual funds are included in the "due in one year or less" category below.

	September 30, 2016	
(in 000's)	Amortized Cost	Fair Value (Carrying Amount)
Due in one year or less	$4,002	$ 3,874
Due after one year through five years	—	—
Due after five years through ten years	886	903
Due after ten years	22,783	23,017
Collateralized mortgage obligations	32,318	32,594
	$59,989	$ 60,388

There were no realized gains or losses on sales of available-for-sale securities for the three and nine month periods ended September 30, 2016 and September 30, 2015. There were no other-than-temporary impairment losses for the three and nine month periods ended September 30, 2016 and September 30, 2015.

At September 30, 2016, available-for-sale securities with an amortized cost of approximately $20,611,478 (fair value of $21,123,859) were pledged as collateral for FHLB borrowings and public funds balances.

The Company had no held-to-maturity or trading securities at September 30, 2016 or December 31, 2015.

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Management periodically evaluates each available-for-sale investment security in an unrealized loss position to determine if the impairment is temporary or other-than-temporary.

The following summarizes temporarily impaired investment securities:

(in 000's)	Less than 12 Months		12 Months or More		Total	
September 30, 2016	Fair Value (Carrying Amount)	Unrealized Losses	Fair Value (Carrying Amount)	Unrealized Losses	Fair Value (Carrying Amount)	Unrealized Losses
Securities available for sale:						
U.S. Government agencies	$12,502	$ (80)	—	—	$12,502	$ (80)
U.S. Government sponsored entities & agencies collateralized by mortgage obligations	9,192	(39)	—	—	9,192	(39)
Mutual Funds	—	—	3,872	(128)	3,872	(128)
Total impaired securities	$21,694	$ (119)	$3,872	$ (128)	$25,566	$ (247)
December 31, 2015						
Securities available for sale:						
U.S. Government agencies	$79	$ (108)	$—	$ —	$79	$ (108)
U.S. Government sponsored entities & agencies collateralized by mortgage obligations	9,913	(52)	—	—	9,913	(52)
Mutual Funds	—	—	3,812	(188)	3,812	(188)
Total impaired securities	$9,992	$ (160)	$3,812	$ (188)	$13,804	$ (348)

Temporarily impaired securities at September 30, 2016, were comprised of one mutual fund, four U.S. government agency securities, and three U.S. government sponsored entities and agencies collateralized by mortgage obligations securities.

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

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

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

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

At September 30, 2016, the decline in market value of the impaired mutual fund, the four U.S. government agency securities, and the three U.S. government sponsored entities and agencies collateralized by mortgage obligations securities is attributable to changes in interest rates, and not credit quality. Because the Company does not have the intent to sell these impaired securities, and it is not more likely than not that it will be required to sell these securities before its anticipated recovery, the Company does not consider these securities to be other-than-temporarily impaired at September 30, 2016.

3. Loans

Loans are comprised of the following:

(in 000's)	September 30, 2016	December 31, 2015
Commercial and Business Loans	$ 45,814	$ 54,503
Government Program Loans	1,899	1,323
Total Commercial and Industrial	47,713	55,826
Real Estate – Mortgage:		
Commercial Real Estate	197,533	182,554
Residential Mortgages	91,852	68,811
Home Improvement and Home Equity loans	627	867
Total Real Estate Mortgage	290,012	252,232
Real Estate Construction and Development	131,177	130,596
Agricultural	53,269	52,137
Installment	37,428	24,527
Total Loans	$ 559,599	$ 515,318

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

Commercial and industrial loans represent 8.5% of total loans at September 30, 2016 and are generally made to support the ongoing operations of small-to-medium sized commercial businesses. Commercial and industrial loans have a high degree of industry diversification and provide working capital, financing for the purchase of manufacturing plants and equipment, or funding for growth and general expansion of businesses. A substantial portion of commercial and industrial loans are secured by accounts receivable, inventory, leases, or other collateral including real estate. The remainder are unsecured; however, extensions of credit are predicated upon the financial capacity of the borrower. Repayment of commercial loans is generally from the cash flow of the borrower.

Real estate mortgage loans, representing 51.8% of total loans at September 30, 2016, are secured by trust deeds on primarily commercial property, but are also secured by trust deeds on single family residences. Repayment of real estate mortgage loans generally comes from the cash flow of the borrower.

- Commercial real estate mortgage loans comprise the largest segment of this loan category and are available on all types of income producing and commercial properties, including: office buildings, shopping centers; apartments

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and motels; owner occupied buildings; manufacturing facilities and more. Commercial real estate mortgage loans can also be used to refinance existing debt. Although real estate associated with the business is the primary collateral for commercial real estate mortgage loans, the underlying real estate is not the source of repayment. Commercial real estate loans are made under the premise that the loan will be repaid from the borrower's business operations, rental income associated with the real property, or personal assets.

- Residential mortgage loans are provided to individuals to finance or refinance single-family residences. Residential mortgages are not a primary business line offered by the Company, and a majority are conventional mortgages that were purchased as a pool. Most residential mortgages originated by the Company are of a shorter term than conventional mortgages, with maturities ranging from 3 to 15 years on average.

- Home Improvement and Home Equity loans comprise a relatively small portion of total real estate mortgage loans, and are offered to borrowers for the purpose of home improvements, although the proceeds may be used for other purposes. Home equity loans are generally secured by junior trust deeds, but may be secured by 1st trust deeds.

Real estate construction and development loans, representing 23.4% of total loans at September 30, 2016, consist of loans for residential and commercial construction projects, as well as land acquisition and development, or land held for future development. Loans in this category are secured by real estate including improved and unimproved land, as well as single-family residential, multi-family residential, and commercial properties in various stages of completion. All real estate loans have established equity requirements. Repayment on construction loans generally comes from long-term mortgages with other lending institutions obtained at completion of the project.

Agricultural loans represent 9.5% of total loans at September 30, 2016 and are generally secured by land, equipment, inventory and receivables. Repayment is from the cash flow of the borrower.

Installment loans represent 6.7% of total loans at September 30, 2016 and generally consist of student loans, loans to individuals for household, family and other personal expenditures such as credit cards, automobiles or other consumer items.

In the normal course of business, the Company is party to financial instruments with off-balance sheet risk to meet the financing needs of its customers. At September 30, 2016 and December 31, 2015, these financial instruments include commitments to extend credit of $113,058,000 and $107,084,000, respectively, and standby letters of credit of $2,833,000 and $3,295,000, respectively. These instruments involve elements of credit risk in excess of the amount recognized on the consolidated balance sheet. The contract amounts of these instruments reflect the extent of the involvement the Company has in off-balance sheet financial instruments.

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

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

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

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Past Due Loans

The Company monitors delinquency and potential problem loans on an ongoing basis through weekly reports to the Loan Committee and monthly reports to the Board of Directors. The following is a summary of delinquent loans at September 30, 2016 (in 000's):

September 30, 2016	Loans 30-60 Days Past Due	Loans 61-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans	Current Loans	Total Loans	Accruing Loans 90 or More Days Past Due
Commercial and Business Loans	$ —	$ —	$ —	$ —	$ 45,814	$ 45,814	$ —
Government Program Loans	—	288	—	288	1,611	1,899	—
Total Commercial and Industrial	—	288	—	288	47,425	47,713	—
Commercial Real Estate Loans	—	—	—	—	197,533	197,533	—
Residential Mortgages	—	—	383	383	91,469	91,852	—
Home Improvement and Home Equity Loans	—	—	—	—	627	627	—
Total Real Estate Mortgage	—	—	383	383	289,629	290,012	—
Real Estate Construction and Development Loans	—	—	—	—	131,177	131,177	—
Agricultural Loans	—	—	—	—	53,269	53,269	—
Consumer Loans	—	965	—	965	36,219	37,184	—
Overdraft Protection Lines	—	—	—	—	55	55	—
Overdrafts	—	—	—	—	189	189	—
Total Installment	—	965	—	965	36,463	37,428	—
Total Loans	$ —	$ 1,253	$ 383	$ 1,636	$ 557,963	$ 559,599	$ —

The following is a summary of delinquent loans at December 31, 2015 (in 000's):

December 31, 2015	Loans 30-60 Days Past Due	Loans 61-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans	Current Loans	Total Loans	Accruing Loans 90 or More Days Past Due
Commercial and Business Loans	$ —	$ —	$ —	$ —	$ 54,503	$ 54,503	$ —
Government Program Loans	13	—	—	13	1,310	1,323	—
Total Commercial and Industrial	13	—	—	13	55,813	55,826	—
Commercial Real Estate Loans	721	—	—	721	181,833	182,554	—
Residential Mortgages	62	392	—	454	68,357	68,811	—
Home Improvement and Home Equity Loans	—	39	—	39	828	867	—
Total Real Estate Mortgage	783	431	—	1,214	251,018	252,232	—
Real Estate Construction and Development Loans	—	706	—	706	129,890	130,596	—
Agricultural Loans	—	—	—	—	52,137	52,137	—
Consumer Loans	—	650	—	650	23,657	24,307	—
Overdraft Protection Lines	—	—	—	—	61	61	—
Overdrafts	—	—	—	—	159	159	—
Total Installment	—	650	—	650	23,877	24,527	—
Total Loans	$ 796	$ 1,787	$ —	$ 2,583	$ 512,735	$ 515,318	$ —

Nonaccrual Loans

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

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- When there is doubt regarding the full repayment of interest and principal.

- When principal and/or interest on the loan has been in default for a period of 90-days or more, unless the asset is both well secured and in the process of collection that will result in repayment in the near future.

- When the loan is identified as having loss elements and/or is risk rated "8" Doubtful.

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

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

All other loans where principal or interest is due and unpaid for 90 days or more are placed on nonaccrual and the accrual of interest for financial statement purposes is discontinued. Previously accrued but unpaid interest is reversed and charged against interest income.

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

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

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

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

Nonaccrual loans totaled $7,747,000 and $8,193,000 at September 30, 2016 and December 31, 2015, respectively. There were no remaining undisbursed commitments to extend credit on nonaccrual loans at September 30, 2016 or December 31, 2015.

The following is a summary of nonaccrual loan balances at September 30, 2016 and December 31, 2015 (in 000's).

	September 30, 2016	December 31, 2015
Commercial and Business Loans	$ 282	$ —
Government Program Loans	287	328
Total Commercial and Industrial	569	328
Commercial Real Estate Loans	1,156	1,243
Residential Mortgages	383	392
Home Improvement and Home Equity Loans	—	—
Total Real Estate Mortgage	1,539	1,635

Real Estate Construction and Development Loans	4,674	5,580
Agricultural Loans	—	—
Consumer Loans	965	650
Overdraft Protection Lines	—	—
Overdrafts	—	—
Total Installment	965	650
Total Loans	$ 7,747	$ 8,193

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Impaired Loans

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

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

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

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

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

- For loans secured by collateral including real estate and equipment, the fair value of the collateral less selling costs will determine the carrying value of the loan. The difference between the recorded investment in the loan and the fair value, less selling costs, determines the amount of impairment. The Company uses the measurement method based on fair value of collateral when the loan is collateral dependent and foreclosure is probable. For loans that are not considered collateral dependent, a discounted cash flow methodology is used.

- The discounted cash flow method of measuring the impairment of a loan is used for impaired loans that are not considered to be collateral dependent. Under this method, the Company assesses both the amount and timing of cash flows expected from impaired loans. The estimated cash flows are discounted using the loan's effective interest rate. The difference between the amount of the loan on the Bank's books and the discounted cash flow amounts determines the amount of impairment to be provided. This method is used for most of the Company's troubled debt restructurings or other impaired loans where some payment stream is being collected.

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

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

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

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The following is a summary of impaired loans at September 30, 2016 (in 000's).

September 30, 2016	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance (1)	Recorded Investment With Allowance (1)	Total Recorded Investment	Related Allowance	Average Recorded Investment (2)	Interest Recognized (2)
Commercial and Business Loans	$ 4,936	$ 664	$ 4,291	$ 4,955	$ 735	$ 5,105	$ 238
Government Program Loans	357	357	—	357	—	364	24
Total Commercial and Industrial	5,293	1,021	4,291	5,312	735	5,469	262
Commercial Real Estate Loans	1,485	—	1,487	1,487	472	1,450	66
Residential Mortgages	2,869	915	1,961	2,876	163	3,268	100
Home Improvement and Home Equity Loans	—	—	—	—	—	—	—
Total Real Estate Mortgage	4,354	915	3,448	4,363	635	4,718	166
Real Estate Construction and Development Loans	5,109	5,111	—	5,111	—	10,355	272
Agricultural Loans	1	2	—	2	—	9	6
Consumer Loans	965	965	—	965	—	889	35
Overdraft Protection Lines	—	—	—	—	—	—	—
Overdrafts	—	—	—	—	—	—	—
Total Installment	965	965	—	965	—	889	35
Total Impaired Loans	$ 15,722	$ 8,014	$ 7,739	$ 15,753	$ 1,370	$ 21,440	$ 741

(1) The recorded investment in loans includes accrued interest receivable of $31,000.
(2) Information is based on the nine month period ended September 30, 2016.

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The following is a summary of impaired loans at December 31, 2015 (in 000's).

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

(1) The recorded investment in loans includes accrued interest receivable of $67,000.
(2) Information is based on the twelve month period ended December 31, 2015.

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

The average recorded investment in impaired loans for the quarters ended September 30, 2016 and 2015 was $19,397,000 and $14,506,000, respectively. Interest income recognized on impaired loans for the quarters ended September 30, 2016 and 2015 was approximately $34,000 and $199,000, respectively. For impaired nonaccrual loans, interest income recognized under a cash-basis method of accounting was approximately $126,000 and $126,000 for the quarters ended September 30, 2016 and 2015, respectively.

The average recorded investment in impaired loans for the nine months ended September 30, 2016 and 2015 was $21,440,000 and $15,550,000, respectively. Interest income recognized on impaired loans for the nine months ended September 30, 2016 and 2015 was approximately $741,000 and $590,000, respectively. For impaired nonaccrual loans, interest income recognized under a cash-basis method of accounting was approximately $362,000 and $326,000 for the nine months ended September 30, 2016 and 2015, respectively.

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Troubled Debt Restructurings

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

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

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

- A transfer from the borrower to the Company of receivables from third parties, real estate, other assets, or an equity interest in the borrower is granted to fully or partially satisfy the loan.

- A modification of terms of a debt such as one or a combination of:

The reduction (absolute or contingent) of the stated interest rate.
The extension of the maturity date or dates at a stated interest rate lower than the current market rate for new debt with similar risk.
The reduction (absolute or contingent) of the face amount or maturity amount of debt as stated in the instrument or agreement.
The reduction (absolute or contingent) of accrued interest.

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

The following tables illustrates TDR activity for the periods indicated:

	Three Months Ended September 30, 2016				
($ in 000's)	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts which Defaulted During Period	Recorded Investment on Defaulted TDRs
Troubled Debt Restructurings					
Commercial and Business Loans	—	$ —	$ —	—	$ —
Government Program Loans	—	—	—	—	—
Commercial Real Estate Term Loans	—	—	—	—	—
Single Family Residential Loans	—	—	—	—	—
Home Improvement and Home Equity Loans	—	—	—	—	—
Real Estate Construction and Development Loans	—	—	—	—	—

Agricultural Loans	—	—	—	—	
Consumer Loans	—	—	—	—	
Overdraft Protection Lines	—	—	—	—	
Total Loans	—$	—$	——	$	—

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($ in 000's)	Nine Months Ended September 30, 2016 Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts which Defaulted During Period	Recorded Investment on Defaulted TDRs
Troubled Debt Restructurings					
Commercial and Business Loans	4	$ 1,021	$ 749	—	$ —
Government Program Loans	1	100	100	—	—
Commercial Real Estate Term Loans	—	—	—	—	—
Single Family Residential Loans	—	—	—	—	—
Home Improvement and Home Equity Loans	—	—	—	—	—
Real Estate Construction and Development Loans	—	—	—	—	—
Agricultural Loans	—	—	—	—	—
Consumer Loans	—	—	—	—	—
Overdraft Protection Lines	—	—	—	—	—
Total Loans	5	$ 1,121	$ 849	—	$ —

($ in 000's)	Three Months Ended September 30, 2015 Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts which Defaulted During Period	Recorded Investment on Defaulted TDRs
Troubled Debt Restructurings					
Commercial and Business Loans	1	$ 81	$ 81	—	$ —
Government Program Loans	—	—	—	—	—
Commercial Real Estate Term Loans	—	—	—	—	—
Single Family Residential Loans	—	—	—	—	—
Home Improvement and Home Equity Loans	—	—	—	—	—
Real Estate Construction and Development Loans	—	—	—	—	—
Agricultural Loans	—	—	—	—	—
Consumer Loans	—	—	—	—	—
Overdraft Protection Lines	—	—	—	—	—
Total Loans	1	$ 81	$ 81	—	$ —

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($ in 000's)	Nine Months Ended September 30, 2015 Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts which Defaulted During Period	Recorded Investment on Defaulted TDRs
Troubled Debt Restructurings					
Commercial and Business Loans	2	$ 339	$ 335	—	$ —
Government Program Loans	—	—	—	—	—
Commercial Real Estate Term Loans	—	—	—	—	—
Single Family Residential Loans	—	—	—	—	—
Home Improvement and Home Equity Loans	—	—	—	—	—
Real Estate Construction and Development Loans	—	—	—	—	—
Agricultural Loans	—	—	—	—	—
Consumer Loans	—	—	—	—	—
Overdraft Protection Lines	—	—	—	—	—
Total Loans	2	$ 339	$ 335	—	$ —

The Company makes various types of concessions when structuring TDRs including rate reductions, payment extensions, and forbearance. At September 30, 2016, the Company had 28 restructured loans totaling $11,191,000 as compared to 29 restructured loans totaling $18,508,000 at December 31, 2015.

The following tables summarize TDR activity by loan category for the nine months ended September 30, 2016 and September 30, 2015 (in 000's).

Nine Months Ended September 30, 2016	Commercial and Industrial	Commercial Real Estate	Residential Mortgages	Home Improvement and Home Equity	Real Estate Construction Development	Agricultural	Installment & Other	Total
Beginning balance	$ 898	$ 1,243	$ 3,533	$ —	$ 12,168	$ 16	$ 650	$ 18,508
Defaults	—	—	—	—	—	—	—	—
Additions	849	—	—	—	—	—	—	849
Principal additions (reductions)	(501)	242	(1,148)	—	(7,059)	(15)	315	(8,166)
Ending balance	$ 1,246	$ 1,485	$ 2,385	$ —	$ 5,109	$ 1	$ 965	$ 11,191
Allowance for loan loss	$ 38	$ 472	$ 163	$ —	$ —	$ —	$ —	$ 673

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Nine Months Ended September 30, 2015	Commercial and Industrial	Commercial Real Estate	Residential Mortgages	Home Improvement and Home Equity	Real Estate Construction Development	Agricultural	Installment & Other	Total
Beginning balance	$ 1,306	$ 2,713	$ 4,225	$ —	$ 6,029	$ 32	$ 695	$ 15,000
Defaults	—	—	—	—	—	—	—	—
Additions	81	—	256	—	—	—	—	337
Principal reductions	(376)	(1,434)	(922)	—	(236)	(12)	(45)	(3,025)
Ending balance	$ 1,011	$ 1,279	$ 3,559	$ —	$ 5,793	$ 20	$ 650	$ 12,312
Allowance for loan loss	$ 36	$ 512	$ 160	$ —	$ 79	$ —	$ 135	$ 922

The following tables summarize TDR activity by loan category for the quarters ended September 30, 2016 and September 30, 2015.

Three months ended September 30, 2016	Commercial and Industrial	Commercial Real Estate	Residential Mortgages	Home Improvement and Home Equity	Real Estate Construction Development	Agricultural	Installment & Other	Total
Beginning balance	$ 1,236	$ 1,510	$ 2,400	$ —	$ 12,100	$ 6	$ 965	$ 18,217
Defaults	—	—	—	—	—	—	—	—
Additions	—	—	—	—	—	—	—	—
Principal (reductions) additions	10	(25)	(15)	—	(6,991)	(5)	—	(7,026)
Ending balance	$ 1,246	$ 1,485	$ 2,385	$ —	$ 5,109	$ 1	$ 965	$ 11,191
Allowance for loan loss	$ 38	$ 472	$ 163	$ 0	$ —	$ —	$ —	$ 673

Three months ended September 30, 2015	Commercial and Industrial	Commercial Real Estate	Residential Mortgages	Home Improvement and Home Equity	Real Estate Construction Development	Agricultural	Installment & Other	Total
Beginning balance	$ 975	$ 1,302	$ 3,638	$ —	$ 5,870	$ 24	$ 650	$ 12,459
Defaults	—	—	—	—	—	—	—	—
Additions	81	—	—	—	—	—	—	81
Principal reductions	(45)	(23)	(79)	—	(77)	(4)	—	(228)
Ending balance	$ 1,011	$ 1,279	$ 3,559	$ —	$ 5,793	$ 20	$ 650	$ 12,312

Allowance for loan loss	$ 36	$ 512	$ 160	$ —	$ 79	$ —	$ 135	$922

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Credit Quality Indicators

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

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

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

Facility Rating:

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

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

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

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

Borrower Rating:

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

- Quality of management
- Liquidity
- Leverage/capitalization
- Profit margins/earnings trend
- Adequacy of financial records
- Alternative funding sources
- Geographic risk
- Industry risk
- Cash flow risk
- Accounting practices
- Asset protection
- Extraordinary risks

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

- Grades 1 and 2 – These grades include loans which are given to high quality borrowers with high credit quality and sound financial strength. Key financial ratios are generally above industry averages and the borrower's strong earnings history or net worth. These may be secured by deposit accounts or high-grade investment securities.

- Grade 3 – This grade includes loans to borrowers with solid credit quality with minimal risk. The borrower's balance sheet and financial ratios are generally in line with industry averages, and the borrower has historically demonstrated the ability to manage economic adversity. Real estate and asset-based loans assigned this risk rating must have

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characteristics, which place them well above the minimum underwriting requirements for those departments. Asset-based borrowers assigned this rating must exhibit extremely favorable leverage and cash flow characteristics, and consistently demonstrate a high level of unused borrowing capacity.

- Grades 4 and 5 – These include "pass" grade loans to borrowers of acceptable credit quality and risk. The borrower's balance sheet and financial ratios may be below industry averages, but above the lowest industry quartile. Leverage is above and liquidity is below industry averages. Inadequacies evident in financial performance and/or management sufficiency are offset by readily available features of support, such as adequate collateral, or good guarantors having the liquid assets and/or cash flow capacity to repay the debt. The borrower may have recognized a loss over three or four years, however recent earnings trends, while perhaps somewhat cyclical, are improving and cash flows are adequate to cover debt service and fixed obligations. Real estate and asset-borrowers fully comply with all underwriting standards and are performing according to projections would be assigned this rating. These also include grade 5 loans which are "leveraged" or on management's "watch list." While still considered pass loans (loans given a grade 5), the borrower's financial condition, cash flow or operations evidence more than average risk and short term weaknesses, these loans warrant a higher than average level of monitoring, supervision and attention from the Company, but do not reflect credit weakness trends that weaken or inadequately protect the Company's credit position. Loans with a grade rating of 5 are not normally acceptable as new credits unless they are adequately secured or carry substantial endorser/guarantors.

- Grade 6 – This grade includes "special mention" loans which are loans that are currently protected but are potentially weak. This generally is an interim grade classification and should usually be upgraded to an Acceptable rating or downgraded to Substandard within a reasonable time period. Weaknesses in special mention loans may, if not checked or corrected, weaken the asset or inadequately protect the Company's credit position at some future date. Special mention loans are often loans with weaknesses inherent from the loan origination, loan servicing, and perhaps some technical deficiencies. The main theme in special mention credits is the distinct probability that the classification will deteriorate to a more adverse class if the noted deficiencies are not addressed by the loan officer or loan management.

- Grade 7 – This grade includes "substandard" loans which are inadequately supported by the current sound net worth and paying capacity of the borrower or of the collateral pledged, if any. Substandard loans have a well-defined weakness or weaknesses that may impair the regular liquidation of the debt. Substandard loans exhibit a distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Substandard loans also include impaired loans.

- Grade 8 – This grade includes "doubtful" loans which exhibit the same characteristics as the Substandard loans with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. The possibility of loss is extremely high, but because of certain important and reasonably specific pending factors, which may work to the advantage and strengthening of the loan, its classification as an estimated loss is deferred until its more exact status may be determined. Pending factors include a proposed merger, acquisition, or liquidation procedures, capital injection, perfecting liens on additional collateral and refinancing plans.

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

The Company did not carry any loans graded as loss at September 30, 2016 or December 31, 2015.

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The following tables summarize the credit risk ratings for commercial, construction, and other non-consumer related loans for September 30, 2016 and December 31, 2015:

September 30, 2016 (in 000's)	Commercial and Industrial	Commercial Real Estate	Real Estate Construction and Development	Agricultural	Total
Grades 1 and 2	$ 323	$ —	$ —	$ 75	$398
Grade 3	339	5,824	—	—	6,163
Grades 4 and 5 – pass	41,317	189,929	111,406	53,194	395,846
Grade 6 – special mention	1,058	624	912	—	2,594
Grade 7 – substandard	4,676	1,156	18,859	—	24,691
Grade 8 – doubtful	—	—	—	—	—
Total	$ 47,713	$ 197,533	$ 131,177	$ 53,269	$429,692

December 31, 2015 (in 000's)	Commercial and Industrial	Commercial Real Estate	Real Estate Construction and Development	Agricultural	Total
Grades 1 and 2	$ 519	$ —	$ —	$ 50	$569
Grade 3	5,008	5,964	—	—	10,972
Grades 4 and 5 – pass	44,341	173,731	103,607	52,087	373,766
Grade 6 – special mention	946	1,616	—	—	2,562
Grade 7 – substandard	5,012	1,243	26,989	—	33,244
Grade 8 – doubtful	—	—	—	—	—
Total	$ 55,826	$ 182,554	$ 130,596	$ 52,137	$421,113

The Company follows consistent underwriting standards outlined in its loan policy for consumer and other homogeneous loans but, does not specifically assign a risk rating when these loans are originated. Consumer loans are monitored for credit risk and are considered “pass” loans until some issue or event requires that the credit be downgraded to special mention or worse.

The following tables summarize the credit risk ratings for consumer related loans and other homogeneous loans for September 30, 2016 and December 31, 2015:

	September 30, 2016				December 31, 2015			
(in 000's)	Residential Mortgages	Home Improvement and Home Equity	Installment	Total	Residential Mortgages	Home Improvement and Home Equity	Installment	Total
Not graded	$72,228	$ 600	$ 34,319	$107,147	$47,135	$ 839	$ 23,213	$71,187
Pass	17,463	27	2,135	19,625	19,466	28	664	20,158
Special Mention	—	—	—	—	—	—	—	—
Substandard	2,161	—	9	2,170	2,210	—	650	2,860
Doubtful	—	—	965	965	—	—	—	—
Total	$91,852	$ 627	$ 37,428	$129,907	$68,811	$ 867	$ 24,527	$94,205

Allowance for Loan Losses

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

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

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

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

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

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

Real estate construction and development loans –In a normal economy, this segment of loans is considered to have a higher risk profile due to construction and market value issues in conjunction with normal credit risks. Although residential real estate markets have improved, they are still distressed on a historical basis, and therefore carry higher risk.

Agricultural loans – This segment is considered to have risks associated with weather, insects, and marketing issues. In addition, concentrations in certain crops or certain agricultural areas can increase risk.

Installment loans (Includes consumer loans, overdrafts, and overdraft protection lines) – This segment is higher risk because many of the loans are unsecured.

The following summarizes the activity in the allowance for credit losses by loan category for the nine months ended September 30, 2016 and 2015 (in 000's).

Nine Months Ended September 30, 2016	Commercial and Industrial	Real Estate Mortgage	Real Estate Construction Development	Agricultural	Installment & Other	Unallocated	Total
Beginning balance	$ 1,652	$ 1,449	$ 4,629	$ 655	$ 1,258	$ 70	$9,713
Provision (recovery of provision) for credit losses	822	93	(933)	(27)	(482)	520	(7)
Charge-offs	(846)	(29)	—	—	—	(20)	(895)
Recoveries	51	20	30	—	6	—	107
Net recoveries	(795)	(9)	30	—	6	(20)	(788)
Ending balance	$ 1,679	$ 1,533	$ 3,726	$ 628	$ 782	$ 570	$8,918
Period-end amount allocated to:							
Loans individually evaluated for impairment	735	635	—	—	—	—	1,370
	944	898	3,726	628	782	570	7,548

Loans collectively evaluated for impairment							
Ending balance	$ 1,679	$ 1,533	$ 3,726	$ 628	$ 782	$ 570	$8,918

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Nine Months Ended September 30, 2015	Commercial and Industrial	Real Estate Mortgage	Real Estate Construction Development	Agricultural	Installment & Other	Unallocated	Total
Beginning balance	$ 1,219	$ 1,653	$ 6,278	$ 481	$ 293	$ 847	$ 10,771
Provision (recovery of provision) for credit losses	834	(209)	(426)	69	729	(563)	434
Charge-offs	(387)	—	—	—	(17)	(9)	(413)
Recoveries	581	131	60	—	8	1	781
Net charge-offs	194	131	60	—	(9)	(8)	368
Ending balance	$ 2,247	$ 1,575	$ 5,912	$ 550	$ 1,013	$ 276	$ 11,573
Period-end amount allocated to:							
Loans individually evaluated for impairment	1,019	672	143	—	585	—	2,419
Loans collectively evaluated for impairment	1,228	903	5,769	550	428	276	9,154
Ending balance	$ 2,247	$ 1,575	$ 5,912	$ 550	$ 1,013	$ 276	$ 11,573

The following summarizes the activity in the allowance for credit losses by loan category for the quarters ended September 30, 2016 and 2015 (in 000's).

Three Months Ended September 30, 2016	Commercial and Industrial	Real Estate Mortgage	Real Estate Construction Development	Agricultural	Installment & Other	Unallocated	Total
Beginning balance	$ 1,685	$ 1,665	$ 3,455	$ 554	$ 1,219	$ 331	$ 8,909
Provision (recovery of provision) for credit losses	(15)	(131)	271	74	(438)	243	4
Charge-offs	(4)	(7)	—	—	—	(4)	(15)
Recoveries	13	6	—	—	1	—	20
Net charge-offs	9	(1)	—	—	1	(4)	5
Ending balance	$ 1,679	$ 1,533	$ 3,726	$ 628	$ 782	$ 570	$ 8,918
Period-end amount allocated to:							
Loans individually evaluated for impairment	735	635	—	—	—	—	1,370
Loans collectively evaluated for impairment	944	898	3,726	628	782	570	7,548
Ending balance	$ 1,679	$ 1,533	$ 3,726	$ 628	$ 782	$ 570	$ 8,918

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Three Months Ended September 30, 2015	Commercial and Industrial	Real Estate Mortgage	Real Estate Construction Development	Agricultural	Installment & Other	Unallocated	Total
Beginning balance	$ 2,217	$ 1,609	$ 6,360	$ 450	$ 815	$ 101	$11,552
Provision (recovery of provision) for credit losses	22	(39)	(477)	100	194	177	(23)
Charge-offs	(2)	—	—	—	—	(2)	(4)
Recoveries	10	5	29	—	4	—	48
Net charge-offs	8	5	29	0	4	(2)	44
Ending balance	$ 2,247	$ 1,575	$ 5,912	$ 550	$ 1,013	$ 276	$11,573
Period-end amount allocated to:							
Loans individually evaluated for impairment	1,019	672	143	—	585	—	2,419
Loans collectively evaluated for impairment	1,228	903	5,769	550	428	276	9,154
Ending balance	$ 2,247	$ 1,575	$ 5,912	$ 550	$ 1,013	$ 276	$11,573

The following summarizes information with respect to the loan balances at September 30, 2016 and 2015.

(in 000's)	September 30, 2016 Loans Individually Evaluated for Impairment	Loans Collectively Evaluated for Impairment	Total Loans	September 30, 2015 Loans Individually Evaluated for Impairment	Loans Collectively Evaluated for Impairment	Total Loans
Commercial and Business Loans	$4,955	$ 40,859	$45,814	$1,725	$ 60,923	$62,648
Government Program Loans	357	1,542	1,899	348	1,268	1,616
Total Commercial and Industrial	5,312	42,401	47,713	2,073	62,191	64,264
Commercial Real Estate Loans	1,487	196,046	197,533	1,279	163,786	165,065
Residential Mortgage Loans	2,876	88,976	91,852	3,835	68,617	72,452
Home Improvement and Home Equity Loans	—	627	627	—	960	960
Total Real Estate Mortgage	4,363	285,649	290,012	5,114	233,363	238,477
Real Estate Construction and Development Loans	5,111	126,066	131,177	6,119	144,769	150,888
Agricultural Loans	2	53,267	53,269	20	43,005	43,025
Installment Loans	965	36,463	37,428	1,105	17,942	19,047
Total Loans	$15,753	$ 543,846	$559,599	$14,431	$ 501,270	$515,701

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4. Deposits

Deposits include the following:

(in 000's)	September 30, 2016	December 31, 2015
Noninterest-bearing deposits	$ 283,462	$ 262,168
Interest-bearing deposits:		
NOW and money market accounts	238,473	226,886
Savings accounts	68,779	63,592
Time deposits:		
Under $250,000	63,816	58,122
$250,000 and over	16,756	11,037
Total interest-bearing deposits	387,824	359,637
Total deposits	$ 671,286	$ 621,805
Total brokered deposits included in time deposits above	$ 5,360	$ 8,546

5. Short-term Borrowings/Other Borrowings

At September 30, 2016, the Company had collateralized lines of credit with the Federal Reserve Bank of San Francisco totaling $337,189,000, as well as Federal Home Loan Bank (FHLB) lines of credit totaling $2,236,000. At September 30, 2016, the Company had an uncollateralized line of credit with Pacific Coast Bankers Bank ("PCBB") totaling $10,000,000 and a Fed Funds line of $20,000,000 with Zions First National Bank. All lines of credit are on an “as available” basis and can be revoked by the grantor at any time. These lines of credit have interest rates that are generally tied to the Federal Funds rate or are indexed to short-term U.S. Treasury rates or LIBOR. FHLB advances are collateralized by the Company’s stock in the FHLB, investment securities, and certain qualifying mortgage loans. As of September 30, 2016, $2,363,000 in investment securities at FHLB were pledged as collateral for FHLB advances. Additionally, $484,125,000 in secured and unsecured loans were pledged at September 30, 2016, as collateral for borrowing lines with the Federal Reserve Bank totaling $337,189,000. At September 30, 2016, the Company had no outstanding borrowings.

At December 31, 2015, the Company had collateralized lines of credit with the Federal Reserve Bank of San Francisco totaling $302,456,000, as well as Federal Home Loan Bank (“FHLB”) lines of credit totaling $2,854,000. At December 31, 2015, the Company had an uncollateralized line of credit with Pacific Coast Bankers Bank ("PCBB") totaling $10,000,000. These lines of credit generally have interest rates tied to the Federal Funds rate or are indexed to short-term U.S. Treasury rates or LIBOR. FHLB advances are collateralized by the Company’s stock in the FHLB, investment securities, and certain qualifying mortgage loans. As of December 31, 2015, $3,023,000 in investment securities at FHLB were pledged as collateral for FHLB advances. Additionally, $444,596,000 in secured and unsecured loans were pledged at December 31, 2015, as collateral for used and unused borrowing lines with the Federal Reserve Bank totaling $302,456,000. All lines of credit are on an “as available” basis and can be revoked by the grantor at any time. At December 31, 2015, the Company had no outstanding borrowings.

6. Supplemental Cash Flow Disclosures

(in 000's)	Nine months ended September 30, 2016	2015

Cash paid during the period for:		
Interest	$1,003	$917
Income taxes	$1,110	$1,960
Noncash investing activities:		
Loans transferred to foreclosed assets	$—	$42
OREO financed	$3,766	$—
Unrealized gain on securities	$118	$58

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7. Common Stock Dividend

On September 27, 2016, the Company’s Board of Directors declared a one-percent (1%) stock dividend on the Company’s outstanding common stock. Based upon the number of outstanding common shares on the record date of October 10, 2016, 163,726 additional shares were issued to shareholders on October 21, 2016. Because the stock dividend was considered a “small stock dividend,” approximately $1,031,717 was transferred from retained earnings to common stock based upon the $6.24 closing price of the Company’s common stock on the declaration date of September 27, 2016. There were no fractional shares paid. Except for earnings-per-share calculations, shares issued for the stock dividend have been treated prospectively for financial reporting purposes. For purposes of earnings per share calculations, the Company’s weighted average shares outstanding and potentially dilutive shares used in the computation of earnings per share have been restated after giving retroactive effect to a 1% stock dividend to shareholders for all periods presented.

During the second quarter of 2016, the Company's Board of Director's issued a one-percent (1%) stock dividend on the Company's outstanding common stock. Approximately $886,791 was transferred from retained earnings to common stock and 160,492 additional shares were issued to shareholders. For purposes of earnings per share calculations, the Company’s weighted average shares outstanding and potentially dilutive shares used in the computation of earnings per share have been restated after giving retroactive effect to a 1% stock dividend to shareholders for all periods presented.

During the first quarter of 2016, the Company's Board of Director's issued a one-percent (1%) stock dividend on the Company's outstanding common stock. Approximately $786,519 was transferred from retained earnings to common stock and 160,492 additional shares were issued to shareholders. For purposes of earnings per share calculations, the Company’s weighted average shares outstanding and potentially dilutive shares used in the computation of earnings per share have been restated after giving retroactive effect to a 1% stock dividend to shareholders for all periods presented.

8. Net Income per Common Share

The following table provides a reconciliation of the numerator and the denominator of the basic EPS computation with the numerator and the denominator of the diluted EPS computation:

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Net income (000's)	$2,040	$ 1,886	$5,830	$ 5,177
Weighted average shares issued	16,538,605	16,537,697	16,538,019	16,537,697
Add: dilutive effect of stock options	8,901	2,137	5,521	2,048
Weighted average shares outstanding adjusted for potential dilution	16,547,506	16,539,834	16,543,540	16,539,745
Basic earnings per share	$0.12	$ 0.11	$0.35	$ 0.31
Diluted earnings per share	$0.12	$ 0.11	$0.35	$ 0.31
Anti-dilutive stock options excluded from earnings per share calculation	20,000	128,000	20,000	128,000

9. Taxes on Income

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

The Company periodically evaluates its deferred tax assets to determine whether a valuation allowance is required based upon a determination that some or all of the deferred assets may not be ultimately realized. At September 30, 2016 and December 31, 2015, the Company had no recorded valuation allowance.

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The Company and its subsidiary file income tax returns in the U.S federal jurisdiction, and several states within the U.S. There are no filings in foreign jurisdictions. During 2014, the Company began the process to amend its California state tax returns for the years 2009 through 2012 to file a combined report on a unitary basis with the Company and USB Investment Trust. The amended returns for 2009, 2010, and 2011 were filed in 2014, 2015, and 2016 respectively. The amended returns for 2012 will be filed prior to year-end 2016. During the third quarter of 2016, the IRS notified the Company it would be conducting an examination of the Company's 2014 federal return. As of September 30, 2016, the Company is unaware of any change in tax positions as a result of the IRS examination.

The Company's policy is to recognize any interest or penalties related to uncertain tax positions in income tax expense.

10. Junior Subordinated Debt/Trust Preferred Securities

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

During August 2015, the Bank purchased $3.0 million of the Company's junior subordinated debentures related to the Company's trust preferred securities at a fair value discount of 40%. Subsequently, in September 2015, the Company purchased those shares from the Bank and canceled $3.0 million in par value of the junior subordinated debentures, realizing a $78,000 gain on redemption. The contractual principal balance of the Company's debentures relating to its trust preferred securities is $12.0 million as of September 30, 2016.

The fair value guidance generally permits the measurement of selected eligible financial instruments at fair value at specified election dates. Effective January 1, 2008, the Company elected the fair value option for its junior subordinated debt issued under USB Capital Trust II. The Company believes the election of fair value accounting for the junior subordinated debentures better reflects the true economic value of the debt instrument on the balance sheet. The rate paid on the junior subordinated debt issued under USB Capital Trust II is 3-month LIBOR plus 129 basis points, and is adjusted quarterly.

At September 30, 2016 the Company performed a fair value measurement analysis on its junior subordinated debt using a cash flow model approach to determine the present value of those cash flows. The cash flow model utilizes the forward 3-month LIBOR curve to estimate future quarterly interest payments due over the thirty-year life of the debt instrument. These cash flows were discounted at a rate which incorporates a current market rate for similar-term debt instruments, adjusted for additional credit and liquidity risks associated with the junior subordinated debt. We believe the 5.83% discount rate used represents what a market participant would consider under the circumstances based on current market assumptions. At September 30, 2016, the total cumulative gain recorded on the debt is $4,262,000.

The fair value calculation performed at September 30, 2016 resulted in a pretax gain adjustment of $48,000 ($28,000, net of tax) for the nine months ended September 30, 2016, compared to a pretax gain adjustment of $346,000 ($204,000, net of tax) for the nine months ended September 30, 2015. Fair value gains and losses are reflected as a component of noninterest income on the consolidated statements of income.

The fair value calculation performed at September 30, 2016 resulted in a pretax loss adjustment of $423,000 ($249,000, net of tax) for the quarter ended September 30, 2016, compared to a pretax gain adjustment of $148,000

($86,000, net of tax) for the quarter ended September 30, 2015.

11. Fair Value Measurements and Disclosure

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

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

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

The table below is a summary of fair value estimates for financial instruments and the level of the fair value hierarchy within which the fair value measurements are categorized at the periods indicated:
September 30, 2016

(in 000's)	Carrying Amount	Estimated Fair Value	Quoted Prices In Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Financial Assets:					
Cash and cash equivalents	$111,747	$111,747	$111,747	$ —	$ —
Interest-bearing deposits	1,534	1,534	—	1,534	—
Investment securities	60,388	60,388	3,872	56,516	—
Loans	551,733	550,680	—	—	550,680
Accrued interest receivable	3,581	3,581	—	3,581	—
Financial Liabilities:					
Deposits:					
Noninterest-bearing	283,462	283,462	283,462	—	—
NOW and money market	238,473	238,473	238,473	—	—
Savings	68,779	68,779	68,779	—	—
Time deposits	80,572	80,552	—	—	80,552
Total deposits	671,286	671,266	590,714		80,552
Junior subordinated debt	8,262	8,262	—	—	8,262
Accrued interest payable	39	39	—	39	—

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December 31, 2015

(in 000's)	Carrying Amount	Estimated Fair Value	Quoted Prices In Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Financial Assets:					
Cash and cash equivalents	$125,751	$125,751	$125,751	$ —	$ —
Interest-bearing deposits	1,528	1,528	—	1,528	—
Investment securities	30,893	30,893	3,812	27,081	—
Loans	505,663	503,047	—	—	503,047
Accrued interest receivable	2,220	2,220	—	2,220	—
Financial Liabilities:					
Deposits:					
Noninterest-bearing	262,168	262,168	262,168	—	—
NOW and money market	226,886	226,886	226,886	—	—
Savings	63,592	63,592	63,592	—	—
Time deposits	69,159	69,031	—	—	69,031
Total deposits	621,805	621,677	552,646	—	69,031
Junior subordinated debt	8,300	8,300	—	—	8,300
Accrued interest payable	29	29	—	29	—

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

The Company’s Level 1 financial assets consist of money market funds and highly liquid mutual funds for which fair values are based on quoted market prices. The Company’s Level 2 financial assets include highly liquid debt instruments of U.S. government agencies, collateralized mortgage obligations, and debt obligations of states and political subdivisions, whose fair values are obtained from readily-available pricing sources for the identical or similar underlying security that may, or may not, be actively traded. The Company’s Level 3 financial assets include certain impaired loans, other real estate owned, goodwill, and intangible assets where the assumptions may be made by us or third parties about assumptions that market participants would use in pricing the asset or liability. From time to time, the Company recognizes transfers between Level 1, 2, and 3 when a change in circumstances warrants a transfer. There were no transfers in or out of Level 1 and Level 2 fair value measurements during the three or nine month periods ended September 30, 2016.

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

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

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

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

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

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

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

Deposits – Fair values for transaction and savings accounts are equal to the respective amounts payable on demand (i.e., carrying amounts). Fair values of fixed-maturity certificates of deposit were estimated using the rates currently offered for deposits with similar remaining maturities.

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

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

Off-Balance Sheet Instruments - Off-balance sheet instruments consist of commitments to extend credit, standby letters of credit and derivative contracts. Fair values of commitments to extend credit are estimated using the interest rate currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present counterparties' credit standing. There was no material difference between the contractual amount and the estimated fair value of commitments to extend credit at September 30, 2016 and December 31, 2015.

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

The following table provides a description of the valuation technique, unobservable input, and qualitative information about the unobservable inputs for the Company's assets and liabilities classified as Level 3 and measured at fair value on a recurring basis at September 30, 2016 and 2015:

September 30, 2016				December 31, 2015			
Financial Instrument	Valuation Technique	Unobservable Input	Weighted Average	Financial Instrument	Valuation Technique	Unobservable Input	Weighted Average

Junior Subordinated Debt	Discounted cash flow	Discount Rate	5.83%	Junior Subordinated Debt	Discounted cash flow	Discount Rate	6.82%

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

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credit risk adjusted spread and/or a decrease in the three month LIBOR swap curve will result in positive fair value adjustments (and decrease the fair value measurement). Conversely, a decrease in the credit risk adjusted spread and/or an increase in the three month LIBOR swap curve will result in negative fair value adjustments (and increase the fair value measurement).

The following tables summarize the Company's assets and liabilities that were measured at fair value on a recurring and non-recurring basis as of September 30, 2016 (in 000's):

Description of Assets	September 30, 2016	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
AFS Securities (2):				
U.S. Government agencies	$ 23,922	$ —	$ 23,922	$ —
U.S. Government collateralized mortgage obligations	32,594	—	32,594	—
Mutual Funds	3,872	3,872	—	—
Total AFS securities	$ 60,388	$ 3,872	$ 56,516	$ —
Impaired loans (1):				
Commercial and industrial	301	—	—	301
Real estate mortgage	—	—	—	—
RE construction & development	—	—	—	—
Agricultural	—	—	—	—
Installment/Other	—	—	—	—
Total impaired loans	$ 301	$ —	$ —	$ 301
Other real estate owned (1)	—	—	—	—
Total	$ 60,689	$ 3,872	$ 56,516	$ 301

Description of Liabilities	September 30, 2016	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Junior subordinated debt (2)	$ 8,262	—	—	$ 8,262
Total	$ 8,262	—	—	$ 8,262

(1)Nonrecurring
(2)Recurring

The following tables summarize the Company's assets and liabilities that were measured at fair value on a recurring and non-recurring basis as of December 31, 2015 (in 000's):

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Description of Assets	December 31, 2015	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
AFS Securities (2):				
U.S. Government agencies	$ 10,123	$ —	$ 10,123	$ —
U.S. Government collateralized mortgage obligations	16,958	—	16,958	—
Mutual Funds	3,812	3,812	—	—
Total AFS securities	30,893	3,812	27,081	$ —
Impaired Loans (1):				
Commercial and industrial	—	—	—	—
Real estate mortgage	—	—	—	—
RE construction & development	—	—	—	—
Agricultural	—	—	—	—
Installment/Other	—	—	—	—
Total impaired loans	$ —	$ —	$ —	$ —
Other real estate owned (1)	9,208	—	—	9,208
Total	$ 40,101	$ 3,812	$ 27,081	$ 9,208

Description of Liabilities	December 31, 2015	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Junior subordinated debt (2)	$ 8,300	$ —	$ —	$ 8,300
Total	$ 8,300	$ —	$ —	$ 8,300

(1)Nonrecurring
(2)Recurring

The Company did not record a write-down on other real estate owned during the nine months ended September 30, 2016 and recorded a $188,000 write-down on other real estate owned for the year ended December 31, 2015.

The following table presents quantitative information about Level 3 fair value measurements for the Company's assets measured at fair value on a non-recurring basis at September 30, 2016 and December 31, 2015 (in 000's).
September 30, 2016

Financial Instrument	Fair Value	Valuation Technique	Unobservable Input	Range, Weighted Average
Impaired Loans:				

Commercial and industrial	$ 301	Sales Comparison Approach	Adjustment for difference between comparable sales	7%-29%, 19.1%

December 31, 2015

Financial Instrument	Fair Value	Valuation Technique	Unobservable Input	Range, Weighted Average
Other real estate owned:				
Real estate construction	$9,208	Discounted cash flow	Discount rate	1%-10%, 8.49%

The following tables provide a reconciliation of assets and liabilities at fair value using significant unobservable inputs (Level 3) on a recurring basis during the three and nine months ended September 30, 2016 and 2015 (in 000's):

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Reconciliation of Liabilities:	Three Months Ended September 30, 2016 Junior Subordinated Debt	Nine Months Ended September 30, 2016 Junior Subordinated Debt	Three Months Ended September 30, 2015 Junior Subordinated Debt	Nine Months Ended September 30, 2015 Junior Subordinated Debt
Beginning balance	$ 7,837	$ 8,300	$ 9,916	$ 10,115
Total gains included in earnings	(423)	48	148	346
Canceled debt	—	—	(1,122)	(1,122)
Gain on redemption of liability	—	—	78	78
Capitalized interest	848	(86)	(1,140)	(1,537)
Ending balance	$ 8,262	$ 8,262	$ 7,880	$ 7,880
The amount of total (loss) gains for the period included in earnings attributable to the change in unrealized gains or losses relating to liabilities still held at the reporting date	$ (423)	$ 48	$ 148	$ 346

12. Goodwill and Intangible Assets

At September 30, 2016, the Company had goodwill in the amount of $4,488,000 in connection with various business combinations and purchases. This amount was unchanged from the balance of $4,488,000 at December 31, 2015. While goodwill is not amortized, the Company does conduct periodic impairment analysis on goodwill at least annually or more often as conditions require.

Goodwill: The largest component of goodwill is related to the Legacy Bank merger (Campbell reporting unit) completed during February 2007 and totaled approximately $2.9 million at September 30, 2016. The Company completed a "Step 0" analysis for the Campbell reporting unit as of March 31, 2016 and March 31, 2015, with no goodwill impairment.

Under the Step 0 analysis, the Company has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, the Company determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. Determining the fair value involves a significant amount of judgment, including estimates of changes in revenue growth, changes is discount rates, competitive forces within the industry, and other specific industry and market valuation conditions. Based on the results of the Step 0 impairment analysis at March 31, 2016, the Company concluded that that the fair value of the reporting unit exceeds it carrying value. Therefore, goodwill was not impaired.

13. Subsequent Events

Subsequent events are events or transactions that occur after the balance sheet date but before financial statements are issued. Recognized subsequent events are events or transactions that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements. Unrecognized subsequent events are events that provide evidence about conditions that did not exist at the date of the balance sheet but arose after that date. Management has reviewed events occurring through the date the consolidated financial statements were issued.

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

Overview

Certain matters discussed or incorporated by reference in this Quarterly Report of Form 10-Q are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those projected in the forward-looking statements. Such risks and uncertainties include, but are not limited to, those described in Management’s Discussion and Analysis of Financial Condition and Results of Operations. Such risks and uncertainties include, but are not limited to, the following factors: i) competitive pressures in the banking industry and changes in the regulatory environment; ii) exposure to changes in the interest rate environment and the resulting impact on the Company’s interest rate sensitive assets and liabilities; iii) decline in the health of the economy nationally or regionally which could reduce the demand for loans or reduce the value of real estate collateral securing most of the Company’s loans; iv) credit quality deterioration that could cause an increase in the provision for loan losses; v) Asset/Liability matching risks and liquidity risks; volatility and devaluation in the securities markets, vi) failure to comply with the regulatory agreements under which the Company is subject, vii) expected cost savings from recent acquisitions are not realized, and, viii) potential impairment of goodwill and other intangible assets. Therefore, the information set forth therein should be carefully considered when evaluating the business prospects of the Company. For additional information concerning risks and uncertainties related to the Company and its operations, please refer to the Company’s Annual Report on Form 10-K for the year ended December 31, 2015.

United Security Bancshares (the “Company” or “Holding Company") is a California corporation incorporated during March of 2001 and is registered with the Board of Governors of the Federal Reserve System as a bank holding company under the Bank Holding Company Act of 1956, as amended. United Security Bank (the “Bank”) is a wholly-owned bank subsidiary of the Company and was formed in 1987. References to the Company are references to United Security Bancshares (including the Bank). References to the Bank are to United Security Bank, while references to the Holding Company are to the parent only, United Security Bancshares. The Company currently has eleven banking branches, which provide financial services in Fresno, Madera, Kern, and Santa Clara counties in the state of California.

On March 23, 2010, United Security Bancshares (the "Company") and its wholly owned subsidiary, United Security Bank (the "Bank"), entered into a formal written agreement (the “Agreement”) with the Federal Reserve Bank of San Francisco (the “Federal Reserve”) as a result of a regulatory examination that was conducted by the Federal Reserve and the California Department of Financial Institutions (the “DFI”) in June 2009. That examination found significant increases in nonperforming assets, both classified loans and OREO, during 2008 and 2009, and heightened concerns about the Bank’s use of brokered and other wholesale funding sources to fund loan growth, which created increased risk to equity capital and potential volatility in earnings. Under the terms of the Agreement, the Company and the Bank agreed, among other things: to maintain a sound process for determining, documenting, and recording an adequate allowance for loan and lease losses; to improve the management of the Bank's liquidity position and funds management policies; to maintain sufficient capital at the Company and Bank level; and to improve the Bank’s earnings and overall condition. The Company and Bank also agreed not to increase or guarantee any debt, purchase or redeem any shares of stock, declare or pay any cash dividends, or pay interest on the Company's junior subordinated debt or trust preferred securities, without prior written approval from the Federal Reserve. The Company generates no revenue of its own and, as such, relies on dividends from the Bank to pay its operating expenses and interest payments on the Company’s junior subordinated debt. Effective November 19, 2014, the Federal Reserve terminated the Agreement with the Bank and the Company and replaced it with an informal supervisory agreement that requires, among other things, obtaining written approval from the Federal Reserve prior to the payment of dividends from the Bank to the Company or the payment of dividends by the Company or interest on the Company’s junior subordinated debt. The inability of the Bank to pay cash dividends to the Company may hinder the Company’s ability to meet its ongoing operating obligations. (For more information on the Agreement see the “Regulatory Matters” section included in this Management's Discussion and Analysis of Financial Condition and Results of Operations.)

On May 20, 2010, the DFI (now known as the Department of Business Oversight (the "DBO")) issued a formal written order (the "Order") pursuant to a consent agreement with the Bank as a result of the same June 2009 joint regulatory examination. The terms of the Order were essentially similar to the Federal Reserve's Agreement, except for a few additional requirements. On September 24, 2013, the Bank entered into an informal Memorandum of Understanding (the "MOU") with the DBO and on October 15, 2013, the Order was terminated. The Order and the MOU require the Bank to maintain a ratio of tangible shareholder's equity to total tangible assets equal to or greater than 9.0% and also requires the DBO's approval for the Bank to pay a dividend to the Company. Accordingly, reflecting the Company's and the Bank's improved financial condition and performance, as of November 19, 2014, the Bank and the Company have been relieved of all formal regulatory agreements. Some of the governance and procedures established by the Agreement and the Order remain in place, including submission of certain plans and reports to the Federal Reserve and DBO, the Bank's obligation to maintain a 9.0% tangible shareholder's equity ratio, and the requirement to seek approvals from the Federal Reserve and the DBO for either the Bank or the Company

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to pay dividends and for the Company to pay interest on its outstanding junior subordinated debt. Effective October 19, 2016, the DBO terminated the MOU as the Bank had fulfilled the provisions of the MOU.
(For more information on the Agreement see the “Regulatory Matters” section included in this Management’s Discussion and Analysis of Financial Condition and Results of Operations.)

Trends Affecting Results of Operations and Financial Position

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

Since the Bank primarily conducts banking operations in California’s Central Valley, its operations and cash flows are subject to changes in the economic condition of the Central Valley. Our business results are dependent in large part upon the business activity, population, income levels, deposits and real estate activity in the Central Valley, and declines in economic conditions can have adverse material effects upon the Bank. In addition, the Central Valley remains largely dependent on agriculture. A downturn in agriculture and agricultural related business could indirectly and adversely affect the Company as many borrowers and customers are involved in, or are impacted to some extent, by the agricultural industry. While a great number of our borrowers are not directly involved in agriculture, they would likely be impacted by difficulties in the agricultural industry since many jobs in our market areas are ancillary to the regular production, processing, marketing and sale of agricultural commodities. The state of California is currently experiencing the worst drought in recorded history, and, of course, it is not possible to predict the potential impact on businesses and consumers located in the Company's market areas or the duration of the drought.

The residential real estate markets in the five county region from Merced to Kern has strengthened since 2013 and that trend has continued into the third quarter of 2016. The severe declines in residential construction and home prices that began in 2008 have ended and home prices are now rising on a year-over-year basis. The sustained period of double-digit price declines from 2008–2011 adversely impacted the Company’s operations and increased the levels of nonperforming assets, increased expenses related to foreclosed properties, and decreased profit margins. As the Company continues its business development and expansion efforts throughout its market areas, it will also maintain its commitment to the reduction of nonperforming assets and provision of options for borrowers experiencing difficulties. Those options include combinations of rate and term concessions, as well as forbearance agreements with borrowers.

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

Results of Operations

On a year-to-date basis, the Company reported net income of $5,830,000 or $0.35 per share ($0.35 diluted) for the nine months ended September 30, 2016, as compared to $5,177,000 or $0.31 per share ($0.31 diluted) for the same period in 2015. The Company’s return on average assets was 1.04% for the nine months ended September 30, 2016, as compared to 1.01% for the nine months ended September 30, 2015. The Company’s return on average equity was 8.38% for the nine months ended September 30, 2016, as compared to 8.10% for the nine months ended September 30, 2015.

For the quarters ended September 30, 2016 and 2015, the Company reported net income of $2,040,000 or $0.12 per share ($0.12 diluted) and $1,886,000 or $0.11 per share ($0.11 diluted), respectively. The Company’s return on average assets was 1.07% for the quarter ended September 30, 2016, compared to 1.16% for the quarter ended September 30, 2015. The Bank’s return on average equity was 8.53% for the quarter ended September 30, 2016, compared to 9.38% for the quarter ended September 30, 2015.

Net Interest Income

The following tables present condensed average balance sheet information, together with interest income and yields earned on average interest earning assets, and interest expense and rates paid on average interest-bearing liabilities for the three and nine months ended September 30, 2016 and 2015.

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Table 1. Distribution of Average Assets, Liabilities and Shareholders' Equity:
Interest rates and Interest Differentials
Three Months Ended September 30, 2016 and 2015

(dollars in thousands)	2016 Average Balance	2016 Interest	2016 Yield/Rate (2)		2015 Average Balance	2015 Interest	2015 Yield/Rate (2)	
Assets:								
Interest-earning assets:								
Loans and leases (1)	$574,885	$7,435	5.15	%	$500,522	$6,728	5.33	%
Investment Securities – taxable (3)	56,887	244	1.71	%	36,513	175	1.90	%
Interest-bearing deposits in other banks	1,533	2	0.52	%	1,526	1	0.26	%
Interest-bearing deposits in FRB	56,264	72	0.51	%	90,739	55	0.24	%
Total interest-earning assets	689,569	$7,753	4.47	%	629,300	$6,959	4.39	%
Allowance for credit losses	(8,913)				(11,583)			
Noninterest-earning assets:								
Cash and due from banks	21,857				22,340			
Premises and equipment, net	10,321				11,099			
Accrued interest receivable	2,791				1,538			
Other real estate owned	7,407				13,156			
Other assets	36,734				39,660			
Total average assets	$759,766				$705,510			
Liabilities and Shareholders' Equity:								
Interest-bearing liabilities:								
NOW accounts	$86,074	$30	0.14	%	$78,065	$26	0.13	%
Money market accounts	148,411	142	0.38	%	139,293	117	0.33	%
Savings accounts	67,652	34	0.20	%	63,899	44	0.27	%
Time deposits	70,772	83	0.47	%	73,445	81	0.44	%
Other borrowings	—	—	0.00	%	—	—	0.00	%
Junior subordinated debentures	7,805	60	3.06	%	9,528	58	2.42	%
Total interest-bearing liabilities	380,714	$349	0.36	%	364,230	$326	0.36	%
Noninterest-bearing liabilities:								
Noninterest-bearing checking	275,878				245,305			
Accrued interest payable	73				71			
Other liabilities	8,194				8,668			
Total Liabilities	664,859				618,274			
Total shareholders' equity	94,907				87,236			
Total average liabilities and shareholders' equity	$759,766				$705,510			
Interest income as a percentage of average earning assets			4.47	%			4.39	%
Interest expense as a percentage of average earning assets			0.20	%			0.21	%
Net interest margin			4.27	%			4.18	%

(1) Loan amounts include nonaccrual loans, but the related interest income has been included only if collected for the period prior to the loan being placed on a nonaccrual basis. Loan interest income includes loan costs of approximately $133,000 for the quarter ended September 30, 2016 and loan costs of $48,000 for the quarter ended September 30, 2015.

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(2) Interest income/expense is divided by actual number of days in the period times 365 days in the yield calculation

(3) Yields on investments securities are calculated based on average amortized cost balances rather than fair value, as changes in fair value are reflected as a component of shareholders' equity.

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Interest rates and Interest Differentials
Nine months ended September 30, 2016 and 2015

(dollars in 000's)	2016 Average Balance	2016 Interest	2016 Yield/Rate (2)	2015 Average Balance	2015 Interest	2015 Yield/Rate (2)
Assets:						
Interest-earning assets:						
Loans and leases (1)	$532,133	$20,722	5.20 %	$488,885	$19,641	5.37 %
Investment Securities – taxable (3)	46,384	618	1.78 %	43,375	555	1.71 %
Interest-bearing deposits in other banks	1,531	6	0.52 %	1,524	5	0.44 %
Interest-bearing deposits in FRB	93,305	348	0.50 %	76,523	138	0.24 %
Total interest-earning assets	673,353	$21,694	4.30 %	610,307	$20,339	4.46 %
Allowance for credit losses	(9,439)			(11,274)		
Noninterest-earning assets:						
Cash and due from banks	22,126			21,789		
Premises and equipment, net	10,550			11,272		
Accrued interest receivable	2,350			1,554		
Other real estate owned	9,797			13,725		
Other assets	36,552			40,106		
Total average assets	$745,289			$687,479		
Liabilities and Shareholders' Equity:						
Interest-bearing liabilities:						
NOW accounts	$84,610	$81	0.13 %	$79,312	$80	0.13 %
Money market accounts	146,801	419	0.38 %	135,791	332	0.33 %
Savings accounts	66,117	103	0.21 %	61,204	118	0.26 %
Time deposits	70,936	234	0.44 %	75,617	250	0.44 %
Other borrowings	—	—	0.00 %	—	—	0.00 %
Junior subordinated debentures	7,995	176	2.94 %	9,933	175	2.36 %
Total interest-bearing liabilities	376,459	$1,013	0.36 %	361,857	$955	0.35 %
Noninterest-bearing liabilities:						
Noninterest-bearing checking	268,820			232,122		
Accrued interest payable	73			73		
Other liabilities	7,218			7,950		
Total Liabilities	652,570			602,002		
Total shareholders' equity	92,719			85,477		
Total average liabilities and shareholders' equity	$745,289			$687,479		
Interest income as a percentage of average earning assets			4.30 %			4.46 %
Interest expense as a percentage of average earning assets			0.20 %			0.21 %
Net interest margin			4.10 %			4.25 %

(1) Loan amounts include nonaccrual loans, but the related interest income has been included only if collected for the period prior to the loan being placed on a nonaccrual basis. Loan interest income includes loan costs of approximately $169,000 and loan fees of $60,000 for the nine months ended September 30, 2016 and 2015, respectively.

(2) Interest income/expense is divided by actual number of days in the period times 365 days in the yield calculation

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(3) Yields on investments securities are calculated based on average amortized cost balances rather than fair value, as changes in fair value are reflected as a component of shareholders' equity.

For the quarter ended September 30, 2016, total interest income increased $794,000 or 11.41%, as compared to the quarter ended September 30, 2015. Comparing those two periods, average interest earning assets increased $60,269,000, with a $74,363,000 increase in loans and leases and $20,374,000 in investment securities, partially offset by a $34,475,000 decrease on balances held at the Federal Reserve Bank. The average yield on total interest-earning assets increased 8 basis points, primarily due to a decrease in overnight balances at the Federal Reserve Bank, which are a lower yielding asset compared to loans and investments. Yields on interest bearing deposits at the Federal Reserve Bank and other banks increased for the quarter ended September 30, 2015 as a result of the 0.25% interest rate increase effective December 2015.

For the quarter ended September 30, 2016, total interest expense increased $23,000 or 7.06% as compared to the quarter ended September 30, 2015, as a result of a $16,484,000 increase in interest-bearing liabilities. The average rate paid on interest-bearing liabilities was 0.36% for both quarters ended September 30, 2016 and September 30, 2015.

Both the Company's net interest income and net interest margin are affected by changes in the amount and mix of interest-earning assets and interest-bearing liabilities, referred to as "volume change." Both are also affected by changes in yields on interest-earning assets and rates paid on interest-bearing liabilities, referred to as "rate change." The following table sets forth the changes in interest income and interest expense for each major category of interest-earning asset and interest-bearing liability, and the amount of change attributable to volume and rate changes for the periods indicated.

Table 2. Rate and Volume Analysis

	Increase (decrease) in the nine months ended September 30, 2016 compared to September 30, 2015		
(in 000's)	Total	Rate	Volume
Increase (decrease) in interest income:			
Loans and leases	$1,081	$(630)	$1,711
Investment securities available for sale	63	23	40
Interest-bearing deposits in other banks	1	1	—
Interest-bearing deposits in FRB	210	142	68
Total interest income	1,355	(464)	1,819
Increase (decrease) in interest expense:			
Interest-bearing demand accounts	88	55	33
Savings and money market accounts	(15)	(24)	9
Time deposits	(16)	(1)	(15)
Other borrowings	—	—	—
Subordinated debentures	1	39	(38)
Total interest expense	58	69	(11)
Increase in net interest income	$1,297	$(533)	$1,830

For the nine months ended September 30, 2016, total interest income increased approximately $1,355,000 or 6.66% as compared to the nine months ended September 30, 2015. Earning asset volumes for loans and leases increased $43,248,000 on average. Available for sale investment securities increased $3,009,000 and overnight investments with the FRB increased $16,782,000 between the two periods. The average rates on loans decreased 17 basis points between the two periods, and the average rate on investment securities increased approximately 7 basis points during the nine months ended September 30, 2016 as compared to the same period of 2015.

The overall average yield on the loan portfolio was 5.20% for the nine months ended September 30, 2016, as compared to 5.37% for the nine months ended September 30, 2015. The Company has successfully sought to mitigate the low-interest rate environment with loan floors included in new and renewed loans when practical. At September 30, 2016, 44.3% of the Company's loan portfolio consisted of floating rate instruments, as compared to 43.2% of the portfolio at December 31, 2015, with the majority of those tied to the prime rate. Approximately 30.2% or $74,942,000 of the floating rate loans had rate floors at September 30, 2016, making them effectively fixed-rate loans for certain increases in interest rates, and fixed-rate loans for all decreases in interest rates. Approximately $735,000 of the $74,942,000 in loans with floors have floor spreads of 100 basis points or more, meaning that

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interest rates would need to increase more than 1% (or 100 basis points) before the rates on those loans would increase and effectively become floating rate loans again. Of the $74,942,000 in loans which comprise floating rate loans with floors, $300,000 will mature in one year or less.

Although market rates of interest are at historically low levels, the Company's disciplined deposit pricing efforts have helped keep the Company's cost of funds low. The Company's net interest margin decreased to 4.10% for the nine months ended September 30, 2016, when compared to 4.25% for the nine months ended September 30, 2015. The net interest margin has declined due to declines in the the loan portfolio yield in addition to growth in overnight balances with the Federal Reserve Bank, which is a lower yielding asset. The prime rate was raised from 3.25% to 3.50% in December 2015. The Company's average cost of funds remained relatively stable at 0.36% for the nine months ended September 30, 2016, as compared to 0.35% for the nine months ended September 30, 2015. Since the Company does not intend to increase its current level of brokered deposits, the level of brokered deposits is expected to remain relatively constant at least in the short-term. Currently CDARs reciprocal deposits are the only brokered deposits in the Company. CDARs reciprocal deposits are preferred by some depositors. For the nine months ended September 30, 2016, total interest expense increased approximately $58,000, or 6.07% as compared to the nine months ended September 30, 2015. Between those two periods, average interest-bearing liabilities increased by $14,602,000.

Net interest income has increased between the nine months ended September 30, 2016 and 2015, totaling $20,681,000 for the nine months ended September 30, 2016 as compared to $19,384,000 for the nine months ended September 30, 2015. The increase in net interest income between 2015 and 2016 was primarily the result of reinvestment of low yielding overnight investments into the loan and investment portfolios and growth in total interest-earning assets.

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

	YTD Average 9/30/2016	YTD Average 12/31/15	YTD Average 9/30/2015
Loans	79.02%	79.68%	80.10%
Investment securities available for sale	6.89%	6.56%	7.11%
Interest-bearing deposits in other banks	0.23%	0.25%	0.25%
Interest-bearing deposits in FRB	13.86%	13.51%	12.54%
Total interest-earning assets	100.00%	100.00%	100.00%
NOW accounts	22.48%	21.91%	21.91%
Money market accounts	39.00%	38.15%	37.53%
Savings accounts	17.56%	17.03%	16.91%
Time deposits	18.84%	20.33%	20.90%
Subordinated debentures	2.12%	2.58%	2.75%
Total interest-bearing liabilities	100.00%	100.00%	100.00%

Table 3. Changes in Noninterest Income

The following tables sets forth the amount and percentage changes in the categories presented for the three and nine months ended September 30, 2016 and 2015:

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(in 000's)	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015	Amount of Change	Percent Change
Customer service fees	$ 2,867	$ 2,661	$ 206	7.74 %
Increase in cash surrender value of BOLI/COLI	394	389	5	1.29 %
Gain on fair value of financial liability	48	346	(298)	(86.13)%
Gain on redemption of JR subordinated debentures	—	78	(78)	(100.00)%
Loss on sale of other investment	—	(23)	23	(100.00)%
Other	464	463	1	0.22 %
Total noninterest income	$ 3,773	$ 3,914	$ (141)	(3.60)%

(in 000's)	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Amount of Change	Percent Change
Customer service fees	$ 924	$ 963	$ (39)	(4.05)%
Increase in cash surrender value of BOLI/COLI	131	130	1	0.77 %
Gain on fair value of financial liability	(423)	148	(571)	(385.81)%
Gain on redemption of JR subordinated debentures	—	78	(78)	(100.00)%
Loss on sale of other investment	—	(23)	23	(100.00)%
Other	154	153	1	0.65 %
Total noninterest income	$ 786	$ 1,449	$ (663)	(45.76)%

Noninterest income for the nine months ended September 30, 2016 decreased $141,000 or 3.60% when compared to the same period of 2015. Customer service fees, the primary component of noninterest income, increased $206,000 or 7.74% between the two periods presented. The decrease in noninterest income of $141,000 between the two periods is primarily the result of a $48,000 gain recorded on the fair value of a financial liability for the nine months ended September 30, 2016 as compared to a $346,000 gain on the fair value of a financial liability recorded for the same period in 2015. The change in the fair value of financial liability was primarily caused by fluctuations in the LIBOR yield curve.

The cost of the Company’s subordinated debentures issued by USB Capital Trust II has remained low as market rates have remained low during the first nine months of 2016. With pricing at 3-month-LIBOR plus 129 basis points, the effective cost of the subordinated debt was 2.15% at September 30, 2016, as compared to 1.90% at December 31, 2015. Pursuant to fair value accounting guidance, the Company has recorded $48,000 in pretax fair value gain on its junior subordinated debt during the nine months ended September 30, 2016, bringing the total cumulative gain recorded on the debt to $4,262,000 at September 30, 2016.

Noninterest income for the quarter ended September 30, 2016 decreased $663,000 to $786,000, compared to the quarter ended September 30, 2015. The decrease is mostly attributed to a loss on the fair value of financial liability of $423,000 for the quarter ended September 30, 2016, compared to a gain on fair value of financial liability of $148,000 for the quarter ended September 30, 2015. The fluctuation in fair value of financial liability was caused by flattening of the LIBOR yield curve.

Noninterest Expense

The following table sets forth the amount and percentage changes in the categories presented for the nine months ended September 30, 2016 and 2015:

Table 4. Changes in Noninterest Expense

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(in 000's)	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015	Amount of Change	Percent Change
Salaries and employee benefits	$ 7,592	$ 7,044	$ 548	7.78 %
Occupancy expense	3,212	3,021	191	6.32 %
Data processing	108	90	18	20.00 %
Professional fees	1,116	877	239	27.25 %
FDIC/DFI insurance assessments	632	705	(73)	(10.35)%
Director fees	218	202	16	7.92 %
Correspondent bank service charges	59	56	3	5.36 %
Loss on California tax credit partnership	122	60	62	103.33 %
Net cost on operation of OREO	216	594	(378)	(63.64)%
Other	1,713	1,755	(42)	(2.39)%
Total expense	$ 14,988	$ 14,404	$ 584	4.05 %

(in 000's)	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Amount of Change	Percent Change
Salaries and employee benefits	$ 2,533	$ 2,341	$ 192	8.20 %
Occupancy expense	1,097	1,047	50	4.78 %
Data processing	23	29	(6)	(20.69)%
Professional fees	327	277	50	18.05 %
FDIC/DFI insurance assessments	131	234	(103)	(44.02)%
Director fees	75	78	(3)	(3.85)%
Correspondent bank service charges	20	19	1	5.26 %
Loss on California tax credit partnership	49	(1)	50	(5,000.00)%
Net cost on operation of OREO	39	401	(362)	(90.27)%
Other	570	589	(19)	(3.23)%
Total expense	$ 4,864	$ 5,014	$ (150)	(2.99)%

Noninterest expense increased approximately $584,000 or 4.05% between the nine months ended September 30, 2015 and September 30, 2016. The increase experienced during the nine months ended September 30, 2016, was primarily the result of increases of $548,000 in employee salary and benefit expenses, $191,000 in occupancy expense, and $239,000 in professional fees, partially offset by a $378,000 decrease in OREO expense. The increase in employee salary and benefit expenses is driven by increases in group insurance and higher employee incentives, compared to the nine months ended September 30, 2015.

Noninterest expense for the quarter ended September 30, 2016 decreased $150,000 to $4,864,000, compared to the quarter ended September 30, 2015. The decrease was attributed to lower OREO expenses and a reduction in regulatory assessment expense. The FDIC assessment rate was reduced effective third quarter 2016 as the FDIC minimum reserve ratio of 1.15 was reached. OREO expenses decreased $362,000 during the quarter ended September 30, 2016 as a result of partial sales on two OREO properties.

Income Taxes

The Company’s income tax expense is impacted to some degree by permanent taxable differences between income reported for book purposes and income reported for tax purposes, as well as certain tax credits which are not reflected in the Company’s pretax income or loss shown in the statements of operations and comprehensive income. As pretax income or loss amounts become smaller, the impact of these differences become more significant and are reflected as variances in the Company’s effective tax rate for the periods presented. In general, the permanent differences and tax credits affecting tax expense have a positive impact and tend to reduce the effective tax rates shown in the Company’s statements of income and comprehensive income.

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

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The Company has reviewed all of its tax positions as of September 30, 2016, and has determined that, there are no material amounts that should be recorded under the current income tax accounting guidelines.

Financial Condition

Total assets increased $55,948,000, or 7.71% to a balance of $781,592,000 at September 30, 2016, from the balance of $725,644,000 at December 31, 2015, and increased $63,193,000, or 8.80%, from the balance of $718,399,000 at September 30, 2015. Total deposits of $671,286,000 at September 30, 2016, increased $49,481,000, or 7.96%, from the balance reported at December 31, 2015, and increased $54,651,000, or 8.86%, from the balance of $616,635,000 reported at September 30, 2015. Cash and cash equivalents decreased $14,004,000, or 11.14%, between December 31, 2015 and September 30, 2016; net loans increased $46,070,000, or 9.11%, to a balance of $551,733,000; and investment securities increased $29,495,000, or 95.47%, during the first nine months of 2016.

Earning assets averaged approximately $673,353,000 during the nine months ended September 30, 2016, as compared to $610,307,000 for the same period in 2015. Average interest-bearing liabilities increased to $376,459,000 for the nine months ended September 30, 2016, from $361,857,000 reported for the comparative period of 2015.

Loans and Leases

The Company's primary business is that of acquiring deposits and making loans, with the loan portfolio representing the largest and most important component of earning assets. Loans totaled $559,599,000 at September 30, 2016, an increase of $44,281,000, or 8.59%, when compared to the balance of $515,318,000 at December 31, 2015, and an increase of $43,898,000, or 8.51%, when compared to the balance of $515,701,000 reported at September 30, 2015. Loans on average increased $43,248,000, or 8.85%, between the nine months ended September 30, 2015 and September 30, 2016, with loans averaging $532,133,000 for the nine months ended September 30, 2016, as compared to $488,885,000 for the same period of 2015.

As a result of improvements in the economy, the Company has experienced significant increases in the loan portfolio between 2015 and 2016. During the nine months ended September 30, 2016, the Company experienced increases in a commercial and industrial loans and real estate construction and development loans compared to the same period ended September 30, 2015. Loans increased $44,281,000 between December 31, 2015 and September 30, 2016, and increased $43,898,000 between September 30, 2015 and September 30, 2016. Installment loans increased $12,901,000 due to growth in the student loan portfolio. Commercial and industrial loans decreased $8,113,000 between December 31, 2015 and September 30, 2016 and decreased $16,551,000 between September 30, 2015 and September 30, 2016. Real estate mortgage loans increased $37,780,000, or 14.98%, between December 31, 2015 and