

CENTRAL VALLEY COMMUNITY BANCORP  
Form 10-Q  
May 13, 2014  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q  
(Mark One)

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

FOR THE QUARTERLY PERIOD ENDED March 31, 2014

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—31977

CENTRAL VALLEY COMMUNITY BANCORP  
(Exact name of registrant as specified in its charter)

California  
(State or other jurisdiction of incorporation or organization)

77-0539125  
(I.R.S. Employer Identification No.)

7100 N. Financial Dr, Suite 101, Fresno, California  
(Address of principal executive offices)

93720  
(Zip code)

Registrant's telephone number (559) 298-1775

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 past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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  No

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

Large accelerated filer

Accelerated filer

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Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

As of May 7, 2014 there were 10,926,925 shares of the registrant's common stock outstanding.

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CENTRAL VALLEY COMMUNITY BANCORP AND SUBSIDIARY

2014 QUARTERLY REPORT ON FORM 10-Q

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## PART 1: FINANCIAL INFORMATION

## ITEM 1: FINANCIAL STATEMENTS

CENTRAL VALLEY COMMUNITY BANCORP AND SUBSIDIARY  
CONSOLIDATED BALANCE SHEETS

(In thousands, except share amounts)	March 31, 2014 (Unaudited)	December 31, 2013
<b>ASSETS</b>		
Cash and due from banks	\$28,690	\$25,878
Interest-earning deposits in other banks	66,581	85,956
Federal funds sold	260	218
Total cash and cash equivalents	95,531	112,052
Available-for-sale investment securities (Amortized cost of \$419,372 at March 31, 2014 and \$447,108 at December 31, 2013)	422,073	443,224
Held-to-maturity investment securities (Fair value of \$32,047 at March 31, 2014)	31,589	—
Loans, less allowance for credit losses of \$8,321 at March 31, 2014 and \$9,208 at December 31, 2013	506,100	503,149
Bank premises and equipment, net	10,561	10,541
Other real estate owned	—	190
Bank owned life insurance	20,489	19,443
Federal Home Loan Bank stock	4,499	4,499
Goodwill	29,917	29,917
Core deposit intangibles	1,596	1,680
Accrued interest receivable and other assets	17,147	20,940
Total assets	\$1,139,502	\$1,145,635
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Deposits:		
Non-interest bearing	\$354,377	\$356,392
Interest bearing	636,619	647,751
Total deposits	990,996	1,004,143
Junior subordinated deferrable interest debentures	5,155	5,155
Accrued interest payable and other liabilities	17,183	16,294
Total liabilities	1,013,334	1,025,592
Commitments and contingencies (Note 9)		
Shareholders' equity:		
Preferred stock, no par value, \$1,000 per share liquidation preference; 10,000,000 shares authorized, none issued and outstanding	—	—
Common stock, no par value; 80,000,000 shares authorized; issued and outstanding: 10,925,085 at March 31, 2014 and 10,914,680 at December 31, 2013	54,016	53,981
Retained earnings	70,418	68,348
Accumulated other comprehensive income (loss), net of tax	1,734	(2,286 )
Total shareholders' equity	126,168	120,043
Total liabilities and shareholders' equity	\$1,139,502	\$1,145,635

See notes to unaudited consolidated financial statements.

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CONSOLIDATED STATEMENTS OF INCOME  
(Unaudited)

	For the Quarter Ended March 31,	
(In thousands, except share and per share amounts)	2014	2013
<b>INTEREST INCOME:</b>		
Interest and fees on loans	\$7,618	\$5,411
Interest on deposits in other banks	53	30
Interest and dividends on investment securities:		
Taxable	1,347	401
Exempt from Federal income taxes	1,402	1,338
Total interest income	10,420	7,180
<b>INTEREST EXPENSE:</b>		
Interest on deposits	297	293
Interest on junior subordinated deferrable interest debentures	24	25
Other	—	17
Total interest expense	321	335
Net interest income before provision for credit losses	10,099	6,845
<b>PROVISION FOR CREDIT LOSSES</b>	—	—
Net interest income after provision for credit losses	10,099	6,845
<b>NON-INTEREST INCOME:</b>		
Service charges	808	698
Appreciation in cash surrender value of bank owned life insurance	146	96
Interchange fees	287	196
Net realized gains on sales of investment securities	269	813
Federal Home Loan Bank dividends	76	22
Loan placement fees	58	165
Other income	333	236
Total non-interest income	1,977	2,226
<b>NON-INTEREST EXPENSES:</b>		
Salaries and employee benefits	4,911	4,019
Occupancy and equipment	1,130	901
Data processing	450	303
Regulatory assessments	198	143
ATM/Debit card expenses	150	109
License and maintenance contracts	130	99
Advertising	155	142
Audit and accounting fees	132	135
Internet banking expense	129	72
Amortization of core deposit intangibles	84	50
Other	1,267	960
Total non-interest expenses	8,736	6,933
Income before provision for income taxes	3,340	2,138
Provision for income taxes	724	355
Net income	\$2,616	\$1,783
Preferred stock dividends and accretion	—	87

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Net income available to common shareholders	\$2,616	\$1,696
Net income per common share:		
Basic earnings per share	\$0.24	\$0.18
Weighted average common shares used in basic computation	10,915,945	9,558,985
Diluted earnings per share	\$0.24	\$0.18
Weighted average common shares used in diluted computation	10,998,630	9,604,841
Cash dividend per common share	\$0.05	\$0.05

See notes to unaudited consolidated financial statements.

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CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(Unaudited)

	For the Quarter Ended March 31,	
(In thousands)	2014	2013
Net income	\$2,616	\$1,783
Other Comprehensive Income (Loss):		
Unrealized gains (losses) on securities:		
Unrealized holdings gains (losses) arising and transferred during the period	7,017	(2,071 )
Less: reclassification for net gains included in net income	269	813
Amortization of net unrealized gains transferred during the period	(18 )	—
Other comprehensive income (loss), before tax	6,730	(2,884 )
Tax (expense) benefit related to items of other comprehensive income	(2,710 )	1,187
Total other comprehensive income (loss)	4,020	(1,697 )
Comprehensive income	\$6,636	\$86

See notes to unaudited consolidated financial statements.



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CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

	For the Quarter Ended March	
	31,	
(In thousands)	2014	2013
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$2,616	\$1,783
Adjustments to reconcile net income to net cash provided by operating activities:		
Net decrease in deferred loan fees	(43	) (146
Depreciation	330	250
Accretion	(189	) (180
Amortization	1,858	2,367
Stock-based compensation	25	25
Net realized gains on sales of available-for-sale investment securities	(269	) (813
Net loss on disposal of premises and equipment	66	—
Net gain on sale of other real estate owned	(64	) —
Increase in bank owned life insurance, net of expenses	(146	) (96
Net decrease in accrued interest receivable and other assets	645	728
Net (increase) decrease in accrued interest payable and other liabilities	(1,367	) (807
Provision for (benefit from) deferred income taxes	437	(153
Net cash provided by operating activities	3,899	2,958
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of available-for-sale investment securities	(40,549	) (7,887
Proceeds from sales or calls of available-for-sale investment securities	26,716	22,157
Proceeds from maturity and principal repayments of available-for-sale investment securities	11,066	23,585
Net (increase) decrease in loans	(2,909	) 3,855
Proceeds from sale of other real estate owned	254	—
Purchases of premises and equipment	(415	) (311
Purchases of bank owned life insurance	(900	) —
Net cash (used in) provided by investing activities	(6,737	) 41,399
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Net decrease in demand, interest bearing and savings deposits	(9,577	) (15,825
Net (decrease) increase in time deposits	(3,570	) 1,151
Repayments of short-term borrowings to Federal Home Loan Bank	—	(4,000
Proceeds from exercise of stock options	10	4
Cash dividend payments on common stock	(546	) (478
Cash dividend payments on preferred stock	—	(87
Net cash used in financing activities	(13,683	) (19,235
(Decrease) increase in cash and cash equivalents	(16,521	) 25,122
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	112,052	52,956
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$95,531</b>	<b>\$78,078</b>

	For the Quarter Ended March	
	31,	
(In thousands)	2014	2013
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:</b>		

Cash paid during the period for:		
Interest	\$330	\$395
Income taxes	\$250	\$330
Non-cash investing and financing activities:		
Transfer of securities from available-for-sale to held-to-maturity	\$31,346	\$—
Unrealized gain on transfer of securities from available-for-sale to held-to-maturity	\$163	\$—
Accrued preferred stock dividends	\$—	\$87
Purchases of Available-for-sale investment securities, not yet settled	\$2,256	\$16,060

See notes to unaudited consolidated financial statements.

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Note 1. Basis of Presentation

The interim unaudited condensed consolidated financial statements of Central Valley Community Bancorp and subsidiary have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC). These interim condensed consolidated financial statements include the accounts of Central Valley Community Bancorp and its wholly owned subsidiary Central Valley Community Bank (the Bank) (collectively, the Company). All significant intercompany accounts and transactions have been eliminated in consolidation. As discussed in Note 2, on July 1, 2013, the Company completed an acquisition under which Visalia Community Bank merged with and into Central Valley Community Bancorp's subsidiary, Central Valley Community Bank. Certain information and footnote disclosures normally included in the annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) have been omitted. The Company believes that the disclosures are adequate to make the information presented not misleading. These interim consolidated financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Company's 2013 Annual Report to Shareholders on Form 10-K. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the Company's financial position at March 31, 2014, and the results of its operations and its cash flows for the three month interim period ended March 31, 2014 and 2013 have been included. Certain reclassifications have been made to prior year amounts to conform to the 2014 presentation. Reclassifications had no effect on prior period net income or shareholders' equity. The results of operations for interim periods are not necessarily indicative of results for the full year.

The preparation of these consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Management has determined that since all of the banking products and services offered by the Company are available in each branch of the Bank, all branches are located within the same economic environment, and management does not allocate resources based on the performance of different lending or transaction activities, it is appropriate to aggregate the Bank branches and report them as a single operating segment. No customer accounts for more than 10 percent of revenues for the Company or the Bank.

Note 2. Acquisition of Visalia Community Bank

Effective July 1, 2013, the Company acquired Visalia Community Bank, headquartered in Visalia, California, wherein Visalia Community Bank, with three full-service offices in Visalia and one in Exeter, merged with and into Central Valley Community Bancorp's subsidiary, Central Valley Community Bank. Visalia Community Bank's assets (unaudited) as of July 1, 2013 totaled approximately \$197 million. The acquired assets and liabilities were recorded at fair value at the date of acquisition.

Under the terms of the merger agreement, the Company issued an aggregate of approximately 1.263 million shares of its common stock and cash totaling approximately \$11.05 million to the former shareholders of Visalia Community Bank. Each Visalia Community Bank common shareholder of record at the effective time of the merger became entitled to receive 2.971 shares of common stock of the Company for each of their former shares of Visalia Community Bank common stock.

The Company recorded \$6.2 million of goodwill and \$1.4 million of other intangible assets at the date of acquisition. The other intangible assets are primarily related to core deposits and are being amortized using a straight-line method over a period of ten years with no significant residual value. For tax purposes purchase accounting adjustments, including goodwill are all non-taxable and/or non-deductible.

The acquisition was consistent with the Company's strategy to build a regional presence in Central California. The acquisition offers the Company the opportunity to increase profitability by introducing existing products and services to the acquired customer base as well as add new customers in the expanded region.

#### Pro Forma Results of Operations

The following table presents pro forma results of operations information for the periods presented as if the acquisition had occurred as of January 1, 2013. The pro forma results of operations for the three months ended March 31, 2013 include the historical accounts of the Company and Visalia Community Bank and pro forma adjustments as may be required, including the amortization of intangibles with definite lives and the amortization or accretion of any premiums or discounts arising from fair

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value adjustments for assets acquired and liabilities assumed. The pro forma information is intended for informational purposes only and is not necessarily indicative of the Company's future operating results or operating results that would have occurred had the acquisition been completed at the beginning of 2013. No assumptions have been applied to the pro forma results of operations regarding possible revenue enhancements, expense efficiencies or asset dispositions.

Pro Forma Results of Operations	For the Quarter Ended March 31, 2013
(In thousands, except per share amounts)	
Net interest income	\$8,536
Provision for credit losses	147
Non-interest income	2,720
Non-interest expense	9,019
Income before provision for income taxes	2,090
Provision for income taxes	326
Net income	\$1,764
Basic earnings per share	\$0.15
Diluted earnings per share	\$0.15

## Note 3. Fair Value Measurements

## Fair Value Hierarchy

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. In accordance with applicable guidance, the Company groups its assets and liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. Valuations within these levels are based upon:

Level 1 — Quoted market prices (unadjusted) for identical instruments traded in active exchange markets that the Company has the ability to access as of the measurement date.

Level 2 — Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable or can be corroborated by observable market data.

Level 3 — Model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect the Company's estimates of assumptions that market participants would use on pricing the asset or liability. Valuation techniques include management judgment and estimation which may be significant.

Management monitors the availability of observable market data to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, we report the transfer at the beginning of the reporting period. The estimated carrying and fair values of the Company's financial instruments are as follows (in thousands):

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(In thousands)	March 31, 2014				
	Carrying Amount	Fair Value Level 1	Level 2	Level 3	Total
Financial assets:					
Cash and due from banks	\$28,690	\$28,690	\$—	\$—	\$28,690
Interest-earning deposits in other banks	66,581	66,581	—	—	66,581
Federal funds sold	260	260	—	—	260
Available-for-sale investment securities	422,073	7,548	414,525	—	422,073
Held-to-maturity investment securities	31,589	—	32,047	—	32,047
Loans, net	506,100	—	—	509,380	509,380
Federal Home Loan Bank stock	4,499	N/A	N/A	N/A	N/A
Accrued interest receivable	4,523	22	2,623	1,878	4,523
Financial liabilities:					
Deposits	990,996	825,411	165,259	—	990,670
Junior subordinated deferrable interest debentures	5,155	—	—	2,775	2,775
Accrued interest payable	120	—	96	24	120

(In thousands)	December 31, 2013				
	Carrying Amount	Fair Value Level 1	Level 2	Level 3	Total
Financial assets:					
Cash and due from banks	\$25,878	\$25,878	\$—	\$—	\$25,878
Interest-earning deposits in other banks	85,956	85,956	—	—	85,956
Federal funds sold	218	218	—	—	218
Available-for-sale investment securities	443,224	7,514	435,710	—	443,224
Loans, net	503,149	—	—	507,361	507,361
Federal Home Loan Bank stock	4,499	N/A	N/A	N/A	N/A
Accrued interest receivable	5,026	21	2,976	2,029	5,026
Financial liabilities:					
Deposits	1,004,143	834,864	169,065	—	1,003,929
Junior subordinated deferrable interest debentures	5,155	—	—	2,750	2,750
Accrued interest payable	129	—	105	24	129

These estimates do not reflect any premium or discount that could result from offering the Company's entire holdings of a particular financial instrument for sale at one time, nor do they attempt to estimate the value of anticipated future business related to the instruments. In addition, the tax ramifications related to the realization of unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of these estimates. These estimates are made at a specific point in time based on relevant market data and information about the financial instruments. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding current economic conditions, risk characteristics of various financial instruments and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the fair values presented.

The methods and assumptions used to estimate fair values are described as follows:

(a) Cash and Cash Equivalents — The carrying amounts of cash and due from banks, interest-earning deposits in other banks, and Federal funds sold approximate fair values and are classified as Level 1.

(b) Investment Securities — Investment securities in Level 1 are mutual funds and fair values are based on quoted market prices for identical instruments traded in active markets. Fair values for investment securities classified in Level 2 are based on quoted market prices for similar securities in active markets. For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators.

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(c) Loans — Fair values of loans are estimated as follows: For variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values resulting in a Level 3 classification. Purchased credit impaired (PCI) loans are measured at estimated fair value on the date of acquisition. Carrying value is calculated as the present value of expected cash flows and approximates fair value. Fair values for other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality resulting in a Level 3 classification. Impaired loans are initially valued at the lower of cost or fair value. Impaired loans carried at fair value generally receive specific allocations of the allowance for credit losses. For collateral dependent loans, fair value is commonly based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value. Non-real estate collateral may be valued using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business, resulting in a Level 3 fair value classification. Impaired loans are evaluated on a quarterly basis for additional impairment and adjusted accordingly. The methods utilized to estimate the fair value of loans do not necessarily represent an exit price.

(d) FHLB Stock — It is not practicable to determine the fair value of FHLB stock due to restrictions placed on its transferability.

(e) Other real estate owned — OREO is measured at fair value less estimated costs to sell when acquired, establishing a new cost basis. Fair value is commonly based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process to adjust for differences between the comparable sales and income data available. The Company records OREO as non-recurring with level 3 measurement inputs.

(f) Deposits — Fair value of demand deposit, savings, and money market accounts are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amount), resulting in a Level 1 classification. Fair value for fixed and variable rate certificates of deposit are estimated using discounted cash flow analyses using interest rates offered at each reporting date by the Company for certificates with similar remaining maturities resulting in a Level 2 classification.

(g) Short-Term Borrowings — The fair values of the Company's federal funds purchased, borrowings under repurchase agreements, and other short-term borrowings, generally maturing within ninety days, are based on the market rates for similar types of borrowing arrangements resulting in a Level 2 classification.

(h) Other Borrowings — The fair values of the Company's long-term borrowings are estimated using discounted cash flow analyses based on the current borrowing rates for similar types of borrowing arrangements resulting in a Level 2 classification.

The fair values of the Company's Subordinated Debentures are estimated using discounted cash flow analyses based on the current borrowing rates for similar types of borrowing arrangements resulting in a Level 3 classification.

(i) Accrued Interest Receivable/Payable — The fair value of accrued interest receivable and payable is based on the fair value hierarchy of the related asset or liability.



(j) Off-Balance Sheet Instruments — Fair values for off-balance sheet, credit-related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. The fair value of commitments is not material.

#### Assets Recorded at Fair Value

The following tables present information about the Company's assets and liabilities measured at fair value on a recurring and non-recurring basis as of March 31, 2014:

#### Recurring Basis

The Company is required or permitted to record the following assets at fair value on a recurring basis under other accounting pronouncements as of March 31, 2014 (in thousands).

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Description	Fair Value	Level 1	Level 2	Level 3
Available-for-sale securities				
Debt Securities:				
U.S. Government agencies	\$17,975	\$—	\$17,975	\$—
Obligations of states and political subdivisions	124,514	—	124,514	—
U.S. Government sponsored entities and agencies collateralized by residential mortgage obligations	266,825	—	266,825	—
Private label residential mortgage backed securities	5,211	—	5,211	—
Other equity securities	7,548	7,548	—	—
Total assets measured at fair value on a recurring basis	\$422,073	\$7,548	\$414,525	\$—

Securities in Level 1 are mutual funds and fair values are based on quoted market prices for identical instruments traded in active markets. Fair values for available-for-sale investment securities in Level 2 are based on quoted market prices for similar securities in active markets. For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators. Management evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets, total liabilities or total earnings. During the three months ended March 31, 2014, no transfers between levels occurred.

There were no Level 3 assets measured at fair value on a recurring basis at March 31, 2014. Also there were no liabilities measured at fair value on a recurring basis at March 31, 2014.

## Non-recurring Basis

The Company may be required, from time to time, to measure certain assets and liabilities at fair value on a non-recurring basis. These include assets and liabilities that are measured at the lower of cost or fair value that were recognized at fair value which was below cost at March 31, 2014 (in thousands).

Description	Fair Value	Level 1	Level 2	Level 3
Assets:				
Impaired loans:				
Commercial:				
Commercial and industrial	\$200	\$—	\$—	\$200
Consumer:				
Equity loans and lines of credit	145	—	—	145
Total impaired loans	345	—	—	345
Total assets measured at fair value on a non-recurring basis	\$345	\$—	\$—	\$345

At the time a loan is considered impaired, it is valued at the lower of cost or fair value. Impaired loans carried at fair value generally receive specific allocations of the allowance for credit losses. For collateral dependent loans, fair value is commonly based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value. Non-real estate collateral may be valued using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business, resulting in a Level 3 fair value classification. The fair value of impaired loans is based on the fair value of the collateral. Impaired loans were determined to be collateral dependent and categorized as Level 3 due to ongoing real estate market conditions resulting in inactive market date, which in turn required the use of unobservable inputs and assumptions in fair value measurements. Impaired loans evaluated under the discounted cash flow method are

excluded from the table above. The discounted cash flow methods as prescribed by topic 310 is not a fair value measurement since the discount rate utilized is the loan's effective interest rate which is not a market rate. There were no changes in valuation techniques used during the three month period ended March 31, 2014.

Appraisals for collateral-dependent impaired loans are performed by certified general appraisers (for commercial properties) or certified residential appraisers (for residential properties) whose qualifications and licenses have been reviewed and verified by the Company. Once received, the assumptions and approaches utilized in the appraisal as well as the overall resulting fair value is compared with independent data sources such as recent market data or industry-wide statistics.

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Impaired loans that are measured for impairment using the fair value of the collateral for collateral dependent loans, had a principal balance of \$375,000 with a valuation allowance of \$30,000 at March 31, 2014, resulting in fair value of \$345,000. The valuation allowance represents specific allocations for the allowance for credit losses for impaired loans.

The following tables present information about the Company's assets and liabilities measured at fair value on a recurring and nonrecurring basis as of December 31, 2013:

## Recurring Basis

The Company is required or permitted to record the following assets at fair value on a recurring basis under other accounting pronouncements (in thousands).

Description	Fair Value	Level 1	Level 2	Level 3
Available-for-sale securities				
Debt Securities:				
U.S. Government agencies	\$ 18,203	\$—	\$ 18,203	\$—
Obligations of states and political subdivisions	158,407	—	158,407	—
U.S. Government sponsored entities and agencies collateralized by residential mortgage obligations	253,709	—	253,709	—
Private label residential mortgage backed securities	5,391	—	5,391	—
Other equity securities	7,514	7,514	—	—
Total assets measured at fair value on a recurring basis	\$443,224	\$7,514	\$435,710	\$—

Securities in Level 1 are mutual funds and fair values are based on quoted market prices for identical instruments traded in active markets. Fair values for available-for-sale investment securities in Level 2 are based on quoted market prices for similar securities in active markets. For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators.

Management evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets, total liabilities or total earnings. During the year ended December 31, 2013, no transfers between levels occurred.

There were no Level 3 assets measured at fair value on a recurring basis at December 31, 2013. Also there were no liabilities measured at fair value on a recurring basis at December 31, 2013.

## Non-recurring Basis

The Company may be required, from time to time, to measure certain assets and liabilities at fair value on a non-recurring basis. These include assets and liabilities that are measured at the lower of cost or fair value that were recognized at fair value which was below cost at December 31, 2013 (in thousands).

Description	Fair Value	Level 1	Level 2	Level 3
Impaired loans:				
Consumer:				
Equity loans and lines of credit	\$ 133	\$—	\$—	\$ 133
Total assets measured at fair value on a non-recurring basis	\$ 133	\$—	\$—	\$ 133

At the time a loan is considered impaired, it is valued at the lower of cost or fair value. Impaired loans carried at fair value generally receive specific allocations of the allowance for credit losses. For collateral dependent loans, fair value is commonly based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income

data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value. Non-real estate collateral may be valued using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business, resulting in a Level 3 fair value classification. The fair value of impaired loans is based on the fair value of the collateral. Impaired loans were determined to be collateral dependent and categorized as Level 3 due to ongoing real estate market conditions resulting in inactive market data, which in turn required the use of unobservable inputs and assumptions in fair value measurements. Impaired loans were determined to

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be collateral dependent and categorized as Level 3 due to ongoing real estate market conditions resulting in inactive market data, which in turn required the use of unobservable inputs and assumptions in fair value measurements. Impaired loans evaluated under the discounted cash flow method are excluded from the table above. The discounted cash flow method as prescribed by topic 310 is not a fair value measurement since the discount rate utilized is the loan's effective interest rate which is not a market rate. There were no changes in valuation techniques used during the year ended December 31, 2013

Appraisals for collateral-dependent impaired loans are performed by certified general appraisers (for commercial properties) or certified residential appraisers (for residential properties) whose qualifications and licenses have been reviewed and verified by the Company. Once received, the assumptions and approaches utilized in the appraisal as well as the overall resulting fair value is compared with independent data sources such as recent market data or industry-wide statistics.

Impaired loans that are measured for impairment using the fair value of the collateral for collateral dependent loans, had a principal balance of \$194,000 with a valuation allowance of \$61,000 at December 31, 2013, resulting in fair value of \$133,000. The valuation allowance represents specific allocations for the allowance for credit losses for impaired loans.

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## Note 4. Investments

The investment portfolio consists primarily of U.S. Government sponsored entity and agency securities collateralized by residential mortgage obligations, private label residential mortgage backed securities (PLRMBS), and obligations of states and political subdivisions securities. As of March 31, 2014, \$96,749,000 of these securities were held as collateral for borrowing arrangements, public funds, and for other purposes.

The fair value of the available-for-sale investment portfolio reflected a net unrealized gain of \$2,701,000 at March 31, 2014 compared to an unrealized loss of \$3,884,000 at December 31, 2013.

The following table sets forth the carrying values and estimated fair values of our investment securities portfolio at the dates indicated (in thousands):

	March 31, 2014			
Available-for-Sale Securities	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Debt securities:				
U.S. Government agencies	\$17,968	\$47	\$(40)	) \$17,975
Obligations of states and political subdivisions	123,678	2,918	(2,082)	) 124,514
U.S. Government sponsored entities and agencies collateralized by residential mortgage obligations	266,173	1,878	(1,226)	) 266,825
Private label residential mortgage backed securities	3,957	1,254	—	) 5,211
Other equity securities	7,596	1	(49)	) 7,548
Total available-for-sale	\$419,372	\$6,098	\$(3,397)	) \$422,073
	March 31, 2014			
Held-to-Maturity Securities	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Debt securities:				
Obligations of states and political subdivisions	\$31,589	\$504	\$(46)	) \$32,047
	December 31, 2013			
Available-for-Sale Securities	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Debt securities:				
U.S. Government agencies	\$18,172	\$115	\$(84)	) \$18,203
Obligations of states and political subdivisions	162,018	2,906	(6,517)	) 158,407
U.S. Government sponsored entities and agencies collateralized by residential mortgage obligations	254,978	1,075	(2,344)	) 253,709
Private label residential mortgage backed securities	4,344	1,047	—	) 5,391
Other equity securities	7,596	2	(84)	) 7,514
Total available-for-sale	\$447,108	\$5,145	\$(9,029)	) \$443,224

Proceeds and gross realized gains (losses) from the sales or calls of investment securities for the periods ended March 31, 2014 and 2013 are shown below (in thousands):

	For the Quarter Ended March 31,	
	2014	2013
Available-for-Sale Securities		
Proceeds from sales or calls	\$26,716	\$22,157
Gross realized gains from sales or calls	962	1,006

Gross realized losses from sales or calls (693 ) (193 )



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Losses recognized in 2014 and 2013 were incurred in order to reposition the investment securities portfolio based on the current rate environment. The securities which were sold at a loss were acquired when the rate environment was not as volatile. The securities which were sold were primarily purchased several years ago to serve a purpose in the rate environment in which the securities were purchased. The Company is addressing risks in the security portfolio by selling these securities and using proceeds to purchase securities that fit with the Company's current risk profile. The provision for income taxes includes \$110,000 and \$335,000 income tax impact from the reclassification of unrealized net gains on available-for-sale securities to realized net gains on available-for-sale securities for the years ended March 31, 2014 and 2013.

Investment securities, aggregated by investment category, with unrealized losses as of the dates indicated are summarized and classified according to the duration of the loss period as follows (in thousands):

	March 31, 2014					
	Less than 12 Months		12 Months or More		Total	
Available-for-Sale Securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Debt securities:						
U.S. Government agencies	\$1,812	\$(36)	\$962	\$(4)	\$2,774	\$(40)
Obligations of states and political subdivisions	35,386	(899)	20,566	(1,183)	55,952	(2,082)
U.S. Government sponsored entities and agencies collateralized by residential mortgage obligations	95,493	(871)	20,229	(355)	115,722	(1,226)
Other equity securities	7,416	(49)	—	—	7,416	(49)
Total available-for-sale	\$140,107	\$(1,855)	\$41,757	\$(1,542)	\$181,864	\$(3,397)
	March 31, 2014					
	Less than 12 Months		12 Months or More		Total	
Held-to-Maturity Securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Debt securities:						
Obligations of states and political subdivisions	\$3,234	\$(46)	\$—	\$—	\$3,234	\$(46)
	December 31, 2013					
	Less than 12 Months		12 Months or More		Total	
Available-for-Sale Securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Debt securities:						
U.S. Government agencies	\$4,132	\$(75)	\$968	\$(9)	\$5,100	\$(84)
Obligations of states and political subdivisions	89,556	(5,007)	15,015	(1,510)	104,571	(6,517)
U.S. Government sponsored entities and agencies collateralized by residential mortgage obligations	148,853	(2,070)	19,199	(274)	168,052	(2,344)
Other equity securities	7,416	(84)	—	—	7,416	(84)
Total available-for-sale	\$249,957	\$(7,236)	\$35,182	\$(1,793)	\$285,139	\$(9,029)

We periodically evaluate each investment security for other-than-temporary impairment, relying primarily on industry analyst reports, observation of market conditions and interest rate fluctuations. The portion of the

impairment that is attributable to a shortage in the present value of expected future cash flows relative to the amortized cost should be recorded as a current period charge to earnings. The discount rate in this analysis is the original yield expected at time of purchase.

As of March 31, 2014, the Company performed an analysis of the investment portfolio to determine whether any of the investments held in the portfolio had an other-than-temporary impairment (OTTI). Management evaluated all available-for-sale investment securities with an unrealized loss at March 31, 2014 and identified those that had an unrealized loss for at least a consecutive 12 month period, which had an unrealized loss at March 31, 2014 greater than 10% of the recorded book value on that date, or which had an unrealized loss of more than \$10,000. Management also analyzed any securities that may have been downgraded by credit rating agencies.

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For those bonds that met the evaluation criteria, management obtained and reviewed the most recently published national credit ratings for those bonds. For those bonds that were municipal debt securities with an investment grade rating by the rating agencies, management also evaluated the financial condition of the municipality and any applicable municipal bond insurance provider and concluded that no credit related impairment existed.

### U.S. Government Agencies

At March 31, 2014, the Company held seven U.S. Government agency securities, of which one was in a loss position for less than 12 months and one was in a loss position nor had been in a loss position for 12 months or more. The unrealized losses on the Company's investments in direct obligations of U.S. government agencies were caused by interest rate changes. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized costs of the investment. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company has the ability and intent to hold, and it is more likely than not that it will not be required to sell, those investments until a recovery of fair value, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at March 31, 2014.

### Obligations of States and Political Subdivisions

At March 31, 2014, the Company held 140 obligations of states and political subdivision securities of which 23 were in a loss position for less than 12 months and 15 were in a loss position and had been in a loss position for 12 months or more. The unrealized losses on the Company's investments in obligations of states and political subdivision securities were caused by interest rate changes. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell, and it is more likely than not that it will not be required to sell those investments until a recovery of fair value, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at March 31, 2014.

### U.S. Government Sponsored Entities and Agencies Collateralized by Residential Mortgage Obligations

At March 31, 2014, the Company held 217 U.S. Government sponsored entity and agency securities collateralized by residential mortgage obligations of which 43 were in a loss position for less than 12 months and 16 have been in a loss position for more than 12 months. The unrealized losses on the Company's investments in U.S. Government sponsored entities and agencies collateralized by residential mortgage obligations were caused by interest rate changes. The contractual cash flows of those investments are guaranteed by an agency or sponsored entity of the U.S. Government. Accordingly, it is expected that the securities would not be settled at a price less than the amortized cost of the Company's investment. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell, and it is more likely than not that it will not be required to sell those investments until a recovery of fair value, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at March 31, 2014.

### Private Label Residential Mortgage Backed Securities

At March 31, 2014, the Company had a total of 21 PLRMBS with a remaining principal balance of \$3,957,000 and a net unrealized gain of approximately \$1,254,000. None of these securities were recorded with an unrealized loss at March 31, 2014. Eight of these PLRMBS with a remaining principal balance of \$3,144,000 had credit ratings below investment grade. The Company continues to perform extensive analyses on these securities.

### Other Equity Securities

At March 31, 2014, the Company had a total of two mutual fund equity investments, one of which had been in an unrealized loss position for less than 12 months. The unrealized loss on the mutual fund equity investment was primarily attributable to both changes in interest rates and a re-pricing of risk in the market. Based on management's evaluation of the nature of the decline in net asset value on the mutual fund equity investments, the Company does not consider those investments to be other-than-temporarily impaired at March 31, 2014.

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The following tables provide a roll forward for the three month periods ended March 31, 2014 and 2013 of investment securities credit losses recorded in earnings. The beginning balance represents the credit loss component for which OTTI occurred on debt securities in prior periods. Additions represent the first time a debt security was credit impaired or when subsequent credit impairments have occurred on securities for which OTTI credit losses have been previously recognized.

(In thousands)	For the Quarter Ended March 31,	
	2014	2013
Beginning balance	\$800	\$783
Amounts related to credit loss for which an OTTI charge was not previously recognized	—	17
Increases to the amount related to credit loss for which OTTI was previously recognized	—	—
Realized losses for securities sold	—	—
Ending balance	\$800	\$800

The amortized cost and estimated fair value of available-for-sale and held-to-maturity investment securities at March 31, 2014 by contractual maturity is shown below (in thousands). Expected maturities will differ from contractual maturities because the issuers of the securities may have the right to call or prepay obligations with or without call or prepayment penalties.

	March 31, 2014	
Available-for-Sale Securities	Amortized Cost	Estimated Fair Value
Within one year	\$—	\$—
After one year through five years	2,667	2,947
After five years through ten years	14,968	15,287
After ten years	106,043	106,280
	123,678	124,514
Investment securities not due at a single maturity date:		
U.S. Government agencies	17,968	17,975
U.S. Government sponsored entities and agencies collateralized by residential mortgage obligations	266,173	266,825
Private label residential mortgage backed securities	3,957	5,211
Other equity securities	7,596	7,548
Total available-for-sale	\$419,372	\$422,073

	March 31, 2014	
Held-to-Maturity Securities	Amortized Cost	Estimated Fair Value
After ten years	\$31,589	\$32,047

During the quarter ended March 31, 2014, to better manage our interest rate risk, we transferred from available for sale to held to maturity selected municipal securities in our portfolio having a book value of approximately \$31 million, a market value of approximately \$32 million, and a net unrealized gain of approximately \$163,000. This transfer was completed after careful consideration of our intent and ability to hold these securities to maturity.

Note 5. Loans and Allowance for Credit Losses

Outstanding loans are summarized as follows:

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Loan Type (Dollars in thousands)	March 31, 2014	% of Total Loans	December 31, 2013	% of Total Loans	
Commercial:					
Commercial and industrial	\$87,353	17.0	% \$87,082	17.0	%
Agricultural land and production	24,969	4.8	% 31,649	6.1	%
Total commercial	112,322	21.8	% 118,731	23.1	%
Real estate:					
Owner occupied	159,343	31.0	% 156,781	30.6	%
Real estate construction and other land loans	37,081	7.2	% 42,329	8.3	%
Commercial real estate	90,794	17.6	% 86,117	16.8	%
Agricultural real estate	52,107	10.1	% 44,164	8.6	%
Other real estate	4,520	0.9	% 4,548	0.9	%
Total real estate	343,845	66.8	% 333,939	65.2	%
Consumer:					
Equity loans and lines of credit	47,210	9.2	% 48,594	9.5	%
Consumer and installment	11,160	2.2	% 11,252	2.2	%
Total consumer	58,370	11.4	% 59,846	11.7	%
Deferred loan fees, net	(116 )		(159 )		
Total gross loans	514,421	100.0	% 512,357	100.0	%
Allowance for credit losses	(8,321 )		(9,208 )		
Total loans	\$506,100		\$503,149		

The table above includes loans acquired at fair value on July 1, 2013 in the VCB acquisition with outstanding balances of \$91,682,000 and \$99,948,000 as of March 31, 2014 and December 31, 2013, respectively.

At March 31, 2014 and December 31, 2013, loans originated under Small Business Administration (SBA) programs totaling \$7,236,000 and \$7,345,000, respectively, were included in the real estate and commercial categories.

#### Purchased Credit Impaired Loans

The Company has loans that were acquired in an acquisition, for which there was, at acquisition, evidence of deterioration of credit quality since origination and for which it was probable, at acquisition, that all contractually required payments would not be collected.

These purchased credit impaired loans are recorded at the amount paid, such that there is no carryover of the seller's allowance for loan losses. After acquisition, losses are recognized by an increase in the allowance for loan losses. The Company estimates the amount and timing of expected cash flows for each loan and the expected cash flows in excess of amount paid is recorded as interest income over the remaining life of the loan (accretable yield). The excess of the loan's contractual principal and interest over expected cash flows is not recorded (nonaccretable difference). Over the life of the loan, expected cash flows continue to be estimated. If the present value of expected cash flows is less than the carrying amount, a loss is recorded. If the present value of expected cash flows is greater than the carrying amount, it is recognized as part of future interest income.

The carrying amount of those loans is included in the balance sheet amounts of loans receivable at March 31, 2014 and December 31, 2013. The amounts of loans at March 31, 2014 and December 31, 2013 are as follows (in thousands):

March 31,	December 31,
2014	2013

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Real estate	\$428	\$ 2,465
Outstanding balance	\$428	\$ 2,465
Carrying amount, net of allowance of \$0	\$428	\$ 2,465

Accretable yield, or income expected to be collected for the three and nine months ended March 31, 2014 and 2013 is as follows (in thousands):

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	For the Quarter Ended March 31,	
	2014	2013
Balance at beginning of period	\$94	\$—
Additions	—	—
Accretion	(778	) —
Reclassification from (to) non-accretable difference	692	—
Disposals	—	—
Balance at end of period	\$8	\$—

During the quarter ended March 31, 2014, the Company did not increase or decrease the allowance for loan losses with respect to these loans.

Loans acquired during each period or year for which it was probable at acquisition that all contractually required payments would not be collected are as follows (in thousands):

	March 31, 2014	December 31, 2013
Contractually required payments receivable at acquisition:		
Real estate	\$—	\$ 6,912
Total	\$—	\$ 6,912
Cash flows expected to be collected at acquisition	\$—	\$ 2,681
Fair value of in acquired loans at acquisition	\$—	\$ 2,576

Certain of the loans acquired by the Company that are within the scope of Topic ASC 310-30 are not accounted for using the income recognition model of the Topic because the Company cannot reliably estimate cash flows expected to be collected. The carrying amounts of such loans (which are included in the carrying amount, net of allowance, described above) are as follows (in thousands):

	March 31, 2014	December 31, 2013
Loans acquired during the period	\$—	\$ 1,324
Loans at the end of the period	\$428	\$ 1,324

The allowance for credit losses (the “allowance”) is an estimate of probable incurred credit losses inherent in the Company’s loan portfolio that have been incurred as of the balance-sheet date. The allowance is established through a provision for credit losses which is charged to expense. Additions to the allowance are expected to maintain the adequacy of the total allowance after credit losses and loan growth. Credit exposures determined to be uncollectible are charged against the allowance. Cash received on previously charged off credits is recorded as a recovery to the allowance. The overall allowance consists of two primary components, specific reserves related to impaired loans and general reserves for probable incurred losses related to loans that are not impaired.

For all portfolio segments, the determination of the general reserve for loans that are not impaired is based on estimates made by management, including but not limited to, consideration of historical losses by portfolio segment over the most recent 20 quarters, and qualitative factors including economic trends in the Company’s service areas, industry experience and trends, geographic concentrations, estimated collateral values, the Company’s underwriting policies, the character of the loan portfolio, and probable losses inherent in the portfolio taken as a whole.

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The following table shows the summary of activities for the allowance for credit losses as of and for the three months ended March 31, 2014 and 2013 by portfolio segment (in thousands):

	Commercial	Real Estate	Consumer	Unallocated	Total
Allowance for credit losses:					
Beginning balance, January 1, 2014	\$ 2,444	\$ 5,174	\$ 1,168	\$ 422	\$ 9,208
Provision charged to operations	449	(510)	) 237	(176)	) —
Losses charged to allowance	(929)	) —	(85)	) —	(1,014)
Recoveries	48	8	71	—	127
Ending balance, March 31, 2014	\$ 2,012	\$ 4,672	\$ 1,391	\$ 246	\$ 8,321
Allowance for credit losses:					
Beginning balance, January 1, 2013	\$ 2,676	\$ 5,877	\$ 1,541	\$ 39	\$ 10,133
Provision charged to operations	241	(341)	) (238)	) 338	—
Losses charged to allowance	(698)	) —	(17)	) —	(715)
Recoveries	42	—	29	—	71
Ending balance, March 31, 2013	\$ 2,261	\$ 5,536	\$ 1,315	\$ 377	\$ 9,489

The following is a summary of the allowance for credit losses by impairment methodology and portfolio segment as of March 31, 2014 and December 31, 2013 (in thousands).

	Commercial	Real Estate	Consumer	Unallocated	Total
Allowance for credit losses:					
Ending balance, March 31, 2014	\$ 2,012	\$ 4,672	1,391	\$ 246	\$ 8,321
Ending balance: individually evaluated for impairment	\$ —	\$ 308	30	\$ —	\$ 338
Ending balance: collectively evaluated for impairment	\$ 2,012	\$ 4,364	1,361	\$ 246	\$ 7,983
Ending balance, December 31, 2013	\$ 2,444	\$ 5,174	\$ 1,168	\$ 422	\$ 9,208
Ending balance: individually evaluated for impairment	\$ 469	\$ 465	\$ 73	\$ —	\$ 1,007
Ending balance: collectively evaluated for impairment	\$ 1,975	\$ 4,709	\$ 1,095	\$ 422	\$ 8,201

The table above excludes ending balance of loans acquired with deteriorated quality of \$428,000 and \$2,465,000 with no allowance at March 31, 2014 and December 31, 2013, respectively.

The following table shows the ending balances of loans as of March 31, 2014 and December 31, 2013 by portfolio segment and by impairment methodology (in thousands):

	Commercial	Real Estate	Consumer	Total
Loans:				
Ending balance, March 31, 2014	\$ 112,322	\$ 343,845	\$ 58,370	\$ 514,537
Ending balance: individually evaluated for impairment	\$ 290	\$ 8,314	\$ 1,954	\$ 10,558
Ending balance: collectively evaluated for impairment	\$ 112,032	\$ 335,531	\$ 56,416	\$ 503,979
Loans:				
Ending balance, December 31, 2013	\$ 118,731	\$ 333,939	\$ 59,846	\$ 512,516
Ending balance: individually evaluated for impairment	\$ 1,527	\$ 9,540	\$ 2,290	\$ 13,357
Ending balance: collectively evaluated for impairment	\$ 117,204	\$ 324,399	\$ 57,556	\$ 499,159

The following table shows the loan portfolio by class allocated by management's internal risk ratings at March 31, 2014 (in thousands):

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	Pass	Special Mention	Sub-Standard	Doubtful	Total
Commercial:					
Commercial and industrial	\$80,920	\$3,177	\$ 3,256	\$—	\$87,353
Agricultural land and production	24,969	—	—	—	24,969
Real Estate:					
Owner occupied	146,483	5,151	7,709	—	159,343
Real estate construction and other land loans	27,796	2,090	7,195	—	37,081
Commercial real estate	79,350	3,910	7,534	—	90,794
Agricultural real estate	50,126	1,981	—	—	52,107
Other real estate	4,520	—	—	—	4,520
Consumer:					
Equity loans and lines of credit	40,458	2,081	4,671	—	47,210
Consumer and installment	10,868	39	253	—	11,160
Total	\$465,490	\$18,429	\$ 30,618	\$—	\$514,537

The following table shows the loan portfolio by class allocated by management's internally assigned risk grade ratings at December 31, 2013 (in thousands):

	Pass	Special Mention	Sub-Standard	Doubtful	Total
Commercial:					
Commercial and industrial	\$81,732	\$2,244	\$ 3,106	\$—	\$87,082
Agricultural land and production	31,649	—	—	—	31,649
Real Estate:					
Owner occupied	144,082	5,229	7,470	—	156,781
Real estate construction and other land loans	31,776	3,959	6,594	—	42,329
Commercial real estate	77,589	3,718	4,810	—	86,117
Agricultural real estate	42,151	2,013	—	—	44,164
Other real estate	4,548	—	—	—	4,548
Consumer:					
Equity loans and lines of credit	41,999	2,400	4,195	—	48,594
Consumer and installment	10,946	46	260	—	11,252
Total	\$466,472	\$19,609	\$ 26,435	\$—	\$512,516

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The following table shows an aging analysis of the loan portfolio by class and the time past due at March 31, 2014 (in thousands):

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Current	Total Loans	Recorded Investment > 90 Days Accruing	Non-accrual
Commercial:								
Commercial and industrial	\$ 8	\$200	\$—	\$ 208	\$87,145	\$87,353	\$—	\$ 291
Agricultural land and production	—	—	—	—	24,969	24,969	—	—
Real estate:								
Owner occupied	379	482	—	861	158,482	159,343	—	1,191
Real estate construction and other land loans	—	—	—	—	37,081	37,081	—	1,401
Commercial real estate	—	—	—	—	90,794	90,794	—	149
Agricultural real estate	—	—	—	—	52,107	52,107	—	—
Other real estate	—	—	—	—	4,520	4,520	—	—
Consumer:								
Equity loans and lines of credit	377	10	—	387	46,823	47,210	—	1,950
Consumer and installment	72	5	—	77	11,083	11,160	—	—
Total	\$ 836	\$697	\$—	\$ 1,533	\$513,004	\$514,537	\$—	\$ 4,982

The following table shows an aging analysis of the loan portfolio by class and the time past due at December 31, 2013 (in thousands):

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Current	Total Loans	Recorded Investment > 90 Days Accruing	Non- accrual
Commercial:								
Commercial and industrial	\$ 274	\$236	\$—	\$ 510	\$86,572	\$87,082	\$—	\$1,527
Agricultural land and production	—	—	—	—	31,649	31,649	—	—
Real estate:								
Owner occupied	1,272	134	418	1,824	154,957	156,781	—	2,161
Real estate construction and other land loans	—	—	—	—	42,329	42,329	—	1,450
Commercial real estate	—	—	—	—	86,117	86,117	—	158
Agricultural real estate	—	—	—	—	44,164	44,164	—	—
Other real estate	—	—	—	—	4,548	4,548	—	—
Consumer:								
Equity loans and lines of credit	10	147	252	409	48,185	48,594	—	2,286
Consumer and installment	86	—	—	86	11,166	11,252	—	4
Total	\$ 1,642	\$517	\$670	\$ 2,829	\$509,687	\$512,516	\$—	\$7,586



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The following table shows information related to impaired loans by class at March 31, 2014 (in thousands):

	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:			
Commercial:			
Commercial and industrial	\$290	\$1,332	\$—
Real estate:			
Owner occupied	2,561	3,054	—
Real estate construction and other land loans	1,401	2,128	—
Commercial real estate	491	890	—
Total real estate	4,453	6,072	—
Consumer:			
Equity loans and lines of credit	1,774	2,417	—
Consumer and installment	4	5	—
Total consumer	1,778	2,422	—
Total with no related allowance recorded	6,521	9,826	—
With an allowance recorded:			
Real estate:			
Real estate construction and other land loans	3,861	3,861	308
Consumer:			
Equity loans and lines of credit	176	180	30
Total with an allowance recorded	4,037	4,041	338
Total	\$10,558	\$13,867	\$338

The recorded investment in loans excludes accrued interest receivable and net loan origination fees, due to immateriality.

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The following table shows information related to impaired loans by class at December 31, 2013 (in thousands):

	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:			
Commercial:			
Commercial and industrial	\$350	\$385	\$—
Real estate:			
Owner occupied	3,160	4,159	—
Real estate construction and other land loans	1,449	2,136	—
Commercial real estate	502	891	—
Total real estate	5,111	7,186	—
Consumer:			
Equity loans and lines of credit	2,029	2,826	—
Consumer and installment	4	5	—
Total consumer	2,033	2,831	—
Total with no related allowance recorded	7,494	10,402	—
With an allowance recorded:			
Commercial:			
Commercial and industrial	1,177	1,222	469
Real estate:			
Owner occupied	385	425	3
Real estate construction and other land loans	4,044	4,044	462
Total real estate	4,429	4,469	465
Consumer:			
Equity loans and lines of credit	257	264	73
Total with an allowance recorded	5,863	5,955	1,007
Total	\$13,357	\$16,357	\$1,007

The recorded investment in loans excludes accrued interest receivable and net loan origination fees, due to immateriality.



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The following presents by class, information related to the average recorded investment and interest income recognized on impaired loans for the three months ended March 31, 2014 and 2013.

	Three Months Ended March 31, 2014		Three Months Ended March 31, 2013	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:				
Commercial:				
Commercial and industrial	\$329	\$ —	\$558	\$ —
Real estate:				
Owner occupied	3,195	20	835	—
Real estate construction and other land loans	1,427	—	5,007	—
Commercial real estate	496	—	26	—
Total real estate	5,118	20	5,868	—
Consumer:				
Equity loans and lines of credit	1,943	—	1,691	—
Consumer and installment	4	—	—	—
Total consumer	1,947	—	1,691	—
Total with no related allowance recorded	7,394	20	8,117	—
With an allowance recorded:				
Commercial:				
Commercial and industrial	872	—	1,821	33
Real estate:				
Owner occupied	96	—	747	—
Real estate construction and other land loans	3,988	70	6,480	86
Total real estate	4,084	70	7,227	86
Consumer:				
Equity loans and lines of credit	236	—	223	—
Total with an allowance recorded	5,192	70	9,288	119
Total	\$12,586	\$ 90	\$17,405	\$ 119

Foregone interest on nonaccrual loans totaled \$164,000 and \$176,000 for the three month periods ended March 31, 2014 and 2013, respectively.

**Troubled Debt Restructurings:**

As of March 31, 2014 and December 31, 2013, the Company has a recorded investment in troubled debt restructurings of \$9,094,000 and \$10,366,000, respectively. The Company has allocated \$308,000 and 946,000 of specific reserves to loans whose terms have been modified in troubled debt restructurings as of March 31, 2014 and December 31, 2013, respectively. The Company has committed to lend no additional amounts as of March 31, 2014 to customers with outstanding loans that are classified as troubled debt restructurings.

During the three month periods ended March 31, 2014 and 2013 no loans were modified as troubled debt restructurings.

A loan is considered to be in payment default once it is 90 days contractually past due under the modified terms. There were no defaults on troubled debt restructurings, within twelve months following the modification, during the quarter ended March 31, 2014 and March 31, 2013.

## Note 6. Goodwill and Intangible Assets

Business combinations involving the Company's acquisition of the equity interests or net assets of another enterprise give rise to goodwill. Total goodwill at March 31, 2014 was \$29,917,000 consisting of \$14,643,000, \$8,934,000, and \$6,340,000 representing the excess of the cost of Service 1st Bancorp, Bank of Madera County, and Visalia Community Bank, respectively, over the net amounts assigned to assets acquired and liabilities assumed in the transactions accounted for under the purchase

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method of accounting. The value of goodwill is ultimately derived from the Company's ability to generate net earnings after the acquisitions and is not deductible for tax purposes. A decline in net earnings could be indicative of a decline in the fair value of goodwill and result in impairment. For that reason, goodwill is assessed at least annually for impairment.

The Company has selected September 30 as the date to perform the annual impairment test. Management assessed qualitative factors including performance trends and noted no factors indicating goodwill impairment.

Goodwill is also tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of the Company below its carrying amount. No such events or circumstances arose during the first three months of 2014.

The intangible assets at March 31, 2014 represent the estimated fair value of the core deposit relationships acquired in the 2013 acquisition of Visalia Community Bank of \$1,365,000, and Service 1st Bancorp in 2008 of \$1,400,000. Core deposit intangibles are being amortized by the straight-line method (which approximates the effective interest method) over an estimated life of seven to ten years from the date of acquisition. The carrying value of intangible assets at March 31, 2014 was \$1,596,000 net of \$1,169,000 in accumulated amortization expense. Management evaluates the remaining useful lives quarterly to determine whether events or circumstances warrant a revision to the remaining periods of amortization. Based on the evaluation, no changes to the remaining useful lives was required in the first quarter of 2014. Management performed an annual impairment test on core deposit intangibles as of September 30, 2013 and determined no impairment was necessary. Amortization expense recognized was \$84,000 and \$50,000 for the three month periods ended March 31, 2014 and 2013, respectively.

The following table summarizes the Company's estimated core deposit intangible amortization expense for each of the next five years (in thousands):

Years Ending	Estimated Core Deposit Intangible Amortization
2014	\$253
2015	320
2016	137
2017	137
2018	137
Thereafter	612
	\$1,596

#### Note 7. Borrowing Arrangements

As of March 31, 2014 or December 31, 2013, the Company had no Federal Home Loan Bank (FHLB) of San Francisco advances.

FHLB advances are secured under the standard credit and securities-backed credit programs. Investment securities with amortized costs totaling \$1,832,000 and \$3,985,000, and market values totaling \$1,975,000 and \$4,084,000 at March 31, 2014 and December 31, 2013, respectively, were pledged under the securities-backed credit program. The Bank's credit limit varies according to the amount and composition of the investment and loan portfolios pledged as collateral.

As of March 31, 2014 and December 31, 2013, the Company had no Federal funds purchased.

#### Note 8. Income Taxes

The Company files its income taxes on a consolidated basis with its subsidiary. The allocation of income tax expense (benefit) represents each entity's proportionate share of the consolidated provision for income taxes. Deferred tax assets and liabilities are recognized for the tax consequences of temporary differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. On the consolidated balance sheets, net deferred tax assets are included in

accrued interest receivable and other assets. The Company establishes a tax valuation allowance when it is more likely than not that a recorded tax benefit is not expected to be fully realized. The expense to create the tax valuation allowance is recorded as an additional income tax expense in the period the tax valuation allowance is created. Based on management's analysis as of March 31, 2014 and December 31, 2013, the Company maintained a deferred tax valuation allowance of \$108,000 related to California capital loss carryforwards.

Accounting for uncertainty in income taxes - The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be

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sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as a component of tax expense in the consolidated statements of income. During the three months ended March 31, 2014 and 2013, the Company increased its reserve by \$25,000 and \$15,000, respectively, for uncertain tax positions attributable to tax credits and deductions related to enterprise zone activities in California. The Company does not expect the total amount of unrecognized tax benefits to significantly increase or decrease in the next twelve months.

Note 9. Commitments and Contingencies

In the normal course of business, the Company is a party to financial instruments with off-balance sheet risk. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheets. The contract or notional amounts of these instruments reflect the extent of involvement the Company has in particular classes of financial instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for loans.

Commitments to extend credit amounting to \$197,533,000 and \$192,667,000 were outstanding at March 31, 2014 and December 31, 2013, respectively. 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 unless waived by the bank. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee.

Included in commitments to extend credit are undisbursed lines of credit totaling \$195,958,000 and \$191,072,000 at March 31, 2014 and December 31, 2013, respectively. Undisbursed lines of credit are revolving lines of credit whereby customers can repay principal and request principal advances during the term of the loan at their discretion and most expire between one and 12 months.

Included in undisbursed lines of credit are commitments for the undisbursed portions of construction loans totaling \$21,140,000 and \$26,402,000 as of March 31, 2014 and December 31, 2013, respectively. These commitments are agreements to lend to customers, subject to meeting certain construction progress requirements established in the contracts. The underlying construction loans have fixed expiration dates.

Standby letters of credit and financial guarantees amounting to \$1,575,000 and \$1,595,000 were outstanding at March 31, 2014 and December 31, 2013, respectively. Standby letters of credit and financial guarantees are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support private borrowing arrangements. Most standby letters of credit and guarantees carry a one year term or less. The fair value of the liability related to these standby letters of credit, which represents the fees received for their issuance, was not significant at March 31, 2014 and December 31, 2013. The Company recognizes these fees as revenue over the term of the commitment or when the commitment is used. The Company generally requires collateral or other security to support financial instruments with credit risk. Management does not anticipate any material loss will result from the outstanding commitments to extend credit, standby letters of credit and financial guarantees. At March 31, 2014 and December 31, 2013, the balance of a contingent allocation for probable loan loss experience on unfunded obligations was \$157,000. The contingent allocation for probable loan loss experience on unfunded obligations is calculated by management using an appropriate, systematic, and consistently applied process. While related to credit losses, this allocation is not a part of the allowance for credit losses and is considered separately as a liability for accounting and regulatory reporting purposes.

The Company is subject to legal proceedings and claims which arise in the ordinary course of business. In the opinion of management, the amount of ultimate liability with respect to such actions will not materially affect the

consolidated financial position or consolidated results of operations of the Company.

Note 10. Earnings Per Share

Basic earnings per share (EPS), which excludes dilution, is computed by dividing income available to common shareholders by the weighted-average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock, such as stock options, stock appreciation rights settled in stock or restricted stock awards, result in the issuance of common stock which shares in the earnings of the Company. A reconciliation of the numerators and denominators of the basic and diluted EPS computations is as follows:

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Basic Earnings Per Share (In thousands, except share and per share amounts)	For the Quarter Ended March 31,	
	2014	2013
Net Income	\$2,616	\$1,783
Less: Preferred stock dividends and accretion	—	(87)
Income available to common shareholders	\$2,616	\$1,696
Weighted average shares outstanding	10,915,945	9,558,985
Basic earnings per share	\$0.24	\$0.18

  

Diluted Earnings Per Share (In thousands, except share and per share amounts)	For the Quarter Ended March 31,	
	2014	2013
Net Income	\$2,616	\$1,783
Less: Preferred stock dividends and accretion	—	(87)
Income available to common shareholders	\$2,616	\$1,696
Weighted average shares outstanding	10,915,945	9,558,985
Effect of dilutive stock options	82,685	45,856
Weighted average shares of common stock and common stock equivalents	10,998,630	9,604,841
Diluted earnings per share	\$0.24	\$0.18

During the three month periods ended March 31, 2014 and 2013, options to purchase 122,640 and 305,069 shares of common stock, respectively, were not factored into the calculation of dilutive stock options because they were anti-dilutive.

#### Note 11. Share-Based Compensation

The Company has two share based compensation plans as described below. Share-based compensation cost recognized for those plans was \$25,000 for the three month periods ended March 31, 2014 and 2013. The recognized tax benefits for the share based compensation expense were \$7,000 and \$4,000, respectively, for the three month periods ended March 31, 2014 and 2013.

The Central Valley Community Bancorp 2000 Stock Option Plan (2000 Plan) expired on November 15, 2010. Outstanding options under this plan are exercisable until their expiration, however no new options will be granted under this plan.

The Central Valley Community Bancorp 2005 Omnibus Incentive Plan (2005 Plan) was adopted in May 2005. The plan provides for awards in the form of incentive stock options, non-statutory stock options, stock appreciation rights, and restricted stock. The plan also allows for performance awards that may be in the form of cash or shares of the Company, including restricted stock.

#### Stock Option Plan

The Company bases the fair value of the options granted on the date of grant using a Black-Scholes Merton option pricing model that uses assumptions based on expected option life and the level of estimated forfeitures, expected stock volatility, risk free interest rate, and dividend yield. The expected term and level of estimated forfeitures of the Company's options are based on the Company's own historical experience. Stock volatility is based on the historical volatility of the Company's stock. The risk-free rate is based on the U. S. Treasury yield curve for the periods within the contractual life of the options in effect at the time of grant. The compensation cost for options granted is based on the weighted average grant date fair value per share.

No options to purchase shares of the Company's common stock were granted during the quarters ended March 31, 2014 and 2013 from either of the Company's stock based compensation plans. A summary of the combined activity of the Company's Stock Option Compensation Plans for the three month period ended March 31, 2014 follows (in thousands, except per share amounts):

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	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (In thousands)
Options outstanding at January 1, 2014	380,430	\$8.83		
Options exercised	(1,500 )	\$6.52		
Options forfeited	(620 )	\$7.80		
Options outstanding at March 31, 2014	378,310	\$8.84	4.46	\$1,236
Options vested or expected to vest at March 31, 2014	372,998	\$8.86	4.41	\$1,214
Options exercisable at March 31, 2014	279,490	\$9.37	3.24	\$825

Information related to the stock option plan as of and for the three months ended March 31, 2014 and 2013 follows (in thousands, except per share amounts):

	For the Quarter Ended March 31,	
	2014	2013
Intrinsic value of options exercised	\$7	\$2
Cash received from options exercised	\$10	\$4

As of March 31, 2014, there was \$243,000 of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted under both plans. The cost is expected to be recognized over a weighted average period of 2.94 years. The total fair value of options vested was \$2,000 for the three months ended March 31, 2014 and 2013.

#### Restricted Common Stock Awards

The 2005 Plan provides for the issuance of shares to directors and officers. Restricted common stock grants typically vest over a five-year period. Restricted common stock (all of which are shares of our common stock) is subject to forfeiture if employment terminates prior to vesting. The cost of these awards is recognized over the vesting period of the awards based on the fair value of our common stock on the date of the grant.

The following table summarizes restricted stock activity for the three month period ended March 31, 2014 as follows:

	Shares	Weighted Average Grant Date Fair Value
Nonvested outstanding shares at January 1, 2014	—	\$—
Granted	8,905	\$11.23
Vested	—	\$—
Forfeited	—	\$—
Nonvested outstanding shares at March 31, 2014	8,905	\$11.23

During the quarter ended March 31, 2014, 8,905 shares of restricted common stock were granted from the 2005 Plan. The restricted common stock had a fair market value of \$11.23 on the date of grant. These restricted common stock awards vest 20% after Year 1. Thereafter, 20% of the remaining restricted stock will vest on each anniversary of the initial award commencement date.

As of March 31, 2014, there were 8,905 shares of restricted stock that are nonvested and expected to vest. Share-based compensation cost charged against income for restricted stock awards was \$2,000 for the three month period ended

March 31, 2014. None was charged to income for the three month period ended March 31, 2013.

As of March 31, 2014, there was \$98,000 of total unrecognized compensation cost related to nonvested restricted common stock. Restricted stock compensation expense is recognized on a straight line basis over the vesting period. This cost is expected to be recognized over a weighted average remaining period of 4.84 years and will be adjusted for subsequent changes in estimated forfeitures. Restricted common stock awards had an intrinsic value of \$102,496 at March 31, 2014.

ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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Certain matters discussed in this report constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained herein that are not historical facts, such as statements regarding the Company's current business strategy and the Company's plans for future development and operations, are based upon current expectations. These statements are forward-looking in nature and involve a number of risks and uncertainties. Such risks and uncertainties include, but are not limited to (1) significant increases in competitive pressure in the banking industry; (2) the impact of changes in interest rates, a decline in economic conditions at the international, national or local level on the Company's results of operations, the Company's ability to continue its internal growth at historical rates, the Company's ability to maintain its net interest margin, and the quality of the Company's earning assets; (3) changes in the regulatory environment; (4) fluctuations in the real estate market; (5) changes in business conditions and inflation; (6) changes in securities markets; and (7) risks associated with acquisitions, relating to difficulty in integrating combined operations and related negative impact on earnings, and incurrence of substantial expenses. Therefore, the information set forth in such forward-looking statements should be carefully considered when evaluating the business prospects of the Company.

When the Company uses in this Quarterly Report on Form 10-Q the words "anticipate," "estimate," "expect," "project," "intend," "commit," "believe," and similar expressions, the Company intends to identify forward-looking statements. Such statements are not guarantees of performance and are subject to certain risks, uncertainties and assumptions, including those described in this Quarterly Report on Form 10-Q. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated, expected, projected, intended, committed or believed. The future results and shareholder values of the Company may differ materially from those expressed in these forward-looking statements. Many of the factors that will determine these results and values are beyond the Company's ability to control or predict. For those statements, the Company claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

The Securities and Exchange Commission (SEC) maintains a web site which contains reports, proxy statements, and other information pertaining to registrants that file electronically with the SEC, including the Company. The Internet address is: [www.sec.gov](http://www.sec.gov). In addition, our periodic and current reports are available free of charge on our website at [www.cvcb.com](http://www.cvcb.com) as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Critical accounting policies are defined as those that are reflective of significant judgments and uncertainties, and could potentially result in materially different results under different assumptions and conditions. We believe that the Company's most critical accounting policies are those which the Company's financial condition depends upon, and which involve the most complex or subjective decisions or assessments.

There have been no material changes to the Company's critical accounting policies during 2014. Please refer to the Company's 2013 Annual Report to Shareholders on Form 10-K for a complete listing of critical accounting policies.

This discussion should be read in conjunction with our unaudited consolidated financial statements, including the notes thereto, appearing elsewhere in this report.

## OVERVIEW

First Quarter of 2014

In the first quarter of 2014, our consolidated net income was \$2,616,000 compared to net income of \$1,783,000 for the same period in 2013. Diluted EPS was \$0.24 for the first quarter ended March 31, 2014 compared to \$0.18 for the same period in 2013. Net income increased primarily as a result of increases in net interest income offset by an increase in the provision for income taxes, an increase in non-interest expense and a decrease in non-interest income for the first quarter of 2014 compared to the corresponding period in 2013. Unless otherwise noted, material changes in year-over-year operating performance in dollar terms for the quarter ended March 31, 2014 were the result of the Visalia Community Bank (VCB) acquisition, which closed on July 1, 2013. No provision for credit losses was booked for the first quarter of 2014 or the first quarter of 2013. Net interest income before the provision for credit losses increased \$3,254,000 or 47.54% comparing the quarter ended March 31, 2014 to the same period in 2013. Net interest income during the first quarter of 2014 was positively impacted by payment collections of nonaccrual loans totaling \$1,618,000 which resulted in a recovery of interest income of \$721,000.

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Net interest margin (fully tax equivalent basis) was 4.24% for the quarter ended March 31, 2014 compared to 3.85% for the same period in 2013, a 39 basis point increase. The margin increased principally due to an increase in yields on interest-earning assets combined with a decrease in rates on interest-bearing liabilities. The yield on average total interest-earning assets increased 35 basis points and interest rates on deposits decreased 4 basis points comparing the quarter ended March 31, 2014 to the same period in 2013. Net interest income during the first quarter of 2014 was positively impacted by payment collections of nonaccrual loans totaling \$1,618,000 which resulted in a recovery of interest income of \$721,000. The cost of deposits, calculated by dividing annualized interest expense on interest bearing deposits by total deposits, decreased 4 basis points to 0.12% for the quarter ended March 31, 2014 compared to 0.16% for the same period in 2013. This decrease was due to the repricing of interest bearing deposits in the lower current interest rate environment.

Non-interest income decreased \$249,000 or 11.19% primarily due to a decrease in net realized gains on sales and calls of investment securities of \$544,000, a \$107,000 decrease in loan placement fees, partially offset by a \$110,000 increase in service charge income, a \$91,000 increase in interchange fees, and a \$54,000 increase in Federal Home Loan Bank dividends. The net gains realized on sales and calls of investment securities reported in 2013 was the result of a partial restructuring of the investment portfolio designed to improve future performance. Non-interest expense increased \$1,803,000 or 26.01% for the same periods mainly due to increase in salary and employee benefits, occupancy expense, data processing expenses, Internet banking expenses, and regulatory assessments.

Annualized return on average equity for the first quarter of 2014 was 8.37% compared to 6.07% for the same period in 2013. Total average equity was \$124,964,000 for the first quarter 2014 compared to \$117,457,000 for the first quarter 2013. The increase in ROE reflects an increase in net income, notwithstanding an increase in capital from an increase in common stock, an increase in other comprehensive income and an increase in retained earnings.

Our average total assets increased \$258,210,000 or 29.67% to \$1,128,628,000 at the end of the first quarter 2014 compared to the same period in 2013. The balance sheet increases during 2013 were primarily driven by the VCB acquisition which was completed on July 1, 2013. Total average interest-earning assets increased \$242,165,000 or 30.85% comparing the first quarter of 2014 to the same period of 2013. Average total loans, including nonaccrual loans, increased \$123,706,000 or 31.66% while average total investments and interest-earning deposits increased \$113,855,000 or 28.39% in the three month period ended March 31, 2014 compared to the same period in 2013. Average interest-bearing liabilities increased \$124,667,000 or 24.11% over the same period. Average non-interest bearing demand deposits increased 54.35% to \$348,552,000 in 2014 compared to \$225,814,000 for 2013. The ratio of average non-interest bearing demand deposits to average total deposits was 35.38% in the first quarter of 2014 compared to 30.69% for 2013.

Central Valley Community Bancorp (Company)

We are a central California-based bank holding company for a one-bank subsidiary, Central Valley Community Bank (Bank). We provide traditional commercial banking services to small and medium-sized businesses and individuals in the communities along the Highway 99 corridor in the Fresno, Madera, Merced, Sacramento, Stanislaus, San Joaquin, and Tulare Counties of central California. Additionally, we have a private banking office in Sacramento County. As a bank holding company, the Company is subject to supervision, examination and regulation by the Federal Reserve Bank.

Central Valley Community Bank (Bank)

The Bank commenced operations in January 1980 as a state-chartered bank. As a state-chartered bank, the Bank is subject to primary supervision, examination and regulation by the Department of Business Oversight (DBO). The

Bank's deposits are insured by the Federal Deposit Insurance Corporation (FDIC) up to the applicable limits thereof, and the Bank is subject to supervision, examination and regulations of the FDIC.

The Bank is a member of the FDIC, which currently insures customer deposits in each member bank to a maximum of \$250,000 per depositor. For this protection, the Bank is subject to the rules and regulations of the FDIC, and, as is the case with all insured banks, may be required to pay a quarterly statutory assessment.

The Bank operates 21 branches which serve the communities of Clovis, Exeter, Fresno, Kerman, Lodi, Madera, Merced, Modesto, Oakhurst, Prather, Sacramento, Stockton, Tracy, and Visalia, California. Additionally the Bank operates Real Estate, Agribusiness and SBA departments that originate loans in California. According to the June 30, 2013 FDIC data, the Bank's branches in Fresno, Madera, and Tulare Counties had a 4.58% combined deposit market share of all insured depositories. The

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Bank's branches in Merced, Sacramento, San Joaquin, and Stanislaus Counties had a 0.47% combined deposit market share of all insured depositories.

Effective July 1, 2013, the Company and Visalia Community Bank, headquartered in Visalia, California, completed a merger under which Visalia Community Bank, with three full-service offices in Visalia and one in Exeter, merged with and into Central Valley Community Bancorp's subsidiary, Central Valley Community Bank. The acquired assets and liabilities were recorded at fair value at the date of acquisition.

## Key Factors in Evaluating Financial Condition and Operating Performance

As a publicly traded community bank holding company, we focus on several key factors including:

- Return to our shareholders;
- Return on average assets;
- Development of revenue streams, including net interest income and non-interest income;
- Asset quality;
- Asset growth;
- Capital adequacy;
- Operating efficiency; and
- Liquidity

## Return to Our Shareholders

Our return to our shareholders is determined in a ratio that measures the return on average equity (ROE). Our annualized ROE was 8.37% for the three months ended March 31, 2014 compared to 6.89% for the year ended December 31, 2013 and 6.07% for the annualized three months ended March 31, 2013. Our net income for the three months ended March 31, 2014 increased \$833,000 or 46.72% to \$2,616,000 compared to \$1,783,000 for the three months ended March 31, 2013. Net income increased primarily due to an increase in interest income, partially offset by an increase in tax expense, a decrease in non-interest income, and an increase in non-interest expenses. Net interest margin (NIM) increased 39 basis points comparing the three month periods ended March 31, 2014 and 2013. Diluted EPS was \$0.24 for the three months ended March 31, 2014 and \$0.18 for the same period in 2013.

## Return on Average Assets

Our return on average assets (ROA) is a ratio that we use to compare our performance with other banks and bank holding companies. Our annualized ROA for the three months ended March 31, 2014 was 0.93% compared to 0.84% for the year ended December 31, 2013 and 0.82% for the annualized three months ended March 31, 2013. The increase in ROA compared to December 2013 and same period in 2013 is due to the increase in net income, notwithstanding an increase in average assets. Average assets for the three months ended March 31, 2014 were \$1,128,628,000 compared to \$986,924,000 for the year ended December 31, 2013. ROA for our peer group was 0.90% for the year ended December 31, 2013. Our peer group from SNL Financial data includes certain bank holding companies in central California with assets from \$300 million to \$2 billion that are not subchapter S corporations.

## Development of Revenue Streams

Over the past several years, we have focused on not only improving net income, but improving the consistency of our revenue streams in order to create more predictable future earnings and reduce the effect of changes in our operating environment on our net income. Specifically, we have focused on net interest income through a variety of processes, including increases in average interest earning assets, and minimizing the effects of the recent interest rate decline on

our net interest margin by focusing on core deposits and managing the cost of funds. The Company's net interest margin (fully tax equivalent basis) was 4.24% for the three months ended March 31, 2014, compared to 3.85% for the same period in 2013. The increase in net interest margin is principally due to an increase in the yield on earning assets which was greater than the decrease in our rates on interest-bearing liabilities. An increase in the yield on the Company's investment portfolio, the loan portfolio, and a decrease in the Company's cost of funds contributed to the increase in the Company's net interest margin. In comparing the two periods, the effective yield on total earning assets increased 35 basis points, while the cost of total interest bearing liabilities decreased 6 basis points and the cost of total deposits decreased 4 basis points. The Company's total cost of deposits for the three months ended March 31, 2014 was 0.12% compared to 0.16% for the same period in 2013. At March 31, 2014, 35.38% of the Company's average deposits were non-interest bearing compared to 31.56% for the Company's peer group as of



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December 31, 2013. Net interest income before the provision for credit losses for the three month period ended March 31, 2014 was \$10,099,000 compared to \$6,845,000 for the same period in 2013.

Our non-interest income is generally made up of service charges and fees on deposit accounts, fee income from loan placements and other services, appreciation in cash surrender value of bank owned life insurance, and gains from sales of investment securities. Non-interest income for the three months ended March 31, 2014 decreased \$249,000 or 11.19%, to \$1,977,000 compared to \$2,226,000 for the three months ended March 31, 2013. The decrease resulted primarily from decreases in net realized gains on sales and calls of investment securities, and loan placement fees, offset by increases in service charge income, appreciation in cash surrender value of bank owned life insurance, Federal Home Loan Bank dividends, and interchange fees compared to the comparable 2013 period. Further detail of non-interest income is provided below.

## Asset Quality

For all banks and bank holding companies, asset quality has a significant impact on the overall financial condition and results of operations. Asset quality is measured in terms of non-performing assets as a percentage of total assets, and is a key element in estimating the future earnings of a company. Nonperforming assets consist of nonperforming loans, other real estate owned (OREO), and repossessed assets. Nonperforming loans are those loans which have (i) been placed on nonaccrual status; (ii) been classified as doubtful under our asset classification system; or (iii) become contractually past due 90 days or more with respect to principal or interest and have not been restructured or otherwise placed on nonaccrual status. A loan is classified as nonaccrual when 1) it is maintained on a cash basis because of deterioration in the financial condition of the borrower; 2) payment in full of principal or interest under the original contractual terms is not expected; or 3) principal or interest 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.

The Company had non-performing loans totaling \$4,982,000 or 0.97% of total loans as of March 31, 2014 and \$7,586,000 or 1.48% of total loans at December 31, 2013. Management maintains certain loans that have been brought current by the borrower (less than 30 days delinquent) on nonaccrual status until such time as management has determined that the loans are likely to remain current in future periods and collectibility has been reasonably assured. The Company had no other real estate owned (OREO) at March 31, 2014. The Company had \$190,000 OREO at December 31, 2013. The Company's ratio of non-performing assets as a percentage of total assets was 0.44% as of March 31, 2014 and 0.68% at December 31, 2013.

## Asset Growth

As revenues from both net interest income and non-interest income are a function of asset size, the growth in assets has a direct impact in increasing net income and therefore ROE and ROA. The majority of our assets are loans and investment securities, and the majority of our liabilities are deposits, and therefore the ability to generate deposits as a funding source for loans and investments is fundamental to our asset growth. Total assets decreased by \$6,133,000 or 0.54% during the quarter ended March 31, 2014 to \$1,139,502,000 compared to \$1,145,635,000 as of December 31, 2013. Total gross loans increased \$2,064,000 to \$514,421,000 as of March 31, 2014 compared to \$512,357,000 as of December 31, 2013. Total deposits decreased 1.31% to \$990,996,000 as of March 31, 2014 compared to \$1,004,143,000 as of December 31, 2013. Our loan to deposit ratio at March 31, 2014 was 51.91% compared to 51.02% at December 31, 2013. The loan to deposit ratio of our peers was 72.44% at December 31, 2013. Further discussion of loans and deposits is below.

## Capital Adequacy

Capital serves as a source of funds and helps protect depositors and shareholders against potential losses. The Company has historically maintained substantial levels of capital. The assessment of capital adequacy is dependent on several factors including asset quality, earnings trends, liquidity and economic conditions. Maintenance of adequate capital levels is integral to providing stability to the Company. The Company needs to maintain substantial levels of regulatory capital to give it flexibility in the changing regulatory environment and to respond to changes in the market and economic conditions including acquisition opportunities.

The Company and the Bank are each subject to regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can cause certain mandatory and discretionary actions by regulators that, if undertaken, could have a material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative and qualitative measures. These measures were established by regulation to ensure capital adequacy. As of March 31, 2014, the Company and the Bank were considered “well capitalized” under this regulatory framework. The Company’s regulatory capital ratios are presented in the table in the “Capital” section below.

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### Operating Efficiency

Operating efficiency is the measure of how efficiently earnings before provision for credit losses and taxes are generated as a percentage of revenue. A lower ratio is more favorable. The Company's efficiency ratio (operating expenses, excluding amortization of intangibles and foreclosed property expense, divided by net interest income before provision for credit losses plus non-interest income, excluding gains from sales of securities and OREO) was 72.67% for the first three months of 2014 compared to 83.35% for the first three months of 2013. The improvement in the efficiency ratio is primarily due to an increase in net interest income, partially offset by an increase in operating expenses. Further discussion of the increase in net interest income and increase in operating expenses is below.

The Company's net interest income before provision for credit losses plus non-interest income, net of OREO related gain and investment securities related gains, increased 42.98% to \$11,807,000 for the first three months of 2014 compared to \$8,258,000 for the same period in 2013, while operating expenses, net of OREO related expenses, loss on sale of assets and amortization of core deposit intangibles, increased 24.65% to \$8,580,000 from \$6,883,000 for the same period in 2013.

### Liquidity

Liquidity management involves our ability to meet cash flow requirements arising from fluctuations in deposit levels and demands of daily operations, which include providing for customers' credit needs, funding of securities purchases, and ongoing repayment of borrowings. Our liquidity is actively managed on a daily basis and reviewed periodically by our management and Directors' Asset/Liability Committee. This process is intended to ensure the maintenance of sufficient liquidity to meet our funding needs, including adequate cash flow for off-balance sheet commitments. Our primary sources of liquidity are derived from financing activities which include the acceptance of customer and, to a lesser extent, broker deposits, Federal funds facilities and advances from the Federal Home Loan Bank of San Francisco (FHLB). We have available unsecured lines of credit with correspondent banks totaling approximately \$40,000,000 and secured borrowing lines of approximately \$286,239,000 with the FHLB. These funding sources are augmented by collection of principal and interest on loans, the routine maturities and pay downs of securities from our investment securities portfolio, the stability of our core deposits, and the ability to sell investment securities. Primary uses of funds include origination and purchases of loans, withdrawals of and interest payments on deposits, purchases of investment securities, and payment of operating expenses.

## RESULTS OF OPERATIONS

### Net Income for the First Three Months Ended March 31, 2014 Compared to the Three Months Ended March 31, 2013:

Net income increased to \$2,616,000 for the three months ended March 31, 2014 compared to \$1,783,000 for the three months ended March 31, 2013. Basic and diluted earnings per share for March 31, 2014 were \$0.24. Basic and diluted earnings per share for the same period in 2013 were \$0.18. Annualized ROE was 8.37% for the three months ended March 31, 2014 compared to 6.07% for the three months ended March 31, 2013. Annualized ROA for the three month periods ended March 31, 2014 and 2013 was 0.93% and 0.82%, respectively.

The increase in net income for the three months ended March 31, 2014 compared to the same period in 2013 can be attributed to an increase in interest income and a decrease in interest expense, partially offset by a decrease in non-interest income, an increase in income tax expense, and an increase in non-interest expense. The decrease in non-interest income was primarily driven by a decrease in net realized gains on sales and calls of investment securities, and a decrease in loan placement fees, partially offset by an increase in interchange fees, an increase in service charge income, and an increase in Federal Home Loan Bank dividends compared to the comparable 2013 period. Non-interest expenses increased due to an increase in salaries and employee benefits, occupancy and

equipment expenses, data processing expenses, Internet banking expenses, regulatory assessments, ATM/debit card expenses, license and maintenance contracts and advertising expenses. Further discussion of non-interest expenses is below.

#### Interest Income and Expense

Net interest income is the most significant component of our income from operations. Net interest income (the “interest rate spread”) is the difference between the gross interest and fees earned on the loan and investment portfolios and the interest paid on deposits and other borrowings. Net interest income depends on the volume of and interest rate earned on interest earning assets and the volume of and interest rate paid on interest bearing liabilities.

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The following table sets forth a summary of average balances with corresponding interest income and interest expense as well as average yield and cost information for the periods presented. Average balances are derived from daily balances, and nonaccrual loans are not included as interest earning assets for purposes of this table.

CENTRAL VALLEY COMMUNITY BANCORP  
SCHEDULE OF AVERAGE BALANCES AND AVERAGE YIELDS AND RATES

(Dollars in thousands)	For the Three Months Ended March 31, 2014			For the Three Months Ended March 31, 2013		
	Average Balance	Interest Income/ Expense	Average Interest Rate	Average Balance	Interest Income/ Expense	Average Interest Rate
<b>ASSETS</b>						
Interest-earning deposits in other banks	\$68,761	\$53	0.31 %	\$31,249	\$30	0.39 %
Securities						
Taxable securities	289,845	1,347	1.86 %	220,593	402	0.73 %
Non-taxable securities (1)	156,026	2,124	5.45 %	148,847		